

Hearing Loss Association of Washington Bylaws

Revised 2012

Article I - Name

The name of the Association, as incorporated under the laws of the State of Washington, is the Hearing Loss Association of Washington, also known as HLA-WA and referred to as such throughout this document. The corporation is located in the State of Washington. This state association is organized in compliance with the guidelines as established by the National Board of Trustees of the Hearing Loss Association of America, Inc., referred to herein as HLAA.

Article II – Purposes

The purposes of HLA-WA are exclusively charitable, educational, and scientific and include but are not limited to the following:

- A. To assist persons with hearing loss in coping with problems of communication through information, education, support and advocacy.
- B. To foster a wholesome social environment for persons with hearing loss.
- C. To share experiences, develop awareness, and learn better to cope with hearing loss.
- D. To educate ourselves, our relatives, and our friends and all others about the nature, complications, and possible remedies of and for hearing loss.
- E. To promote an increased awareness of the communication needs of persons with hearing loss in the community and the importance of accommodating these needs.
- F. To encourage the identification of those persons of all ages with hearing loss
- G. To support new technology and medical research that will assist persons with hearing loss.
- H. To foster and support groups, chapters, and organizations consisting of persons with hearing loss and other persons committed to assisting and supporting such persons, in order to increase the availability of assistance and support for persons with hearing loss, and specifically, to act as a resource organization for Hearing Loss Association of Washington groups and chapters.
- I. To aid, cooperate with, support and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on of propaganda or otherwise attempting to influence legislation.
- J. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, as further stated in the Articles of Incorporation.

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Article III – Functions

The functions of the corporation shall be:

- A. To coordinate the establishment of and efforts of HLA-WA groups and chapters.
 1. By increasing networking among persons with hearing loss in the State of Washington.
 2. By providing educational opportunities and information for people with hearing loss.
- B. To provide assistance and help increase membership for HLA-WA chapters.
- C. To enhance HLAA development through increasing national membership in the State of Washington.
- D. To seek representation on any official state bodies dealing with issues germane to persons with hearing loss.
- E. To support policy which will promote the welfare of persons with hearing loss in the State of Washington.
- F. To cooperate with and provide assistance to HLAA in promoting special events, such as Founder's Day, that focus on fundraising for HLAA.

Article IV – Membership in HLA-WA

All persons who are members of HLAA in good standing shall be considered members of HLA-WA. Members shall have the rights delineated in these Bylaws. Before sending out the ballot to vote for the Board of Trustees the Board shall request a list of Washington State members from HLAA in order to determine who has a right to vote. Good standing means current in the payment of dues to HLAA.

Article V – Board of Trustees

A. The Board of Trustees (The Board) shall be the governing body of HLA-WA, and shall have the right to exercise all authority it deems necessary for the governance and operation of the association, including, but not limited to, the appointment of an executive Trustee and the establishment of a state office.

B. Number of Trustees The Board of Trustees shall consist of a minimum of nine (9), but no more than eighteen (18) elected members. In addition, the following persons shall also serve on the Board:

1. Members of the HLAA Board of Trustees who reside in the State of Washington.
2. The State Chapter Coordinator(s), even though he/she/they may not have been elected to the Board.

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The number of Trustees and composition of the Board may be changed from time to time by Resolution of the Board, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Trustee.

C. Qualifications for membership on Board of Trustees

1. At least two-thirds of the Trustees shall be people with a hearing loss.
2. All Board members must be members of HLAA in good standing.
3. All Board members shall be residents of the State of Washington at the time of election. Exceptions may be considered by the Nominating committee.
4. All Board members must have access to e-mail and access to Internet.

D. Terms, Selection, Removal and Resignation of Trustees

1. Terms The terms of elected Trustees normally shall be for three (3) years, with one-third of the elected members to be elected annually. Exceptions may be approved by the Board. Board members may be re-elected without limit. Unless the Board decides not to refill an elected trustee position at the end of his/her term or unless a Trustee dies, resigns, or is removed, a trustee shall serve until his/her successor has been duly elected or appointed, whichever is later.
2. Election Process and Vacancies Article IX sets out the process of nomination and election for elected Trustees. Any vacancies in the positions of elected Trustees that occur between Board member elections may be filled in the interim by the President, subject to the approval of the Board at its next meeting. Unless the Board decides otherwise, a Trustee who fills a vacancy shall serve for the unexpired term of his or her predecessor. Vacancies which result in less than nine (9) elected Board members need to be filled.
3. Removal from the Board of Trustees Any member of the Board, including officers, may be removed from the Board for failure to comply with the responsibilities noted in these Bylaws or for engaging in conduct deemed by the other Trustees to be adverse to the policies and goals of HLAA. In addition, any member of the Board who is unable to attend a meeting shall, by telephone or written correspondence or e-mail addressed to the President or Secretary, state the reason for his/her absence. If a Trustee is absent from two (2) or more consecutive meetings for reasons the Executive Committee has failed to declare sufficient, his/her resignation shall be deemed to have been tendered and accepted.
4. Resignation from Board of Trustees Any Trustee may resign at any time by delivering written notice to the President or the Secretary or by giving oral or written notice at any meeting of the Trustees. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

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Article VI- Meetings of the Board of Trustees and of Members of HLA-WA; Notice Requirements

A. Quorum A simple majority of the Board shall constitute a quorum at all meetings of the Board. Provided a quorum exists, a simple majority of the Trustees present shall be sufficient to approve motions, except if a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington Law.

B. Schedule of Board Meetings and Annual Meeting There shall be at least two (2) regular meetings of the Board each year at such times and places as directed by the President and subject to the approval of the Board or Executive Committee. One of these regular Board meetings shall be called the Annual Meeting of HLA-WA and shall be open to the general membership of HLA-WA. Other Board meetings, whether regular or special, may or may not be open as determined by the Executive Committee.

C. Notice of Regular Meetings of the Board Notice of the time, date and place of regular meetings of the Board, including the Annual Meeting, shall be delivered to all Trustees no later than thirty (30) days prior to the scheduled meeting time.

D. Special Meetings of the Board Special meetings of the Board may be called by the President or the Vice-President or any four (4) Trustees. Special meetings shall be held no sooner than six (6) days after notice is mailed by first-class mail or on at least forty-eight (48) hours after notice delivered personally, by telephone or by e-mail, subject to Article VII regarding electronic transmission.

E. Meetings by Telephone or Other Communication Equipment Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone, web conference, or similar communications equipment by means of which ALL persons participating in the meeting can hear and/or understand each other at the same time and participation by such means shall constitute presence in person at a meeting.

Notwithstanding the foregoing, no meeting can be held by conference telephone, web conference or similar communications equipment unless all participants agree.

F. Action of Board Without a Meeting Any action which could be taken at a meeting of the Board may be taken without a meeting if consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Trustees. Any such records shall be inserted in the minute book, as if it were the minutes of a Board meeting. For purposes of this Section, record means information inscribed on a tangible medium or contained in an electronic transmission.

G. Annual Meeting of HLA-WA The Annual Meeting of HLA-WA shall be held at approximately the same time each year at such time, date and place as directed by the President and subject to the approval of the Board or Executive Committee.

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At the Annual Meeting, the Nominating Committee will announce the names of the newly-elected Board members, the Board will summarize activities in the last year, the Board will respond to questions of members, the Board will elect officers after considering the slate presented by the nominating committee, and the Board will transact such business as may properly come before the meeting.

H. Special Meetings of Members of HLA-WA Special meetings of the members of HLA-WA may be called by the President, the Board of Trustees or Executive Committee. The President, Board, or Executive Committee, as the case may be, shall fix the time, date and place of the meeting.

I. Notice of Annual Meeting of HLA-WA and Special Meetings of the Members of HLA-WA Notice stating the place, day, and hour of the Annual Meeting of HLA-WA, and, in case of a special meeting of the members of HLA-WA, the place, day and hour of the meeting together with the purpose or purposes for which the meeting is called, shall be delivered to members of HLA-WA not less than twenty (20) nor more than fifty (50) days before the date of the meeting, by or at the direction of the person or entity calling the meeting. Chapters shall also be provided notice of such meetings.

J. Electronic Transmission Notices may be delivered to Board members or members of HLA-WA by electronic transmission, provided they are in compliance with the time constraints set out in these Bylaws. Notice in an electronic transmission is effective only with respect to those persons that have consented, in writing or by e-mail, to receive e-mail notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A person who has consented to receipt of electronically-transmitted notices may revoke the consent by delivering a revocation to the Secretary or President HLA-WA. The consent to receive notice by electronic means is automatically revoked if HLA-WA is unable to electronically transmit two consecutive notices given by HLA-WA, and this inability becomes known to the person responsible for giving notice. Subject to the preceding provisions notice provided by e-mail is effective and considered delivered when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose.

K. Notice of Delivery by Mail and Phone Notices to Board members or members of HLA-WA can also be delivered by United States mail. Notices provided by mail will be deemed delivered and mailed when deposited in the U.S. mail, addressed to the recipient at his or her address, as it appears on the records of the corporation, with postage thereon prepaid. Where the Bylaws permit notice by phone, notice provided by phone will only be considered delivered if the person called is spoken to and has indicated understanding.

L. Waiver of Notice of Meetings

1. Whenever any notice is required to be given to any Trustee or member of HLA-WA under the provisions of these Bylaws, the Articles of Incorporation, or applicable Washington law, a waiver thereof in writing or by e-mail, whether before or after the time

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stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board needs to be specified in the waiver of notice of such meeting.

2. The attendance of a Trustee or member of HLA-WA at a meeting shall constitute a waiver of notice of such meeting, except when the Trustee or member of HLA-WA attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article VII – Board Committees and Member Committees

A. Standing or Temporary Board Committees The Board, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more standing or temporary Board Committees, each of which shall consist of two or more Trustees. The President of HLA-WA shall be an ex officio member of all Board Committees, except the Nominating Committee. Non-Board members can be members of these committees, but cannot vote. Such committees shall have and exercise the authority of the Trustees in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law. HOWEVER, no committee shall have the authority to:

- a) Amend, alter or repeal these Bylaws.
- b) Elect, appoint or remove any member of any other committee or Trustee or officer of HLA-WA.
- c) Amend the Articles of Incorporation.
- d) Adopt a plan of merger or consolidation with another corporation.
- e) Authorize the sale, lease, or exchange of all or substantially all of the property and assets of HLA-WA not in the ordinary course of business.
- f) Authorize the voluntary dissolution of the corporation or revoke proceedings therefore.
- g) Adopt a plan for distribution of the assets of the corporation.
- h) Amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any such Board committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee or any responsibility imposed upon it, him or her by law.

B. Quorum; Manner of Acting of Board Committees A majority of the Trustees composing a Board committee shall constitute a quorum, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the committee.

C. Minutes For Board Committees The Executive Committee shall keep minutes of its meetings and actions, which minutes shall be delivered to all Board members within thirty

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(30) days of their meeting. All other committees will keep minutes and/or report actions, as directed by the Board.

D. Executive Committee

1. Composition The Executive Committee shall consist of the officers of the Association and may include the chairs of committees appointed by the President, provided such chairs are Board members. The State Chapter Coordinator(s) shall also be a member (members) with full voting privileges.

2. Duties The Executive Committee, subject to the provisions of Article VIIA and to the extent provided by Board resolution, shall act for and discharge the functions of the Board of Trustees between its regular meetings and may initiate any action, plans, and projects to assure the effective operation of HLA-WA.

3. Meetings The HLA-WA Executive Committee shall meet as directed by the President.

E. State Chapter Coordinator(s) The Executive Committee, subject to the approval of the Board and HLAA, shall strive to appoint a State Chapter Coordinator or Coordinators, to serve as a coordinator(s) between the Board of Trustees and the State of Washington chapters. The individual(s) serving in this position shall be responsible for providing guidance, assistance, and information to all HLAA affiliates in the State of Washington.

The State Chapter Coordinator(s) shall provide assistance whenever possible to individuals who desire to develop chapters. The State Chapter Coordinator(s) may not serve as an officer in HLA-WA.

F. Nominating Committee The Nominating Committee is a Board Committee and is further described in Article IX.

G. Member Committees In addition to Board Committees, the Board may establish Member Committees, to which Board members can belong. The Vice-President shall be an ex officio member of these committees. The make-up, duties, authority and procedures of Member Committees shall be established by Board. Member Committees shall not have the authority to exercise the authority of the Trustees in the management of the Corporation.

Article VIII- Officers

A. General The Board of Trustees shall elect at least four (4) officers, including a President, Vice-President, Secretary, and Treasurer. The Immediate Past President, unless unwilling to do so, shall also serve as an officer. Except for the Immediate Past President, all officers must be current Board members. Any two or more offices may be held by the same person, except the offices of President and Secretary.

B. Election and Term of Office The officers of the corporation shall be elected each year by the Board at the annual meeting and shall hold office for one (1) year. Unless an exception is made by the Board, no officer shall serve more than two (2) consecutive full terms in the same capacity.

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C. Vacancies Any vacancy among the officers may be filled in the interim by the highest ranking remaining officer (in the order of President, Vice-President, Secretary, Treasurer, and Past President) or another Board member subject to the approval of the Board.

D. Removal Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interest of the organization would be served thereby.

E. President The President shall be the principal elected officer of the Association and, subject to the Board's control, shall supervise and control all of the assets, business, and affairs of HLA-WA. The President may sign contracts and other instruments on behalf of HLA-WA, except if otherwise required by law and except for when the signing and execution thereof have been delegated to some other officer. He/she shall preside at all meetings of HLA-WA and of the Board and of the Executive Committee. He/she shall also be a member ex officio, with right to vote, on all Board Committees, except the Nominating Committee. He/she shall also, at the Annual Meeting of HLA-WA and at other times deemed appropriate, communicate to HLA-WA or to the Board such matters and make such suggestions as may in his/her opinion promote the welfare and increase the effectiveness of the Association. He/she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.

F. Vice-President The Vice-President shall assist the President in the discharge of his/her duties and in his/her absence or temporary disability shall perform the duties and exercise the authority of the President. The Vice-President shall be an ex officio member of Member Committees.

G. Secretary The Secretary shall be responsible for keeping accurate minutes of the proceedings of the meetings of the Board of Trustees and the Executive Committee, and shall make a report to the members as directed by the Board. The secretary shall also be responsible for providing information to the HLAA Board of Trustees that is deemed pertinent The Secretary:

- a) Shall see that all notices are duly given in accordance with these Bylaws and the law.
- b) Other than financial records, is custodian of the corporate records of HLA-WA, including but not limited to the Articles of Incorporation, Bylaws and minutes of HLA-WA.
- c) Shall keep records of the postal address and e-mail of each Trustee and Officer.
- d) Shall keep a list of members of HLA-WA and their addresses.
- e) In general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board.

H. Treasurer The Treasurer shall be responsible for the custody of all HLA-WA funds and securities; for full and accurate accounts of the receipts and disbursements; for depositing all monies and other valuable effects in the name and to the credit of HLA-WA in depositories

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specified by the Board of Trustees; for the distribution of funds within limits prescribed by HLA-WA budget; for keeping correct and adequate statements of Accounts and Finance. He/she shall render to the President and the Board at its regular meetings, or whenever the Board may require, an account of all transactions and the financial condition of the Association; and in general perform all of the duties incident to the office of Treasurer or such other duties as from time to time may be assigned to him by the President or the Board. He/she shall perform his/her duties in such manner as is satisfactory to the Board and shall assure restoration to the Association, in case of his or her death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of any kind in his/her possession or under his/her control belonging to the Association. The Treasurer may appoint one (1) or more Assistant Treasurers to perform such duties as the Treasurer may delegate.

I. Past President Upon completion of his/her term as President, the Immediate Past President shall perform those duties and functions delegated by the President.

Article IX- Nominations and Elections of Trustees; Recommendations for Officers

A. Nominating Committee A Nominating Committee for the ensuing year shall be elected at the Board Meeting held in conjunction with the Annual Meeting of HLA-WA.

B. Composition This committee shall consist of not more than seven (7) members nor fewer than three (3) members, of whom at least two-thirds should be current or past members of the HLA-WA Board and of which two (2) members must be current Board members. All committee members must be members of HLAA. The HLA-WA president shall not serve on the Nominating Committee and a maximum of one current officer can serve on the Committee.

C. Term A Nominating Committee member's term shall end at the time of the next Annual Meeting of HLA-WA.

D. Limits on Terms No person shall serve more than three (3) consecutive terms on the Nominating Committee, or more than two (2) consecutive terms as the committee chair.

E. Duties The Nominating Committee shall:

1. Prepare a slate of Trustees to be elected by ballot.
2. Notify all state HLAA chapters that each is encouraged to promote at least one (1) nominee for election to the HLA-WA Board.
3. Notify members of HLA-WA that each is entitled to vote. (All members of HLA-WA are entitled to stand for nomination.)
4. Recommend a slate of officers to be elected by the new HLA-WA Board at the Board meeting held in connection with the Annual meeting.

F. Elections

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1. Election by Ballot Nominees for the Board shall be elected to the Board by ballot provided to all members of HLA-WA. A written ballot listing nominees will be mailed by U.S. mail to all members of HLA-WA and will serve to elect Trustees to the HLA-WA Board. As an alternative, the Board may choose to provide ballots by e-mail to members of HLA-WA that have consented to receive electronic transmissions from HLA-WA, in accordance with Article VIJ. To be counted, a ballot must be returned to the address set out in the ballot, contain the HLAA membership number of the member, and be received by HLA-WA by the date set out in the ballot.
2. Definition of member of HLA-WA See Article IV.
3. Winners of the Election Whenever there are more nominees than open positions, the nominees receiving the greatest number of votes cast by members will be elected to the Board.
4. Officers In electing officers, the Board will give weight to the slate prepared by the Nominating Committee.

Article X- Interests of Officers and Trustees

A. Compensation The Board members shall not receive any compensation for their services as Trustees, but the Board by resolution may authorize reimbursement of expenses incurred in the performance of their duties. The Board by resolution may also authorize payment to Board members who provide services under contracts executed by the Board. Trustees who receive any compensation for such services may not vote on matters pertaining to the Trustees' compensation.

B. Bonding At the direction of the Board, any officer, Board member, or employee of HLA-WA may furnish, at the expense of HLA-WA, a fidelity bond, in such sum as the Board shall prescribe.

C. Conflict of Interest Board members and administration officials shall disclose in writing to the Board any person to whom they are closely related or organization with which they are affiliated who or which presently transacts business with HLA-WA and/or other HLAA affiliates, or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. An affiliation with an organization will be considered to exist whenever a Board member or administration official or member of his/her immediate family or close relative is an officer, trustee, partner, employee, or agent of the organization, or owns at least five (5) percent of the voting stock or controlling interest in the organization, or has any other substantial interest or dealings with the organization.

D. Review of Certain Transactions Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of HLA-WA, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

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ARTICLE XI Administrative and Financial Provisions

A. Loans No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority must be specific.

B. Loans and Extensions of Credit No loans shall be made and no credit shall be extended by HLA-WA to its officers or Trustees.

C. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

D. Deposits All funds of HLA-WA not otherwise employed shall be deposited from time to time to the credit of HLA-WA in such banks, trust companies or other depositories as the Board may select.

E. Books and Records The Books and Records of the Corporation shall be kept by the Secretary and Treasurer in the manner stated in Article VIII.

F. Seal HLA-WA may choose to have a seal or logo of such design as the Board may adopt. The state association logo is from HLAA.

G. Fiscal Year The fiscal year shall commence on the first day of January and shall end on the last day of December.

H. Conduct of Business

1. Roberts Rules of Order Robert's Rules of Order, current edition, shall prevail in matters not covered by these Bylaws, the Articles of Incorporation, or any resolution of the Board PROVIDED such rules are not in conflict with the Constitution of Hearing Loss Association of America.

2. Parliamentarian A Parliamentarian may be selected by the Board to advise the presiding officer at Board or Executive Committee meetings on rules of procedure and interpretations of the Bylaws. The Parliamentarian shall issue, at the request of any member of the Board, interpretations of the Bylaws and Board rulings and the applicability of Robert's Rules of Order. The Parliamentarian shall record his/her rulings or opinions, which shall be read into the minutes of the Board at its next official meeting.

3. Standing Rules HLA-WA shall establish appropriate Standing Rules, as necessary that will address issues that cannot be addressed by a generic set of Bylaws. Standing Rules may be changed by the Executive committee of HLA-WA without amendment to the Bylaws.

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I. Endorsements HLA-WA shall not endorse any product, company, or professional business person at its meetings or in its newsletter. Advertisements in the newsletter shall plainly state they are "Paid Advertising." All commercial vendors shall keep their products and promotional information separated from Hearing Loss Association and other non-profit hard-of-hearing literature at meetings, preferably on a second table so as not be confused with HLA and HLA-WA publicity. A disclaimer shall be posted near and/or in any vendor area that indicates that HLA-WA does not endorse or promote any product or service offered or displayed.

Announcements of vendor items for sale will not be made at meetings or conferences. In lieu of such announcement, the President, other Board member, or program chair may make the following statement or something similar: "We have a table (or room) of vendor items or services provided for your interest and information, but HLA-WA cannot endorse any one product or service over another. We wish to thank all vendors who offer their products for you to try and/or examine."

Article XII Dissolution

The dissolution of HLA-WA may be authorized at a meeting of the Board upon adoption of a resolution to dissolve by the vote of the majority of the Trustees in office, provided all of said Trustees have been delivered notice of the proposed dissolution at least twenty (20) days before the meeting.

Upon dissolution of the Corporation, any funds or assets remaining shall be distributed as set out in the Articles of Incorporation. Self Help for Harding of Hearing People, Inc. (SHHH), referred to in Article VIII of the Articles of Incorporation, has changed its name to the Hearing Loss Association of America.

Article XIII- Grievance Procedure

Trustees, officers, committee members, and members of HLA-WA have individual and group rights to present in writing signed or unsigned grievances for action and decision by the Board. The matter shall be included on the agenda at the next scheduled Board meeting. If the Board agrees that the matter should be pursued, it shall be turned over to a Grievance Committee of three (3) persons, appointed by the President with the consent of the full Board present. The committee shall investigate the grievance and provide a written report with recommendations at the next scheduled meeting. No Officer or Trustee shall serve on the committee. Approval by the Board of the Grievance Committee recommendation shall be binding.

Article XIV- Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Trustees, provided all Trustees have been delivered notice of the proposed change Fifteen (15) days before the meeting. Any such change shall require a vote of a majority of the Trustees in Office.

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In addition, these Bylaws may be altered, amended, repealed and new Bylaws may be adopted by the written consent of each of the Trustees.

Article XV-Amendment to Articles of Incorporation

Amendments to the Articles of Incorporation, in whole or part, may be proposed by motion by any member of the HLA-WA Board at any meeting of the Board, provided all Trustees have been delivered notice of the proposed amendment(s) fifteen (15) days before the meeting. Adoption of an amendment shall require a vote of a majority of the Trustees in office.