Resolution 2024-001 Amendment to Articles of Incorporation – Supplemental Information

# Background:

On April 26, 2024, the AER Board of Directors approved an amendment to the Association’s Articles of Incorporation addressing the membership and terms of the AER Board of Directors. This amendment was the first step in reviewing and updating the association’s governing documents. With the assistance of Powers Law Firm in Washington, DC, the Board amended Article 4 of the Articles of Incorporation which details the voting members of the board, and the manner of their election or appointment. The following changes are included in the amendment:

1. President-Elect. Added the phrase “for the term of two years.”
2. President. Added the phrase “for the term of two years.”
3. Immediate Past President. Added the phrase “for the term of two years.”
4. Secretary. Added the phrase “for the term of two years.”
5. Treasurer. Added the phrase “for the term of two years.”
6. Chairperson of the Council of Chapter Presidents. Eliminated this position.
7. One Director representing Canada. This was changed to One International Director.
8. Directors representing geographic districts. Added phrase “Each one third of such directors shall serve staggered terms of three years.”
9. Directors representing categories of membership divisions. Replaced current language deferring to the Bylaws for Board appointment to “The Chair of each Large Division shall serve a two-year term and the Chair of the Council of Division Chairs also shall serve a two-year term.

These changes are being recommended in an effort to improve the stability and continuity of the Board. Under the current organizational structure, it is possible for 88% of the Board to be replaced every 2 years. This level of regular turnover amongst the Board makes it extremely difficult to effectively govern the organization, much less develop and implement long-term goals, objectives, and strategic plans.

The President-Elect, President, and Immediate Past President will continue to have a 6-year commitment to the Board. The Secretary and Treasurer will serve two-year terms, with one office being elected in even number years, and the other in odd number years. The Chair of the Council of Chapter Presidents was eliminated as this role is a duplication of membership representation based on geographical area. The title of the Canadian Representative was changed to International Representative as membership from countries beyond the US and Canada continues to grow. The Canadian provinces are also currently included in the geographical definition of the 6 Districts. The term of District Representatives was extended to three years to allow for a staggered election rotation amongst the 6 established geographic districts. The Division Cluster representative positions were eliminated to maintain the current size of the board as a possible 3 divisions will qualify for large division status within the next biennium. The Chair of the Council of Division Chairs will represent the remaining divisions.

# 2004 Articles of Restatement

**ARTICLES OF RESTATEMENT**

**OF**

**ASSOCIATION FOR EDUCATION AND REHABILITATION OF**

**THE BLIND AND VISUALLY IMPAIRED**

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby restates its Articles of Consolidation as follows:

FIRST: The name of the Corporation is: Association for Education and Rehabilitation of the Blind and Visually Impaired

SECOND: The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any future federal tax code. The Corporation shall have and may exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of the Commonwealth of Virginia.

The specific purpose of the Corporation shall be to support professionals who provide educational, rehabilitative, and independent living services to individuals who are blind or visually impaired by:

(1) Promoting professional development through conferences, seminars, publications, leadership training experiences and any other means of providing professional growth and education,

(2) Promoting professionalism by encouraging university training, interdisciplinary co-operation high quality standards for individuals and agencies, adherence to professional codes of ethics and professional credentials; and

(3) Working to improve and expand services for individuals who are blind or visual impaired by:

(a) Promoting research and innovative program development,

(b) Developing and advocating for public policy which benefits persons who are blind or visually impaired and the professionals who work with them; and

(c) Providing a forum for discussion of issues and opportunities related to the delivery and quality of services.

THIRD. The Corporation is to have such classes of members as shall be set forth in the Corporation's Bylaws, which shall provide for the classes and qualifications of members, the place, time, method, and manner of their meetings, and, generally, for their rights, powers, duties, privileges, and restrictions.

FOURTH: The voting members of the Board of Directors of the Corporation shall be the individuals listed below and their manner of election or appointment shall be as set forth below.

A. President-Elect: The President-Elect shall be elected by all members with voting rights.

B. President: Upon conclusion of his/her service as President-Elect, the President-Elect shall assume the office of President.

C. Immediate Past President: Upon conclusion of his/her service as President, the President shall assume the office of Immediate Past President.

D. Secretary: The Secretary shall be elected by all members with voting rights.

E. Treasurer: The Treasurer shall be elected by all members with voting rights.

F. Chairperson of the Council of Chapter Presidents: The Chairperson as chosen by the Council of Chapter Presidents shall serve ex-officio.

G. One (1) Director representing Canada: The Director shall be elected only by the members with voting rights residing in Canada.

H. Directors representing geographic districts: One (1) Director shall be elected to represent each of the geographic districts established in the Bylaws, and each Director shall be elected only by the members with voting rights residing within the geographic district.

I. Directors representing categories of membership divisions: One (1) Director shall be appointed to represent each of the categories of membership divisions established in the Bylaws, and each Director shall be appointed by the Council of Division Chairpersons from among the people on the Council.

FIFTH: The name of the Corporation's registered agent is: CT Corporation System. The registered agent is a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

SIXTH: The Corporation's registered office address, which is identical to the business office of the registered agent, is: 4701 Cox Road, Suite 301. Glen Allen. VA 23060. The registered office is physically located in the County of Henrico.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for serv ices rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this restatement, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 17()(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Upon the dissolution of the Corporation, assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a stale or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned President declares that the facts stated herein are true as of July 1, 2004.

**Association for Education and Rehabilitation of the Blind and Visually Impaired**

Gregory L Goodrich, President