

**BYLAWS  
OF  
ASSOCIATION OF MASSACHUSETTS EDUCATORS OF STUDENTS  
WITH VISUAL IMPAIRMENTS, INC.**

Article I

Definitions, Name and Purpose

Section 1.01 Name: The name of the organization shall be Association of Massachusetts Educators of Students with Visual Impairments, Inc., hereinafter referred to as AMESVI or the Association or the Corporation. The “Corporation” shall mean Association of Massachusetts Educators of Students with Visual Impairments, Inc., its successors and assigns. It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Massachusetts.

Section 1.02 Board: The “Board” shall mean the Board of Directors/Executive Board of the Corporation.

Section 1.03 Registered Agent: The Corporation shall maintain a registered agent in the Commonwealth of Massachusetts as required by Massachusetts General Laws, Chapter 180, Section 10C, or the corresponding provision of any amended or future applicable state laws.

Article II

Purposes, Objectives, Powers and Governing Instruments

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers:

The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and Bylaws. The specific purposes and mission of the Corporation, as an association of professionals, is to improve and enrich the lives of all students who are blind or visually impaired, including those with deafblindness, through advocacy, professional development, and the education of others, including members of the general public, regarding the unique educational needs of students with visual impairments.

Section 2.02 Powers: The Corporation shall have the following powers:

- A. To receive and maintain a fund or funds of real and personal property or both, and to allocate the whole or any part of the income therefrom and the principal thereof for the purposes set forth in Article II, Section 2.01 above;
- B. To have one or more offices and to conduct and carry on any of its business at anyplace in the Commonwealth of Massachusetts as may be determined by the Board of Directors/Executive Board;
- C. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, or otherwise deal in and with real, personal and mixed property of all kinds and any rights or interest therein for any purposes of the Corporation;
- D. To borrow money and secure payment of monies borrowed for any purposes of the Corporation; and
- E. To have and exercise any and all powers as specified by the Commonwealth of Massachusetts General Laws, Chapter 180, or the corresponding provision of any amended or fixture applicable state laws. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in Article II, Section 2.01 above, either alone or in association with other corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of OT connected with the aforesaid purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which the Corporation is organized.

Section 2.03 Governing Instruments: The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.04 Nondiscrimination Policy: The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, political affiliation, or military status, in any of its activities or operations. These activities include, but are not limited to, appointing or dismissing Board and committee members, selection of volunteers and vendors, acceptance for membership, and provision of services.

Section 2.05 Limitations on Activities: No substantial part of the activities of the Corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation [except as provided by Section 501(h) of the Internal Revenue Code]. No part of the activities of the Corporation shall consist of participating in, or intervening 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 Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law, or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any future of any future federal tax law.

Section 2.06 Governance Model: The Association shall function under a governance model to be determined from time to time and approved by the Board of Directors/ Executive Board, and which is in keeping with the requirements of the laws of the Commonwealth of Massachusetts, federal regulations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of future federal tax law, and the Sarbanes-Oxley Act of 2002, or the corresponding provisions of future federal law as applicable. The preferred model of governance that the Association may function under is the “Governance Is Governance” model (as developed by Kenneth Dayton).

### Article III

#### Membership

Section 3.01 Regular Members: Regular Members shall be (1) persons who hold initial or professional Massachusetts licensure in education of the visually impaired; (2) persons who have graduated from AERBVI-accredited orientation and mobility programs and/or hold ACVREP certification (COMS); (3) persons who have graduated from AERBVI- accredited vision rehabilitation therapy programs and/or hold AERBVI certification as Vision Rehabilitation Therapists (CVRT); (4) persons who hold ACVREP certification as Low Vision therapists (CLVT); (5) persons who hold initial or professional Massachusetts licensure in severe disabilities and who work predominantly with deafblind students and/or have completed an accredited degree program with a concentration in deafblind studies; (6) college/university/higher education personnel who prepare others to be educators in the field of visual impairment; (7) retired TVI’s, O & M Specialists, CVRT’s, and CLVT’s ; (8) administrators of specialized programs who currently hold or have held licensure or professional certification in the field of visual impairment and/or who administer programs which primarily serve students with visual impairments or deafblindness. Regular members in good standing have voting privileges.

Section 3.02 Associate Members: Associate Members shall be any other professionals who support the Mission Statement and purposes of the Association, including licensed vision professionals who work outside of Massachusetts, individuals holding emergency or provisional licensure/waiver, college/ university students in the vision field, professionals in related fields who are serving visually impaired students, paraprofessionals serving visually impaired students under the direction of TVI’s/O & M Specialists, and professionals from other nonprofit organizations, public agencies or private entities who serve students with visual impairments or deaf blindness. Associate members are non-voting members.

Section 3.03 General Membership: Regular Members and Associate Members shall constitute the General Membership of the Association.

Section 3.04 Dues: Membership dues shall be paid on or before September 1 of each year. The annual dues amount shall be set in the spring every year by the Board of Directors/Executive Board. New members joining after January 1 shall pay one half the annual dues.

Section 3.05 Term of Membership: Membership shall be for a period of one year, commencing on the date the membership dues are paid. Membership shall be renewable upon payment of membership dues.

Section 3.06 Rights and Privileges: Regular Members in good standing shall be entitled to all rights and privileges of the Association. Associate Members in good standing shall be entitled to all rights and privileges of the Association, with exception of holding an elective position, serving on the Nominating Committee, and voting. The term ‘good standing’ shall mean those members whose dues are current.

## Article IV

### Finances

Section 4.01 Fiscal Year: The fiscal year shall be from July 1 to June 30 of the following year.

Section 4.02 Budget: The Board of Directors/Executive Board shall prepare and adopt a budget annually, before its first meeting each fiscal year.

Section 4.03 Annual Financial Statement, Auditing and Reports: The Treasurer shall prepare an annual financial report of the affairs of the Corporation for the previous fiscal year which shall be submitted to the Board of Directors/Executive Board at each annual meeting. The books and records of the Corporation shall be reviewed by an independent certified public accountant, at the expense of the Corporation, at the close of the fiscal year and/or at such times as may be designated by the vote of a majority of the Board of Directors/Executive Board may also designate a committee of its members to conduct an internal audit of the books and records of the Corporation at such times as it shall determine by majority vote of its members. All reviews and internal audits shall be conducted in accordance with applicable Commonwealth of Massachusetts and federal laws, and in keeping with section 501(c)(3) of the Internal Revenue Code to 1986, as amended, or the corresponding provision of any future Federal tax law (Section 501(c)(3)).

Section 4.04 Financial Records, Books and Accounts: The Corporation shall keep correct and complete books and records of all accounts and shall keep written minutes of the proceedings of the Board of Directors/Executive Board and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of the Corporation unless the Board of Directors/Executive Board, by resolution, determines otherwise, subject to any requirements of law. The financial records of the Corporation are

public information and shall be made available to Board members, the General Membership, and the public, or their agents or attorneys, for any proper purpose at any reasonable time, in accordance with applicable Commonwealth of Massachusetts and federal laws, and in keeping with section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”).

## ARTICLE V

### Bank Accounts, Checks, Contracts and Investments

Section 5.01 Bank Accounts, Checks and Notes: The Board of Directors/Executive Board is authorized to select the banks or depositories or financial institutions it deems proper for the funds of the Corporation. The banks or depositories or financial institutions shall be insured by the Federal Deposit Insurance Corporation (FDIC). The Board shall determine from time to time who shall be authorized on the Corporation’s behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness. All checks and drafts upon the funds or credit of the Corporation in any of its banks, depositories or financial institutions shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors/Executive Board. The Corporation shall have a minimum of four signatories, two of which shall be the Treasurer and President. Two signatories are required on all checks, drafts, disbursements, and other orders for payment of money, acceptances, notes or other evidence of indebtedness. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Corporation or in such manner as shall from time to time be determined by resolution of the Board. Facsimile signatures may not be used.

Section 5.02 Contracts and execution of Instruments: The Board of Directors/ Executive Board may authorize, by majority vote of the Board, any officer or officers, agent or agents, or employee or employees in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, director, agent or employee shall have any power or authority to bind the Corporation in any way, by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or any amount.

Section 5.03 Investments: The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors/ Executive Board may deem desirable. Any and all investment firms, brokers, dealers, advisors or entities that the Board selects and appoints to handle or oversee its investments must be bonded, licensed and registered to operate in the Commonwealth of Massachusetts.

Section 5.04 Fidelity Bonds: The Board of Directors/Executive Board may require that officers, agents and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds may be paid by the Corporation.

Section 5.05 Prohibition Against Loans: The Corporation shall not make loans to any officer or director of the Corporation.

Section 5.06 Gifts: The Board of Directors/Executive Board may accept on the behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or any Special Purpose of the Corporation.

## Article VI

### Directors and Governance

Section 6.01 Annual Meeting/Meetings of the General Membership: A meeting of the General Membership shall be held annually remotely and/or in-person, at the discretion of the Board at such place, on such date and at such time as may be fixed by the Board/Executive Board, for the purpose of electing directors, receiving annual reports of the Board and officers, and for the transaction of such other business as may be brought before the meeting. Notice of the annual meeting shall be given and/or announced at least four (4) weeks in advance of the meeting. A quorum shall consist of twenty-five percent (25%) of the voting membership in good standing, and is required to vote on any motions or proposals. Should a quorum not be present at an annual meeting or other meetings of the General Membership, voting may be conducted by electronic, remote, and/or paper, at the discretion of the Board ballot within thirty (30) days of the meeting to Regular Members in good standing. A simple majority is required for an item to pass, provided that the total number of ballots returned constitutes at least a quorum.

Section 6.02 Board of Directors/Executive Board: The business affairs, activities, and property of the Corporation shall be governed, directed, managed, administered, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors/Executive Board. The Board of Directors/Executive Board shall consist of a President, a President-Elect, a President Ex-Officio, a Treasurer, a Recording Secretary, a Corresponding Secretary, Professional Development Coordinator and six Regional Representatives, one each from the South Shore/Cape region, Western Massachusetts, Central Massachusetts, and the Northeast region, and two from the Greater Boston region.

Section 6.03 Number: The number of directors constituting the entire Board of Directors/Executive Board shall be fixed by the Board, but such number for a quorum shall not be less than eight (8) directors. A director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities.

Section 6.04 Election and Term of Office: The initial directors of the Corporation shall be those persons specified in the Certificate of Incorporation. Each initial director shall hold office until the next annual meeting of the General Membership and until such director's successor has been elected and qualified, or until his or her death, resignation or removal. The President, President-Elect, and President Ex-Officio shall serve one-year terms. The other officers and Regional Representatives shall serve two-year terms. The Recording Secretary, the Treasurer, and three Regional Representatives (one each from Greater Boston, South Shore/Cape, and Western Massachusetts) shall be elected in odd-numbered years, The Corresponding Secretary, Professional Development Coordinator, and three Regional Representatives (one each from Greater Boston, Central Massachusetts and Northeast) shall be elected in even-numbered years. A new President-Elect shall be elected every year and, at the end of that year, shall assume the office of President. The outgoing President shall assume the role of President Ex-Officio. No one shall hold the same elective position for more than two consecutive terms. No one shall hold more than one elective position at a time. The Board may also appoint a Digital Media Coordinator, who will serve a renewable two-year term. The Digital Media Coordinator, as an appointee, does not have voting privileges.

Section 6.05 Eligibility: Only Regular Members in good standing shall be eligible to serve on the Board of Directors/Executive Board. Anyone nominated for elective position must have been a member of AMESVI for at least one year preceding the nomination.

Section 6.06 Powers and Duties: Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board of Directors/Executive Board shall have the control, management and administration of the affairs, governance and operations of the Corporation and shall exercise all the powers and duties that may be exercised by the Corporation. These duties and powers of the Board of Directors/Executive Board shall include, but not be limited to:

- A) Establishing, reviewing, and amending as necessary, Board policies governing the Corporation and its operations;
- B) Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors;
- C) Establishing and supervising adequate accounting and financial procedures;
- D) Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes; and
- E) Employing on behalf of the Corporation an Executive Director/Chief Executive Officer or other position(s) and defining the duties and responsibilities of the Executive Director/Chief Executive Officer in a written job description.

The Board shall approve the formation of committees and projects as it deems necessary and appropriate. The specific duties of elected officers of the Corporation shall include, but not be limited to, the following:

1. **President:** To convene and preside at all meetings of the Board of Directors/Executive Board and of the General Membership, and to develop and distribute an agenda for each meeting. The President shall serve as the Chief Executive Officer of the Corporation or the Board of Directors/Executive Board may hire/appoint an Executive Director/Chief Executive Officer to serve as the Chief Executive Officer of the Corporation. The President shall oversee the work of the Association and its committees and shall have general supervision of the business activities of the Corporation. The President shall serve as a signatory of the Corporation. The President shall from time to time make such reports of the affairs, governance and operations of the Corporation as the Board may direct. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board. After serving in this office for one year, the President shall become the President Ex-Officio.
2. **President-Elect:** To assist the President, as requested; to perform all duties of the President in the President's absence; to collaborate with the Professional Development Coordinator to plan and coordinate conferences and professional development. The President-Elect shall have such powers and shall perform such duties as may from time to time be assigned to the President-Elect by the Board. After serving in this office for one year, the President-Elect shall become the President.
3. **President Ex-Officio:** To assist the President, as requested; to chair the Nominating Committee; and to serve as liaison to parents and other vision-related groups. The President-Ex-Officio shall have such powers and shall perform such duties as may from time to time be assigned to the President Ex-Officio by the Board. After serving in this office for one year, the President Ex-Officio shall be eligible to run for any position other than President Elect.
4. **Treasurer:** To collect dues, maintain a bank account, pay the bills including all fees associated with Non-Profit organizations, keep an accurate record of all financial transactions in keeping with the Generally Accepted Accounting (GAPP) Standards for not-for-profit organizations, to serve as a signatory of the Corporation, and report the financial status of the Corporation periodically to the Board of Directors/Executive Board and annually to the General Membership. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director, or requestor, upon written application, at the principal office of the Corporation during business hours. The Treasurer shall maintain and update a list of active members for the Listserv. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.



5. **Recording Secretary:** To keep accurate written minutes of all meetings of the Board of Directors/Executive Board and of the General Membership, and to maintain all reports, records, and archives of the Association. The Recording Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Recording Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Recording Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Recording Secretary by the Board.
6. **Corresponding Secretary:** To give notice of all meetings of the Board of Directors/Executive Board and the General Membership, to conduct the correspondence of the Association. The Corresponding Secretary shall provide timely reminders to members regarding membership renewal, and provide regular communication and updates on Board and Corporation activities to the general membership through hard copy or electronic means. The Corresponding Secretary shall also distribute Professional Development certificates to Board Members annually, as well as maintain Conflict of Interest Policy paperwork. The Corresponding Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Corresponding Secretary by the Board.
7. **Regional Representatives:** To promote communication among the members within geographical regions of the state, and to represent their concerns to the Board of Directors/Executive Board. The Regional Representatives shall have such other powers and shall perform such other duties as may from time to time be assigned to the Regional Representatives by the Board.
8. **Professional Development Coordinator:** To plan and coordinate conferences and professional development opportunities sponsored by the Association. The Professional Development Coordinator shall have such other powers and shall perform such other duties, as may from time to time be assigned to the Professional Development Coordinator by the Board.

#### Board of Directors/Executive Board Appointed Positions (Non-Voting)

1. **Digital Media Coordinator (Appointed):** To coordinate website and social media, and to perform other digital media duties at the discretion of the Board.

Anything in these Bylaws to the contrary notwithstanding, the Board of Directors/Executive Board is not empowered to perform any activity on behalf of the Corporation not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”).

Section 6.07 Regular Meetings: Regular meetings of the Board of Directors/Executive Board or any committee designated by the Board may be held electronically and/or in-person on such dates, at such times, and at such places as the Board may from time to time determine. The Board of Directors/Executive Board shall meet a minimum of four (4) times per year to carry on the business of the Association.

Section 6.08 Special Meetings: Special meetings of the Board of Directors/Executive Board or any committee designated by the Board or the General Membership may be called at any time by the President of the Board of Directors, and shall be called by the President upon receipt of the written request of three (3) of the Directors or by majority vote of the directors then in office.

Section 6.09 Notice of Meetings and Communication: No notice need be given of any regular meeting of the Board of Directors/Executive Board. Notice of a special meeting of the Board shall be given by service upon each Director in person or by e-mail or by mailing the same to each director at his or her post office address as it appears upon the books of the Corporation at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) if given in person or by email, or at least five business days if given by mailing the same, before the date designated for such meeting specifying the place, date and hour, and purpose of the meeting. Whenever all of the directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him/her, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any directors' special meeting or any waiver therein shall state the purpose of the meeting and no other business shall be conducted except for that for which the meeting has been called. At any directors' regular meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted. Notice of special meetings of the General Membership shall be provided at least three (3) days in advance of the meeting; the Board shall determine the most effective method of communication by which to inform the General Membership of the date, time, location and purpose of such meeting; no other business can be conducted at the meeting except for that which the meeting has been called. Minutes shall be taken of all meetings in which a quorum is met, and a record of notes shall be available for other meetings without a quorum. This documentation shall be available to any member upon request. The Association shall endeavor to inform members of matters which require immediate attention, such as impending legislation or changes in industry standards and procedures.

Section 6.10 Quorum: At any electronic and/or in person meeting of the Board of Directors/Executive Board, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting to another date, time and place, without notice other than announcement of such meeting, until a quorum shall be present.

Section 6.11 Voting: At all meetings of the Board of Directors/Executive Board, each Director except the President shall have one vote. In the event that there is a tie in any vote, the President shall have one vote to be the tie-breaker.

Section 6.12 Delegation: In case of an extended absence (an extended absence is defined for the purpose of these By-Laws as a period of ninety (90) days or more) of any officer of the Corporation, or for any other reason that the Board of Directors/Executive Board may deem sufficient, the Board may at any time and from time-to-time delegate all or any part of the powers or duties of any officer to any other officer or to any director or directors.

Section 6.13 Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors/Executive Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 6.14 Committees and Task Forces: The Board of Directors/Executive Board, by resolution adopted by a majority of the entire Board, may designate from time to time any standing or ad-hoc committees and/or councils and/or task forces as it so determines necessary to carry out the business of the Association and/or to help fulfill its functions. These committees and/or councils and/or task forces shall act in an advisory capacity to the Board. The Board shall develop a written charge for each committee and/or council and/or task force. All decisions and actions of a committee and/or council and/or task force shall be subject to review by the Board of Directors/Executive Board. The designation and appointment of any such committee and/or council and/or task force and the delegation thereto of authority shall not operate to relieve the Board of Directors/ Executive Board or any individual director of any responsibility imposed upon him or her by law. The committees and/or councils and/or task forces shall not have any legal authority and may not act in lieu of the Board. The President shall appoint all committee, and/or council and/or task force chairs. Members of the committees and /or councils and/or task forces may be appointed by the President, in consultation with the Board, and serve at the pleasure of the Board. All members of each committee and/or task force must be a Regular Member in good standing of the Association. These committees and/or councils and/or task forces may also consist of persons who are not members of the Board or members of the Association. A person serving as Chair of a committee and/or task force, if not a current member of the Board of Directors/Executive Board, shall serve as a non-voting, ex-officio member of the Board for the committee's and/or council's and/or task force's term of appointment. The Board of Directors/Executive Board, by resolution adopted by the majority of the entire Board, may also appoint an Executive Board. The Executive Board shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board of Directors/ Executive Board, and shall have power to act in regard to such matters. The Executive Board shall consist of the President and at least three officers of the Board and/or directors to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Executive Board shall be chaired by the President. The Executive Board may meet at any

time to discuss the prospective agenda for the Annual meeting or regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the entire Board. The Executive Board shall not take any action which makes major changes to the mission and purpose of the Association, the direction of the Association, or its annual budget, as such actions are only within the authority of the entire Board. Notice of formal action taken by the Executive Board shall be provided to all Board members at the next meeting of the Board. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 6.15 Compensation of Board Members: Officers and directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any officer or director from serving the Corporation in any other capacity and receiving compensation therefore. Such service and compensation shall be subject to Article IX (Conflict of Interest) of these Bylaws.

## ARTICLE VII

### Nominations and Elections

Section 7.01 Nominating Committee: A Nominating Committee may be appointed in the fall of each year by resolution of a majority of the Board of Directors/Executive Board. The Nominating Committee shall consist of the President Ex-Officio and two Regular Members who are not currently serving on the Board and who represent two different geographic regions. The President Ex-Officio shall serve as the Chair of the Nominating Committee. The Nominating Committee shall develop a slate of officers and directors to be presented for election to the Board at the Annual Meeting of the General Membership and shall administer the annual election by preparing a slate of candidates and by sending, receiving, and tallying the ballots. The Nominating Committee shall actively seek nominations from the General Membership.

Section 7.02 Elections: Elections of officers and Regional Representatives shall be decided by a simple majority of votes cast through electronic, virtual, and/or paper ballots sent to Regular Members in good standing. Elections shall be held by May 30 of each year. The new Board members shall assume office on July 1, the beginning of the fiscal year.

Section 7.03 Removal: A director who has missed three or more regular Board meetings without excuse may be removed from the Board by a majority vote of the Board of Directors/Executive Board members present at the meeting at which such action is taken, provided that there is a quorum present. A director may be removed from office without assignment of cause by a vote of two-thirds (2/3) of the entire Board of Directors/Executive Board members then in office whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if

any, of the person so removed. Election or appointment of an officer or director or an agent shall not of itself create contract rights.

Section 7.04 Resignation: Any director may resign from office at any time and for any reason by giving written notice to the President of the Board of Directors/Executive Board, who shall announce the resignation to the full Board of Directors/Executive Board at the next regular meeting of the Board. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein and required by its terms, the acceptance of such resignation shall not be necessary to make the resignation effective. Should the President resign, written notice shall be given to the President-Elect.

Section 7.05 Vacancies: Any newly created directorships and any vacancy occurring on the Board of Directors/Executive Board arising at any time and from any cause may be filled by the affirmative vote of a majority of the directors then in office, even if less than a quorum, at any directors' meeting. The Board of Directors/Executive Board shall appoint a Regular Member in good standing to fill the position until the next election for said position, as outlined in Article VI, Section 6.04 of these By-Laws. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor. The person appointed to fill a vacancy may subsequently run for the same position for two consecutive terms.

Section 7.06 Participation by Telephone or Electronic Communication Means: Any one or more members of the Board of Directors/Executive Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, Skype, or other similar electronic communications equipment/ methodology, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and may count toward a quorum.

Section 7.07 Proxy Voting: There shall be no proxy voting. Upon a vote of two-thirds (2/3) of the Board of Directors/Executive Board members then in office, the Board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to Board members at least thirty (30) days prior to the meeting at which proxy voting on the resolution is proposed. Such proxies are revocable until they are voted, unless there is a specific contractual agreement to the contrary.

## ARTICLE VIII

### Executive Director/Chief Executive Officer

Section 8.01 Executive Director/Chief Executive officer and Duties: The Board of Directors/Executive Board may appoint and or employ an Executive Director/Chief Executive Officer who shall:

- A. Be responsible for the total operations of the Corporation;

- B. Implement the policies and procedures of the Corporation as prescribed by the Board of Directors/Executive Board in a written job description;
- C. Employ, recruit, supervise and terminate such other staff paid and/or volunteer) as is deemed necessary by the Board of Directors/Executive Board to carry on the business of the Corporation;
- D. Assign a staff person to committees and/or councils and /or task forces as requested by the President;
- E. Provide the Board of Directors/Executive Board with reports regarding current status of program and financial situations as requested, but not less frequently than quarterly; and
- F. Provide guidance to the Board of Directors/Executive Board in regard to the governance of the Corporation and serve as a liaison between the governance and the operations of the Corporation.

## ARTICLE IX

### Indemnification

Section 9.01 Indemnity Under Law: The Corporation shall hold harmless and, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee or agent (the “Indemnitee”) of the Corporation against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, actually and reasonably incurred by or imposed upon such person in connection with the defense any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been an officer or director or employee or agent, except in relation to matters as to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

## ARTICLE X

### Conflicts of Interest

Section 10.01 Conflicts of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors/Executive Board, the Board shall ensure that:

1. The interest of such officer or director is fully disclosed to the Board of Directors/Executive Board;

2. No interested officer or director may vote, advocate or lobby on the matter or be counted in determining the existence of a Quorum at the meeting of the Board of Directors/Executive Board at which such matter is voted upon;
3. Any transaction in which the officer or director has a financial or personal interest shall be duly approved by the members of the Board of Directors/Executive Board not so interested or connected as being in the best interests of the Association;
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value;
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 10.02 Written Conflicts of Interest Policy: The Corporation shall have a written Conflict of Interest policy, in keeping with the laws of the Commonwealth of Massachusetts and federal regulations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of future federal or state laws. All officers, directors, employees, and agents of the Corporation shall be provided with and required to sign a written Conflict of Interest policy document on an annual basis. Any officer, director, employee, or agent who will not sign a written Conflict of Interest policy document shall be prohibited from involvement with the Association. Signed Conflict of Interest policy documents shall be kept on file in the Association's secure archives for as long as the Corporation remains in existence.

## ARTICLE XI

### Private Inurement

Section 11.1 Prohibition Against Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, directors, employees, agents or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth in Article II, Section 2.01 hereof.

## ARTICLE XII

### Dissolution

Section 12.01 Dissolution Procedure: The Association may be dissolved only upon adoption of a written plan of dissolution and distribution of assets by the Board of Directors/Executive Board that is consistent with the Certificate of Incorporation and with the laws of the Commonwealth of Massachusetts. A vote of two-thirds (2/3) of the Board of Directors/Executive Board and two-thirds (2/3) of the Regular members in good standing is required to close down the Association, merge the Association with another Association and/or dissolve

the Association. Upon the affirmative vote of the Board of Directors/ Executive Board and the Regular Members as required above, the Board of Directors/Executive Board shall provide notification of intent to close down, merge or dissolve the Association to the Commonwealth of Massachusetts as required by law.

Section 12.02 Distribution of Assets: After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE XIII

#### Parliamentary Procedures

Section 13.01. Parliamentary Procedures: All meetings shall be conducted according to *Robert's Rules of Order*, which shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

### ARTICLE XIV

#### Amendments

Section 14.01 Amendments: The Board of Directors/Executive Board may make, amend, add to or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization, or the Bylaws require action by the General Membership. These Bylaws may be altered, amended, added to or repealed at any meeting of the General Membership called for that purpose and by the vote of two-thirds (2/3) of those present and eligible to vote. Written notice and the full text of the proposed amendment(s) must be provided in accessible format to the Regular Members at least two weeks in advance of the meeting. Should a quorum not be present at the meeting, voting shall be conducted by ballot within 30 days to Regular Members in good standing. A two-thirds (2/3) majority of those returning their ballots is required for the Bylaws amendment to pass, provided that the total number of ballots returned constitutes at least a quorum.

### ARTICLE XV



## Construction

Section 15.01 Construction: In the case of any conflict between the Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation of the Corporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of the Corporation filed with the Secretary of the Commonwealth of Massachusetts and used to establish the legal existence of the Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future federal tax code.

## ARTICLE XVI

### Miscellaneous Provisions

Section 16.01 Bylaws Headings: The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

These Bylaws were adopted at a meeting of the Board of Directors/Executive Board and the general membership of Association of Massachusetts Educators of Students with Visual Impairments, Inc. on May 24, 2021.

Amy Mason  
President

Juanita Rossow  
Recording Secretary

AMESVI Bylaw Sub-Committee:

Amy Mason, President  
Pamela Sudore, Corresponding Secretary  
Vanessa Rosalan, Regular Member  
Tim Traut-Savino, Regular Member

Revised May 24, 2021