

BYLAWS

Board approved 9-22-09

ARTICLE I. NAME AND PURPOSE

(SECTION 1.) The name of this organization shall be the Thayne A. Hedges Regional Speech and Hearing Center, Inc. (to be hereafter designated as Hedges)

(SECTION 2.) The purposes of the Thayne A. Hedges Regional Speech and Hearing Center, Inc. shall be the following:

- A. First and foremost to recognize the existence of and provide service to individuals with speech, language and hearing disorders. To make effective communication, accessible and achievable for all.
- B. To plan, promote and establish new speech and hearing programs, so more individuals may be benefited by this service.
- C. To stimulate the exchange and dissemination of speech and hearing related information among persons and organizations on a local, state and federal level. To act as a resource center for effective communication. To coordinate the aims and objective of this organization with other health services in North Central and Northwestern Oklahoma.
- D. To employ a qualified professional staff to provide the best professional service possible to the communicatively handicapped.
- E. To inform the general public, via whatever avenue of communication, about the Thayne A. Hedges Regional Speech and Hearing Center, Inc. and its professional services.

ARTICLE II. BOARD OF DIRECTORS

(SECTION 1.) The Thayne A. Hedges Regional Speech and Hearing Center, Inc. shall be governed by a Board of Directors, consisting of not fewer than ten nor more than twenty members. The Board of Directors shall have the management and control of the corporation, its funds, and property, and shall make or authorize all necessary contracts for the administration of the corporation. The Board of Directors may make such rules, policies and regulation for the management and operation of the corporation, not inconsistent with the laws of the state or with these bylaws, as the Board of Directors may deem expedient. The Board of Directors may delegate to the executive committees, or to officers of the Board, such powers as they may find necessary.

(SECTION 2.) Board Meetings

- A. The Board of Directors shall meet monthly.

- B. The President or any three (3) Board members may call a special meeting. All Board members must be notified either verbally or in writing with 48 hours notice in advance of the special meeting. Notice of special meetings shall state that it is a special meeting. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.
- C. The current issue of Roberts Rules of Order shall be used to govern meetings.

(SECTION 3.) Quorums. At meetings of the Board of Directors, a quorum shall consist of fifty percent (50%) of the Directors then serving, present in person.

(SECTION 4.) Board Terms

- A. The members of the Board shall be elected for three year terms on a rotating basis. New officers and new Board members shall be elected at the regularly scheduled November meeting and may serve on the Board commencing with the first regular meeting in January.
- B. Once elected, a Board member may serve up to two consecutive terms. Any Board member who achieved office by appointment to complete another's term shall be considered for two consecutive terms on their own merit.
- C. The immediate past President shall serve as an ex-officio member of the Board for the year following his/her term of office.

(SECTION 5.) Board Vacancies/Resignations/Removals

- A. Vacancies in the membership of the Board occurring between the November meetings may be filled by the Board of Directors.
- B. Any member of the Board of Directors may resign by providing notice of such intention in writing to the secretary. It shall be voted upon by the Board.
- C. Any Board member who misses three consecutive meetings shall be subject to removal from the Board by majority vote of the Board of Directors.
- D. Any member of the Board of Directors including officers may be removed from office at a regular or specially called meeting. This procedure is not to be undertaken lightly or without cause. The vote to remove a member must be approved by a super majority. A super majority is a vote of greater than 60% of the board. Just cause for this purpose involves gross mismanagement of Hedges including its property and/or funds. Just cause can also stem from actions which reflect badly upon Hedges in the community.

(SECTION 6.) Notices

Notices of all Board meetings shall be given to all Board members by the President of the Board or the Director at least one week in advance. Hedges shall meet all the requirements of the current Oklahoma Open Meeting Law.

ARTICLE III. OFFICES

(SECTION 1.) The officers of Hedges shall be a president, a vice president, a secretary, and a treasurer. These officers shall be elected from among the Board of Directors by a majority vote of the Board members present at the regularly scheduled November meeting. Such officers shall hold office for one year following the Annual meeting in November and shall serve until their successors have been elected. The officers shall be eligible for re-election; but shall serve no more than two consecutive one-year terms in the same capacity. A Board member shall hold only one office at any time, except that the Secretary and Treasurer positions may be held by one person._

(SECTION 2.) Duties of the Officers

- A. The Board President or Vice president or Executive Director, as registered agent, shall sign all written contracts and obligations of the Organization.
- B. All checks drawn upon corporation funds shall be signed by two of the following: the Executive Director, the Business Manager, Board Treasurer or Board President.
- C. The President shall preside at all business meetings of the Board of Directors and the executive committee; he will appoint all committees; he will call special meetings when necessary, and will carry on such other duties as usually pertain to his office.
- D. In the absence of the President from meetings, the Vice President shall preside; in the absence of both the President and Vice president from any meeting a chairman shall be chosen by vote.
- E. The Secretary shall cause to be kept the records of all correspondence of the members of the Board and the executive committee, except where otherwise provided. All minutes or copies thereof, shall be made available to the officers in a reasonable length of time. If the Secretary is absent from the meeting a secretary protempore shall be appointed.
- F. The Treasurer shall cause to be kept the funds of Hedges and insure that they are disbursed by the Executive Director as desired by the Board of Directors. The Treasurer shall keep the Board of Directors informed at regular meetings of the Board, regarding the financial condition of the organization and shall be bonded for such amounts as the Board of Directors shall decide. The Treasurer shall cause to be kept the seal of Hedges. There shall be an annual audit by a certified public accountant.

(SECTION 3.) The November meeting will be Hedges' Annual meeting. At the annual meeting, the Board and officer elections will be conducted.

(SECTION 4.) The Board of Directors will employ an Executive Director who will be the administrator and registered agent of the Thayne A. Hedges Regional Speech and Hearing Center, Inc.

ARTICLE IV. EXECUTIVE DIRECTOR

(SECTION 1.) The Executive Director will be responsible for employment of staff to carry out the purposes of the Organization.

(SECTION 2.) The Executive Director shall report to the Board of Directors at each regularly scheduled meeting concerning the professional service being offered by the Thayne A. Hedges Regional Speech and Hearing Center.

(SECTION 3.) The Executive Director shall be an ex-officio member of all committees, shall be notified of all committee meetings, and shall be entitled to attend all committee meetings unless otherwise specified.

ARTICLE V. EXECUTIVE COMMITTEE AND SPECIAL COMMITTEES

(SECTION 1.) The Board of Directors shall have an Executive Committee consisting of the officers of the Board and such other persons as are deemed necessary by the Executive Committee. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of Hedges and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The Executive Committee shall have all the powers of the Board of Directors between meetings of the Board. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken the Executive Committee and the minutes shall be submitted to the Board of Directors.

(SECTION 2.) One half of the Executive Committee shall constitute a quorum for the transaction of business of said committee. In the absence of the President, the Executive Committee present may choose a temporary chairman for the committee. If the quorum be not present, the meeting shall be adjourned to a later time.

(SECTION 3.) The Executive Committee shall meet at the request of the President, or upon a request of two members of the Executive Committee presented to the President.

ARTICLE VI. STANDING COMMITTEES

(SECTION 1.) FINANCE/AUDIT Committee will be constituted by no less than 2 members of the board, chaired by the Board Treasurer, and include the Executive Director. It is the responsibility of this committee to develop and/or review financial policies and financial documents deemed necessary for Hedges. The finance

committee will work with the executive director to draft the annual budget for presentation to the board.

(SECTION 2.) HUMAN RESOURCES/PERSONNEL Committee has the responsibility to develop and/or review the Hedges' employee handbook, policies dealing with employees, grievance procedures deemed necessary for Hedges.

(SECTION 3.) BUILDING/FACILITIES Committee has the responsibility to develop and/or review policies and procedures deemed necessary for Hedges in regard to the building and physical assets.

ARTICLE VII SPECIAL COMMITTEES

Additional committees to perform the work for Hedges may be appointed from time to time by the President. The President shall appoint persons to chair and serve on these committees, including persons who are not Directors of Hedges. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting. –

ARTICLE VIII. INDEMNIFICATION.

The Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed actions, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of Hedges, by reason of the fact that such person is or was a director, officer, employee or agent of Hedges, or is or was serving at the request of Hedges as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fine and amounts paid in settlement, to the extent and in the manner permitted by the laws of the State of Oklahoma.

The rights to indemnification conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, agreement, vote of members or disinterest directors or otherwise.

Hedges will maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of Hedges or another corporation, partnership, joint venture, trust or other enterprise against any expenses, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Oklahoma General Corporation Act.

Hedges may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any agent of Hedges to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of directors, officers and employees of Hedges.

ARTICLE IX. Amendment

(SECTION 1.) The Bylaws of Hedges may be amended, repealed, or altered in whole or in part by a majority vote of the members of the Board. Notice of a proposed change in the Bylaws shall be submitted to the last recorded address of each member of the Board at least seven days before the date of the meeting at which the change is to be vote upon. Notice may be given by regular mail or by e-mail.

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fred Overstreet

Hedges Board of Directors President