

Bylaws of the Illinois Hearing Society

ARTICLE I: GENERAL

1. **Name.** The name of this 501(c)(6) not-for-profit corporation, organized and existing under the laws of the State of Illinois, is the “Illinois Hearing Society”, referred to herein as “the Society.”
2. **Location.** The Society shall maintain a registered office in the State of Illinois and a registered agent at such office, or elsewhere as determined by the Board of Directors.
3. **Affiliation.** The Society is an affiliate chapter of the International Hearing Society and shall abide by the applicable bylaws of the International Hearing Society.
4. **Fiscal Year.** The fiscal year shall commence on the first day of January and shall end on the 31st day of December.
5. **Purposes.** The purpose of this Society shall include:
 - a) Serving the hearing impaired by enhancing professionalism in the hearing aid industry;
 - b) Offering a forum for all hearing aid dispensing professionals for the exchange and dissemination of knowledge;
 - c) Promoting the use of best practices by hearing aid dispensing professionals in the dispensing and fitting of hearing aids and assistive technologies, and the provision of related services.
 - d) Advocating the needs and interests of the Society before legislative committees, government agencies, and other bodies regarding matters affecting hearing healthcare in Illinois, and advancing the legislative and administrative priorities of the Society;
 - e) Cultivating closer working relationships among healthcare providers, rehabilitation groups, education groups, advocacy groups, and others working for the benefit of the deaf and hard of hearing;
 - f) Encouraging an effective program of public education as to the benefits of the use of hearing aids and the role of the licensed hearing healthcare professional; and
 - g) Fostering the society members’ adherence to ethical standards as set forth in the International Hearing Society Code of Ethics and applicable state laws and regulations, including those related to clinical care, marketing, and business practices.
5. **Restrictions.** All policies and activities of the Society shall be consistent with:
 - a) Applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
 - b) Applicable tax exemption requirements, including the requirements that the organization not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE II: MEMBERS

1. **Membership Qualifications.** Membership in the Society is available to persons or firms involved in, or associated with, the hearing instrument industry.
2. **Regular Membership.** Regular voting membership shall be open to anyone who holds an active Illinois license under the Illinois Hearing Instrument Consumer Protection Act and/or the Illinois Speech/Language Pathology Audiology Act to provide hearing aid dispensing services. Regular members may vote, serve as a director, and hold office.
3. **Nonvoting Memberships.** The following membership classes have no vote, nor are they eligible to serve as directors or hold office in the Society (i.e., they are non-statutory members). Dues and other terms of nonvoting membership categories are specified by the Board of Directors:
 - a) **Associate Membership.** Associate membership is open to those who do not qualify as a Regular Member, but may:

- i. hold an active Illinois Trainee permit;
 - ii. hold an active license to provide hearing aid dispensing services in another state; or
 - iii. be a partner, stockholder, employee, or associate who is regularly, principally, and actively engaged in the business of dispensing hearing aids.
- b) **Affiliate Membership.** Affiliate membership is available to persons or firms furnishing goods or services to the hearing aid industry.
- c) **Honorary Membership.** Honorary, emeritus, or lifetime memberships may be granted according to terms specified by the Board of Directors.
4. **Applications for Membership.** Applications for membership shall be made on a form prescribed by the Board of Directors and shall include a statement that the applicant agrees to abide by the bylaws of the Society, the International Hearing Society Code of Ethics, and any applicable federal and state laws.
5. **Admission of Members.** Admission to membership is by majority vote of the Board of Directors, based upon a determination that an applicant has met the Society's criteria for membership. The Board shall have the right to refuse an applicant's membership in the Society for any reason deemed sufficient by majority vote of the Board. If an applicant has been denied membership, they may reapply at or after one year from the date they received the initial denial.
6. **Resignation.** Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member for liability for dues accrued and unpaid as of the date of resignation.
7. **Expulsion.** Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or meet the criteria for membership is presumed to be an adequate reason for expulsion and does not require advance notice to the member or deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision. Reasons for expulsions may include, but are not limited to:
 - i. unprofessional conduct;
 - ii. revocation, suspension, or probation of their license; and
 - iii. acts that are, in the opinion of the Board, prejudicial to the profession or Society or to the purpose to which the Society was formed.

ARTICLE III: MEMBERSHIP DUES

1. **Dues.** Dues are established by the Board of Directors.
2. **Delinquency.** Any member of the Society who is delinquent in dues for a period of ninety days is notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty days, the delinquent member forfeits all rights and privileges of membership and is expelled.
3. **Refunds.** No dues will be refunded.

ARTICLE IV: MEMBERSHIP MEETINGS

1. **Regular Meetings.** The members will meet annually at the call of the President to consider, discuss, and vote on matters related to the operation and direction of the Society. Meeting of the membership shall be held at such time and place as may be designated by the President with the approval of the Board of Directors, ideally on a consistent schedule insofar as strategically appropriate, upon not less than 30-days notice to the members.
2. **Special Meetings.** Special meetings of the membership may be called by the President upon request of ten percent (10%) of the regular membership of the Society (but never less than five [5] members). The time and place of such special meeting shall be selected by the President of the Society, by and with the consent

of the majority of the Board of Directors. Notice of such special meetings shall be sent to all active general members at least 15 days before the meeting. The business transacted at a special meeting shall be confined to such matters as are mentioned in the call.

3. **Quorum.** Twenty-five percent (25%) of the voting members of the Society shall constitute a quorum for these purposes.
4. **Admission.** Admission to Business meetings is open to all members in good standing. Any exception will be by vote of the majority of the members present.
5. **Membership Votes.** Proxy voting is permitted at meetings of voting members; member voting without a meeting may also occur by U.S. mail, overnight delivery, or electronic mail.

ARTICLE V: BOARD OF DIRECTORS

1. **Directors.** The governing body of the Society is the Board of Directors, which consists of nine (9) persons elected by and from the regular membership. The Board shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.
2. **Board Responsibilities** The responsibilities of the Board shall include, but are not limited to, the following:
 - a. Formulate, actively support, and present to the public the Society's objectives, policies, and programs.
 - b. Establish and maintain the legal or corporate status of the Society consistent with the laws of the state of Illinois and the federal government.
 - c. Raise sufficient funds to carry out the work of the Society.
 - d. Review and approve the Society's budget, as well as review adherence to the budget throughout the year.
 - e. Establish such committees as are necessary to carry out the work of the Society.
 - f. Conduct periodic evaluations of the Society's work with a view to improving the Society's programs and operations.
 - g. Assume such additional duties and responsibilities essential to the effective operation of the Society.
3. **Meetings.** The Board of Directors shall hold at least three (3) meetings annually, electronically or in person, at whatever time and place it selects.
 - a. A majority of directors forms a quorum; a majority of votes is required to carry a matter when a quorum is present, unless otherwise provided by the bylaws, State, or Federal law.
 - b. Voting by U.S. mail, overnight delivery, or electronic communication is permitted when all directors vote unanimously in favor of a matter. Proxy voting is not permitted.
4. **Election and Term of Office.** At each annual meeting of voting members of the Society, an election is held to choose three (3) new members of the Board of Directors. Directors serve staggered terms of three (3) years. No director may be elected to more than two subsequent terms; however, a person who has previously served as a director may again be elected one year after having held the position.
5. **Nominations.** A Nominating Committee of at least three (3) members shall be appointed by the Board of Directors. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting. Before the election at the annual meeting, additional nomination from the floor shall be permitted.
6. **Vacancies.** If a vacancy occurs on the Board for any reason, the position is filled for the unexpired portion of the term by the Board.
7. **Removal.** A director may be removed for adequate reason by a two-thirds vote of the voting members.
8. **Compensation.** Directors do not receive compensation for their services but may be reimbursed for certain expenses according to an established reimbursement policy.

ARTICLE VI: OFFICERS OF THE BOARD

1. **Officers.** The officers of the Society are a President, a Vice-President, a Secretary, and a Treasurer.
2. **Qualifications.** Officers must be regular voting members of the Society who have been elected directors. An individual may hold more than one elected office at the same time except that the offices of President and Treasurer are held by separate individuals. Officers may serve consecutive terms.
3. **Election and Term of Office.** Officers are elected by the Board of Directors each year after the annual meeting of the Society's regular voting membership. Officers serve for one year.
4. **Duties.** The officers perform those duties that are usual to their positions, by the parliamentary authority adopted by the Society, and that are assigned to them by the Board of Directors. In addition:
 - a) The **President** presides at meetings of the voting members of the Board of Directors;
 - b) The **Vice-President** acts in place of the President when the President is not available;
 - c) The **Secretary** is responsible for minutes of the meetings of the voting membership and the Board of Directors as well as maintains the records of the Society; and
 - d) The **Treasurer** is the financial officer of the Society.
5. **Vacancies.** If a vacancy occurs among the officers for any reason, the position is filled for the unexpired portion of the term by the Board.
6. **Removal.** An officer may be removed for any reason by a two-thirds vote of the Board of Directors.
7. **Compensation.** Officers do not receive compensation for their services but may be reimbursed for certain expenses according to an established reimbursement policy.

ARTICLE VII: COMMITTEES

1. **Executive Committee.** An Executive Committee consists of the elected officers of the Society and may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to subsequent approval by the Board at its next meeting.
2. **Finance Committee.** A Finance Committee is appointed by the Board of Directors to oversee the finances of the Society. The Finance Committee consists of the Treasurer and two other directors of the Society. At least one member of the Finance Committee must have expertise or experience in financial matters, and that member need not be a director, in which case the individual serves as a nonvoting advisor to the Committee. The President is not a member of the Finance Committee but may advise and consult with the Committee.
3. **Other Committees.** The Board of Directors appoints any other committees as needed. Committees composed only of directors are Board committees and may be delegated Board authority. All other committees are advisory committees.

ARTICLE VIII: SOCIETY STRUCTURE

1. **Governance.** The supreme governing power of the organization shall be the members. In the interim between meetings, the management of the Society shall be vested in and exercised by the Board of Directors as hereafter provided for. The planning and tasks for the Society shall be accomplished under the direction of committees.
2. **Staff.** The Society may normally employ an Executive Director to perform the usual duties of that position and other duties assigned by the President and the Board of Directors. The Executive Director shall be selected or reaffirmed, and the salary established, by the Board of Directors each year, or for such other period of time as determined by the Board of Directors. The Executive Director shall not have the right to vote. Other employees and ongoing professional or technical services may be engaged as the Board of Directors authorizes.

3. **Parliamentary Authority.** The parliamentary authority to be used by this Society in all matters of procedure not specifically covered by these Bylaws shall be Robert's Rules of Order current revised version.
4. **Rules.** The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Society.

ARTICLE IX: ADMENDMENTS

1. **Amendment.** Amendments to these Bylaws may be made by the regular voting members of the Society with prior notice at an annual meeting. Amendments may be made without a meeting, by U.S. mail, overnight delivery, or electronic communication, where a majority of the voting members participate and where the amendments carry a two-thirds vote.
2. **Corrections.** The Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if the correction does not change the meaning.

ARTICLE X: INDEMNIFICATION

1. **Indemnification.** The Society shall indemnify all Officers, Directors, members and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as Officer, Director, committee member or employee, in accordance with policies and procedures adopted by the Board of Directors, unless a judgment or other adjudication shall establish that such claim arose or resulted from any fraudulent, criminal, malicious or knowingly wrongful act, error, or omission of such person.

ARTICLE XI: DISSOLUTION

1. **Dissolution.** In the event of liquidation, dissolution, or other termination of the Society, whether voluntary or involuntary, the assets of the Society remaining after satisfaction of all debts and obligations of the Society shall be distributed pursuant to a plan to be adopted by the Board of Directors and approved by affirmative vote of the members, provided that such distribution shall be made only to one or more 501(c) not for profit organizations as qualified by the Internal Revenue Code. None of the assets, or the proceeds thereof, of the Society shall inure in any way to be of benefit to a member, director, or employee of the Society or any other private individual.