**Resolution 2024-001 : Articles of Incorporation Amendment**

 **SPECIAL MEETING OF**

 **THE BOARD OF DIRECTORS OF**

 **ASSOCIATION FOR EDUCATION AND REHABILITATION OF THE**

**BLIND AND VISUALLY IMPAIRED**

The directors of the Corporation, at a special meeting of the Board of Directors of the Corporation at which a quorum was present, did approve the following resolutions by unanimous vote:

 **Amendment of Articles of Incorporation**

WHEREAS, Article Fourth of the Articles of Incorporation contains a detailed description of the voting board and their manner of election, but not their term of office; and

WHEREAS, the Board desires to amend the composition of the Board and some terms of office and also desires to make the Articles of Incorporation and Bylaws read more consistently with regard to the composition and election of the Board;

NOW, THEREFORE, BE IT RESOLVED, that Article Fourth of the Articles of Incorporation should be amended to read as follows:

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 for a term of two years.

B. President: Upon conclusion of his/her service as President-Elect, the President-Elect shall assume the office of President for a term of two years.

C. Immediate Past President: Upon conclusion of his/her service as President, the President shall assume the office of Immediate Past President for a term of two years.

D. Secretary: The Secretary shall be elected by all members with voting rights for a term of two years.

E. Treasurer: The Treasurer shall be elected by all members with voting rights for a term of two years.

F. One (1) International Director: The International Director must reside outside of the U.S., shall be elected only by the members with voting rights residing outside of the United States and shall serve a term of three years.

G. 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. Each one third of such directors shall serve staggered terms of three years.

H. Directors representing categories of membership divisions: 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.

AND BE IT FURTHER RESOLVED, that as soon as possible after the approval of the above amendment to the Articles by the Board and the voting membership, the Board shall be authorized by the membership to make corresponding amendments to the Bylaws so that the two documents are consistent.