

## **CONSTITUTION AND BYLAWS**

### **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is American Council of the Blind of Westchester County, Inc. The corporation also does business as Westchester Council of the Blind of New York. Within this document, the organization may be referred to as “the Corporation” or “the Council”.

### **ARTICLE II. CORPORATE PURPOSE**

#### **Section 1. Nonprofit Purpose**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Section 2. Specific Purpose**

American Council of the Blind of Westchester County, Inc. helps to improve the lives of blind and visually impaired persons in Westchester County and beyond. Through a network of advocacy and support, the Council focuses on the needs of people living with visual impairment.

The specific objectives and purpose of this organization shall be:

- a. to spread awareness of and provide support for the blind and visually impaired members of our community, specifically to the visually impaired community of Westchester County, as well as the surrounding areas until another chapter is created that can better serve them;
- b. to inform the blind and visually impaired of their rights and responsibilities in an effort to empower them to be productive and contributing members of the community, which in turn will help foster improvement in their quality of life.

For the purpose of the Council and these Constitution and Bylaws, “blind and visually impaired” shall mean someone who is qualified in the State of New York

as legally blind based on impairment in acuity or field of vision or whose vision is impaired in other ways that causes similar level of difficulty in their personal or occupational functioning.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Classification of and Eligibility for Membership**

- a. Full Members. There will be one (1) class of voting members that may have multiple subclasses designated and regulated by the board. This class shall be known as Full Members. The entire class of Full Members shall have membership such that at least sixty percent (60%) of the votes of the Full Members are held by those who are blind or visually impaired.
- b. Associate Members. There shall be a class of non-voting members that may have multiple subclasses designated and regulated by the board. This class shall be known as Associate Members.
- c. Affiliates. There shall be a second class of non-voting members that may have multiple subclasses designated and regulated by the board. This class shall be known as Affiliates.
- d. The classes of Associate Members and Affiliates may be designated and regulated to include both natural persons, entities (such as corporations, associations), or both.
- e. As long as this Council is affiliated with the American Council of the Blind of New York, Full Members and Associate Members shall be members of the American Council of the Blind of New York, Inc. by virtue of their membership in this Council. Affiliates may be members of the American Council of the Blind of New York, Inc. but shall not have that membership by virtue of their membership in this Council.
- f. Application for membership or change of class or subclass shall be made to the Board. The Board may approve the application after ensuring the applicant is qualified for the membership applied for and that their membership would not violate any restrictions on the class or subclass of membership for which they have applied. Membership is granted after the Board approves the application and any required dues have been paid. The Board may delegate this process to an appropriate committee or an officer.

- g. A member may resign their membership in writing to the Secretary. The Secretary shall submit the resignation to the Board at its next regular or annual meeting. The Board may accept the resignation by majority vote. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.
- h. Continued membership is contingent upon being up-to-date on membership dues described in Section 2 by paying the amount indicated in the current schedule of dues within ninety (90) days following the start of the fiscal year. If an active member is not up-to-date on their dues, their membership shall be suspended until they pay the delinquent dues. Suspended members shall not exercise any of the rights of their membership. The Board may vote to change the membership class of a suspended member to that of another class or subclass, without following the process in item (i), if their delinquent dues have not been corrected within ninety (90) days of notification by the Board of their suspended status.
- i. The membership of any member shall be terminated for any reason other than the failure to pay dues or voluntary resignation only based on a supermajority vote. In the case of the termination of a non-voting member, this shall be a two-thirds vote of the Board. In the case of the termination of a voting member, this shall be a two-thirds vote of the membership present at a business meeting where the notice included this item of business, with the motion to terminate only being able to come from the Board following a three-quarters vote of the Board.

## **Section 2. Annual Dues**

- a. The Board shall establish a schedule of annual dues, which may vary by both class/subclass of membership and other factors that the Board determines as just, such as the working status of an active member. Changes in the schedule of annual dues shall be approved by the Board only after presenting the proposed changes to a meeting of the membership and consideration of their input. Such changes shall only affect future annual dues and not the dues of a current member who has already paid for the current year.

- b. The annual dues of an individual member who joins during the last three (3) months of any fiscal year shall be considered as having met the annual dues requirement for that fiscal year as well as for the full fiscal year that follows.

### **Section 3. Rights of Members**

- a. Each Full Member shall be eligible to vote, to serve on committees, and to hold any elective office for which they are qualified. Each member of a subclass shall have the number of votes designated and regulated by the board, which shall be one (1) vote if not otherwise designated.
- b. Associate members and Affiliates shall be entitled to voice but not vote at membership meetings, may serve on committees when the committee membership has not been restricted to Full Members, but shall not be eligible to hold any elective office. If the membership is held by an organization or corporate body, that body may designate an individual to exercise these rights on its behalf.
- c. The rights of Full Members and Associate Members within the American Council for the Blind of New York, Inc. shall be determined by that organization. The type of membership held in the American Council for the Blind of New York, Inc. for these members shall be determined by the Board based on how the two organization's membership categories correlate with each other.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings of the Membership**

Regular non-business meetings of the membership shall occur at times and places scheduled by the President, who may act following input from the Board and membership. These meetings shall occur no less frequently than quarterly, may occur monthly (except for the summer months), or may occur even more frequently. A special business meeting may be held in connection with any regular meeting.

### **Section 2. Annual Business Meetings of the Membership**

An annual business meeting of the members shall take place in the month of November, the specific date, time and location of which will be designated by the President and published by the Secretary. At the annual business meeting the members shall (a) elect Directors and Officers, (b) elect a Nominating Committee, (c) receive reports on the activities of the Corporation, and (d) determine the direction of the Corporation for the coming year by concurring with the direction of the board and officers or providing alternate direction to them.

### **Section 3. Special Business Meetings of the Membership**

- a. Special business meetings may be called by the President or a simple majority of the Board. A petition signed by members representing twenty percent (20%) of votes of all members may also call a special business meeting.
- b. Business conducted at a special business meeting shall be restricted to the purpose for which it was called, which shall be included in the notice of the meeting. This provision is not intended to restrict the called purposes to only narrow items of business.
- c. If the President or Secretary refuse to act on such a call within thirty (30) days, other Officers or Directors shall fulfill the roles that those officers are refusing to fulfill.

### **Section 4. Notice of Meetings of the Membership**

- a. Printed, electronic, or telephonic notice as to the time and place of each meeting shall be given to each member by the Secretary at least seven (7) days prior to the date of such meeting.
- b. Notice may be provided for more than one meeting in a single communication.
- c. Notice for an annual meeting of the membership shall include a slate of candidates for election from the Nominating Committee and any written reports that will be presented.
- d. Reasonable effort will be made to provide notices and materials in formats that are accessible to members.

### **Section 5. Quorum for Membership Meetings**

A quorum for a meeting of the members shall consist of voting members representing at least one quarter (25%) of the votes of all voting members.

### **Section 6. Voting in Membership Meetings**

All issues to be voted on shall be decided by a simple majority vote of those voting members present at the meeting in which the vote takes place, unless a different basis for decision is specifically designated.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors, referred within these Constitution and Bylaws to as “the Board”. The Board shall have control of and be responsible for the management of the affairs and property of the Corporation.

The Board shall have the full authority to take any action for the Corporation on any matters consistent with the ways nonprofit corporations in New York may act, except for those matters specifically restricted to an Officer under the Board’s oversight or the membership in these Constitution and Bylaws. The Board, or any other authorized body or individual, may delegate aspects of their authority through Standing Rules or other appropriate actions.

### **Section 2. Number, Tenure, Requirements, and Qualifications of Directors**

- a. A member of the Board shall be referred to as a Director. Directors may hold their position by virtue of being an Officer or by being an at-large Director.
- b. The number of Directors shall be fixed from time-to-time during a business meeting of the membership, on recommendation by the Board, but shall be no less than five (5) and not more than fifteen (15) including the following Officers: the President, the Vice-President, the Secretary, the Treasurer, and when one is on office the Immediate Past President.
- c. The majority of the Directors shall be blind or visually impaired. The Directors who are blind or visually impaired shall include the President and the Vice-President. By a three-fourths vote of the membership present at a

business meeting, one, but only one, of these offices may be filled by someone who is not blind or visually impaired.

- d. The Directors shall, upon election, enter upon the performance of their duties on January 1 of the year following the November election. A Director selected to fill a vacancy shall, upon selection, immediately enter upon the performance of their duties. The Immediate Past President is not elected and shall automatically begin the performance of the duties of this office on the ending of their full term of office as President and serve for one term. All Directors shall continue in office until their successors shall be duly elected and qualified.
- e. All Directors elected by the membership must be approved by majority vote of the votes present and voting at the annual business meeting, where a quorum is present.
- f. In the case of a vacancy in a Director, including any Officer except the President, a person to fill the vacancy shall be approved by a majority vote of the remaining Board, in a meeting at which a quorum is present. In the case of a vacancy in the office of President, the Vice-President shall automatically fill the vacancy, creating a vacancy in the position of Vice-President. The person filling the vacancy shall serve for a partial term expiring when the vacating Director's term would have expired. If the Immediate Past President is elected to fill an Officer vacancy, this shall create a vacancy for an at-large director.
- g. No two individuals related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time. This includes someone and their spouse, children, parents, siblings, half-siblings, grandchildren and grandparents.
- h. Directors shall not receive any compensation for their services as Directors or Officers. This provision shall not prevent the Board from authorizing reimbursement of reasonable expenses incurred in the conduct of the services of any Director or Officer.
- i. Each Director shall be a Full Member. Each Director shall hold office for up to a three (3) year term as submitted by the Nominating Committee.
- j. The terms of the members of the Board shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all Directors shall require nomination and election. New terms for the

President, Vice-President and Immediate Past President shall begin on January 1, 2024 and every three (3) years thereafter. New terms for the Secretary shall begin on January 1, 2025 and every three (3) years thereafter. New terms for the Treasurer shall begin on January 1, 2026 and every three (3) years thereafter. Every year on January 1, the terms of approximately one third (1/3) of the at-large directors shall begin in order for the three (3) classes of Directors, inclusive of the Officers, to be as even in number as possible. If a Director whose term has not expired is elected to a new position during the annual business meeting, their existing position with the unexpired term will be treated as a vacancy.

- k. An individual shall be eligible to be elected to serve in the same position on the Board for more than two (2) terms only if the membership approves the subsequent nomination by a two-thirds (2/3) vote after the Board of Directors has recommended it with a three-quarters vote.
- l. An individual shall not serve in more than one elected position (elected Officer or at-large Director) at the same time. An individual serving as the immediate past president may simultaneously serve in an elected position, however, they would still only have one vote on the Board and only be considered to be occupying one director position.
- m. An individual shall serve on the Board for more than ten (10) consecutive years without at least one (1) year off only if the membership approves each subsequent nomination by a three-fifths (3/5) vote after the Board has recommended it with a two-thirds (2/3) vote. An individual who has completed their term as President may serve as Immediate Past President even if this would result in them serving more than ten (10) consecutive years.
- n. Each Director shall regularly attend meetings of the Board and shall not be absent from more than three (3) consecutive regular meetings without having secured excused absences from the President or in the case of the President from the Board.
- o. Each Director shall not be required to contribute annually to the organization beyond the payment of their dues.

### **Section 3. Annual and Regular Meetings of the Directors**



An annual meeting of the Board of Directors shall be held at a time and day in the month of January or February of each calendar year and at a location designated by the President. The Board may provide by resolution the time and place, for the holding of regular meetings of the Board. Otherwise, the President shall designate regular meetings of the Board. Meetings of the Board shall occur no less frequently than quarterly. Notice of these meetings shall be provided to all Directors no less than ten (10) days prior to the meeting date.

#### **Section 4. Special Meetings of the Directors**

Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any location and time as the place and time for holding any special meeting of the Board called by them or leave these to be designated by the President.

#### **Section 5. Notice of Meetings of the Board of Directors**

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws. Notice of a special meeting shall include the business for which it was called and no business outside that purpose may be conducted at that meeting.

#### **Section 6. Quorum**

The presence, in person, of a majority of current Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Constitution and Bylaws.

## **Section 7. Forfeiture**

- a. Any Director who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall be at risk to forfeit his or her seat on the Board, for cause. The Secretary shall notify the Director in writing that his or her seat is at risk. Following such notice, the President (acting on their own or as the result of an action by the Board) may notify the Director in writing that they have thirty (30) days to explain their failure to meet the requirements or responsibilities of being a Director. If the person does not respond or the Board acts by two-thirds (2/3) vote to not accept the Director's explanation, the seat shall be considered forfeited and the position declared vacant and able to be filled immediately according to the process outlined above.
- b. Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the removal procedure outlined below.

## **Section 8. Vacancies on the Board of Directors**

Whenever any vacancy occurs in the Board it shall be filled without undue delay by the remaining members of the Board at a regular meeting or a special meeting called for that purpose. The process for this is outlined above.

## **Section 9. Informal Action by Directors**

As long as it is not prohibited by law or by these Constitution and Bylaws, any action required by law to be taken at a Board meeting, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following five (5) day notice by the President of the intended action to all Directors.

## **Section 10. Responsibility to the Membership**

Directors act out of a fiduciary responsibility to the Corporation and to ensure to the people of the State of New York that the Corporation acts consistent with its public charity status. The Directors also have a responsibility to the members of the Corporation. One aspect of this responsibility is to keep the membership

informed of the actions of the Board. The President and Secretary shall be responsible for ensuring that a summary of actions taken is provided to the membership within ninety (90) days of any Board meeting. The form of this summary may be electronic, written, published, or oral.

### **Section 11. Removal of a Director, including an Officer**

- a. Any Director may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the other Directors if in their judgment the best interest of the Corporation would be served thereby. Such action must take place during a Board meeting and cannot be conducted as an informal action.
- b. Each Director, including the Director whose removal is proposed, must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.
- c. The Director whose removal is proposed may submit written argument against the proposal which shall be read at the meeting at which the proposed action is considered. This right does not exclude them from exercising their right to be present at the Board meeting.
- d. An Officer who has been removed as a Director shall automatically be removed from their office as an Officer.
- e. Directors who forfeit their seat on the Board pursuant to Section 7 of this Article are not entitled to the removal procedure outlined in this Section.

## **ARTICLE VI. OFFICERS**

The Officers of this Board shall be the President, Vice-President, Secretary, Treasurer, and Immediate Past President. Becoming an officer automatically makes them a Director and they shall be expected to fulfill all the responsibilities and duties of that position in addition to the specific roles specified below.

### **Section 1. President**

- a. The President shall preside at all meetings of the membership and of the Board. In the absence of the President or at the request of the President, the following individuals, in order of precedence, may preside at a meeting:

Vice-President, Immediate Past President, Treasurer, Secretary, Directors in order of seniority.

- b. The President shall be the principal spokesperson for the Corporation, speaking on behalf of the Corporation guided by the actions of the Board and the membership.
- c. The President shall have the following duties:
  - i. The President shall have general superintendence and direction of all other Officers of this Corporation and see that their duties are properly performed.
  - ii. The President shall submit a report of the operations and programs of the Council for the fiscal year to the Board and to the members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
  - iii. The President or his or her designee shall be an ex-officio member of all committees formed by the Board of Directors.
  - iv. The President shall be the senior officer of the Corporation and be authorized to act for the Corporation when authorized by the Board or when the Board is not able to meet.
  - v. The President shall have the power and duties usually vested in the office of the President or as determined by the Board.

## **Section 2. Vice-President**

- a. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of or the request of the latter.
- b. The Vice-President shall have such other duties as may, from time to time, be determined by the President or the Board.

## **Section 3. Secretary**

- a. The Secretary shall serve as the clerk for all meetings of the membership and for the Board.
- b. The Secretary shall serve as the official point of communication for the Corporation. The Secretary may work with a registered agent in fulfilling these responsibilities.
- c. The Secretary shall have the following duties:

- i. The Secretary shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall ensure the security of this record and provide extracts from it as required.
  - ii. The Secretary shall send notices of all meetings to the appropriate members and shall take reservations for the meetings.
  - iii. The Secretary shall maintain a roll of members of the Corporation as well as a register of Officers, Directors, and members of committees. When necessary, the Secretary will use these rolls to determine quorum as well as to determine who has the right to vote.
  - iv. The Secretary, with the President, shall keep the members informed of the actions of the Board.
  - v. The Secretary shall perform all official correspondence from the Board of Directors or the President.
  - vi. The Secretary shall have such other duties as may, from time to time, be determined by the President or the Board.
- d. With the consent of another Director and the concurrence of the Board, the Secretary may appoint that Director to serve in the position of Recording Secretary. The Recording Secretary will assist the Secretary by taking minutes in designated meetings and providing notification of upcoming meetings.
- e. With the consent of another Director and the concurrence of the Board, the Secretary may appoint that Director to serve in the position of Corresponding Secretary. The Corresponding Secretary will assist the Secretary by handling all designated correspondence.

#### **Section 4. Treasurer**

- a. The Treasurer shall be the financial officer for the Corporation.
- b. The Treasurer shall have the following duties:
  - i. The Treasurer shall ensure that all revenue is received, accounted for and appropriately deposited, according to the procedures established by the Board.
  - ii. The Treasurer shall ensure that expenditures of funds occur as authorized by the current procedures established by the Board.
  - iii. The Treasurer shall present a complete and accurate report of the finances of the Corporation at the annual meeting of the members,

- at the annual meeting and each regular meeting of the Board, or at any other time upon request to the Board or the President.
- iv. The Treasurer shall have the right of inspection of the funds resting in accounts of the Corporation and shall manage those funds consistent with the direction of the Board.
  - v. The Treasurer shall make recommendations to the Board that will assist them with conducting their fiduciary responsibilities.
  - vi. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles. In the absence of formal audits, the Treasurer shall cooperate with those appointed by the Board or the President to conduct an annual internal financial review.
  - vii. The Treasurer will ensure that the financial records of the Corporation and documentation showing ownership of assets is securely held and available on request of the President, the Board, or outside authorities.
  - viii. The Treasurer shall perform such other duties as may be prescribed by the Board or the President under whose supervision the Treasurer shall be.

#### **Section 5. Immediate Past President**

- a. The Immediate Past President is not an elected Officer. Given the way an individual qualifies for this position, it is possible that it will be vacant because of the lack of a qualified incumbent. This may occur if an incumbent resigns before the completion of their term or if someone is elected to consecutive terms as President. If a Past President's successor is elected for an additional term, this office shall be vacant. When this office is vacant, an additional at-large director will need to be elected for the term.
- b. The Immediate Past President shall have the following duties:
  - i. The Immediate Past President shall be an advisor to the President, offering advice when solicited by the President.
  - ii. The Immediate Past President may be designated as an ex-officio member or chair of any committee that is formed by the Board.

- iii. The Immediate Past President shall perform such other duties as may be prescribed by the Board or the President under whose supervision the Immediate Past President shall be.

## **Section 6. Election, Removal, and Vacancies of Officers**

Officers shall be elected and removed with vacancies being addressed as Directors. These processes are outlined in Article V.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Nominating Committee**

- a. The Nominating Committee shall be a committee of the Membership.
- b. The size of the Nominating Committee shall be fixed by the Board and may be adjusted by the Board from time to time.
- c. Members of the Nominating Committee shall be elected by the members for two (2) year terms beginning immediately upon election and serving until their successor is elected and qualified. Members shall be full members and will serve staggered terms, with half (1/2) of the committee members being elected at each annual business meeting of the members.
- d. Members of the Nominating Committee may be removed by a two-thirds (2/3) vote of active members present at a special business meeting of the members called for that purpose and at which a quorum is present. Members of the Nominating Committee may resign in writing to the Secretary and shall be effective on receipt by the Secretary.
- e. Vacancies in the Nominating Committee may go unfilled until the next annual business meeting of the members. If this is determined to be unwise or if this may make it so the Nominating Committee cannot complete its task, the President, the Board of Directors, or a majority of the remaining Nominating Committee may direct the President to call for a special business meeting of the members to elect individuals to fill some or all of the existing vacancies.
- f. The Nominating Committee shall elect their own chair at the first meeting of every year, which shall occur in the first quarter of the year, and report this election to the Secretary. The chair, once elected, shall begin to serve

immediately and shall serve until a successor is elected and qualified. If the Secretary has not learned of this election within ninety (90) days of the beginning of the year or the position of chair becomes vacant, the Secretary shall call a meeting of the Nominating Committee for the purpose of electing a chair.

- g. The Nominating Committee will provide a slate of nominees to the Secretary at least twenty-one (21) days prior to the annual business meeting of the membership. The Secretary will communicate this slate with the call to the meeting. The Chair of the Nominating Committee, or the Chair's Designee, shall place the slate into nomination. Nothing in this requirement prevents the Nominating Committee from presenting a slate with more candidates than can be elected, nor does it preclude the possibility of nominations from the floor during the meeting.
- h. The Nominating Committee may provide updates on the progress of their work to the Secretary and shall do so when requested through the Secretary by the Board or the President.
- i. Members of the Nominating Committee may themselves only be nominated, on the slate or from the floor, if the membership consents by three-fourths vote.

## **Section 2. Special Committees and Task Forces of the Membership**

- a. The membership may establish special committees or task forces at any business meeting of the membership by two-thirds vote.
- b. Its purpose, scope, timeline, and membership shall be part of its formation. These will be limited by the following:
  - i. It shall be within the scope of the membership without interfering with the scope of the Board or any Officer. However, this shall not preclude appropriate membership review of the work of an Officer or the Board.
  - ii. It shall be designated to be under the operational supervision of either the Board or one of the Officers for the time periods between business meetings of the membership.
  - iii. It shall not be a de facto standing committee, thus the term of any such special committee or task force or its successor shall not exceed two (2) years without the approval of the Board.



### **Section 3. Committees, Task Forces and Working Groups of the Board**

- a. The Board may create and dissolve committees, task forces and working groups as needed and delegate such responsibilities and duties as it sees fit.
  - i. Committees are more formal and may be formed for a period of time or indefinitely.
  - ii. Task forces are formed to address a specific problem or accomplish a specific goal. They are usually formed for a specific timeframe, dissolving when the purpose is achieved or after a particular period of time, usually not to exceed two (2) years.
  - iii. Working groups are usually formed for a specific purpose but usually are not given the authority to act independently, requiring them to come back to the Board with a recommendation for action.
- b. Committees, task forces and working groups will have at least one Director as a member. The Director will serve as a liaison between them and the Board. Membership of a committee, task force or working group formed may be designated by the Board or if not designated shall be appointed by the President. Members designated or appointed need not be members of the Corporation unless a restriction is placed on its membership when created.
- c. The chair or convener of a committee, task force or working group may be specified as to be selected by its members, may be designated by the Board, or if not otherwise specified shall be appointed by the President.
- d. Committees and task forces may be given authority to act within a scope of authority delegated to them by the Board. This authority may be as a commission, acting as if they were the Board, subject to reversal by later Board action. Alternately, the authority could be to act in furtherance of action already taken by the Board. In any case, they shall report on their work to the Board regularly and no less frequently than directed by the Board.
- e. The President may form a task force or working group between meetings of the Board and report this at the next Board meeting for the Board's concurrence and ratification. If the Board of Directors does not ratify the formation, the task force or working group shall immediately be dissolved.

- f. While these Constitution and Bylaws do not specify any particular standing committees of the Board of Directors, the following are examples of ones that could be formed:
- i. Executive Committee consisting of a specified number of the Directors with all or most of the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the full board.
  - ii. Governance Committee charged with regular review of the governance practices of the Board and Corporation, ensuring governmental requirements are complied with, and serving as the ethics committee for the organization.
  - iii. Finance Committee responsible for developing and reviewing fiscal procedures, fundraising plans, developing the annual budget for the Board to adopt, fiscal review, fiscal reporting and recordkeeping, and provide guidance to the Treasurer.
  - iv. Membership Committee providing advice and assistance on the development of membership, recruitment of members, and delivery of programs for members.
  - v. Program Committee focused on suggesting and implementing programs that reach out beyond our organization to help further our purposes in the community.
  - vi. Advisory Committee formed to periodically solicit input from strategic partners and individuals distinguished in ways related to our purposes.

## **ARTICLE VIII. – Conducting Meetings**

### **Section 1. Location of Meetings**

There is no requirement that any body meet consistently in any particular location or in any particular way. Members of the body shall be informed of this either through a regular schedule or in the call for the meeting.

### **Section 2. Business Meetings**

Business meetings include business meetings of the membership, meetings of the board, or official meetings of other bodies created. Business meetings may be in person or where the law allows all or some of the participants may join the meeting using technology authorized by the President or chair and specified in the scheduling or calling of the meeting. When a meeting has been authorized to include participation through technology, in person presence shall be interpreted to include those present through that technology and participating in the meeting.

### **Section 3. Regular Membership Meetings**

Regular membership meetings, which exclude any business meetings of the membership, may be conducted wherever and however the President or other presiding/calling officer determines and communicates to the membership.

## **ARTICLE IX. IDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of New York, the corporation shall indemnify any Director, Officer, employee, or agent, or former member, Director, Officer, employee, or agent of the corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any Bylaw, agreement, resolution of the Board, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, Director, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE X. BOOKS AND RECORDS**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board and of business meetings of the Membership.

## **ARTICLE XI. PARLIAMENTARY PROCEDURE**

Any question concerning parliamentary procedure at meetings shall be determined by the President or other individual presiding, subject to appeal by those with vote at the meeting. The presider shall base his or her determination by reference to the latest edition of Robert's Rules of Order Newly Revised, other adopted rules, these Constitution and Bylaws, or the Corporation's formation documents. The President may appoint a Parliamentarian to advise the President, presiders and members on parliamentary procedures.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. Amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

## **Section 2. Constitution and Bylaws**

- a. The membership shall have the right to amend these Constitution and Bylaws using the following process.
  - i. Any member may propose an amendment to these Constitution and Bylaws at any annual meeting of the membership. If seconded, the Board of Directors will consider and perfect the proposal. Alternatively, the Board of Directors may create a proposal without having it originate in an annual meeting of the membership.
  - ii. The proposal from the Board of Directors shall be provided to each member with the call for the special business meeting of members where it will be considered or the next annual business meeting of members. The exact text of the amendment that will be introduced shall be provided.
  - iii. A two thirds (2/3) affirmative vote of the votes of those members present representing at least an absolute majority of the votes of voting members shall be required in order to adopt a proposed amendment to these Constitution and Bylaws.
  - iv. The Secretary shall include notice as to the outcome of the vote or votes on any proposed amendments to these Constitution and Constitution and Bylaws with the written notice of the next meeting following the vote.
- b. The Board shall have the right to temporarily suspend a provision of these Constitution and Bylaws. This right shall not be used to circumvent the memberships right to amend these Constitution and Bylaws. The following processes shall be used by the Board.
  - i. The Board may temporarily suspend a provision of these Constitution and Bylaws for a period of no more than thirty (30) days no more

- than once during a year if an urgent situation requires it and the suspension of the provision does not take away the rights of a member. To suspend a provision of these Constitution and Bylaws in this way requires the affirmative vote of at least three-fourths (3/4) of the members of the Board of Directors present at a meeting of the Board that has a quorum of two-thirds (2/3) of the current Directors.
- ii. The Board may temporarily suspend a provision of these Constitution and Bylaws for a period of no more than ninety (90) days if they are proposing an amendment that would have the same effect and if the suspension of the provision does not permanently affect the rights of any member. Such a temporary suspension shall not extend beyond the annual, regular or special meeting of the Board immediately following the membership meeting at which the proposed change was to be considered. To suspend a provision of these Constitution and Bylaws in this way requires the affirmative vote of at least two-thirds (2/3) of the Directors present at a Board meeting that has a quorum of two-thirds (2/3) of the current Directors. Such a suspension shall preclude the possibility of a motion to reconsider on the proposed amendment, thus ensuring that the membership shall have the opportunity to act on this matter. If the membership rejects the proposed amendment, the Board shall not suspend the provision again until at least one (1) year has passed.
  - iii. The Board may temporarily suspend a provision of these Constitution and Bylaws for a period no longer than until the first Board meeting after the next annual business meeting of the membership. Such a suspension of a provision shall only be allowed following the membership not being able to act on a proposed amendment to these Constitution and Bylaws that would have had the same effect. The inability to act shall have been because there were not a sufficient number of voting members at the business membership meeting to be able to meet the threshold required in Article 1 for the membership to act. Such a suspension of a provision shall also only be permissible as long as the proposed amendment is still to be considered by the membership at or before the next annual business meeting of the membership.

### **Section 3. Standing Rules**

- a. The Board may adopt, by majority vote, Standing Rules for the Council as long as they do not conflict with these Constitution and Bylaws or any appropriate law.
- b. The Board may suspend a Standing Rule for the duration of a meeting by majority vote unless it deals with parliamentary procedure in which case a two-thirds (2/3) vote shall be required.
- c. The Board may suspend a Standing Rule for up to six (6) months by two-thirds (2/3) vote. The suspension of the Standing Rule may be extended for up to a further six (6) months by two-thirds (2/3) vote of the Board only after the opinion of the membership has been solicited in a regular or special meeting of the membership. After a Standing Rule has been suspended, with possible extension, it shall not be suspended again in this matter until one (1) year has passed.
- d. The Board may rescind or change a Standing Rule by two-thirds (2/3) vote with previous notice. This notice may occur during a previous meeting or at least ten (10) days prior to the meeting.

### **ARTICLE XIII. AFFILIATION**

In order to facilitate the attainment of the purposes specified in Article II, this Corporation shall maintain an affiliation with the American Council of the Blind of New York State, Inc. This requirement for affiliation may be modified or eliminate by a three-fifths vote of the membership following a three-fourths vote of the Board of Directors recommending such action.

### **ARTICLE XIV. EFFECTIVE DATE**

These Constitution and Bylaws shall become effective immediately upon a vote of acceptance by the Board and a vote of concurrence by the membership.

These Constitution and Bylaws were originally accepted by the Board of Directors on the 5<sup>th</sup> day of January, 2023. The membership voted to concur on the 5<sup>th</sup> day of January, 2023 when they became effective.

The latest revision is dated January 21, 2023.

As corporate officers, we attest to these being the adopted Constitution and Bylaws of this Corporation.

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Rodney Stanford

President of American Council of the Blind of Westchester County, Inc.

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Rich Laine

Secretary of American Council of the Blind of Westchester County, Inc.