

**HHP**



Hearing  
HealthCare  
Providers

**RESTATED BYLAWS**  
**OF THE**  
**HEARING HEALTHCARE PROVIDERS/CALIFORNIA**

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**RESTATED BYLAWS  
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**ARTICLE 1 - ORGANIZATION**

Section 1). Name

The name of this organization shall be the "Hearing HealthCare Providers/California".

Section 2). Purpose

The purpose of this Association shall be to improve the methods of applying hearing enhancement to hearing impairments, to improve and enhance the skill and techniques of hearing instrument providers through education, and to encourage and enforce standards of ethical conduct within the hearing aid profession.

Section 3). Incorporation

The Association shall be incorporated as a non-profit organization under the laws of the State of California.

Section 4). Principal Office

The principle office for the transaction of business of the Association shall be in the State of California. The Board of Directors may at any time or from time to time, change the location of the principle office.

**ARTICLE 11 - MEMBERSHIP**

Section 1). Classification of Memberships

A. Regular Member:

Any hearing aid dispenser licensed as such by the State of California is eligible as a regular member.

B. Employee Member:

Any licensed dispenser, who is the second, third or more member(s) of an office with a full category member. The fee for an Employee Member will be \$100.00 less than the regular member.

C. Product Manufacturer / Service Provider:

Any company or company representative who has an interest in the sales of and/or service of; products pertaining to the enhancement of hearing may be a Product Manufacture/ Service Provider Member.

- D. Life Members:  
Nominations for Life Membership will be submitted to the board. The Board will vote on the nomination. Once the Life Membership has been bestowed on a member, the member will be recognized at the next annual business meeting.
  
- E. Support Staff/Temporary Licensee:  
Any person who has been issued a temporary license by the State of California or any non-licensed staff of a regular member may be a member with limited standing of HHP/CA
  
- G. Retired Member:  
Any former Regular Member who is no longer a dispenser of hearing aids but still holds a license issued by the State of California may be a member with all the rights and privileges of Regular Membership. If the members' license becomes inactive or is no longer valid, the Retired Member will have limited membership.

Section 2). Privileges of Membership

- A. Regular Members  
All Regular Members shall have full privileges and participating rights in the Association, including eligibility for office and the right to vote.  
  
The Membership Directory will be available to HMO's and PPO's, etc. For those persons with satellite/branch offices who wish to be included in the membership directory, there is a nominal charge per additional office.
  
- B. Employee Member  
All Employee Members shall have full privileges and participating rights in the Association, including eligibility for office and the right to vote.
  
- C. Product Manufacturer / Service Provider  
All Product Manufacturer/Service Provider Members shall have all the rights and privileges of membership, except they shall have no voting rights and may not hold office.
  
- D. Life Members  
All Life Members shall have all the rights and privileges of Regular Membership as long as they maintain an active license. If the license becomes inactive the Life Member may vote in all meetings but not hold office.
  
- E. Support Staff/Temporary Licensee  
All Support Staff/Temporary Licensee Members shall have all the rights and privileges of membership except they shall have no voting rights and may not hold office.

F. Retired Member

All Retired Members shall have all the rights and privileges of Regular Membership as long as they maintain an active license. If the license becomes inactive the Retired Member may vote in all meetings but not hold office.

Section 3). Definition of "Good Standing"

A member of the Association whose dues are paid shall be in good standing, except as provided in Article II, Section 5.

Section 4). Expulsion from Membership

A. Grounds

A member may be expelled for any of the following reasons:

1. Unethical conduct.
2. Action which is contrary to the best interest of the Association.
3. Failure to appear before the Board of Directors when requested to do so.

B. Procedures

1. Charges against any member must be submitted in writing to the Board of Directors at a regular meeting. It shall require a majority vote to the Board to initiate proceedings against any member.
2. After proceeding are initiated, the member charged shall be notified in writing, sent by first class or registered mail, to the member's last address shown on the association's record, thirty days prior to any hearing or appearance, of (1) the nature of the charges against the member and the reasons therefore; and (2) the opportunity for the member to be heard, orally or in writing, no less than five (5) days before the effective date of the expulsion, suspension, or termination.
3. Expulsion, suspension, or termination of membership shall require a two-thirds (2/3) affirmative vote of the full Board of Directors, shall take effect no less than (5) days following the opportunity for the member to be heard by the Board, and shall be final. Any member expelled from the association may not submit an application for membership for at least one year from the date of expulsion.

### ARTICLE III - MEETINGS

Section 1). Annual Meeting

An Annual Meeting of the Association shall be held each year. Written notice of the Annual Meeting shall be given to each member of the Association not less than thirty (30) days prior to the meeting.

Section 2). Special Membership Meetings

Special membership meetings may be called by a two-thirds (2/3) vote of the Board of Directors. Written notice of special meetings shall be sent to each member no less than fifteen (15) days prior to the meeting.

Section 3). Quorum

A quorum for any meeting of the Association shall be considered to be a majority of the voting members in attendance at the meeting. Proxy votes shall be counted but not included in the quorum.

## ARTICLE IV - BOARD OF DIRECTORS

Section 1). Composition

The Board of Directors shall consist of nine members:

1. President
2. Vice President
3. Secretary/Treasurer
4. Immediate Past President
5. Director - Northern Region
6. Director - Central Region
7. Director - Southern Region
8. Director – Managed Care
9. Director - Membership

Section 2). Directors Defined

The Board of Directors of the Regions will be defined by the following districts and boundaries are reinstated into the Bylaws as follows:

**District 1 – Director – Northern Region**

**Counties:**

Del Norte, Siskiyou, Modoc, Humboldt, Trinity, Shasta, Lassen, Tehama, Plumas, Glenn, Butte, Mendocino, Lake, Colusa, Yolo, Sutter, Yuba, Sierra, Nevada, Placer, Sacramento, Alpine, Amador, El Dorado, San Joaquin, Calaveras, Tuolumne, Stanislaus.

**District 2 – Director – Northern Region**

**Counties:**

Monterey, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz.

**District 3 – Director – Northern Region**

**Counties:**

Marin, Alameda, Contra Costa, Solano, Sonoma, Napa.

**District 4 – Director – Central Region**

**Counties:**

Fresno, Kings, Tulare, Inyo, Merced, Madera, Mariposa, Mono, Kern.

**District 5 – Director – Central Region**

**Counties:**

San Luis Obispo, Santa Barbara.

**District 6 – Director – Southern Region**

**Counties:**

Ventura, Los Angeles.

**District 7 – Director – Southern Region**

**Counties:**

Orange

**District 8 – Director – Southern Region**

**Counties:**

San Diego, Imperial.

**District 9 – Director-- Southern Region**

San Bernardino, Riverside

**Managed Care Director**

The Managed Care Director will be a member who is also a member of the managed care program. This person will work with the Board to form a committee to address managed care contracts, reimbursement and MediCal. They will communicate to our members on these issues.

**Membership Director**

The Membership Director will work with the Board to establish a membership committee, review new members and ongoing membership communication; establish a membership retention and recruitment plan which they will implement and evaluate.

Section 3). Term of Office

The President shall appoint the Membership and Managed Care Director to the Board of Directors to a term of office. The appointment will be confirmed by the Board. A solicitation for application will be mailed with the ballot request of the nominating committee in the election year of the Officers of HHP/CA. The Board will select members, who are qualified from these applications.

Elections for Regional Board of Directors shall be held by the members in the regions no later than 30 days prior to the Annual Meeting and shall be for a term of two years. This election will be held in the opposite year of the election for the Officers of HHP/CA.

Section 4). Quorum

A majority of the number of Board Members as fixed by the Bylaws shall constitute a quorum at any meeting of the Board of Directors.

Section 5). Duties

The Board of Directors shall:

- A. Exercise the corporate powers of the Association, conduct its properties, and establish regulations and polices consistent with these Bylaws to govern the Association.
- B. Have full and final authority and control over all expenditures of funds by the Association.
- C. Determine the amount of dues and assessments to be paid by the members of the Association.
- D. Hire the Executive Director of the Association and fix the remuneration of the same.
- E. Employ annually a Certified Public Accountant to audit the books of the Association.

Section 6). Meetings

The Board of Directors shall meet a minimum of three times annually; one meeting shall be held immediately following the annual convention. Special meetings may be called by the President or by one-third (1/3) of the Directors providing members of the Board receive notification of the meeting at least fifteen (15) days in advance. The fifteen-day notification may be waived and the actions of the meetings be legal and binding, provided two-thirds (2/3) of the Directors approve the minutes of the meeting.

Section 7). Voting

A quorum of the board will be five members of the Board of Directors. Once a quorum is established a majority vote is needed to transact all business. Each of the nine members of the Board of Directors; the President, the Vice President, Secretary/Treasurer, Immediate Past President, the Director - Northern Region, the Director- Central Region and the Director - Southern Region, the Director of Managed Care and the Director of Membership shall have one vote.

Section 8). Action without a meeting

Any action required by the Board of Directors may be taken without a meeting if two-thirds (2/3) of the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the proceedings of the Board of Directors.

Section 9). Vacancies

A. Directors

If an office of a Director becomes vacant, it shall be filled by appointment by the President

The appointed Director shall serve until a Director is elected by the Association members in the region, or one month before the next annual meeting, which ever occurs first.



B. Officers

If the office of President becomes vacant, the Vice President will fill that vacancy. The Board of Directors will then fill the Vice President seat. If the office of Secretary/Treasurer becomes vacant, it shall be filled by appointment by the President.

Section 10). Absences

Any Director who is absent from two (2) meetings of the Board of Directors shall be deemed as having resigned unless good cause be shown, and this resignation shall be accepted by the Board of Directors at the next meeting after the second absence. Any vacancy thus created shall be filled in accordance with accordance with Article IV, Section 9 of these Bylaws.

Section 11). Remuneration

No member of the Board of Directors shall receive any compensation for his/her participation at meetings of the Board, except for reasonable and necessary expenses incurred for travel, meals, and lodging necessitated by attendance at a meeting or on authorized business on behalf of the Association. The Board of Directors shall establish a policy that is to govern all members equitably.

Section 12). Executive Committee

There shall be an Executive Committee composed of the President, Vice President, Secretary/Treasurer and Past President. The Executive Committee is delegated to carry out the business of the Association as outlined in this Article between Board of Directors meetings. Minutes of the Executive Committee meetings shall be sent to the Board of Directors within fifteen (15) days of such meeting. The Executive Committee shall not incur expenditures in excess of \$1,000.00 without the prior approval of the Board.

## ARTICLE V - ELECTED OFFICERS

Section 1). Number and Title

The Officers of the Association shall be the President, the Vice President, Secretary/Treasurer and Immediate Past President, all of whom shall be Regular Members who derive the majority of their working income from the retail sale of hearing aids.

Section 2). Eligibility

No member shall be eligible to hold office unless he/she has held full Regular Membership for at least two (2) full years in the Association immediately preceding the election.

Section 3). Tenure of Office

The President and, Vice President and the Secretary/Treasurer shall be elected for a two-year term by the membership at the annual meeting commencing in 1998.

Section 4). Nominations and Elections

A. Nominating Committee

1. The Past President shall chair the Nominating Committee.
2. No person holding the current office shall be on the Nominating Committee.

3. Not less than ninety (90) days prior to the annual meeting of the Association, the Past President shall appoint a Nominating Committee of no more than seven (7) and no less than four (3) members
4. The Nominating Committee shall be responsible for publicly soliciting at least sixty (60) days before the Annual Meeting, nominating from the membership for the office of President, Vice President, and Secretary/Treasurer and for verifying the eligibility of the consenting nominees.
5. Thirty (30) days before the annual meeting of the Association, the nominating committee shall notify all members in writing of all eligible nominees and state which are the Committee's selection. A statement of the qualifications of each nominee, submitted by the nominee, is to be included.
6. The names of all such previously announced nominees are to appear on the election ballot.

B. Other Nominations

Members eligible to hold office may be nominated from the floor at the annual meeting provided they are present at the meeting and consent to be placed in nomination.

C. Election

The offices of President, Vice President, and Secretary/Treasurer shall be elected by the general membership at the annual meeting. It shall require a majority of votes cast to constitute election. If, among the candidates, none receives a majority, the two receiving the largest number of votes shall constitute the only candidate in a runoff election.

Proxy votes, properly submitted, shall be counted in all elections for President and Vice President, Secretary/Treasurer.

Section 5). Duties

A. President

The President subject to the approval of the Board of Directors, have general supervision, direction and control of the business of the Association. He/she shall preside at all meeting of the Membership and the Board of Directors. He/she shall be an ex-officio member of all Committees. He/she shall have such other powers and the Board of Directors may prescribe duties as.

B. Vice President

The person elected or appointed to this position of Vice President is responsible for the performance of these functions:

As Vice President, in the absence of the President or at the President's request, shall perform the duties of the President. The Vice President is the Chairperson of the Annual Convention.

C. Secretary/Treasurer

As Secretary, shall be responsible for keeping a record of the proceedings of the Association and of the Board of Directors. With the approval of the Board of Directors, the Secretary may assign his/her duties to the Executive Director.

As the Treasurer, he/she shall supervise all funds of the Association with the supervision of the Board of Directors. He/she shall demand and receive all assessments which may be hereafter levied by the Association. With the approval of the Board of Directors, the Treasurer may assign his/her duties to the Executive Director.

Section 6). Removal from Office

The Board of Directors may remove any Officer from office for cause, A vote of two-thirds (2/3) of the Board shall be necessary for any such action.

**ARTICLE VI – EX OFFICIO**

Section 1). Executive Director

The Executive Director shall be selected by the Board of Directors and will serve as an ex officio member of the board. The Board of Directors will determine the scope and responsibility of the Executive Director.

Section 2). Other

The Board of Directors may make such other appointments as the business of the Association requires, fix the tenure office and remuneration of same.

**ARTICLE VII - COMMITTEES**

Section 1). Committee Appointments

The President with the advice of the Board of Directors may appoint committees.

Section 2). Financial Obligations

No financial obligation shall be incurred by any committee above that which the Board of Directors has not authorized.

**ARTICLE VIII - DUES AND ASSESSMENTS**

Section 1). Dues and Assessments

Members of this Association shall pay such dues and assessments as are fixed by the Board of Directors,

Section 2). Payment of Dues and Assessments

A. Dues and Assessments shall be paid by members of the Association in accordance with the policies determined by the Board of Directors.

B. Persons delinquent in payment of their dues shall be notified that they are subject to being removed from the membership list if dues are not paid within thirty (30) days after notification.

## **ARTICLE IX - RULES OF ORDER**

### Section 1). Rules

The rules in Robert's Rule of Order shall govern the deliberations of this Association in all cases in which they are applicable and not in conflict with the provisions of these Bylaws, provided that nothing therein shall be deemed to add or to supply any substantive regulations to the Bylaws.

## **ARTICLE X - AMENDMENT OF RESTATED BYLAWS**

### Section 1). By Members

These restated Bylaws could be amended or repealed at the Annual Meeting by a majority of the members at such a meeting at which a quorum is present. All amendments shall be available in written form to all members no later than 30 (thirty) days prior to the Annual Meeting.

### Section 2). By Board of Directors

These restated Bylaws can be amended or repealed at any regular meeting of the Board of Directors by a two-thirds (2/3) vote, provided that the amendment had been submitted in writing at the previous regular meeting. The Board of Directors shall not have the power to change the authorized number of Directors, which authority lies exclusively with the membership.

## **ARTICLE XI - DISSOLUTION**

### Section 1). Dissolution

No member of this corporation shall have any vested or other interest in any of the property and assets of this corporation. No part of the property and assets of this corporation shall inure to the benefit of its members or any private person upon liquidation, dissolution or abandonment of this corporation, and in the event of such liquidation, dissolution or abandonment, all property and assets of this corporation shall be transferred and distributed as determined by the Board of Directors.