



Pennsylvania - Delaware Chapter

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

www.penn-delaer.org

BYLAWS

As amended April 26, 2018

Article I. Name

The name of this organization shall be the Pennsylvania Delaware Chapter of the Association for Education and Rehabilitation of the Blind and Visually Impaired. Here after referred to as the Penn-Del AER Chapter. It is a chapter of The Association for Education and Rehabilitation of the Blind and Visually Impaired, an international association.

Article II. Purpose

The purpose of the Penn-Del AER Chapter 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, district meetings, publications, leadership training experiences, and other means of promoting professional growth and education;
2. promoting professionalism through encouraging university training and obtaining 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. discussion of issues and opportunities related to service delivery.

Article III. Membership

Section 3.1. Eligibility

Membership in the Penn-Del AER Chapter shall be open to all persons living or working within the states of Pennsylvania or Delaware interested in service provided to persons who are blind or visually impaired.

Section 3.2. Nondiscrimination

No person otherwise eligible shall be denied membership in the chapter on the basis of age, sex, race, religion, national origin, sexual orientation, or disability.

Section 3.3. Types of Membership

The type of membership in the Penn-Del AER Chapter is consistent with all types of AER memberships as recognized by AER International.

Section 3.4. Membership Dues

Dues for members are established by the Board of Directors of the International AER office.

Section 3.5. Policymaking

The membership shall serve as the Bylaw body responsible for amending and improving the Bylaws through reviewing and voting on changes at the annual conference. The Penn-Del AER Chapter will remain consistent with the rights and privileges of the chapter as set forth in the bylaws of the AER International office.

Article IV. Officers

Section 4.1. Offices

The Offices of the PennDel AER Chapter shall be a President, a President-Elect, a Secretary, a Treasurer and an Immediate Past President.

Section 4.2. Qualifications of Officers

Any individual member of the PennDel AER Chapter shall be eligible to serve in any office unless prohibited by these bylaws. No two offices nor an office and a board position may be held concurrently by the same person.

Section 4.3. Elections

The office of the president of the Chapter shall be filled by succession of the President-Elect. The Membership shall elect a President-Elect, a Secretary and a Treasurer. Election of Officers shall occur biennially according to procedures detailed in Article VII of these Bylaws.

Section 4.4. Term of Office

The term of office for all officers shall be two (2) years and shall commence on the first day of July following the annual conference at which they are elected. The Secretary and Treasurer may serve two (2) consecutive terms in their respective offices.

Section 4.5. Vacancies

Section 4.5.1. 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.

Section 4.5.2. In the event of a vacancy in the office of President-Elect, this office shall be included in the next election cycle, even if it is not a year to elect new officers. This will allow the new President-Elect to serve 1 year in that office before assuming the role of President.

Section 4.5.3. In the event of a vacancy in both the offices of President and President-Elect a member of the Board of Directors selected by the Board of Directors shall assume the duties of President until the next biennial election of officers.

Section 4.5.4. In the event of a vacancy in the office of Secretary or Treasurer, the Board of Directors shall appoint a replacement from its own body or from the general membership for the remainder of the term. When a person is appointed to fill an unexpired term as either Secretary or Treasurer, he or she shall not be regarded as "elected" and therefore shall be eligible for election to that office without a waiting period after completing the term to which he or she was appointed. If the Immediate Past President is unable to serve for any reason, no vacancy shall be deemed to have occurred.

Section 4.6. Duties

Duties of officers, subject to the control of the Board, all officers shall have such authority and perform such duties in the management of the chapter as may be provided by the Board of Directors and the bylaws and, to the extent not so provided, as generally pertain to their respective offices. The Board may require any officer to give security for the faithful performance of his or her duties.

Section 4.6.1. The President shall preside at all regular and special meetings of the membership and the Board of Directors. The President shall be the responsible executive officer and shall administer the affairs of the PennDel AER Chapter between meetings of the Board of Directors. The President shall appoint committees, both standing and special, (including their chairpersons) in accordance with the provisions of these bylaws. In cooperation with the Treasurer he or she shall develop an annual budget for the Chapter and present it to the Board of Directors. The President shall serve as chairperson of the Nominating Committee and shall oversee the election of officers and members of the Board of Directors.

Section 4.6.2. The President-Elect shall serve as assistant to the President and shall preside at meetings of the membership and the Board in the absence of the President. The President-Elect shall assist the Immediate Past-President in planning the annual Chapter conference.

Section 4.6.3. The Secretary shall be responsible for the records of the PennDel AER Chapter and shall prepare the minutes of all regular and special meetings of the membership and of the Board of Directors in a timely manner and maintain in proper order. These records shall be transmitted to his or her successor when the term of office is completed. It shall be the responsibility of the Secretary to interpret the provisions of these bylaws and to make sure that the activities of the Chapter are carried out in accordance with these provisions.

Section 4.6.4. The Treasurer shall be the chief financial officer of the Chapter. With the assistance of the President, the Treasurer shall develop a budget and shall approve disbursements both budgetary and non-budgetary in accordance with policies established in these bylaws or by the Board of Directors. The Treasurer shall maintain the funds of the organization. The Treasurer shall prepare financial statements in accordance with recognized accounting principles for submission to the President and to the Board of Directors at intervals to be determined by the Board, but no less than twice during the fiscal year. The Treasurer shall make a full financial accounting to the membership at the annual meeting of the

Chapter. He or she shall maintain the non-profit, tax-exempt status of the Chapter for Federal IRS and PA State Taxing Authorities.

Section 4.6.5. The Immediate Past President will be responsible for the mentoring of new members to the board of directors. The Immediate Past President shall serve as chairperson of the annual Chapter Conference Planning Committee with the assistance of the President-Elect.

Article V. Board of Directors

Section 5.1. Authority

The Board of Directors of the Penn-Del AER Chapter shall consist of the five (5) Officers of the Chapter, one (1) elected member from each of the four (4) districts which make up the Penn-Del AER Chapter and which are defined in Article VIII of these bylaws and from eight (8) to twelve (12) Directors at Large who will be selected to represent the interest of those who provide education, independent living, employment, and rehabilitation services to individuals who are blind or visually impaired.

Section 5.2. Directors

The Directors shall be elected as provided in Article VII of these bylaws. The term of office for all Directors shall be three (3) years, which shall commence on July 1 following the annual conference at which they are elected. Directors may be eligible for reelection after Nominations Committee Review and a vote by the general membership at the annual conference. Directors may be considered for election to an Officer's position without a hiatus following a term as a Director.

Section 5.3. Quorum

No business of the Chapter shall take place without a quorum present. A quorum for a meeting of the Board of Directors shall be constituted by the presence of a majority of the currently occupied seats on the Board of Directors.

Section 5.4. Meetings

The Board of Directors shall meet at the annual conference of the membership and shall hold at least two (2) other meetings during the Penn-Del AER Chapter's fiscal year. All regular meetings of the Board shall be announced to each member, in writing, at least thirty (30) days prior to the proposed meeting. Meetings of the Board shall be held only with the consent of the President or the written approval of at least six (6) members of the Board. All announcements may be done by using the electronic address of record for each member. Unless otherwise restricted by these bylaws, members of the Board of Directors or members of any committee(s) designated by the Board may participate in meetings of the Board or committee meetings by means of a communication system which enables all persons participating in the meeting to communicate with each other at the same time. Such participation shall constitute presence in person at the meeting. Documentation of attendance/participation and venue of participation, i.e. in person, electronic etc., will be submitted as part of all meeting records maintained.

Section 5.5. Resignations

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors or the President or the Secretary of the Chapter. 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 5.6. 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 at a special meeting called for that purpose and provided that written notice of intent to remove is given to the director(s).

Section 5.7. Vacancies

Vacancies occurring on the Board of Directors for any reason shall be filled by appointment by the Board of Directors. The member appointed to fill a vacancy shall hold office for the unexpired term of the Director whom he/she is replacing. Said member shall not be regarded as "elected" to the Board and therefore shall be eligible for election as a Director without a waiting period after completing the term for which he or she was appointed.

Section 5.8. Votes

Each member of the Board of Directors shall have the right to debate any question before the Board and other assembly of the Chapter and shall have one vote. No officer or Director shall be permitted to assign his/her vote to anyone else.

Electronic voting by email, conference call, or internet-based meeting is permitted. For matters requiring full Board consideration, approval must be majority and a copy of each member's vote must be recorded and preserved. For matters requiring committee consideration, a majority of the quorum of the committee is sufficient for approval.

A request for an electronic vote by email must contain the entire motion for which a vote is requested. It must also specify the date and time by which a vote must be received in order to be counted. Any vote not received by the deadline specified will be regarded as an abstention to the motion.

Section 5.9. Purpose

The Board of Directors shall serve as the governing and policy making body of the Chapter between meetings of the membership.

Section 5.10. Policy Implementation

The Board of Directors shall have the authority to develop and implement policies and rules governing the orderly business of the Chapter. No policy or rule resulting from this authority shall be in conflict with or supersede these bylaws or the bylaws of the National Association. Such policies and rules shall be the result of a majority vote of the Board when a quorum is present and shall appear as a policy or rule in the same form as found in the approved minutes of the Board. Policies and rules shall be made available in written form to the membership for review upon request and shall be posted or distributed at the annual meetings of the Chapter.

Section 5.11. Procedure

The President, or in his/her absence the President-Elect, the Secretary and the Treasurer (in that order) shall preside over meetings of the board of directors.

Article VI. Annual Penn-Del AER Conference

Section 6.1. Intent

The Penn-Del AER Chapter under the direction of the Board of Directors shall provide for the membership a meeting held each year.

Section 6.2. Time and Place

The time and place of the annual conference shall be determined by the Board of Directors.

Section 6.3. Purpose

The purpose of the annual conference shall be to promote the purposes of the International AER and the PennDel AER Chapter and the interests of its membership.

Section 6.4. Special Meetings

Special meetings of the membership may be called at any time by the Board of Directors. The Board may entertain a request from any member or group of members for a special meeting of the Chapter. 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 meetings of the Chapter.

Section 6.5. Nondiscrimination

The Chapter 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, disability, sexual orientation or national origin.

Article VII. Nominations and Elections

Section 7.1. Elections

The purpose of the elections shall be to determine, by a majority of the votes cast, the officers of the Chapter (President, President-Elect, Secretary, and Treasurer), to fill Director positions in districts where vacancies exist and to select Directors-at-Large that approximates the diversity of interests which exist within the general membership.

Section 7.2. Nominations

Section 7.2.1. Upon assuming office, the President shall chair and appoint a Nominating Committee consisting of the Immediate Past-President and at least two other members.

Section 7.2.2. The chairperson of the Nominating Committee shall present a slate of nominees for officer and director positions proposed by the Nominating Committee to the Board of Directors for approval that reflects the necessary composition of the Board as described in Section 1 above.

Section 7.2.3. At the general session the chairperson of the Nominating Committee shall call for additional nominations from the floor for each officer to be elected, beginning with the President-Elect and for each director position to be filled, beginning with District 1. If there are no nominations from the floor for a specified position, a voice vote shall be called for, and if affirmatively carried, the unopposed nominee shall be elected.

Section 7.2.4. Whenever additional nominations for any officer or director position are made from the floor, the nominating committee shall record such nominations provided both the nominator and the nominee are members in good standing (current in payment of membership dues) and provided the nominee gives his or her consent, either verbally or in writing, to be nominated. Election shall then proceed under the direction of the chairperson of the Nominating Committee. The Nominating Committee shall be responsible for the collection of ballots, tallying of votes, and for announcing the results. In the event that a nominations slate is not available at the annual meeting and/or a quorum is not present, a mail in ballot will take place.

Article VIII. Districts

The Penn-Del AER Chapter shall be divided into four (4) districts with the state of Delaware being known as District 4. The state of Pennsylvania shall be divided into three (3) districts, which shall coincide with the regions as presently established by the Pennsylvania Department of Education. The Western region shall be known as District 1, the Central region as District 2, and the Eastern region as District 3.

Article IX. Quorum

A quorum at a regular business meeting of the membership shall be constituted by the presence of at least one tenth (1/10) of the entire voting membership in attendance at the annual conference during which the business meeting is being held.

Article X. Committees

Section 10.1. Standing committees

The standing committees of the Penn-Del AER Chapter shall be the Nominating Committee, the Communications Committee, the Professional Development Committee, the Bylaws and Structure Committee, the Awards Committee, and the Membership Committee. Each of the six Standing Committees will be chaired by one individual appointed by the President to lead that Committee. The chair of each Standing Committee will then appoint an individual Coordinator to lead the work of the Sub-Committees. The Chair for each Standing Committee will provide information, updates and results to the Board of Directors.

Section 10.1.1. The Nominating Committee shall prepare the slate of nominees for officers and Directors preparatory to elections. It shall consist of at least three persons and shall be chaired by the President.

Section 10.1.2. The Communications Committee shall consist of the following four Sub-Committees: Public Relations, Information, Website, and Legislation. The Communications Committee includes the Chair plus four Coordinators. The Chair of the Communications Committee shall appoint Coordinators for each of the four Sub-Committees. Each Sub-Committee will consist of as many members as necessary to carry out their function. The Public Relations Sub-Committee will be responsible for preparing informational materials highlighting the organization. The Information Sub-Committee will prepare and disseminate news to chapter members. The Website Sub-Committee will update and maintain all information relevant for membership. The Legislation Sub-Committee shall keep the Board

of Directors informed of all proposed legislation at the state and federal levels, which is of significance to the membership of the Penn-Del AER Chapter.

Section 10.1.3. The Professional Development Committee shall consist of the following three Sub-Committees: Annual Penn-Del AER Conference, Leadership, and District Meetings. Except for the Annual Penn-Del AER Conference Sub-Committee, the Chair of the Professional Development Committee will appoint three Coordinators for each of the three Sub-Committees. Each Sub-Committee will consist of as many members as necessary to carry out their function.

The Annual Penn-Del AER Conference Sub-Committee will be chaired by the Immediate Past President with assistance from the President-Elect of the Penn-Del AER Chapter. The purpose of this Sub-Committee will be to develop the agenda and organize the annual Chapter conference.

The Leadership Sub-Committee is responsible for fostering leadership opportunities for the members of the Penn-Del AER Chapter.

Section 10.1.4. The Bylaws and Structure Committee shall have full responsibility for reviewing and making recommendations to the Board of Directors regarding the Penn-Del AER Chapter bylaws. In addition, this committee shall review proposed amendments to the Penn-Del AER Chapter's bylaws and study the implications of and changes that might be necessary through the bylaws when an amendment is proposed.

Section 10.1.5. The Membership Committee shall be responsible for developing membership campaigns, and identifying and communicating with key persons to assist in the recruitment of new members in specific locations and populations.

Section 10.1.6 The Awards Committee shall define and refine the Penn-Del AER awards procedures in order to recognize the achievements of deserving professionals and highlight professional achievements. The Awards Committee will be responsible for developing and carrying out the Awards Banquet.

The Awards Committee is comprised of:

- one Penn-Del AER board member who will chair the committee
- one member of the Penn-Del AER Conference Planning committee
- one additional Penn-Del AER member will be invited to participate on this committee
- additional members may be invited to participate on this committee

The Scholarship Sub-Committee is responsible for developing scholarship opportunities for Penn-Del AER members who live or work in Pennsylvania or Delaware and who are enrolled in university personnel preparation programs in a related field of study that addresses the educational and rehabilitation needs of persons with visual impairments.

Section 10.2. Board Liaisons/Special Committees

Either at his or her own initiative, at the request of the Board of Directors, or by vote of the membership, the President may appoint board liaisons or special committees to conduct studies,

consider specific questions related to work of the Penn-Del AER Chapter, and bring that information back to the Board.

Article XI. Parliamentary Authority

Section 11.1. Except as otherwise provided in these bylaws or in rules adopted by the Board of Directors, the PennDel AER Chapter shall be governed in all of its meetings by parliamentary law as contained in Roberts Rules of Order, Revised.

Section 11.2. Upon the opening of membership business and meetings of the Board of Directors, 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 XII. Budgetary and Fiscal Matters

Section 12.1. In addition to membership fees the PennDel AER Chapter may accept gifts or donations from interested individuals or organizations for the general purposes of the organization and/or for specific projects.

Section 12.2. All income shall be received, receipted and recorded by the Treasurer. All monies shall be deposited in a financial institution selected by the Treasurer and approved by the Board of Directors.

Section 12.3. With the cooperation of the President, the Treasurer shall prepare an annual budget that he or she shall present to the Board of Directors. The Board shall review and take action on the budget.

Section 12.4. Budgeted expenditures shall be paid by the Treasurer in a manner to be determined by the Board of Directors. Non-budgeted expenditures in excess of \$100.00 must be approved by the Board of Directors.

Section 12.5. The fiscal year shall be from July 1 to June 30.

Section 12.6. The Treasurer and one other Director shall be the custodians of all monies, securities, and properties of the Penn-Del AER Chapter. They may transfer, sell, or purchase securities or properties only with the approval of the Board of Directors.

Article XIII. Dissolution

Section 13.1. Upon the dissolution of the Chapter, the Board of Directors shall, after payment of all liabilities, dispose of all the assets of the Chapter exclusively for those purposes and in such manner or to such organization(s) organized and operated exclusively for charitable, educational, religious, scientific, or other purposes as shall at the time qualify for exemption under section 501 C (3) of the Internal Revenue Code of 1954i as amended.

Section 13.2. Under no circumstances shall any properties and assets of this Chapter pass or be distributed to any officer, member, or subsidiary of this Chapter upon its dissolution.

Article XIV. Amendments

These bylaws may be amended provided:

- a. that the Board of Directors has approved the amendment;
- b. that the amendment has been circulated to the membership at least two (2) weeks prior to the annual meeting
- c. that the amendment be approved by a majority of the members present and voting at the annual meeting.

or

- a. that the amendment has been approved by the Board of Directors; and
- b. that the amendment has been circulated to the membership by mail (electronic or otherwise) at least two weeks prior to the annual meeting and be approved by a majority of ballots received by 4PM three days preceding the annual business meeting.