

MISSOURI HEARING SOCIETY, INC.

BY-LAWS

ARTICLE I

Name and Nature of Organization

Section 1. Name: The name of this organization shall be the Missouri Hearing Society, Inc., and may hereinafter be referred to as MHS.

Section 2. Nature: The nature of this organization is that of an association of professional persons involved in the science of hearing.

ARTICLE II

Purposes

The purposes for which this Society is organized are:

1. To promote goodwill and cooperation among the hearing instrument specialists and others in the State of Missouri engaged in the general field of hearing services.
2. To promote the welfare, insofar as hearing is concerned, of the hearing impaired.
3. To improve the professional standards of the hearing instrument specialists of the State of Missouri by means of an educational program among its members and to inculcate among the members ethical principles that will lend dignity to the profession and insure continued public confidence in the profession.
4. To promulgate among the general public knowledge and understanding of the use and value of instruments which aid hearing.
5. To improve methods of dispensing, fitting, and using hearing instruments.
6. To foster and encourage the development of a closer relationship between the members of the Society and the general public, hearing instrument specialists, the medical profession, and others working in and allied to the field of audiology; and especially by the coordination of professional and lay efforts, services and assistance.
7. To collect and disseminate information of value to members, to the general public, and to the medical profession.
8. To conduct these activities and achieve these objectives without pecuniary profit.
9. To do everything and anything which properly may be done by a corporation not-for-profit organized for the above purposes under the laws of the State of Missouri and to possess all proper powers, rights, and privileges permitted such a corporation not-for-profit by such laws, and to do everything reasonably necessary, suitable, proper, convenient, or incidental to the aforesaid purposes.
10. To maintain a reference file on all members and persons directly employed by MHS.

ARTICLE III

Membership

Section 1. Classification: Membership in the Society shall consist of Regular Members, Individual Members, Associate Members, and Honorary Members. Regular, Individual, and Associate members shall have the right to vote.

Section 2. Regular Membership: Any person having a valid Hearing Instrument Specialist or Audiologist license shall be eligible for Regular membership and shall pay dues and assessments as prescribed by the Board of Directors. Regular members shall have the right to hold office.

Section 3. Associate Membership: Any person, company, or firm who provides goods and services incidental to the practice of dispensing hearing instruments and/or the testing of hearing and is in consonance with the purposes and goals of the Society, but not having a valid Hearing Instrument Specialist or Audiologist license by the State of Missouri, shall be eligible for Associate membership. Associate members shall have all the rights and privileges of a Regular member except to hold an officer position and shall pay dues as prescribed by the Board.

Section 4. Individual Membership: Any person in consonance with the purposes and goals of the Society, who is not actively engaged in the practice of testing hearing, dispensing hearing instruments, or providing goods and services incidental to the practice shall be eligible for individual membership. Individual members shall have all the rights and privileges of a Regular Member except to hold an officer position and shall pay dues as prescribed by the Board.

Section 5. Honorary Membership: The Board may honor persons by conferring upon them Honorary membership, if in the opinion of the Board they have distinguished themselves in the field of audiology, hearing instruments, or otology, or have made a worthy contribution to the Society. Any person receiving an Honorary membership shall not be required to pay any dues or assessments, and shall not have the right to vote.

Section 6. Admission to Membership:

- A. An application for Regular, Individual or Associate membership shall be accompanied by the membership fee and may be submitted to any officer of the Society by mail or in person. The applicant shall supply such necessary information as prescribed by established Board policy and procedure, but such requirements shall apply equally to all applicants. Admission to membership shall be by vote of the Board. To be admitted, an applicant must receive a majority of the votes of those present and voting.
- B. A person may be submitted to the Board of Directors for consideration for Honorary membership by any Regular member. Admission to Honorary membership shall be by vote of the Board. To be admitted, an applicant must receive a 2/3 majority of those present and voting.

Section 7. Termination of Membership:

- A. **By Action of the Board of Directors.** If any person shall at any time be guilty of unprofessional conduct, or shall have his or her license revoked, suspended, or placed on probation, or shall at any time be guilty of an act prejudicial to the profession or the Society or to the purposes for which the Society is formed, in the opinion of the Board, the Board may hold a hearing and such member shall be notified to appear personally before the Board at a designated time not less than 30 days after such notification, and at such time be given a hearing. By a 3/4 majority vote of all members present and voting at the meeting, the membership of such member may be terminated. Such terminated member shall be required to return his Society credentials to the Secretary of the Society.
- B. **By Resignation.** Resignation from membership shall be presented to the Board in writing, but shall not relieve any member from liability for any dues accrued and unpaid at the time when such resignation is filed. A member who resigns shall forfeit all right, title, and interest in any property of the Society and any claim or claims against the Society shall terminate and cease to exist.

ARTICLE IV

Officers and Directors

Section 1. Qualifications of Officers: To be eligible to be nominated as a candidate for any office of the Society a person must be a Regular member in good standing.

Section 2. Qualifications of Directors: To be eligible to be nominated as a candidate for Director of the Society, a person must be a member in good standing.

Section 3. Officers: The officers of the Society shall be President; President-Elect; Treasurer; and Secretary. The terms for President and President-Elect shall be two (2) years. The President-Elect shall succeed to President at the conclusion of the President's term. If for any reason the President-Elect fulfills an unexpired term of the President, that person may be elected to a full two-year term. The terms for Secretary and Treasurer shall be two (2) years. They may succeed themselves once. A member may be elected to an office previously held after at least one term out of that office. An officer may be immediately elected to another office without regard to length of service in any other office. Nothing in this section shall preclude or prevent an officer from being elected as a director immediately following his term of office, provided that all other provisions and requirements for Director as set forth in these By-Laws are met.

Section 4. Duties of Officers:

- A. **President:** The President shall preside at all meetings of the Board, and of the membership, He and shall perform other duties as prescribed by the Board of Directors.
- B. **President-Elect:** During the absence or inability of the President to render and perform ~~his~~ the duties or exercise ~~his~~ the powers as set forth in these By-Laws, or in the act under which the Society is organized, the same shall be performed and exercised by the President-Elect, and when so acting, the President-Elect shall have all the powers and be subject to all the responsibilities given to, or imposed upon, the President. The President-Elect shall also perform other duties as prescribed by the Board of Directors.
- C. **Secretary:** The Secretary shall keep the minutes of all meetings of the Board and of the members in appropriate books. The Secretary shall have other duties as prescribed by the Board.
- D. **Treasurer:** The Treasurer shall have the care and custody of, and be responsible for, all the funds and securities of the Society in such bank or banks, savings and loan associations, trust companies, or safe deposit vaults as the Board may designate. The Treasurer shall do and perform all duties as prescribed by the Board.

Section 5. Duties of Directors: The Board of Directors shall have the control and general management of the affairs and business of this Society. Such Directors shall, in all cases, act as a Board regularly convened, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Society as they deem proper, not inconsistent with these By-Laws and the laws of the State of Missouri.

Section 6. Membership of the Board: Directors shall be elected for a term of two (2) years and may succeed themselves two (2) times. The Board of Directors shall consist of no more than seventeen (17) members as follows: The officers of the Society shall be members of the Board and shall serve during their term of office. Ten (10) Directors shall be elected from the Regular members as members of the Board, with five (5) Directors being elected in even-numbered years and five (5) Directors being elected in odd-numbered years. One (1) director may be elected from the Individual members in odd-numbered years. Two (2) Directors may be elected by the membership from the Associate members. One (1) Associate member director shall be elected in the even-numbered years and one (1) shall be elected in the odd-numbered years.

Section 7. Board of Directors Meetings: The Board shall hold regular meetings at such place and time determined by the Board. Special meetings of the Board may be called at any time by the President or by any three (3) members of the Board upon at least ten (10) days notice to each Director, given personally or by mail, telephone or electronic transmission. Any member of the Board who is absent from three (3) consecutive regular meetings, without justifiable cause, may be subject to expulsion from the Board.

Section 8. Quorum at Board Meetings: A simple majority of the Board shall constitute a quorum.

Section 9. Resignation: The resignation of any Officer or Director shall be presented in writing.

Section 10. Vacancies: If a vacancy occurs in the office of President by reason of resignation, disability, death, or otherwise, the President-Elect shall assume the office for the remainder of the term. If the President-Elect declines to assume the office of President, the Board shall elect a member of the Board to fill such a vacancy until the next annual membership meeting. If a vacancy occurs in any other office or directorship by reason of resignation, disability, death, or otherwise, the Board shall elect a qualified member of the Society to complete the unexpired term.

ARTICLE V

Membership Meetings

Section 1. Annual Membership Meeting: Membership meetings of the Society at which the Directors and Officers of the Society are elected shall be held annually. All meetings of the general membership shall be held at such time and place as the Board shall decide, in accordance with the provisions of these By-Laws.

Section 2. Special Meetings: Special meetings of the membership may be called by the President or upon request of ten percent (10%) of the voting membership of the Society, but no less than five (5) members. The time and place of the meeting shall be selected by the Board.

Section 3. Notice of Meeting: Notices of all membership meetings of the Society shall be mailed or sent by electronic transmission to each member at least two (2) weeks before the date of such meeting and shall state the place, time, and purpose thereof.

Section 4. Quorum: The voting members of the Society present in person at a duly called annual or special meeting, shall constitute a quorum for all purposes.

Section 5. Order of Business: The order of business at the annual membership meeting of the Society shall be as follows:

- A. Call to Order.
- B. Roll Call.
- C. Reading of Minutes of Previous Meeting.
- D. Report of Board of Directors and Officers.
- E. Report of Committees.
- F. Old Business.
- G. Communications.
- H. Election and Installation of Officers.
- I. Election of Directors.
- J. New Business.
- K. Adjournment.

The order of business at any meeting may be changed by vote of the majority of the voting members present. A motion to change the order of business is not debatable.

ARTICLE VI
Finances, Dues, Assessments

Section 1. Dues and Assessments: The amount of the annual dues and/or special assessments shall be established by the Board, subject to provisions of these By-Laws.

Section 2. Deposit of Funds: The funds of the Society shall be deposited or kept with a bank, trust company, or savings and loan institution as approved by the Board. Such funds shall be disbursed upon the order or orders of not less than two (2) signatures designated by the board.

ARTICLE VII
Nominations and Elections

Section 1. Nominations by Nominations Committee. Nominations by the Nominations Committee shall be made as prescribed under Article VIII, Section 4 of these By-Laws.

Section 2. Nominations by Members: Prior to the Annual Membership Meeting nominations may also be made by Regular members for Regular and Individual board positions. Such nominations shall be in writing, signed by not less than ten percent (10%) of the entire number of voting members (but at least five), and filed with the Secretary not later than forty (40) days before the annual meeting.

Section 3. Nominations At Annual Meeting: Nominations for any office or for Director may be made from the floor at the annual meeting of the membership. Nomination must be made by a Regular or Individual member in good standing.

Section 4. Election: Each Officer of this Society shall be elected by a majority vote of the members, at the annual membership meeting and shall serve until their successors are elected and verified. The Regular and Individual Directors shall be elected by a plurality vote of the members, at the annual membership meeting and shall serve until their successors are elected and verified. The Officers' and Directors' terms of office shall commence at the completion of the annual membership meeting.

ARTICLE VIII
Committees

Section 1. Executive Committee: There shall be an Executive Committee consisting of the Officers of the Society and one (1) other member of the Board as designated by the Board.

Section 2. Duties of Executive Committee: The President shall be the Chairman of the Executive Committee. The Executive Committee shall supervise the affairs of the Society and regulate its internal economy, approve expenditures and commitments, according to rules prescribed by the Board, act for and carry out established policies of the Society as defined by the Board, and report to the Directors at each meeting of the Board. The Executive Committee may hold regular meetings monthly or as it may otherwise determine, at such place and at such times and upon such notice as it may in its discretion determine. Special meetings of the Executive Committee may be called at any time by the President or by any two (2) of its members, either personally or by mail, telephone or electronic transmission. Three (3) members of the Executive Committee shall constitute a quorum for all purposes.

Section 3. Standing Committees: Within 30 days after taking office the President shall appoint the members of the various Standing Committees as prescribed under these By-Laws, and shall designate the person to serve as chairman of each committee. In the event the President does not make the appointments within thirty (30) days after taking office, the existing members shall serve for another full term. The following Standing Committees shall be appointed: Membership, Convention, Inter-Professional Relations, Public Relations, Legislative, Education and Nominations.

Section 4. Nominations Committee: The Nominations Committee shall make nominations for officers and regular and individual directors from such qualified members as have indicated their willingness to serve. The nominations to be submitted at the annual meeting shall be decided upon by at least a majority of the committee, and a report filed with the

Secretary of the Society. The Secretary shall determine that the nominees meet the qualifications as stated in these By-Laws.

Section 5. Special Committees: The President may, upon his own initiative or at the direction of the Board, appoint such special committees as may be needed from time to time.

ARTICLE IX

Rules of Procedure

The rules of procedure at meetings of the members of the Society shall be according to "Robert's Revised Rules of Order", so far as applicable and when not inconsistent or in conflict with these By-Laws.

The rules of procedure may be suspended by a majority vote of those present and voting at any meeting. The suspension applies only to the procedure in which the meeting may be conducted, and in no way implies that anything contained in these By-Laws may be changed, altered, added to, or deleted except as provided in Article XI "Alterations or Amendments".

ARTICLE X

Chapters

Section 1. Authorization: The Board may authorize chapters of the Society in such a manner as is hereinafter provided and subject to such regulations as the Board may from time to time determine and prescribe.

Section 2. Organization: The Board may authorize a chapter to be organized in any City, County, or area in the State of Missouri upon receipt of a petition signed by four (4) or more voting members of the Society in good standing. Chapters shall be designated in the following manner: (Name of City, County, or Area) Chapter of Missouri Hearing Society.

Section 3. Chapter Members: A person shall qualify for membership in a chapter in a like manner as a person qualifies for membership in the Society (in each membership category). All Chapter officers and 75% of the Chapter directors (if any) shall be members of MOHS.

Section 4. Chapter Dues: Any Chapter dues and/or assessments established shall be in addition to MOHS dues and/or assessments, except that any person who is a member of a Chapter, but is not a member of MOHS shall not be required to pay MOHS dues and/or assessments.

Section 5. By-Laws Applicable: The By-Laws of the Society shall apply to all chapters of the Society. Only those specific exceptions contained in this Article (Article X) shall take precedence over any other Section of the By-Laws of the Society.

ARTICLE XI

Amendments

These By-Laws may be amended at any time by a vote of the majority of the Board of Directors present at any meeting at which such amendment is proposed; provided, however, that no such amendment shall be proposed unless all members of the Board of Directors shall have at least fourteen (14) business days' notice of such proposal, including a complete text of any proposed amendments; provided, however, that in the announcement for the annual meeting of the members all amendments made in the preceding year to the By-Laws shall be presented in summary form to the membership, and shall be ratified by a majority vote of the Society at such annual meeting. In the event any such amendment shall be rejected, any action taken pursuant to that amendment shall be valid and shall not be subject to attack.

ARTICLE XII

Definitions

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

1. Society or MHS shall mean Missouri Hearing Society.
2. In writing means written, printed, or both.
3. May is discretionary; Shall is obligatory.
4. Office refers to the position of President, President-Elect, Secretary, or Treasurer. A Director is elected to a Directorship.
5. Board shall mean the Board of Directors of the Society.
6. Persons shall mean "individuals, businesses, or corporations".

Approved March 5, 2020