

ASSOCIATION FOR EDUCATION AND REHABILITATION OF THE BLIND AND VISUALLY IMPAIRED

BYLAWS

(Adopted June 28, 1984; as amended through July 2, 2020)

ARTICLE I. NAME

The name of this organization shall be "Association for Education and Rehabilitation of the Blind and Visually Impaired," hereafter referred to in these Bylaws as AER.

ARTICLE II. PURPOSE

The purpose of AER shall be to support professionals who provide education, independent living, employment, and rehabilitation services to individuals who are blind or visually impaired by:

- 1) offering professional development through conferences, seminars, publications, leadership training experiences and other means of promoting professional growth and education;
- 2) promoting professionalism through encouraging university training and professional credentials, adoption of and adherence to high quality standards and professional codes of ethics for individuals and agencies, and interdisciplinary cooperation in the field;
- 3) working to improve and expand services for individuals with visual impairments by promoting:
 - a) research,
 - b) innovative program development,
 - c) public policy benefiting persons who are blind or visually impaired and the professionals who work with them, and
 - d) a forum for discussion of issues and opportunities related to service delivery.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. The membership of AER shall be open to all persons, agencies, and organizations interested in services provided to blind and visually impaired persons.

Section 2. Non-Discrimination. No person, agency, or organization otherwise eligible shall be denied membership in AER on the basis of gender, age, race, religion, national origin, sexual orientation or disability.

Section 3. Voting Memberships.

- (a) There shall be the following voting memberships:

- Regular (United States and Canada)
- Retired
- Life
- Same Residential Household
- Student
- Transitional
- Administrator/Support/Clerical
- International

- (b) Non-voting Memberships. There shall be a non-voting Associate membership.

There shall be a non-voting Corporate membership for companies, institutions, and organizations.

Section 4. Membership Fees. Dues for individual membership shall be established by the Board and allow AER members the ability to join and actively participate in up to three (3) divisions as part of their annual membership dues.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of AER shall be a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President.

Section 2. Qualifications of Officers. Any individual, voting member of AER shall be eligible to serve in any office. No two offices may be held concurrently by the same person.

Section 3. Elections. The office of the President of AER shall be filled by succession of the President-Elect. The membership shall elect a President-Elect, a Secretary, and a Treasurer, and said election shall occur only once every two years, in even-numbered years. Elections shall be as provided for in ARTICLE X, Section 4 of these Bylaws.

Section 4. Term of Office. The term of office shall be two years and shall commence upon adjournment of the Biennial Business Meeting. In the event that a biennial business meeting does not occur for any reason, the incoming officers' term of office shall commence on August 1.

Section 5. Vacancies.

- a) President and President-Elect. In the event of a vacancy in the office of President, the President-Elect, while retaining that office, shall be deemed the AER President, assume the duties of the presidency, and succeed to the office of President in due course. If a vacancy in the office of President-Elect occurs more than six months before the next biennial election of officers is scheduled to take place, there will be a special election for the President-Elect with candidates nominated by the Board. The individual(s) seeking the office of President or President-Elect to fill a vacancy shall have previous experience on the Board. If a vacancy in the office of President-Elect occurs within six months of the next scheduled biennial election, there shall be no replacement until the biennial election of officers at which time there shall be elected a President and a President-Elect. In the event of a vacancy in both the offices of President and President-Elect, the Immediate Past President shall serve as Acting President until the President and the President-Elect are replaced in an election according to the procedures above.
- b) Secretary and Treasurer. In the event of a vacancy in the offices of Secretary or Treasurer, the Board shall appoint a qualified successor who shall serve for the remainder of the term vacated.
- c) Immediate Past President. If the Immediate Past President is unable to serve for any reason, the Executive Committee will appoint a qualified person(s) to fulfill responsibilities of that office, as deemed necessary.

Section 6. Duties of Officers. All officers shall have such authority and perform such duties as are described in these Bylaws, as may be delegated to them from time to time by the Board, and as may be required by law or customary practice. The Board may require any officer to give security for the faithful performance of these duties.

- a) The President shall preside at all meetings of the membership and the Board. The President shall supervise the activities of the Executive Director in accordance with policies and understandings developed by the Board.
- b) The Secretary shall oversee the preparation of the minutes of membership and Board meetings.
- c) The Treasurer shall be responsible for ensuring that regular financial statements are prepared in accordance with recognized accounting principles, and for reporting the financial status of AER to the membership and the Board as directed by the President.

Section 7. Salaries, Compensation of Officers. All officers of AER shall serve without compensation.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Authority. There shall be a Board of Directors, also referred to in these Bylaws as the Board, which shall consist of the five officers of AER, one representative from Canada, one representative from each of the geographic districts as designated by the Board, the Chairperson of the Council of Chapter Presidents, one representative from each of the categories of divisions as established by the Board, one of whom shall be the Chairperson of the Council of Division Chairs, and one student representative elected from members of the Student Council, who shall have the same responsibilities as other board members, with the exception that this representative will not have voting privileges.

Section 2. Directors. The directors shall be elected as provided for in ARTICLE X of these Bylaws. Each director shall hold office for a term of two years, which shall commence upon adjournment of the appropriate Biennial Business Meeting. No director shall serve for more than two consecutive terms as a Board Member at Large, division or Canadian representative. In the event that a biennial business meeting does not occur for any reason, the incoming board of directors' term of office shall commence on August 1.

Section 3. Quorum. No business of the Board shall be transacted without the presence of a quorum. A quorum shall be constituted by the presence of a majority of Board members duly elected and seated at that time.

Section 4. Purpose. The purpose of the Board shall be to conduct the business of AER on behalf of the membership, between the business meetings of the membership described in ARTICLE IX.

Section 5. Meetings. The Board shall meet no less than twice each year. Special meetings of the Board shall be held only with the consent of the President and the written approval of at least five members of the Board. All meetings of the Board shall be announced to each member of the Board, in writing via postal or electronic mail, at least thirty (30) days prior to the proposed meeting. Unless otherwise restricted by these Bylaws, directors on the Board or members of any committee designated by the Board may participate in emergency, special meetings of the Board or of any committee by means of a conference telephone or similar communications equipment in which all persons participating can communicate with each other, and such participation shall constitute presence in person at the meeting.

Section 6. Resignations. Any director of may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such

resignation shall be necessary to make it effective.

Section 7. Removal of Directors. Any one or more of the directors may be removed with cause by action of the Board, provided there is a quorum of the Board present and provided that a reasonable attempt is made to send written notice of potential removal to the director(s) who is to be removed.

Section 8. Votes. Each member of the Board shall have the right to debate any question before the Board and other assembly of AER and shall have one vote. No officer or director shall be permitted to assign the vote possessed to anyone else.

Section 9. Governance. The Board shall have the authority to promulgate, revise or repeal policies governing the orderly business of AER. Such policies and rules shall be:

- a) adopted by the Board in final form;
- b) included in the minutes of the meeting at which they were adopted;
- c) published in a regularly updated Policy Manual to be made routinely available to the AER membership, and the Board shall present (at the international conference) to the membership a report, verified by the President and the Treasurer, and;
- d) consistent with these Bylaws and with resolutions adopted by the AER membership.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 1. Purpose. AER shall be administered by a paid full-time Executive Director who will handle the daily operations of the organization.

Section 2. Responsibilities. The Executive Director will administer the operations of the AER central office and any employees of AER.

ARTICLE VII. COMMITTEES

Standing Committees: AER shall establish an Executive Committee, and other standing committees and task forces as appointed by the President and confirmed by the Board. The standing committees will be: Bylaws and Structure, Continuing Education, Finance, International Conference, Nominations, Publications, and Personnel, Scholarship. All committees shall be responsible to the Board.

ARTICLE VIII. ACCREDITATION COUNCIL

Purpose: To accredit organizations including specialized schools providing direct services to individuals who are blind and those with low vision; and higher education preparation programs in the disciplines that prepare teachers and practitioners working with children and adults who are blind and those with low vision. The Accreditation Council shall have complete autonomy in establishing, approving and administering standards to evaluate these entities; developing and implementing policies, regulations, and procedures for conducting accreditation reviews; making accreditation decisions; and administering an appeal process.

ARTICLE IX. MEETINGS

Section 1.

- a) Biennial Business Meetings. The Board shall provide an opportunity for the AER membership to conduct business in each even-numbered calendar year. In the event a biennial International Conference does not occur for any reason, the board has the authority to convene a meeting of the membership pursuant Section 2, Special Meetings. These Biennial Business Meetings shall normally be held in

conjunction with AER's international or other major conferences.

- b) Time and place. Biennial Business Meetings shall be determined by the Board, who shall provide written notice via postal or electronic mail to the membership, thereof, by mail, no later than 90 days prior to each meeting. The time and place of international conferences, meetings, and business meetings shall be determined by the Board, who shall properly notify the membership. To the extent possible, location of Biennial Business Meetings shall rotate around the North American continent as determined by the Board.
- c) Purpose. The purpose of the business meeting shall be to conduct the business of AER with the free participation of all individual members.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the Board, or the Board shall entertain a request from any member or group of members for a special meeting of AER. In the latter case, the Board may, after determining the appropriateness of such a meeting, schedule the meeting on a suitable date of the Board's choosing.

Section 3. Equal Participation and Access. AER shall make every reasonable effort to schedule and hold its meetings and conferences in venues and locations that are intended to allow any member to freely participate and be fully accommodated.

Section 4. Quorum. A quorum at a regular business meeting shall be constituted by the presence of at least one-tenth of the entire voting membership in attendance at the international conference during which the business meeting is being held. A quorum of special meetings of the membership shall be constituted by the attendance of 50 members eligible to vote.

Section 5.

- a) Parliamentary Authority for Membership and Board Meetings. AER, except as otherwise provided in these Bylaws or in rules adopted by the Board, shall be governed in all of its meetings by parliamentary law as contained in Robert's Rules of Order, Newly Revised.
- b) Parliamentarian. Upon the opening of membership business meetings and meetings of the Board, the President shall announce the name of the qualified member who is registered at the meeting and who has agreed to serve as Parliamentarian.

ARTICLE X. ELECTIONS

Section 1. Purpose. The purpose of elections shall be to determine, by the greatest number of votes cast for each position, the following officers and directors of AER: President-Elect, Secretary, Treasurer, Board Members at Large, and the Canadian Representative.

Section 2. Electorate. All voting members of AER shall be eligible to vote for the offices of President-Elect, Secretary, and Treasurer. Board Members at Large and the Canadian Representative to AER's Board shall be elected by voting members residing in their respective geographical areas.

Section 3. Frequency. Elections of AER shall occur biennially.

Section 4. Procedures. Elections shall be held by ballot pursuant to procedures

established by the Board.

ARTICLE XI. DISTRICTS

Section 1. Designation and Composition. There shall be established districts, the boundaries of which shall be defined by the Board and entered into the policy of that body. Any changes in the defined district structure or boundaries shall require an affirmative majority vote of the Board.

Section 2. Purpose. The purpose of the districts shall be to provide a mechanism for the election of representatives to the Board from a broad geographic distribution.

Section 3. Membership. Voting members of AER, using for membership purposes an address within a designated district, shall automatically become voting members in that district without the payment of any further dues.

Section 4. Relationship to the AER. The designated districts shall be considered integral components of AER and may not be affiliated or otherwise a part of any other association or organization.

Section 5. Representatives to the Board. One representative to the Board shall be elected from each district, according to procedures outlined in ARTICLE X, Section 4 and policies adopted by the Board. If an elected representative is unable to serve, is unable to complete the term, or is appointed to fill a vacancy in one of the offices, the district shall follow procedures established by the Board to select a suitable replacement to serve the duration of the term.

Section 6. Collaboration. Nothing in these Bylaws is intended to prohibit or discourage collaborative efforts among groups of chapters or districts. Such efforts could include solicitation of professional insurance; professional conferences; "mini-grant" or scholarship programs; or any other activities, which promote the purposes of AER and enhance professional development of the members.

ARTICLE XII. CHAPTERS

Section 1. Territory. Chapters may be organized within a state, province or other political subdivision, may be organized comprised of two or more states, provinces, or political subdivisions, or where practical there may be organized more than one chapter within a state, province, or political subdivision, subject to the approval of the Board.

Section 2. Membership. All members of a chapter shall be members of AER.

Section 3. Financial Support to Chapters. Contingent upon the submission of a financial report as specified by the Board, chapters shall be reimbursed for 10% of the dues for all classes of individual membership. Chapters shall be reimbursed a sum set from time to time by the Board for corporate membership. All monies returned to the chapters shall be used to advance the purpose of AER at the local level. Chapters shall collect no dues in excess of those established by the Board.

Section 4. Chapters. Upon certification by the Central Office to the Board that a chapter is appropriately registered, and certification by the AER Bylaws Committee that the chapter's bylaws are in conformity with the AER bylaws and policies, the Executive Director shall petition the Board for chapter status. Each chapter agrees to meet at least once a year.

Each chapter shall file annual financial statements with the Central Office and shall update their roster of officers and provide the Central Office with such updates at least annually.

Section 5. Liability. AER chapters, though part of AER, are not directly covered for any liability they encounter in conducting AER business and for this reason are encouraged to seek professional and personal liability insurance for their individual chapter and leadership (refer to Chapter Affiliation Agreement in the AER Policy and Procedure Manual).

Section 6. Districts. To ensure geographic diversity, each district shall elect a "Board Member at Large" that will come from the membership of the chapters that comprise the district.

ARTICLE XIII DIVISIONS

Section 1. Purpose. Divisions shall provide forums for its members to:

- a) promote the mission and goals of AER;
- b) gather and communicate information about topics of interest;
- c) assess members' needs and interests to recommend professional development/continuing education activities; and
- d) discuss, and make recommendations to the Board, to address issues of importance.

Section 2. Participation. Each member, by virtue of membership in AER, may select membership in any division and up to three (3) of AER Divisions at no additional cost and if that member is a voting member of AER, he or she shall be eligible to vote in the selected Divisions. Each member of AER shall have the privilege of attending any duly held meeting of any Division, but may vote only in those Divisions in which he or she is a member in good standing.

Section 3. Division Dues.

Each Division shall establish membership dues approved by the Board. Such fees shall be collected at the same time AER dues are paid or at any other time during their current membership year.

Section 4. Division Leadership. Each Division shall elect from its membership a chairperson-elect, a secretary, and any additional officers or board as decided by majority vote of the Divisions members. Division officers shall serve until their successors have been elected and qualified except that the chairperson-elect shall succeed to the chair without election. The chair of each division shall be responsible to report to the Board, as outlined in the policy manual.

Section 5 Governance

- a) Each Division must create and submit, on an annual basis, a budget for Division activities to the Board for approval.
- b) Divisions must create a Policy and Procedure Manual and use the existing AER Bylaws as their governance document. The Policy and Procedure Manual will be filed at the AER office.

Section 6. Council of Division Chairpersons. The Council of Division Chairpersons, hereafter referred to in these Bylaws as CDC, which shall serve as a forum for Division leadership. The CDC shall consist of the immediate past chairperson, the chairperson, and the chairperson-elect of each Division. Pursuant to categories of Divisions as approved by

the Board, the CDC shall elect from its membership a representative from each of the designated categories to serve on the Board, with full voting privileges. One of these representatives shall also serve as chairperson of the CDC and shall preside over all meetings of the Council.

ARTICLE XIV. FISCAL CONTROLS and DISCLOSURE

Section 1. Fiscal Report and Budget. At the biennial business meeting of the membership, the President or Treasurer shall present a report of the financial statements of AER, audited by a certified public accountant.

Section 2. Budget. Regular expenditures of AER shall be made in accordance with a budget prepared by the Executive Director with the cooperation of the Treasurer and appropriate committee and approved by the Board as provided in these Bylaws.

Section 3. Non-budget Expenditures. Non-budget expenditures shall be made in accordance with procedures approved by the Board.

ARTICLE XV AMENDMENTS

Section 1. Process.

These Bylaws may be amended by either of the following procedures:

- a) At any business meeting. Members not in attendance may submit an electronic ballot in a form approved by and procedures established by the Board; or,
- b) After the required Board approval, be submitted to members for vote and shall require for adoption an affirmative vote of at least two-thirds of those members voting within 21 days from the electronic posting of the ballot.

Section 2. Origination

- c) The Bylaws and Structure Committee shall announce a call for amendments in an official membership publication.
- d) Voting members shall have 60 days from the date of publication to submit suggestions to the Bylaws and Structure Committee.
- e) The Board by a majority vote may submit an amendment to the Bylaws and Structure Committee.

Section 3. Notification. A proposed amendment shall be submitted to the Board at least thirty (30) days prior to consideration by the Board, and upon approval, be submitted to the entire voting membership of AER no less than ten (10) days and no more than sixty (60) days prior to the final vote at its business meeting.

Section 4. Adoption of Amendments

Adoption of proposed amendments requires an affirmative vote of at least two-thirds of the voting membership.

Section 5. The Board shall have authority to make technical, editorial, and clerical corrections to keep the Bylaws consistent without calling for a vote of the voting members.

Amended July 2, 2020