

BYLAWS OF
THE ASSOCIATION FOR EDUCATION AND REHABILITATION OF THE BLIND AND
VISUALLY IMPAIRED OF OHIO
As amended February 2010

ARTICLE I. NAME

Section 1. The name of this organization shall be the Association for Education and Rehabilitation of the Blind and Visually Impaired of Ohio and shall also be known in abbreviated form as AERO.

Section 2. The Association for Education and Rehabilitation of the Blind and Visually Impaired of Ohio shall hereafter in these Bylaws be referred to as AERO.

Section 3. Association for Education and Rehabilitation of the Blind and Visually Impaired shall be referred to as AER.

ARTICLE II. PURPOSE

The purpose of AERO shall be to render all possible assistance to the promotion, development and improvement of all phases of education, rehabilitation, and other vital human services to blind and visually impaired persons of all ages. This shall be accomplished through:

1. Increasing public understanding of the social and economic gains to individuals and to society through providing opportunities for all blind and visually impaired persons to become self-sufficient, self-supporting and contributing members of society.

2. Providing a forum on an international, regional and local level for the discussion of all issues relating to services to blind and visually impaired persons and the prevention of visual impairments and providing publications and conferences relating to this purpose.

3. Encouraging an interdisciplinary approach to programs or services to blind and visually impaired persons through the maximum use of knowledge and skills of all related professionals.

4. Fostering research to advance knowledge and skills for the improvement of services to all blind and visually impaired persons.

5. Assisting in the development of professional standards for personnel engaged in providing specialized programs and services to blind and visually impaired persons.

6. Assisting in the development of professional standards for specialized programs serving blind and visually impaired persons.

7. Initiating and cooperating with other groups in the development of programs of social action for the benefit of blind and visually impaired persons.

8. Increasing public understanding of the nature and cause of visual impairment and its impact on individuals and society.

9. AERO is organized exclusively for charitable and educational purposes, including, for such purpose, and the making of distributions to organizations under section 501 (c) (3) of the Internal Revenue code (or the corresponding section of any future Federal tax code).

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. The membership of AERO shall be open to all persons, agencies and organizations living or operating in the state of Ohio, interested in services provided to blind and visually impaired persons.

Section 2. In all other matters of membership, AERO will utilize the membership provisions outlined in the International Constitution and Bylaws of the AER.

Section 3. Types of Memberships. The memberships in AERO shall consist of individual and institutional memberships which will be renewable annually.

Section 4. Membership Fees. Dues for individuals and institutional membership shall be established by the International AER Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of AERO 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 AERO 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 AERO shall be filled by succession of the President-Elect. In the event the office of the President-Elect becomes vacant, there shall be allowed an additional office of the President to be added to the ballot. The individual seeking office of President shall have previous experience on the board. The membership shall elect a President-Elect, a Secretary and a Treasurer.

The election of officers of AERO shall occur every two years and shall be held in the even-numbered years.

Section 4. Term of Office. The term of office for all officers shall be two years and shall commence at the final business meeting held during the state conference.

Section 5. Vacancies. In the event of a vacancy in the office of President, the President-Elect shall serve the remainder of the term as acting President and, upon completion of said term shall assume the presidency in normal order. In the event of a vacancy in the office of President-Elect, there shall be no replacement until the next annual convention, at which time there shall be elected a President-Elect. In the event of a vacancy in both the offices of President and President-Elect another officer selected by the Board of Directors shall assume and perform the duties of President until the next annual meeting. In the event of a vacancy in the office of Secretary or Treasurer, the Board of Directors may appoint a replacement from its own body or the general membership for the remainder of the term. If the immediate Past-President is unable to serve for any reason a former Past-President shall be asked to serve the remainder of the term. If no former Past-President is able to serve, the President or a board member appointed by the President shall chair and oversee the activities of the state conference committee of AERO.

Section 6. Duties of Officers. Subject to the control of the Board, all officers shall have such authority and perform such duties in the management of AERO as may be provided by the Board of Directors and these Bylaws and, to the extent now so provided, as generally pertain to their respective offices. The Board may require any officer to give security for the faithful performances of those duties.

6.1 The President shall be responsible for the board agendas and preside at all meetings of the membership and the Board of Directors. The President shall be responsible for AERO newsletter. The President shall appoint committees as appropriate to conduct the business of AERO. The President or designee shall represent AERO on any AER committees or councils as appropriate.

6.2 The immediate Past-President shall chair and oversee the activities of the state conference committee of AERO.

6.3 The President-Elect shall serve as assistant to the President and, in the absence of the President shall preside at meetings of the membership and Board of Directors. The President-Elect shall serve on the program committee for the annual conference of AERO. The President-Elect shall serve as the chairperson of the nominations committee and shall oversee the state elections.

6.4 The Secretary shall be responsible for the records of AERO and shall have the Minutes of meetings prepared in proper order. The Secretary shall conduct routine

correspondence as directed by the President and/or Board of Directors and shall see that records are transmitted to the successor at the completion of the term of office and annually submit an update of the roster of officers and Board of Directors to AERO.

6.5 The Treasurer shall be the chief financial officer of AERO. The Treasurer shall see that the regular financial statements are prepared in accordance with recognized accounting principles and shall report to the Board of Directors at each board meeting and prior to each annual conference and shall, under direction of the Board, report to the full membership at any annual conference, and shall submit the AERO annual financial report to the AER.

6.6 Salaries, Compensation of Officers. All officers of AERO shall serve without compensation.

6.7 Representatives to Council of Chapter Presidents. The President (or designee) will be AERO's representative to the Council of Chapter Presidents.

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 5 officers of AERO, 8 Directors elected at large from the Ohio membership and 1 Representative from each state recognized Division.

Section 2. Directors. The directors shall be elected as provided for in ARTICLE VIII of these Bylaws. Each director shall hold office for a term of two years, which shall commence at the close of the annual state conference.

Section 2.1 Elected Directors. 4 Directors will be elected as provided by Article VIII.

Section 2.2 Division Directors. Each AERO Division Chairperson or Chairperson designee will serve as a Director.

Section 3. Quorum. No business of AERO shall take place without a quorum present. A quorum shall be constituted by the presence of a majority of the currently occupied seats of the Board of Directors.

Section 4. Purpose. The purpose of the Board of Directors shall be to conduct the business of AERO Business between the business meetings held during the annual convention.

Section 5. Meetings. The Board of Directors shall meet no less than twice each year. All meetings of the Board shall be announced to each member of the Board, in writing, at least ten (10) days prior to the proposed meeting.

Section 6. Resignations. Any director of AERO may resign at any time by giving written notice to the Board of Directors or the president or secretary of AERO. 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 of Directors, provided there is a quorum of the Board present and voting, and provided that written notice of removal is given to the director(s) so removed.

Section 8. Vacancies. Vacancies occurring in the Board of Directors for any reason shall be filled by appointment from the membership of AERO. A director appointed to fill a vacancy shall hold office for the unexpired term of the director whom he/she is replacing.

Section 9. Votes. Each member of the Board of Directors shall have the right to debate any question before the Board and other assembly of AERO and shall have one vote. No officer or director shall be permitted to assign the vote possessed to anyone else.

Section 10. Policy Implementation. The Board of Directors shall have the authority to develop and implement policies and rules governing the orderly business of AERO. No policy or rule resulting from this authority shall be in conflict with or supersede these Bylaws or the International Bylaws. Such policies and rules shall be the result of a majority vote of the Board.

ARTICLE VI. COMMITTEES.

Section 1. Standing Committees. The following standing committees shall be appointed by the President at his/her first board meeting: Membership, Scholarship, Legislative, Conference, Awards, and Nominations.

Section 2. Ad Hoc Committees. Ad Hoc Committees may be designated or appointed by the President or Board to carry out specified duties as necessary.

Section 3. Reports of Committees to Board. Each committee shall provide the board with a list of members and rationale of any proposals.

ARTICLE VII. MEETINGS.

Section 1. Annual Meetings. AERO, under the direction of the Board of Directors, shall provide for the membership an annual conference or other professional meeting. The Board of Directors shall also provide a business meeting of AERO which shall be held during the annual conference or other professional meeting.

Section 1.1 Time and Place. The time and place of annual conferences, meetings, and business meetings shall be determined by the Board of Directors who shall properly notify the membership.

Section 1.2 Purpose. The purpose of the annual conference or other professional meetings shall be to promote the purpose of AERO and the interests of its membership. The purpose of the annual meeting shall be to conduct the business of AERO with the free participation of all individual members.

Section 1.3 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors of AERO, or the Board shall entertain a request from any member or group of members for a special meeting of AERO. In the latter case, the Board may, after determining the appropriateness of such a meeting, schedule a date, which is not in direct conflict with established annual AERO meetings, the biennial meeting of international AER, or its districts.

Section 1.4 Non-discrimination. AERO shall make every reasonable effort to schedule and hold its meetings and conferences in a location where all members can freely participate and be fully accommodated without discrimination on the basis of sex, age, race, religion, national origin or disability.

ARTICLE VIII. ELECTIONS

Section 1. Purpose. The purpose of elections shall be to determine, by a majority of the votes cast, the following officers of AERO: President-Elect, Secretary, Treasurer and Board Members.

Section 2. Electorate. All voting members of AERO shall be eligible to vote for offices of President-Elect, Secretary, Treasurer and Board Members.

Section 3. Frequency. The elections of AERO shall occur biennially for the officers and Division Directors and annually for 4 Board Members.

Section 4. Procedures. Elections shall be held by mail and electronic ballot pursuant to procedures established by the AERO Board.

ARTICLE IX. AMENDMENTS.

Section 1. These Bylaws may be amended at any business meeting held during the AERO annual meeting or by mail or electronic ballot involving the entire voting membership of AERO.

Section 2. The amendment shall originate in one of the following manners: 1) submission by petition of at least ten (10) voting members of AERO, or, 2) submission by a majority vote of the AERO Board of Directors.

Section 3. Notification. A proposed amendment shall be submitted to the AERO Board of Directors at least twenty-five (25) days prior to consideration by the Board, and shall, in turn, be submitted to the entire membership of AERO no less than thirty (30) days prior to the final vote by the membership.

Section 4. Adoption of Amendments. Adoption of proposed amendments requires a quorum and affirmative vote of at least two-thirds of the voting membership present at a business meeting of AERO or the affirmative vote of at least two-thirds of mail or electronic ballots returned.

ARTICLE X. QUORUM.

A quorum at a regular business meeting shall be constituted by the presence of at least one-fourth of the entire voting membership in attendance at the annual conference during which the business meeting is being held.

ARTICLE XI. BUDGET AND FISCAL

Section 1. Dues. No chapter dues may be established other than as determined by the AER Bylaws.

Section 2. In addition to the membership fees, AERO may accept gifts or donations from interested individuals or groups for the general purposes of AERO or special projects.

Section 3. Regular expenditures of AERO shall be approved by the Board of Directors as provided in these Bylaws. Non-budget expenditures shall be approved by the Board of Directors.

Section 4. All income retained by AERO Treasurer shall be deposited in accounts chosen by the Treasurer and approved by the President. These funds shall be reported to the Board.

Section 5. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c) (3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 1. AERO, except as otherwise provided in these Bylaws or in rules adopted by the Board of Directors, shall be governed in all of its meetings by parliamentary law as contained in Roberts Rules of Order. Revised.

ARTICLE XIII. DISSOLUTION

Section 1. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (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 state or local government, for a public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).