

ANNEX A: Bylaws of the National Hearing Conservation Association, Inc.

Revised: June 2022

ARTICLE I – NAME

The name of this Association shall be the National Hearing Conservation Association, Inc. (hereinafter referred to as "NHCA").

ARTICLE II - MISSION STATEMENT & PURPOSES

Section 1. Mission Statement.

NHCA provides leadership, expertise, and education on hearing loss prevention strategies and services to the broader professional community and empowers and supports members through networking and advocacy.

Section 2. Purposes.

The purpose of the Association shall be:

- a. To provide professional development by improving the skills, practices, and services of the members of the Association,
- b. To provide education and encourage research in noise and hearing conservation,
- c. To stimulate the exchange of information among those persons involved in hearing conservation, disseminate information to professionals and others, and to provide a resource center for those inquiring about the prevention of hearing loss due to noise and other environmental factors,
- d. To promote the development of improved and more effective occupational hearing conservation programs,
- e. To develop guidelines and monitor and participate in standards, regulatory and legislative activity related to the prevention of hearing loss at local, national and international levels,
- f. To advance the role and position of the members of NHCA as providers of hearing conservation services.

ARTICLE III - MEMBERSHIP

Section 1. Members - Eligibility.

Any individual, association, organization, firm, corporation or partnership (hereinafter "Person") engaged in business or otherwise interested in the hearing conservation industry may be admitted as a member to NHCA, provided such Person shall (i) submit an official application for membership to the Executive Director, (ii) pay all applicable membership fees, (iii) qualify as a "member" in all other aspects as required by the bylaws, rules, procedures, and regulations of NHCA.

Section 2. Full Members.

The following Persons may qualify as Full Members in NHCA:

- a. Individual Member - Available to individuals who hold a graduate or professional degree in a discipline relating to hearing conservation, or who have the equivalent of a graduate degree by virtue of professional experience in the field. Eligibility for those who are qualified by professional experience shall be determined by a majority vote of the Executive Council.
- b. Professional Service Provider (PSP) Member - Available to an individual, association, organization, firm, or corporation engaged in the business of hearing conservation. Each PSP may have two designated representatives, and one of the representatives shall hold a professional degree in a related field. Examples of professionals who qualify include audiologists, medical professionals, academicians, engineers, industrial hygienists, and safety specialists.
- c. Commercial Member - Available to businesses or organizations which manufacture or distribute products for use in the management of hearing conservation programs. The Commercial Member may designate two representatives.
- d. Emeritus Status - Individual members 65 years or older who have been in good standing for a total of 15 years or more and are employed no more than half time (i.e., no more than 20 hours out of a 40 hour work week) may be granted Emeritus status. The candidate who meets the above criteria, a fellow Individual Member in good standing recommending a candidate who meets the above

criteria, or other Individual Members who have other good and sufficient reasons for requesting Emeritus status (such as meritorious service), will submit a written request to the Director of Membership. In turn, the written request will be forwarded to the Executive Council for vote. If the Executive Council unanimously approves, Emeritus members shall have all privileges of the Individual Membership (other than the right to vote or hold office) without payment of dues. The elimination of dues will begin at the next membership renewal period after Emeritus status is granted. In addition, Emeritus members may attend the annual conference at the Emeritus rate, which is 20% off the Individual Member conference registration rate.

Section 3. Non-Voting Members.

- a. Associate Member - Available to individuals or organization with an interest in hearing conservation who do not meet the requirements for Voting Membership.
- b. Student Member - Available to persons who are pursuing a degree in a discipline related to hearing conservation and enrolled at least one-half time in an accredited education institution. The Student Member qualifies for all NHCA member benefits, but shall not be entitled to vote or hold office. Student Membership is available only so long as the individual is a degree candidate.

Section 4. Voting Rights.

The following categories of Membership shall be entitled to vote:

- a. Individual,
- b. Professional Services Organization, and
- c. Commercial.

Each Professional Service Provider (PSP) will be entitled to one vote. Each Commercial membership will be entitled to one vote. There will be no proxy voting.

Section 5. Voluntary Termination of Membership.

A Member may terminate membership in NHCA by submitting written notice of intent to terminate membership to the Executive Director. Such termination shall be effective upon receipt of such notice and fulfillment of all obligations to the date of termination.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meetings.

There shall be an annual meeting of the members that shall be held in conjunction with the NHCA annual conference. Notice of each annual meeting of the members shall be given stating the time and place of the meeting. A paper or electronic notice shall be distributed to each member at the address that appears upon the books of NHCA at least thirty (30) days prior to the date for holding such meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by the President of NHCA or by a majority vote of the Executive Council. Notice of a special meeting of the members shall be given stating the time, place and purpose of such meeting. No business shall be transacted at a special meeting other than the business stated in the notice of such meeting. A paper or electronic notice of special meetings shall be given by one of these methods:

- a. Mailing to each member a paper notice of each such meeting at the Member's address as it appears upon the books of NHCA at least ten (10) days prior to the time for holding such meeting, or
- b. by notifying each member of the special meeting electronically or by telephone at least ten (10) days prior to the time for holding such meeting.

Section 3. Quorum.

At any meeting or special meeting of the members, thirty percent (30%) of the members must be present to constitute a quorum.

ARTICLE V - OFFICERS

Section 1. Titles.

The Officers of NHCA shall be:

- a. President,
- b. President-Elect,
- c. Immediate Past-President,
- d. Secretary/Treasurer,
- e. Director of Communication,
- f. Director of Education,
- g. Director of Membership,
- h. Director of Marketing and Public Relations, and
- i. Director of Commercial Partnerships.

Such officers shall have such powers as are provided by these bylaws or as the Executive Council may lawfully delegate.

Section 2. Eligibility.

Officers must be voting Members of NHCA. Either representative of the PSP and Commercial membership categories is eligible to hold office. To be eligible for election to the Office of President-Elect, a candidate shall have served at least two full years as a voting member of the Executive Council, or as a Chair of a Task Force, Committee or Liaison, or a combination thereof.

Section 3. Election and Term of Office.

The officers shall be elected by ballot from the slate submitted for election by the Executive Council. The ballot shall be mailed or instructions for casting a secure electronic ballot shall be provided to all paid voting Members (current in their dues) at least thirty (30) days prior to the annual meeting or prior to February 1, whichever comes first. The ballot shall be distributed to the last known postal or electronic address of each Voting member. The President, President-Elect, and Immediate Past-President shall serve a term of one (1) year and all other officers shall hold office for two (2) years, unless removed, or until their respective successors are elected and qualified. Whenever a vacancy of any officer shall occur, the Executive Council shall fill such vacancy by election of an officer qualifying for such office (the "replacement officer") at its next regular meeting, or at a special meeting called for such purpose. The replacement officer shall hold office for the remainder of the unexpired term of said office, unless sooner removed, or until a successor is elected and qualified. No officer shall serve more than two (2) full terms plus any unexpired term in the same office consecutively; provided, however, that officers shall serve until their successors are elected and qualified. Terms shall begin immediately upon adjournment of the annual meeting or April 15, whichever comes first.

Section 4. President.

The President shall be the Chief Executive of NHCA and shall preside at meetings of its Members, The Executive Committee, and the Executive Council. The President shall represent NHCA and act in its name, subject to its declared policies, rules, procedures and regulations, between meetings of the Executive Council and the Executive Committee. The President shall perform all other duties usual to such office and as provided elsewhere herein.

Section 5. President-Elect.

The President-Elect shall perform all the duties of the President in the event of the President's absence or disability, and shall perform such other duties as may be requested by the President, Executive Council or Executive Committee. The President-Elect shall serve as an assistant to the President in all matters concerning NHCA. The President-Elect shall also be responsible for liaisons and communication with Related Professional Organizations (RPO's).

Section 6. Immediate Past-President.

The Immediate Past-President shall serve to assure the continuity of experienced leadership in NHCA and shall assist the President in performing whatever duties may be requested by the President, Executive Council or Executive Committee.

Section 7. Secretary/Treasurer.

The Secretary/Treasurer shall be responsible for editing and maintaining the regular minutes of all official meetings of NHCA. The Secretary/Treasurer shall be the Chief Financial Officer of NHCA, shall supervise the custody and the disbursement of the funds and other assets of NHCA, shall be the custodian of the financial records of NHCA and shall be responsible for investment of NHCA funds, subject to the direction and approval of the Executive Council. The Secretary/Treasurer shall keep a correct and accurate account of all monies, receipts and disbursements, and of the financial condition of NHCA, and shall, whenever required by the Executive Council or by the Executive Committee, prepare and submit a statement of the financial condition of NHCA. The books of NHCA shall at all times be open and accessible to inspection by the Executive Council, the Executive Committee or by such Person as they may designate. The Secretary/Treasurer shall submit a proposed budget for the forthcoming fiscal year at a meeting of the Executive Council prior to the beginning of the fiscal year. The Secretary/Treasurer shall render to the Executive Council at its regularly scheduled meetings an accounting of the financial condition of NHCA and arrange for independent financial audit at the close of the NHCA fiscal year, if requested by the Executive Council.

Section 8. Director of Communication.

The Director of Communication shall have responsibility for and oversight of the publication of Spectrum, the NHCA web site, internal communications, and external communications.

Section 9. Director of Education.

The Director of Education shall have responsibility for and oversight of the annual conference, seminars, position statements, liaisons with university programs, and educational materials, both printed and electronic, such as practical guides, model programs and brochures.

Section 10. Director of Membership.

The Director of Membership shall have responsibility for and oversight of the NHCA membership directory, student involvement in NHCA, and membership recruitment and retention activities.

Section 11. Director of Marketing and Public Relations

The Director of Marketing and Public Relations shall have responsibility for increasing the visibility and recognition of NHCA among NHCA members, Related Professional Organizations (RPO's), hearing conservation practitioners, and the public, and for publicizing and promoting issues of Spectrum, NHCA-developed materials or concepts, and events sponsored or co-sponsored by NHCA, including the annual conference, membership and sponsorship drives, best practices conferences, etc.

Section 12. Director of Commercial Partnerships

The Director of Commercial Partnerships shall have responsibility for, and works with the Director of Membership, to retain and recruit sponsors and exhibitors and likely new prospects for commercial sponsor memberships. The Director of Commercial Partnerships serves as the representative for commercial members of NHCA.

Section 13. Executive Director.

An Executive Director may be appointed by the Executive Council. The Executive Director shall be responsible to, and shall serve in a non-voting ex officio capacity on the Executive Council and the various NHCA Task Forces, Liaisons, and Committees. Business matters of NHCA may be delegated to the Executive Director who shall be charged with overseeing day-to-day activities and such other NHCA business as pertinent to the role of central office functions determined by the Executive Council.

ARTICLE VI - EXECUTIVE COUNCIL

Section 1. Composition.

The Board of Directors shall be known as the Executive Council and shall consist of the Officers of NHCA, two voting Members-at-Large, one non-voting historian and one non-voting student representative. The two Members-at-Large will represent the entire membership and be from two different membership categories. The President shall appoint the Student Member representative and the Historian. The Executive Director

shall be a non-voting ex officio member of the Executive Council. No more than two members of the Executive Council shall be from the same firm, entity, organization, association, corporation or partnership.

Section 2. Duties.

The powers, business and property of NHCA shall be exercised, conducted and controlled by the Executive Council. The Executive Council shall exercise general management of the affairs and shall set forth the policies of NHCA. The Executive Council shall report to the membership at its annual meetings.

Section 3. Election of Members-at-Large.

The two voting Members-at-Large representatives on the Executive Council shall be elected by the voting members of NHCA according to the election procedures for Officers contained in Article V, Section 3 hereof. Each Member-at-Large shall take office upon adjournment of the annual meeting or April 15, whichever comes first, and shall serve for two (2) years, unless sooner removed, or until a successor is elected.

Section 4. Meetings.

The Executive Council shall meet annually in conjunction with the NHCA annual conference, and at least two additional times each year. Special meetings of the Executive Council may be called by the President. Notice of such special meetings shall be distributed by mail, telephone, or electronic means to each member of the Executive Council at least five (5) days before the time of said meeting. A special meeting of the Executive Council may be called without such notice if all members of the Executive Council consent to such a meeting. A special meeting of the Executive Council may be called after due notice, at any time forty percent (40%) or more voting members of NHCA request such a meeting in writing.

Section 5. Action In The Absence Of A Meeting.

Any action required or permitted by law or by these bylaws may be taken by mail ballot, telephone, or other electronic means. Such action shall be as valid as if a personal meeting were held consistent with Colorado law.

Section 6. Quorum.

A majority of the voting members of the Executive Council shall constitute a quorum at each regular and special meeting of the Executive Council.

Section 7. Voting.

Each member of the Executive Council shall be entitled to one vote, and all matters shall be decided by a majority vote. An Executive Council vote may be taken by mail ballot, telephone, or other electronic means as permitted under Colorado law and such actions shall be as valid as if a personal meeting were held.

Section 8. Vacancies.

Whenever a vacancy in the Executive Council shall occur, the Executive Council shall fill such vacancy by election of a qualified Member at its next regular meeting, or at a special meeting called for such purpose. Each Member elected to fill a vacancy shall hold office for the remainder of the unexpired term of said office, unless sooner removed, or until a successor is elected and qualified.

Section 9. Resignation and Removal.

Members of the Executive Council may resign at any time by delivering a written notice of resignation to the Secretary. The resignation shall be effective as of the date determined by the Executive Council. Removal of any member of the Executive Council requires a supermajority of at least two thirds of the votes of all eligible voting members participating in a properly convened meeting. A quorum must be established and exist at the time of the vote.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of the President, President-Elect, and Past-President of NHCA, known as the Presidential Trio.

Section 2. Duties.

Subject to the control and direction of the Executive Council and the laws of Colorado, the Executive Committee shall conduct the detailed affairs of NHCA and shall exercise all of the powers of the Executive Council, or such of them as may be delegated lawfully, at all times when the Executive Council is not in session. Meetings of the Executive Committee may be initiated by the President.

Section 3. Meetings.

The Executive Committee may meet whenever the President determines that it is necessary to do so. Notice of Executive Committee meetings shall be distributed to the Presidential Trio by mail, telephone, or electronic means. The President of NHCA shall be the Chairperson of the Executive Committee.

Section 4. Quorum.

A majority of the members of the Executive Committee shall constitute a quorum.

Section 5. Voting.

Each member of the Executive Committee shall be entitled to one vote, and all matters shall be decided by a majority vote. An Executive Committee vote may be taken by mail ballot, telephone, or other electronic means as provided under Colorado law and such actions shall be as valid as if a personal meeting were held.

ARTICLE VIII - DUES AND FEES

Section 1. Amount.

The dues and fees for NHCA shall be established by the Executive Council. Dues are payable in full in advance of the membership year. NHCA has rolling membership renewal which allows members to join and renew at any time throughout the year.

Section 2. Termination.

Upon failure to pay all appropriate dues and upon written notice from NHCA to the delinquent member, all membership services and privileges shall be suspended. Failure to pay dues after the receipt of written notice of suspension shall result in automatic termination of membership from NHCA without benefit of the provisions found in the Ethical Complaint Procedures of NHCA. The Executive Council, by majority vote, may waive the termination of membership upon a showing of good cause.

ARTICLE IX - ENFORCEMENT, SUSPENSION AND TERMINATION

Section 1. Enforcement.

In the event that any member knowingly violates the charter, bylaws, Principles of Ethics, rules or regulations of NHCA, the Member and/or its representative shall be subject to suspension or termination as a member of NHCA, subject to the Ethical Complaint Procedures of NHCA.

Section 2. Suspension.

Upon suspension, a member shall forfeit all of his/her rights and interest as a member and in any of the property of NHCA, for the period of such suspension, and if at the time of such suspension the member held office as an Officer or member of the Executive Council, Executive Committee or any NHCA committee, s/he shall be deemed to have been removed as such and a vacancy or vacancies thereby occurring shall be filled as provided in these bylaws.

Section 3. Termination.

Membership in NHCA may be terminated if a member (i) ceases to meet the qualifications of membership as detailed in Article III of these bylaws, (ii) is found to be in violation of the Principles of Ethics of NHCA, pursuant to the Ethical Complaint Procedures of NHCA, or (iii) fails to pay dues in accordance with Article VIII of these bylaws.

ARTICLE X – TASK FORCES, LIAISONS, AND COMMITTEES

Section 1. Formulation.

All task forces, liaisons, and committees and the chairpersons and members thereof, serve at the pleasure of the Executive Council and are established and maintained by Executive Council decision.

Section 2. Terms.

Each Chair and member of a task force, liaison or committee shall serve until the Executive Council determines that the defined task is completed.

Section 3. Composition and Duties.

The purpose and a description of responsibilities for each task force, liaison or committee shall be maintained in the Policy Manual of the organization.

ARTICLE XI - FISCAL YEAR

The fiscal year of NHCA shall begin on the 1st day of July in each year and continue through June 30 of the following year.

ARTICLE XII - AMENDMENTS

Upon its own motion, or upon written request by a member, the Executive Council, after a majority vote, may propose to the membership amendments to these bylaws. The bylaws may be amended, repealed, or altered, in whole or in part by a two-thirds (2/3) majority of the votes cast by eligible Members on a paper ballot or by secure electronic balloting or at the annual meeting. A paper or electronic copy of the proposed amendment(s) shall be distributed to each member at least thirty (30) days in advance of the indicated due date.

ARTICLE XIII - RULES OF ORDER

The Roberts Rules of Order newly revised or its latest revision shall be accepted as the parliamentary authority.

ARTICLE XIV - DISSOLUTION

NHCA shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to, the members of NHCA. On dissolution of NHCA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the Executive Council.

ARTICLE XV - INDEMNIFICATION

NHCA shall indemnify any and all persons who may serve or who have served at any time as an Executive Council member, Officer or Chairperson of a committee, task force, or liaison or staff member of NHCA, and their respective heirs, administrators, successors and assigns, against any and all expenses incurred by or imposed upon such person in connection with any proceeding to which such person may be made a party by reason of having been an Officer, Executive Council member, Chairperson of a committee, task force or liaison or staff member of NHCA, or any settlement thereof, except in relation to matters as to which any such person shall be adjudged in any proceeding liable for that person's own gross negligence, willful misconduct or bad faith in the performance of duty; provided that in the event of a settlement of a suit, the indemnification provided for in this section shall apply only when the Executive Council approves such settlement and reimbursement in the best interests of NHCA. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which the Executive Council member, Officer, Chairperson or staff member may be entitled.