**THE FLORIDA SOCIETY OF HEARING HEALTHCARE PROFESSIONALS**

**BY-LAWS**

**ARTICLE I**

**NAME**

This corporation shall be known as The Florida Society of Hearing Healthcare Professionals.

**ARTICLE II**

**PURPOSE**

The objects of this corporation are as follows:

The Florida Society of Hearing Healthcare Professionals is organized to provide a forum for all persons of all disciplines licensed to provide hearing instruments and services to hearing impaired persons and to promote uniform good will and education among all hearing instrument dispensers in the State of Florida, thereby bringing the state of the art to its highest possible level. The Society endorses Florida State Statute No. 484 Part II as it is written and all other statutes that deal with services to hearing impaired persons. The Society will uphold the Code of Ethics of the International Hearing Society.

**ARTICLE III**

**MEMBERSHIP – DUES – STANDING – PRIVILEGES – TERMINATION**

**REQUISITION – REINSTATEMENT**

**SECTION 1 – MEMBERSHIP AND MEMBERSHIP CATEGORIES**

Except as provided in Article III, Section 6, Paragraph C, all persons and/or entities shall be eligible for membership in the Society as follows:

1. PARTICIPATING MEMBER
	* 1. Any person who holds a current valid license issued by the appropriate licensing authority/authorities of the State of Florida to fit and dispense hearing instruments shall become a Participating Member of the Society upon:
			1. submission of a written application for membership to the Board of Directors;
			2. approval of the application for membership by the Board of Directors;
			3. payment of the appropriate dues as determined by the Board of Directors.
		2. All Past-Presidents of the Society, as now titled or previously titled, shall be granted lifetime Participating Membership without being required to pay dues.
		3. Participating Members shall be eligible to vote and to hold an office or other voting position on the board of Directors in accordance with Article III Section 3, B), 3 below.
2. ASSOCIATE MEMBER
	* 1. Any person, who fits, dispenses, or services hearing instruments or devices and that does not meet the requirements for Participating membership, shall become an Associate Member of the Society upon:
			1. submission of a written application for membership to the Board of Directors;
			2. approval of the application for membership by the Board of Directors;
			3. payment of the appropriate dues as determined by the Board of Directors.

 C) SUPPORTING MEMBER

* + 1. Any person or entity, whether or not involved in the hearing healthcare industry or profession, shall become a Supporting Member of the Society upon:
			1. submission of a written application for membership to the Board of Directors;
			2. approval of the application for membership by the Board of Directors;
			3. payment of the appropriate dues as determined by the Board of Directors.
1. HONORARY MEMBER
	* 1. In recognition of exceptional service to the Society, the hearing healthcare industry or profession, the Board of Directors may, from time to time, by majority vote recommend that individuals or entities be granted lifetime honorary membership in the Society. All such honorary members shall be excused from paying annual dues.

**SECTION 2 – DUES – DELINQUENCY – FISCAL YEAR**

1. DUES

For the purpose of raising the ‘Monies’ necessary for the maintenance and operation of the Society, the Board of Directors shall, prior to the beginning of each fiscal year, set the amount of annual dues for each of the membership categories.

1. Annual membership dues are due and payable at the start of each fiscal year.

1. DELINQUENCY

Any member more than six (6) months in arrears in the payment of dues, pledges, assessments, or other financial obligations is considered delinquent.

1. FISCAL YEAR

The fiscal year of the Society shall begin on January 1st of each year and end on December 31st of that same year.

**SECTION 3 – STANDING – PRIVILEGES**

1. STANDING

Members are considered to be in “Good Standing” if all dues, pledges, and assessments for previous years have been paid and if dues, pledges, and assessments for the current year are not delinquent.

1. PRIVILEGES
	1. All members, in Good Standing, are eligible to attend meetings of the Board of Directors and general meetings of the Society.
	2. Only Participating Members, in Good Standing, are eligible to vote at general meetings of the Society.
	3. Only Participating Members in Good Standing, with at least twenty-four (24) months of continuous membership immediately prior to election shall be eligible for election to membership on the Board of Directors of the Society.
	4. Only members of the Board of Directors, as defined in Article IV, Section 1, Paragraph A, may vote at meetings of the Board of Directors.

**SECTION 4 – TERMINATION OF MEMBERSHIP**

1. Any Participating membership shall automatically be terminated upon the revocation or suspension of a license issued by the appropriate licensing authority/authorities of the State of Florida.
2. Membership may be terminated for delinquency in the payment of dues, pledges, assessments, or other financial obligations.
	1. The Treasurer, after diligent effort to have the member make their account current, shall report delinquent members to the Board of Directors.
	2. The Board of Directors, after contacting the delinquent member and offering the member an opportunity to speak before the Board of Directors, may by a two-thirds (2/3) vote, terminate the membership of a member who is delinquent.
3. Membership may be terminated for act/acts prejudicial to the best interests or purposes of the Society.
	1. A report of any purported act of this nature shall be filed with the Ethics Committee.
	2. The Ethics Committee shall investigate the complaint, and if the Ethics Committee deems the complaint to be valid, it shall file a report and a recommended an action to the Board of Directors. No purported act or complaint shall be made public prior to a finding of validity by the Board of Directors.
	3. Said report, recommendation and finding of validity by the Board of Directors shall be made an agenda item for the next Board of Directors meeting, to which the subject of the complaint shall be invited to be heard on the matter.
	4. The Board of Directors, after evaluating the report, the recommendation and hearing from the subject of the complaint, if they so desire, may by a two-thirds ( 2/3) vote, prepare a resolution of expulsion from the Society to be presented to the next general meeting of the Society.
	5. The general meeting of Participating members, after hearing from all interested parties, may affirm the resolution of expulsion by a three-fourths (3/4) vote of those voting in the affirmative and the negative.

**SECTION 5 – RESIGNATION FROM MEMBERSHIP**

1. Requests for resignation from membership in the Society shall be submitted in writing to the Board of Directors, and the Board of Directors shall deem the member to have resigned in Good Standing if:
	1. All dues, pledges, assessments, and other financial obligations are current, and
	2. There are no unresolved actions or complaints pending before the Board of Directors or the general membership.
2. A member may resign from the Society at any time, but if the terms of Paragraph A and Subparagraphs 1 and 2 above have not been met, the Board of Directors may deem the member to have resigned “Not in Good Standing”.

**SECTION 6 – REINSTATEMENT**

For the purposes of this section, termination of membership and resignation from membership shall require the same criteria for reinstatement.

1. Any membership terminated in accordance with Article III, Section 4, Paragraph A shall be eligible for reinstatement in accordance with Article III, Section 1.
2. Any membership terminated because of delinquency in the payment of dues, pledges, assessments, or other financial obligations shall be eligible for reinstatement in accordance with Article III, Section 1 and the payment of all past financial obligations.
3. Any membership terminated in accordance with Article III, Section 4, Paragraph C may be reinstated as follows:
	1. Written application for reinstatement must be submitted one (1) year or more after the date of the termination.
	2. The Board of Directors must, after determining that the circumstances that caused the termination no longer exist, approve the application.
	3. The conditions for reinstatement in Article III, Section 6, Paragraphs A and B must be met.
	4. The application for reinstatement must be in accordance with Article III, Section 1.

D) Reinstatement of a membership previously deemed Not in Good Standing as a result of non-compliance with Article III, Section 5, Paragraph A, Subparagraph 2 will require resolution of the unresolved actions or complaints before an application for reinstatement or membership may be submitted.

**ARTICLE IV**

**GOVERNING BODY**

**COMPOSITION AND TERM – ELECTIONS**

**DUTIES AND RESPONSIBILITY**

**VACANCIES**

**SECTION 1 – COMPOSITION AND TERM**

1. The governing body of the Society, herein after referred to as the Board of Directors, shall be comprised of twelve (12) members as follows:
	1. President
	2. President – Elect
	3. Secretary
	4. Treasurer
	5. Seven (7) Directors
		1. One (1) director from each of five (5) districts (said districts to be defined below)
		2. Two (2) directors at large
	6. The immediately retired President of the Society
2. All officers and directors, except the five (5) district directors, shall be elected for a term of two (2) years.

C) 1. The five (5) district directors shall be elected for a term of one (1) year.

1. The five (5) districts shall coincide with the judicial districts established for the district court of appeals of the State of Florida as of 1990.
2. Each district director shall reside and conduct their business in the district they are elected to represent
3. Except as limited in (C) above, all officers and directors shall reside and do business in the State of Florida.
4. Officers and directors may succeed themselves.

**SECTION 2 – ELECTIONS**

* 1. In the event that the President does not seek election to an additional term, the President-Elect shall rise to the office of President for the ensuing term, except as provided in Article IV, Section 5, paragraphs B) 1. and B) 2.
	2. NOMINATIONS
	3. At the annual general meeting of the Society, the nominating committee shall present a list of the names of qualified members of the Society who have indicated their willingness to serve if elected to a specific position on the Board of Directors.

2. Except as provided in paragraph A) above, additional nominations may be made from the floor, at the time of the election, for all positions. Nominations from the floor must be accepted either in person or by written notice to the President. Said written notification must be submitted prior to or at the time of the nomination.

* 1. All elections shall be conducted by secret written ballet.
	2. All officers and directors shall be elected by majority vote.
	3. In the event more than two (2) persons seek the same office and no one (1) candidate receives a majority vote, a runoff election shall be held amongst the candidates receiving the two (2) highest vote totals.

**SECTION 3 – DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS AND EXECUTIVE DIRECTOR**

1. The Board of Directors shall manage and conduct the affairs of the Society in the best interest of the membership and shall report on its deliberations and actions at each general meeting of the Society.
2. The Board of Directors may employ an Executive Director.
3. Each period of such employment shall be for up to one (1) year, commencing at the time of agreement between the parties and ending at the conclusion of the first meeting of the Board of Directors, following the elections at the Annual Meeting of the Society.
4. The Executive Director may, by alternate qualification, be a participating member of the Board of Directors and/or the general membership.
5. The salary, duties, and responsibilities of the Executive Director shall be those as agreed to and contained as contractual provisions in a signed agreement between the Board of Directors and the person selected for the position. In addition to the specific duties and responsibilities incumbent on the Executive Director by virtue of a signed contractual agreement, the Executive Director may assist in the performance of or co-perform the duties of an officer, chairperson or person responsible to the Board of Directors, in whatever manner the Board shall determine and detail in its permanent records. Any actions undertaken under the provision of this paragraph shall not transfer the “responsibility for the action” to the Executive Director since such action, or actions, shall be considered only as assistance.
6. The Executive Director shall assist and coordinate with the duties of the Officers and the committee chairpersons of the Society as requested and approved by the Board of Directors.
7. The Executive Director shall be custodian of the Seal of the Society and affix said Seal to appropriate documents as required.
8. The Executive Director shall keep a current alphabetical list of members of the Society, including their place of business, place of residence (if available), mailing address other available contact information, financial standing, and any other pertinent information as furnished by the Treasurer.
9. In addition to other duties and responsibilities, the Executive Director shall attend all meetings of the Board of Directors and general membership of the Society. The Executive Director shall report on the state of the Society at all meetings and shall participate, without vote unless alternately qualified, in all discussions.
10. The Board of directors may, by resolution, authorize the Executive Director to be a qualified co-signer of all notes, drafts, bills of exchange, warrants or other orders for the payment of monies as authorized by the Board of Directors and/or executed and approved by the President or the Treasurer.
11. The Executive Director shall be responsible for the planning and execution of the Annual Meeting.
12. The Executive Director may, with the approval and/or confirmation of the Board of Directors, employ and discharge all agents, employees, and clerks of the Society other than duly elected officers and directors.

1. The Executive Director shall serve at the pleasure of the Board of Directors.
2. The Board of Directors may, by a 3/4 vote of the membership of the Board of Directors, remove from office any officer or director for conduct detrimental to the best interests of the Society, which shall include, but not be limited to, malfeasance, misfeasance and nonfeasance in the performance of their duties.
3. The Board of Directors shall order an audit of the financial records of the Society by a certified public accountant:
4. Each time there is a personnel change in the office of Treasurer and/or Executive Director.
5. In any event, at least once every four (4) years.

**SECTION 4 – DUTIES AND RESPONSIBILITIES OF OFFICERS**

* + 1. PRESIDENT – The President shall:
1. Preside at all meetings of the Board of Directors and at all general meetings of the membership;
2. Present at each annual general meeting of the membership a report on the condition of the Society;
3. Sign and make all contracts and agreements in the name of the Society subject to the Approval of the Board of Directors;
4. Sign all membership certificates;
5. Be a qualified co-signer of all notes, drafts, bills of exchange, warrants, or other orders for the payment of monies as authorized by the Board of Directors and/or executed and approved by the President or the Treasurer;
6. Enforce these by-laws and perform all duties incident to the office, which are required by law;
7. Serve as an ex-officio member of all committees of the Society except the Nominating Committee.
	* 1. PRESIDENT-ELECT - The President-elect shall:
			1. Assist the President, as requested, in the performance of the duties of the office of President.
8. Become familiar with the duties and responsibilities of the office of President in order to be able to effectively and appropriately discharge and administer those duties after assuming the office of President.
9. In the event of a temporary period of time when the President is unable to exercise the duties and responsibilities of the office of President, or in the event of a vacancy in the office of President, the President-elect shall assume the duties and responsibilities of the office of President.
	* 1. SECRETARY – The Secretary shall:
10. Record and keep, in appropriate books, the minutes of all meetings of the Board of Directors and general meetings of the Society. The Secretary shall present and distribute said minutes as requested by the President or as required by action of the Board of Directors. The Secretary shall also compile a permanent record of all motions passed by the Board of Directors and the general membership in a “book of motions” which shall be available at all meetings;
11. Disseminate to all members of the Board of Directors timely notification of meetings of the Board of Directors and also notify other members of the Society (who have submitted written requests for such notice) of meetings of the Board of Directors;
12. Notify all members of the Society of all general meetings of the Society;
13. Be custodian of a permanent set of minutes of all meetings of the Board of Directors and general meetings of the Society and shall make copies of requested portions of these permanent minutes and the book of motions available to participating members, in Good Standing, upon request for same;
14. Present to the Board of Directors and the general membership all communications that the Secretary shall have received and have been directed to the Society and/or the officers, including those from members of the Board of Directors and other members of the Society. Appropriate communications, as determined by action of the Board of Directors or the general membership, shall be attached to and made a part of the permanent records and minutes of the Society;
15. Sign and issue membership certificates upon notification from the Treasurer that current dues have been paid;
16. Attend to all correspondence of the Society and perform all other duties incidental to the office of Secretary;
17. Upon leaving office, transfer all permanent records to a successor within a period of thirty (30) days.
	* 1. TREASURER – The Treasurer shall:
18. Have care and custody and be responsible for the funds, securities, and other assets of the Society. All assets of the Society shall be deposited, invested, and held in accordance with the direction of the Board of Directors;
19. Be a qualified co-signer of all notes, drafts, bills of exchange, warrants, or other orders for the payment of monies as authorized by the Board of Directors and/or executed and approved by the President or the Treasurer;
20. Timely and promptly cause to be paid all obligations of the Society as approved by the Board of Directors;
21. Send notices of dues and fees to all members of the Society at the beginning of each fiscal year and at other appropriate times, collect such dues and fees, and disperse them in accordance with the instructions of the Board of Directors;
22. Submit a financial report and a statement of the condition of the finances of the Society, including any recommendations, at all meetings of the Board of Directors and general meetings of the Society;
23. Keep current, accurate permanent records of all financial transactions of the Society.
24. Submit for inspection all books, records, and accounts of the Society upon the request of any participating member in Good Standing;
25. Give to the Society, in the form of a bond paid for by the Society, such security for the faithful performance of the duties of the office as the Board of Directors may require;
26. Within ninety (90) days of leaving office, deliver to a successor, the President, or to such other person or entity as the Board of Directors through the President shall designate, all books, records, and other properties of the Society which are the responsibility of or in the possession of the Treasurer;
27. The Board of Director may direct that all, or some, of the duties and responsibilities, enumerated in items 1, 2, 3, 4, 6 and 7 above, shall be shared with, or performed by the Executive Director.

E) DISTRICT DIRECTOR (5) – Each District Director shall:

1. Communicate with all licensees in their respective districts, in order to keep them current with information regarding their duties and responsibilities under current and changing Statutes and Laws.
2. Provide information about the Society to the local licensees in their districts.
	1. Information about conventions
	2. Information about illegal actions occurring in their districts
	3. Training opportunity information
	4. Information about the Society and membership in the Society
	5. Information about changes in the State Legislature affecting the industry.
3. Act as contact between licensees and the Society.
	1. Forward complaints to the Society
	2. Forward suggestions and recommendations to the Society
	3. Report back to the licensees on anything the Society can/has done to deal with these complaints and suggestions.
4. Act as a membership recruiter in their Districts.
	1. Hold information meetings as budgeted by the board for this purpose, to inform, educate and have open discussions on issues affecting the profession and the Society.
	2. Actively recruit new members by contacting all licensees in their Districts who are not currently members of the Society.
5. Make reports from their districts to the Board at Board meetings.
6. Serve on Standing and Special Committees of the Society.
7. Be a voting member of and attend Board Meetings and General Membership Meetings, unless otherwise excused by the President.

F) AT-LARGE DIRECTOR (2) – The At-Large Director Shall:

1. Act as Support for District Directors.
2. Act as Liaison Between All District Directors in the state.
3. Serve on Standing and Special Committees of the Society.
4. Make reports to the Board at meetings of the Board on activities in the districts.
5. Make recommendations to the Board to improve District performance.
6. Be a voting member of and attend Board Meetings and General Membership Meetings, unless otherwise excused by the President.

**SECTION 5 – VACANCIES**

A) In the event of a mid term vacancy in the office of President:

* 1. The President-Elect shall assume, in addition to the duties and responsibilities of the office of President-Elect, the additional duties and responsibilities of the office of President for the remainder of the term;
		1. At the completion of that term the President-Elect shall assume the office of President for the ensuing term;
	2. If the office of President-Elect is also vacant at that time, the Board of Directors shall, by two-thirds (2/3) vote, of those voting in the affirmative or the negative appoint one of its members to assume the duties and responsibilities of the office of President for the remainder of the term.
		1. At the completion of that term there shall be an open election for the office of President.

B) In the event of a mid term vacancy in the office of President-Elect:

1. The President, with the approval of the Board of Directors, may appoint a member of the Board of Directors to assume the duties and responsibilities of the office of President-Elect. Said appointment shall encompass the duties and responsibilities only and shall not carry with it the automatic ascension to the office of President.
2. At the completion of that term there shall be an open election for the office of both President and President-Elect.
3. In the event of a mid-term vacancy in any other position on the Board of Directors, except for the Immediate Past-President position, said vacancy shall be filled by appointment by the President with the approval of a majority of the Board of Directors.

D) In the event of a midterm vacancy in the Immediate Past-President’s position on the Board of Directors, the President shall appoint a past-president to fill the position.

**ARTICLE V**

**MEETINGS – QUORUMS – PROCEDURES**

**SECTION 1 – GENERAL MEETINGS**

 A)All meetings of the general membership shall only be conducted as in-person meetings.

B) There shall be an annual meeting of the membership of the Society.

* 1. The specific date, time and place of the annual meeting shall be determined by the Board of Directors.
	2. Standing and special committee reports shall be presented at the annual meeting.
	3. Election of officers and directors, as provided for in Article IV, Section 1 and 2, shall be conducted at the annual meeting.
1. Special general meetings shall be called by the President:
2. At the discretion of the President;
3. Upon receipt by the President of a request in writing for such a meeting from five (5) members in Good Standing of the Board of Directors;
4. Upon receipt by the President of a request in writing for such a meeting from 10% of the participating members in Good Standing of the Society.

D) Notice of all general meetings of the Society shall be mailed, by the Secretary, to the address of record of each member of the Society not less than two (2) weeks prior to the scheduled date of the meeting

1. Such notice shall include the date, time, and place of the meeting as well as any other pertinent information.
2. Notices for special general meetings shall include the date, time, place, and specific business to be conducted. No business other than as stated in the notice shall be conducted at a special general meeting.

E) Quorum

1. 10% of the participating members, in good standing, of the Society present shall constitute a quorum for a general meeting.

**SECTION 2 – BOARD OF DIRECTORS MEETINGS**

1. Regular meeting of the Board of Directors.
	1. The Board of Directors shall meet, in person or electronically, a minimum of one (1) time every three (3) months calculated from the beginning of September of each year. There shall be an in-person meeting immediately prior to the start of the annual meeting.
2. Special meeting of the Board of Directors.
	1. Special meetings of the Board of Directors shall be called by the President:
		1. At the discretion of the President;
		2. Upon receipt by the President of a written request for such a meeting signed by at least four (4) members, in Good Standing, of the Board of Directors.
3. The secretary shall notify or cause to be notified, either in person or by mail to the address of record, each member of the Board of Directors of all meetings of the Board of Directors. Said notification shall be sent at least two (2) weeks prior to said meeting.
	1. Such notice shall include the date, time, and place of the meeting as well as any other pertinent information.
	2. Notices for special Board of Directors meetings shall include the date, time, place, and specific business to be conducted. No business other than as stated in the notice shall be conducted at a special Board of Directors meeting.
4. Quorum
	1. A majority of the membership of the Board of Directors, present, shall constitute a quorum for a meeting of the Board of Directors.

**SECTION 3 – PROCEDURES**

1. The order of business and the agenda for any Board of Directors or annual general meeting shall be established by the President.
2. The rules contained in the most recent edition of Robert’s Rules of Order shall govern the meetings of the Board of Directors and of the general membership in all cases to which they are applicable and in which they are not inconsistent or in conflict with these by-laws.
3. Meetings, including voting, of the Board of Directors, the Executive Committee and any other committees may be conducted “in person,” by telephonic conference, video conference, any combination thereof, providing that all who are eligible to participate have the equipment, ability and are given the opportunity to take part. All voting, at meetings conducted other than “in-person” shall be by roll call counted and recorded by the Secretary or in the case of a committee by the committee chair.

1. Participating members may vote by proxy, for Officers and members of the Board of Directors, subject to the following:
	1. Proxy designations shall be submitted in written form and must contain the following:
		1. The name and signature of the person who will exercise the proxy.
		2. The date and meeting for which it is assigned.
		3. The name and signature of the person assigning the proxy.
	2. Both the person assigning and the person exercising the proxy must be participating members, in Good Standing, at the time the proxy is exercised.
	3. All proxy designations must be received by the Treasurer in a time period, designated by the Treasurer, prior to the Annual Meeting of the membership of the Society. This shall be done in order to allow for proper authorization and designation by the Treasurer of the proxy requests.
	4. The Treasurer shall distribute or cause to be distributed, prior to the start of the business meeting, an appropriate indication of the correct number of votes each Participating Member is entitled to cast at that business meeting.
	5. No person may exercise more than two (2) proxies.

**ARTICLE VI**

**COMMITTEES**

**SECTION I – STANDING COMMITTEES**

1. As soon as practical after the conclusion of the annual meeting of the Society, the President shall appoint the Chairman and the members of the Standing Committees and Special Committees of the Society.
2. Chairman and members of each committee shall serve for one (1) year, unless relieved earlier by the President, and their term shall end at the conclusion of the succeeding annual meeting of the Society or when a successor has been named.
3. The standing committees of the Society shall be:
	* 1. By-Laws
		2. Budget and Finance
		3. Membership and membership retention
		4. Ethics
		5. Legislative
		6. Education
		7. Nominating – To be chaired by the President Elect

**SECTION 2 – ADDITIONAL COMMITTEES**

1. The Board of Directors may, from time to time, establish special committees to address specific needs.
2. The President may, from time to time, appoint special committees to address specific needs.

**ARTICLE VII**

**AWARDS**

The Florida Society of Hearing Healthcare Professionals, Inc. may, from time to time, when it determines that there is an individual deserving of special recognition, award to said individual either the George Martinez Award or the Michael Schwartz Award. Each of these awards shall recognize outstanding achievements on behalf of the Florida Society of Hearing Healthcare Professionals and the hearing-impaired public.

The recipient of the George Martinez Award shall be chosen from amongst the members of this society.

The Michael Schwartz Award shall be reserved for an individual, not licensed in the hearing healthcare field, who has been outstanding in their support of the Society and the hearing-impaired public at large.

**PROCEDURE FOR SELECTION OF A RECIPIENT**

At the Board of Directors meeting in the third (3rd) quarter of our annual meeting cycle (currently March, April & May) each Board member shall deliver, to the Executive Director, a secret ballot designating their nomination for a recipient for each of the awards. The members of the Board may, at that time, leave a blank in place of a nominee for one or both of the awards. The Executive Director shall be the custodian of the ballots and, in those years that a nominee receives a majority vote of the entire Board (not just of those voting), the Executive Director shall make arrangements for the undisclosed recipient to receive their award at that year’s annual meeting.

**ARTICLE VIII**

**BY-LAWS AMENDMENTS**

These By-Laws shall, from the time of their adoption, be the law of the Society and all former enactments are hereby repealed. The by-laws of the Society may be amended, modified, altered, or rescinded by a majority vote of the Participating Members, in Good Standing, at an annual meeting or special general meeting called for that purpose. Any proposed change to these by-laws shall first be submitted to the By-Laws Committee, which shall review it, discuss it with the Board of Directors, prepare it in proper form, and submit it to the general membership meeting along with the recommendations of the committee and the Board of Directors. The Participating Members at the general membership meeting may either adopt or reject the submitted change or changes.

**ARTICLE IX**

**CORPORATE SEAL**

The Board of Directors shall provide a suitable seal containing the name of the corporation and the words “corporation not for profit” which seal shall be in the charge of the Secretary. The seal of this corporation must be affixed to all Certificates of Membership and other documents, contracts, and papers as the Board of Directors may prescribe.

**ARTICLE X**

**COMPENSATION**

No compensation shall be paid to the Directors, Elected Officers or members of committees for services performed by them for the corporation in any capacity unless the Board of Directors shall have adopted a resolution authorizing such remuneration before the services were rendered.

**ARTICLE XI**

**DEFINITIONS**

In these By-Laws, unless the context requires otherwise:

* + - 1. “Society” shall mean The Florida Society of Hearing Healthcare Professionals, Inc., and a Florida corporation not for profit.
			2. Words importing the masculine gender include the feminine gender.
			3. Words importing the feminine gender include the masculine gender.
			4. “In writing,” means written, printed or both.
			5. “Persons” shall mean individuals.

**ARTICLE XII**

**POLITICAL ACTION COMMITTEE**

The Association hereby authorizes the existence of a Political Action Committee (hereinafter “FSHHP-PCA”) which shall operate in accordance with a set of written bylaws and Chapter 106, Florida Statutes.

The FSHHP-PAC shall operate independently from the Florida Society of Hearing Healthcare Professionals, Inc., under the direction of a Board of Directors who are members or staff of the Florida Society of Hearing Healthcare Professionals, Inc. This Board of Directors shall be Co-Chaired by the Legislative Consultant and the Executive Director of the Florida Society of Hearing Healthcare Professionals, Inc.

The Florida Society of Hearing Healthcare Professionals, Inc., shall include on its members’ annual membership and dues statements a suggested amount to be paid by the members as a voluntary donation (non-tax deductible) to the FSHHP-PAC. Such funds, as collected by FSHHP, shall be transferred from the Florida Society of Hearing Healthcare Professionals, Inc., to the FSHHP-PAC at least monthly. All FSHHP-PAC donations paid, by members, other individuals and any other entities, to the Florida Society of Hearing Healthcare Professionals, Inc., shall be considered as donations paid directly to the FSHHP-PAC and shall not be the property of the Florida Society of Hearing Healthcare Professionals, Inc. All required information relating to the payment of donations, including, but not limited to, name, address, occupation and date of payment of the donation, shall be transmitted to the FSHHP-PAC with the monthly transfer of funds so that the FSHHP-PAC may accurately and timely report the donations it has received.

Should any member of the Florida Society of Hearing Healthcare Professionals, Inc., elect not to participate in the FSHHP-PAC, he or she may do so by electing not to direct the payment of any funds to the FSHHP-PACC as indicated on the annual membership and dues statement.

The Florida Society of Hearing Healthcare Professionals, Inc., reserves the right to dissolve the FSHHP-PAC, by a majority vote of its’ Board of Directors.

**ARTICLE XIII**

**SEVERABILITY**

Any provision of these By-Laws which shall be found invalid by any Court of Law shall have no effect on any other provision of these By-Laws.

These By-Laws were adopted by a majority vote of the membership at a general membership meeting

on the \_13\_\_\_\_ day of \_\_JULY\_\_\_\_\_\_\_\_\_\_\_, 2019.

PRESIDENT:



Gregory Yordon, HAS

SECRETARY:

Stephen Sherbin, HAS \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

BY-LAWS COMMITTEE CHAIRMAN:

Benjamin Brody, HAS \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_