

BY-LAWS
Of
GEORGIA SOCIETY OF
HEARING PROFESSIONALS

Article I

NAME

The name of this organization shall be the Georgia Society of Hearing Professionals, Inc.. It is the successor to the Georgia Hearing Aid Society, Inc..

Article II

Purposes

The purpose of this Society shall be:

1. To promote the welfare, insofar as hearing is concerned, of persons with deficient hearing.
2. To promote goodwill and cooperation among hearing aid dealers in Georgia.
3. To improve the competence of hearing aid dealers in Georgia.
4. To maintain and improve ethical standards in the dispensing of hearing aids to merit and insure public confidence in the profession.
5. To promote and encourage better public understanding of the benefits of the use of hearing aids.
6. To improve the methods of dispensing, fitting and using hearing aids and to improve the effectiveness of such hearing aids.
7. To foster and encourage close cooperation with the medical profession and other groups engaged in aural rehabilitation.
8. To foster the trade, profession and interests of hearing aid dispensers and dealers in Georgia.
9. To collect and disseminate information of value to members and to the public.
10. To conduct the activities and to pursue these objectives without pecuniary gain.
11. To do any and all things reasonably necessary, suitable, proper, convenient or incidental to the aforesaid purposes of which properly may be done, and to possess all powers, rights and privileges properly permitted a corporation organized not for profit for such purposes, under the laws of the State of Georgia.

Article III

MEETINGS AND MEMBERSHIP

1. There shall be two types of membership meetings: scheduled and called.
 - A. Scheduled meetings will be scheduled by the President with the approval of the Board. There shall be two scheduled meetings per year, one concurrent with a convention. The scheduled meeting concurrent with the convention during even numbered years shall be the meeting at which the incoming officers and directors are elected
 - B. Other meetings may be called by the President when desired or directed to do so by the Board or membership according to these by-laws. Notices for called meetings will include an agenda of specific topics to be discussed and will not vary from the announced topics. General topics are prohibited during called meetings.
2. Membership in the Society shall be open to an individual actively engaged in the fitting and dispensing of hearing aids in the state of Georgia who holds a valid Georgia Dealer License, a valid Georgia Dispenser License or a valid Georgia Apprentice Permit except that membership is not open to representatives or employees of companies that sell hearing instruments or accessories wholesale.
 - A. Classes of Membership:
 1. Voting Membership shall be open to anyone who holds a valid Georgia Dealer License or a valid Georgia Dispenser License.
 2. Associate Membership shall be open to anyone who holds a valid Georgia Apprentice Permit, a valid Georgia Training Permit, and any support personnel in the office. Associate members shall be entitled to all privileges of the Society except they shall not vote, be a member of the Board nor be a member of the nominating committee. Membership fees and dues shall not be more than fifty(50) percent of those assessed for voting members.
 3. Newly Licensed Dispensers shall be open to anyone who holds a valid Georgia Dispenser License for less than one year. They shall have the same privileges as Voting Members except no dues shall be required of them until the next renewal date.
 4. State non-residents may be members. Such members must hold a valid Georgia Dispenser License and shall enjoy all privileges of the Society extended to their class of membership except that they shall not be an officer.
 - B. Applications:
 1. Applications for membership shall be made on a form prescribed by the Board of Directors, shall include recommendations for membership by two voting members, shall be submitted to an officer of the Society, and accompanied by the appropriate initiation fee and membership dues as prescribed by the Society. The application form shall include a statement that the applicant agrees to abide by the by-laws of the Georgia Society of Hearing Professionals, the Code of Ethics published by the International Hearing Society, the Federal Trade Commission Trade Practice Rules for the Hearing Aid Industry, and the Rules for the Hearing Aid Industry published by the Food and Drug Administration.

2. The application shall include the Georgia Dispenser License Number and shall be verified by the Board prior to accepting the applicant for membership. The Board will act on the application and will announce its findings to the membership. The application will not be debated by the Board in the presence of the applicant, nor anyone recommending the applicant for membership who is not a member of the Board. The application will not be debated during a membership meeting. In case of denial, the fee is not refundable but the dues submitted with the application shall be returned to the applicant. No applicant who has been denied shall be entitled to submit another application, or have one submitted in his behalf prior to the expiration of six (6) months from the date of denial.
- C. Membership may be terminated by the Board:
1. Upon request.
 2. For non-payment of dues.
 3. For non-payment of assessments.
 4. For suspension or withdrawal of a License or Permit by the State.

Article IV

ORGANIZATION

1. The supreme governing power of the organization shall be the members. The members will meet periodically at the call of the President to provide that guidance essential to the operation 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, upon not less than thirty (30) days notice to the members.
2. 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.
3. A special meeting of the Society must be called by the President when petitioned by at least twenty five (25) percent of the Voting Membership or the majority of the Board.
4. The planning and tasks for the Society shall be accomplished under the direction of committees. There shall be two types of committees: Standing and Temporary.
 - A. Standing committees are described in these by-laws and continue in existence until these by-laws change responsibility or existence. Members of Standing committees are recommended by the President, approved by the Board and elected by the majority vote of the Society. Members of Standing committees term of office shall be until resignation. Resignation is assumed when a person is no longer a member of the Society. Members of Standing committees may be removed from committee membership upon nomination by the President to the Board, recommendation by the Board to the Society and by a vote of two-thirds of those present and voting at either a scheduled or called meeting provided that proper notice has been given and a quorum is present. Standing committee chairs are also members of the Board as provided for in these by-laws.

- B. Temporary committees are the child of a President and serve only at that Presidents pleasure. Temporary committees may be established by the President with notification to the Board and will serve as long as that President desires or until that President leaves office provided that the scope of responsibilities of the Temporary committee does not duplicate or overlap the responsibilities of Standing committees. Disputes between committees shall be resolved by the President, provided that the committee chairs agree to the terms of the resolution. Provided that the President cannot resolve the disagreement, the Board shall resolve the differences to the satisfaction of the committee chairs. Upon failure of the Board to resolve the differences, the matter shall by put to the Society for a majority vote which shall be final.

Article V

THE SOCIETY BOARD

- 1. The Society Board shall consist of the officers and directors.
- 2. Officers:
 - A. No person shall be elected an officer of the Society who is not a member of the International Hearing Society and who has not been a voting member of the state Society at least four years prior to their election.
 - B. The President:
 - 1. Shall preside at all meetings of the Board of Directors and of the members. The President shall present at each scheduled meeting a report of the condition of the Society. The President shall insure that the slate nominated for the incoming Board shall be mailed to all members with the notice of the convention meeting in even numbered years. The President shall insure that an annual audit of the treasurer's records has been accomplished and the report is made in accordance with these by-laws. The President shall be chief executive officer of the Society and shall enforce these by-laws and perform all the duties incident to the position and office which are required by law.
 - 2. Shall establish and distribute to the members an agenda prior to any scheduled or called meeting.
 - 3. Shall have the right to establish temporary committees and membership thereof provided their duties and responsibilities do not duplicate or overlap those of standing committees. The Board shall be notified of any temporary committee's organization, purpose and scope of responsibilities at the next Board meeting and such shall be recorded in the Board minutes. Formation of temporary committees shall be announced by the President at the next scheduled Society meeting, or at a called meeting, if the subject of that meeting impacts on the mission of that committee.
 - 4. While in office, shall be reimbursed for travel, lodging and registration fees associated with his attendance at the annual convention of the International Hearing Society.

C. The Vice-President:

1. Shall act in the place and stead of the President during his temporary absence or disability and shall perform all function required to be performed by the President when the President is not able to serve.
2. Shall be the chair of the audit committee.
3. Shall succeed the President when his term(s) of office has/have expired.
4. In the event the President does not attend the annual convention of the International Hearing Society, shall be reimbursed for travel, lodging and registration fees associated with his attendance.

D. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors in appropriate books. He shall give and serve all notices of the Society. He shall be the custodian of the records and correspondence of the Society and shall maintain an up-to-date list of the members, showing their respective place of business and place of residence, and their post office address and shall keep a file of membership applications. He shall sign all membership certificates. He shall present to the Board of Directors and to the Society all communications which are officially addressed to the Society and shall perform all of the other duties incident to the office of the Secretary.

E. The Treasurer:

1. Shall have charge of all funds of the Society and deposit same to the credit of the Society in a bank approved by the Board of Directors, also sign with the President all checks, notes, and other evidences of indebtedness. He shall, besides keeping the receipted bills, keep the stubs of the checkbook showing all monies received and disbursed by him. He shall collect all fees and dues in such manner as the Society shall direct and pay promptly all bills of the Society. Following the end of the year, the Treasurer shall make his books available to the Audit committee for their audit. The Treasurer shall furnish the Society a sufficient bond, paid for by the Society and approved by the Board of Directors, conditioned for the faithful performance of his duties, and for the proper application and payment of all monies and other property belonging to the Society, which may come into his possession. He shall turn over to his successor, within thirty (30) days, all property belonging to the Society.
2. Shall be the chair of the Budget committee.
3. Shall have the responsibility to dispense funds within the budget approved by the Society. A report of these approved expenses will be submitted to the Board for review and filing with the minutes of the meeting. Any expenditures that are not within the budget will be approved by the membership in a scheduled meeting or one called for that purpose except that the Board may approve expenditures when it is not practical to assemble the Society but a report of such expenditures and the circumstances requiring Board approval shall be made by the Treasurer at the next scheduled meeting.
4. Shall be responsible for filing with the Secretary of State's office the proper forms to maintain corporate registration.

F. Directors:

1. The Board shall have four Directors, one of whom will be the Immediate Past President. The Past President who shall fill this position will be the most immediate past President who is a member. If the most immediate past President does not continue membership, the position will be filled by the next most immediate past President who is a member and agrees to serve. If no past President meets the qualifications, the position shall remain vacant until some past President meets the qualifications.
2. The Directors need
3. The Directors need to be a current member of the International Hearing Society.
4. The Directors shall have been a voting member of the Society for a full two years prior to election.
5. Three of the Directors shall be elected to specific responsibilities. They shall be the chair of the related committee which shall consist of three members: the Director as Chair and two other members elected by the Society as prescribed by these by-laws. The Directors to be elected are:
 - a. Director of Education
 - b. Director of Membership
 - c. Director of Governmental Affairs.
6. Duties:
 - a. The Board shall administer the Society when the membership is not in session within the policies established by the Society.
 - b. The Board shall approve the format of the report of income and expenditures for presentation to the membership but will not approve the content since that is subject to audit.
 - c. The Officers and Directors of the Society shall serve without compensation. Society expenses paid by a member may be reimbursed when within the Society approved budget or approved in accordance with these by-laws if not within the approved budget. The Society will not pay nor reimburse personal expenses paid by any member.
 - d. The Board may remove an Officer or Director for cause when so recommended by the President. Removal of the President shall be by recommendation of the Board and approval by two-thirds of the Society membership. The President may be recalled only for cause and any member of the Board may initiate such recommendation by the Board.
 - e. All resignations shall be tendered to the Board of Directors.
 - f. Any vacancy which shall occur on the Board of Directors shall be filled upon nomination to the Board by the President and a majority vote of the Board of Directors except that the position of President will be

filled by the Vice-President and the Board shall elect a new Vice-President.

- g. The Board shall meet quarterly at the call of the President provided that 14 days notice has been given to all Directors or all Directors have waived the 14 day requirement. Other meetings can be held by the Board when requested by three or more members at a site and time unanimously selected by those requesting the meeting.
 - h. The Board quorum is 4 voting members and no action may be approved by the Board with less than four votes in favor of the action.
 - i. Each member of the Board with the exception of the President shall have one vote on any issue brought before the Board. A majority of those voting but a minimum of four votes in favor of any action are required before any proposed action may be approved. The President may vote when a positive vote will cause an action to be approved.
7. Election and term of office:
- a. Officers and directors shall be elected at the first meeting during odd number years. Election shall be by a majority of those attending and voting provided that a quorum is present. This change shall become effective at the first meeting in 2005.
 - b. The term of office shall start at the conclusion of the meeting at which the voting is recorded and shall continue until a new slate of Officers and Directors is elected in accordance with these by-laws.
 - c. The President may serve not more than two consecutive terms as President. Past Presidents may not be elected or appointed to the Board until a minimum of two years have elapsed from the time that they served as Past President.
 - d. No person may hold more than one position on the Board of Directors at a time.

Article VI

VOTING

Each Voting member of the Society shall be entitled to one vote upon any question presented at a meeting and that vote may be cast in person. A written proxy is permitted, provided said proxy is deposited with the Secretary at least twenty-four (24) hours prior to the meeting at which it is proposed that the proxy be exercised and the issue is not debated at the meeting at which the proxy is exercised.

Article VII

NOTICES

All notices called for by these by-laws shall be in writing and shall be mailed by the United States Mail to the members at their last address, which is recorded with the Secretary.

Article VIII

STANDING COMMITTEES

NOMINATIONS

1. There shall be a standing nominating committee consisting of the active past Society presidents. The most immediate, active, past president shall be the chair.
2. At least sixty (60) days prior to the biennial election the Nominating committee shall submit to the Board of Directors the slate of nominees to be considered by the membership. This list shall be submitted for Board review and distribution to the membership with the notice and agenda of the coming meeting.
3. Nominations and seconds may be made by voting members at the election meeting prior to the election.
4. All nominees must agree prior to the election to serve in the position as nominated.
5. Only one person from one company or related group of companies may serve on the nominating committee.

AUDITS

1. There shall be a standing Audit committee consisting of three members, one of whom shall be the chair.
2. The Audit committee shall review the treasurer's records annually prior to the convention meeting and make a report to the Board prior to the convention meeting and to the Society at the meeting concurrent with the convention. The committee's report shall be in writing and attached to the minutes of the convention meeting. Board minutes shall reflect whether or not the report was made and the conclusion of the report will be included in the Board minutes.

BUDGET

1. There shall be a standing Budget committee consisting of three members, one of whom shall be the chair.
2. The Budget committee shall present the proposed Society budget for the coming year to the Society at the convention meeting each year. If there is no convention meeting the budget will be presented at the first scheduled meeting following the time that the convention meeting would have normally been conducted.

EDUCATION

1. There shall be a standing Education committee consisting of three members, one of whom shall be the chair.
2. The Education committee shall develop a proposed Society Educational Program and present it to the Board which shall consult with the Education Committee chair and review, change if

- appropriate and approve the program. The committee will be responsible for enactment of the approved program and shall obtain Board approval prior to deviating from the approved program.
3. There shall be instruction for which State renewal credit can be earned by the members at each scheduled meeting.
 4. The committee shall insure that qualified instructors give the instruction under the committee's direction and supervision and within the Board approved program.
 5. The Education committee shall be responsible for all educational activities. It will have responsibility for scheduling and conduct of the annual convention including exhibits, within the date and time set by the President and approved by the Board.
 6. This committee may make recommendations to the Board for continuing education for more than the current term but the Board should not obligate future Boards to any prescribed program.

MEMBERSHIP

There shall be a standing Membership committee consisting of three members, one of whom shall be the chair. This committee shall be responsible for recruiting and assisting with applications.

GOVERNMENTAL AFFAIRS

1. There shall be a standing Governmental Affairs committee consisting of three members, one of whom shall be the chair.
2. The Governmental Affairs committee shall be responsible for monitoring all government agencies whose actions may influence the occupations of the Society's members.
3. This committee is responsible for recommending to the Board employment of any lobbyist. Upon approval of the Board, any potential lobbyist and his fee must be approved by the membership.
4. A report of any government action or likely action will be made at each scheduled meeting covering the period since the last scheduled meeting.
5. A written annual report shall be presented to the membership and attached to the minutes of the first scheduled meeting of each year.

Article IX

FEES, DUES AND ASSESSMENTS

1. An initiation fee may be set and charged by the Board. It shall be no more than the annual dues for voting members. It shall be collected at the time of application and is not refundable to the applicant.
2. Annual dues may be set and changed by a majority vote of the Society. The dues for associate members shall be no more than fifty (50) percent of the dues for voting members. When an application has been refused, the dues shall be refunded.
3. Special assessments may be set from time to time. Proposals for special assessments will be presented to the Board and upon Board approval may be made by seventy (70) percent of the membership present and voting provided that proper notification has been given.

4. Notice of annual dues shall be mailed by December 15th and payment must be received prior to January 15th. A late fee of \$10.00 will be added to membership dues received after January 15th. Dues must be current in order to vote or receive membership benefits.
5. A member whose membership has lapsed for twelve months or more must resubmit a membership application with appropriate fees.

Article X

RULES OF PROCEDURE

1. The rules of procedure at the meetings of the membership or of the Board of directors of this Society shall be in accordance with "Roberts's Rules of Order, Revised" so far as applicable, and when not inconsistent with these by-laws.
2. Twenty five (25) percent of the entire membership shall be considered a quorum.

Article XII

AMENDMENT OF BY-LAWS

These by-laws may be amended by seventy (70) percent of the membership in attendance and voting at a scheduled or called meeting, provided notice of the proposed amendment shall be made to the membership in writing not less than thirty (30) days prior to the meeting of the membership at which same is proposed.

Article XII

MISCELLANEOUS

1. All rights of members of the Society shall cease upon termination of membership and the Society's property shall be returned to the Secretary.
2. The by-laws of the International Hearing Society shall supersede these by-laws in any point where there is a conflict or omission.
3. Words importing the masculine gender include the feminine gender.
4. In writing means, written, printed or both.

Article XIII

SEVERABILITY

Any revision 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.

END

