

**BYLAWS
OF THE
ASSOCIATION
FOR
EDUCATION AND REHABILITATION
OF THE
BLIND AND VISUALLY IMPAIRED**

FLORIDA CHAPTER

(Adopted February 8, 1985; as amended through November 19, 2010; as amended through August 27, 2019)

**ARTICLE I
NAME**

The name of this organization shall be the Association of Education and Rehabilitation of the Blind and Visually Impaired, Florida Chapter, hereafter referred to in these bylaws as the Florida Chapter.

**ARTICLE II
PURPOSE**

The purpose of the Florida Chapter shall be to support professionals who provide education, independent living, employment, and rehabilitation services to individuals who are blind or have low vision of all ages in Florida by:

- 1) offering professional development through conferences, seminars, publications, leadership training experiences, and other means of promoting professional growth and education;
- 2) promoting professionalism through encouraging university training and professional credentials, adaption 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. experiences in which professionals work directly to improve the skills and involvement of children and adults with visual impairments;
 - d. public policy benefitting persons who are blind or who have low vision and the professionals who work with them; and
 - e. a forum for discussion of issues and opportunities related to service delivery.

ARTICLE III MEMBERSHIP

Section 1. Eligibility

All persons, agencies and organizations who are members in good standing of the Association for Education and Rehabilitation of the Blind and Visually Impaired, Inc., hereafter referred as AER, and who work or live within the State of Florida, are eligible for membership in the Florida Chapter.

Section 2. Non-discrimination

No person, agency, or organization otherwise eligible shall be denied membership in the Florida Chapter on the basis of gender, age, race, religion, national origin, sexual orientation, or disability.

Section 3. Types of Memberships

The membership in the Florida Chapter shall consist of individual and organization memberships, as specified in the Bylaws of AER.

Section 3.1. Voting Memberships

There shall be the following voting memberships:

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

Section 3.2 Non-voting Memberships

There shall be a non-voting Association membership for individuals not employed in the field, such as patients or caregivers. There shall be a non-voting Corporate membership for companies, institutions, and organizations.

ARTICLE IV OFFICERS

Section 1. Officers

The officers of the Florida Chapter shall be called the President, a President-Elect, a Secretary, a Treasurer and the Immediate Past-President. The officers shall constitute the Executive Committee.

Section 2. Qualification of Officers

Any individual voting member of the Florida Chapter shall be eligible to serve in any office. No two (2) offices may be held concurrently by the same person, except as allowed by Article IV, Section 5.

Section 3. Elections

The office of the President of the Florida Chapter shall be filled by succession of the President-Elect. The membership shall elect a President-Elect, a Secretary and a Treasurer, unless the provisions of Article IV, Section 5 of the Bylaws have been invoked due to a vacancy in the office of President-Elect, whereupon, the membership shall elect a President as well. The election of the officers shall take place every two (2) years and shall be conducted according to procedure outlined in Article VIII.

Section 4. Term of Office

The term of office for all officers shall be two (2) years, unless extended in accordance with Article IX, Section 1, and shall commence on January 1.

Section 5. Vacancies

- a) President and President-Elect. In the event of a vacancy in the office of the President, the President-Elect, while retaining the office, shall be deemed the President, assume the duties of the presidency, and succeed to the office of President in due course. If a vacancy in the office of President-Elect occurs more than six months before the next biennial election of officers is scheduled to take place, there will be a special election for the President-Elect with candidates nominated by the Board of Directors. The individual(s) seeking the office of President or President-Elect to fill a vacancy shall have previous experience on the Board of Directions. If a vacancy in the office of President-Elect occurs within six months of the next scheduled biennial election, there shall be no replacement until the biennial election of officers at which time there shall be elected a President and President-Elect. In the event of a vacancy in both the offices of President and President-Elect, the Immediate Past President shall serve as Acting President until the President and the President-Elect are replaced in an election according to the procedures above.

- b) Secretary and Treasurer. In the event of a vacancy in the offices of Secretary or Treasurer, the Board of Directors shall appoint a qualified successor who shall serve for the remainder of the term vacated.
- c) Immediate Past President. If the Immediate Past President is unable to serve for any reason, the Executive Committee will appoint a qualified person(s) to fulfill responsibilities of that office, as deemed necessary.

Section 6. Duties of Officers

The following is a list of the various officers established by the Florida Chapter Bylaws, and the responsibilities of each as specified in the Bylaws and established by the practice of the organization to date. These descriptions are intended to be of assistance to new officers and to be updated as needed. Annually, officers will confirm with the Treasurer through electronic means that their position on the board does not present a financial conflict of interest for them, that they have not been convicted of a crime, and that they have not violated any laws related to charitable donations or been found guilty of engaging in unlawful practices in the solicitation of contributions or administration of charitable assets.

Section 6.1 President

The President shall preside at all meetings of the Florida Chapter's membership and the Board of Directors. The President shall serve as Chair of the Conference Committee.

Section 6.2 Immediate Past President

The Immediate Past-President shall serve as an advisor to the Executive Committee and shall assist in the activities of the Florida Chapter as needed.

Section 6.3 President Elect

The President-Elect shall serve as assistant to the President and, in the absence of the President, shall preside at meetings of the Florida Chapter's membership and the Board of Directors.

Section 6.4 Secretary

The Secretary shall be responsible for the records of the Florida Chapter and shall have the minutes of the meetings prepared in proper order. The Secretary shall conduct routine correspondence as directed by the President and/or the Board of Directors and shall see that records are transmitted to the elected successor of the office of Secretary at the completion of the term of office.

Section 6.5 Treasurer

The Treasurer shall be chief financial officer of the Florida Chapter. The Treasurer shall see the regular financial statements are prepared in accordance with recognized accounting principles and shall report on the Florida Chapter's financial status at all Board of Directors' meetings and to the Florida Chapter's membership at any conference held by the Florida Chapter.

Section 7. Salaries, Compensation of Officers

All officers of the Florida Chapter shall serve without salary or compensation.

ARTICLE V BOARD OF DIRECTIONS

Section 1. Authority

There shall be a Board of Directors, also referred to in these Bylaws as the Board, which shall consist of the four (4) elected officers of the Florida Chapter, the Immediate Past-President of the Florida Chapter, and four (4) elected Board Members-at-Large, consisting of two (2) from education and two (2) from rehabilitation.

Section 2. Directors

The Directors shall be elected as provided for in Article IX of these Bylaws. Each Director shall hold office for a term of two (2) years, which shall commence on January 1, unless extended in accordance with Article IX, Section 1.

Section 3. Quorum

No business of the Florida Chapter shall take place without a quorum present, unless such business is necessary and conducted in accordance with provisions of Article IV. A quorum shall be constituted by the presence of a majority of Board members duly elected and seated at that time.

Section 3. Purpose

The purpose of the Board of Directions shall be to conduct the business of the Florida Chapter between the Florida Chapter's general membership meetings held at the Florida Chapter's conference.

Section 4. Meetings

The Board of Directions shall meet no less than twice each year. The date and time of the upcoming meeting of the Board shall be determined as the last item on each meeting's agenda.

Special meetings of the Board shall be held only with the written or electronic approval of at least five members of the Board. Unless otherwise restricted by these Bylaws, directors on the Board or members of any committee designated by the Board may participate in emergency, special meetings of the Board or of any committee by means of a teleconference or similar communications equipment in which all persons participating can communicate with each other, and such participation shall constitute presence in person at the meeting.

Section 5. Resignations

Any Director of the Florida Chapter may resign at any time by giving written notice to the Board, the President or the Secretary of the Florida Chapter. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, not acceptance of such resignation shall be necessary to make it effective.

Section 6. Removal of Directors

Any one (1) or more of the Directors may be removed with cause by action of the Board, provided there is a quorum of the Board present and provided that a reasonable attempt is made to send written notice of potential removal to the director(s) who is to be removed.

Section 7. Vacancies

Vacancies occurring in the Board for any reason shall be filled by the Board. The Board shall vote to approve or disapprove such appointments. A Director appointment to fill a vacancy shall hold office for the remaining portion of the replaced Director's term.

Section 8. Votes

Each member of the Board shall have the right to debate any question before the Board or other assembly of the Florida Chapter and shall have one (1) vote. No officer or Director shall be permitted to assign the vote possessed to anyone else.

Section 9. Governance

The Board of Directors shall have the authority to promulgate, revise or repeal policies governing the orderly business of the Florida Chapter. Such policies and rules shall be:

- a) Adopted by the Board in final form;

- b) included in the minutes of the meeting at which they were adopted;
- c) consistent with these Bylaws and with resolutions adopted by the Florida Chapter membership.

Section 10. Annual Report and Budget

The Board of Directors shall present a report to the general membership at the Florida Chapter's conference, showing in detail the following:

- a) The assets and liabilities including any trust funds, of the Florida Chapter, as of the of the most twelve-month fiscal period
- b) The principle changes in assets and liabilities any trust funds, during said fiscal period;
- c) The revenue or receipts of the Florida Chapter both restricted and unrestricted to particular purposes, during said fiscal period;
- d) The expenses or disbursements of the Florida Chapter, for both general and restricted purposes, during said fiscal period; and
- e) The number of members of the Florida Chapter as of the close of the fiscal period together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of current members may be found.

The annual report shall be filed with the records of the Florida Chapter and a copy or abstract thereof entered into the minutes of the proceedings at the Florida Chapter's general membership meeting.

The Board shall review and make recommendations concerning the budget for the Florida Chapter.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Composition

There shall be an Executive Committee of the Board of Directors composed of the President, President-Elect, Immediate Past-Present, Secretary, and Treasurer.

Section 2. Powers of Executive Committee

The Executive Committee shall have the following powers:

- a) Perform such functions of the Florida chapters as may be delegated to it by the Board; and
- b) Perform between sessions of the Board all functions of the Board necessary to assure the orderly operation of the Florida Chapter except such function as the Board may, by resolutions, reserve itself.

Any actions taken by the Executive Committee shall be fully reported at the next regular session of the Board.

ARTICLE VII COMMITTEES

Section 1. Committees with Board Authority

The Board of Directors, by resolution adopted by a majority of Director in office, may activate any standing committee of the Florida Chapter. The President shall appoint the Chairperson of each such activated committee, which shall consist of at least one (1) member of the Association who is in good standing and who is willing to serve on said committee. Each Chairperson shall act in a liaison capacity for the Florida Chapter at the direction and consent of the President of the Board and shall, at least twice each year, provide articles related to the Committee's activity to the Newsletter Editor. Each such committee shall have and exercise the authority of the Board in the management of the Florida Chapter's business. The standing committees may include but not be limited to Communication, Membership, Nominations, Conferences, Awards and Scholarship.

Functions of the standing committees shall include, but not be limited to, the following:

Section 1.1 Membership Committee:

The function of the Membership Committee shall be to organize and direct the membership activities of the Florida Chapter, within the policies approved by the Board and the Florida Chapter. The Committee shall make recommendations to the Board with respect to such membership activities.

Section 1.2 Communication Committee:

The function of the Communication Committee shall be to facilitate communication of chapter activities and news with the membership through regular updating of the website maintained by the Florida Chapter and through other electronic means. In addition, the Communication Committee shall be

responsible for sharing information about new legislation affecting the education and rehabilitation of persons with visual impairment for the Florida Chapter. The Newsletter Editor shall be an ad hoc member of the Communication Committee.

Section 1.3 Nominations Committee:

The function of the Nominations Committee shall be to nominate members in good standing who are willing to serve for each of the Florida Chapter's offices except for the office of President, which shall be filled by succession of the previously elected President-Elect, unless the provision of Article IV, Section 5 of these Bylaws have been invoked due to a vacancy in the office of the President-Elect, whereupon, the Nominations Committee shall nominate members in good standing who are willing to serve for the office of President. The Committee shall nominate members in good standing who are willing to serve for each vacancy among the four (4) Board members-at-Large. Every effort shall be made by the Committee to present a slate of officers and directors with at least two (2) nominees per vacancy. The Immediate Part-President may serve as Chairperson of the Nominations Committee.

Section 1.4 Conference Committee:

The function of the Conference Committee shall be to recommend an appropriate time and place for the Florida Chapter's conference. The Conference Committee shall also recommend appropriate content for the conference's program and shall take responsibility for any resulting details in planning said conference. The board shall vote to approve or disapprove all recommendations of the Committee. The President shall serve as chairperson of the Conference Committee and be assisted by the President-Elect.

Section 1.5 Awards Committee:

The function of the Awards Committee shall be to poll the Florida Chapter's membership for nominations and make selections for awards. The Board shall determine the number and categories for all awards.

Section 1.6 Scholarship Committee:

The function of the Scholarship Committee shall be to organize, manage, and direct all scholarship activities of the Florida Chapter, except management of scholarship funds, which shall be the responsibility of the Florida Chapter's Treasurer. All such organizations, management and direction shall be in accordance with policies approved by the Board of Directors. The committee, through its chairperson, shall make recommendations to the Board with respect to such policies and activities.

Section 2. Committees without Board Authority

Other committees not having and exercising the authority of the Board in the management of Florida Chapter may be designated and appointed by a resolution adopted by the majority of the directors present at the Board meeting at which a quorum is present. Copies of such resolutions and a list of committees shall be recorded in the minutes and maintained by the Secretary.

Section 3. Committee Reports to the Board

Each committee shall provide to the Board at regularly scheduled meetings an oral report of any proposals that it makes.

Section 4. Responsibility of the Board for Committee Actions

The designation and appointment of any such committee(s) and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed on it or the individual Director by law.

ARTICLE VIII CONFERENCE AND MEETINGS

Section 1. Conference

The Florida Chapter, under the direction of the Board, shall provide, at least once every two years, a conference or other professional meeting for the membership to be held within the confines of the State of Florida. The Board shall also provide for a general membership meeting of the Florida Chapter at such conference or other professional meetings.

Section 2. Conference Purpose

The purpose of the conference or other professional meeting of the Florida Chapter shall be to promote the objectives and purposes of the Florida Chapter and the interests of its membership. The purpose of the general membership meeting shall be to conduct the business of the Florida Chapter with free participation of all the individual members.

Section 3. Conference Nondiscrimination

The Florida Chapter shall make every reasonable effort to schedule and hold its conference and general membership meetings in a location where all members can freely participate and be fully accommodated without discrimination on the basis of sex, age, race, religion, national origin, cultural heritage, or disability.

ARTICLE IX ELECTIONS

Section 1. Purpose

The purpose of elections shall be to determine, by the majority of the votes cast, the following officers: President-Elect, Secretary, and Treasurer, unless the provisions of Article IV, Section 5 have been invoked due to vacancy in the office of the President-Elect, whereupon the elections shall also determine the office of President. The purpose of the elections shall also be to determine, by majority of votes cast, the following positions of the Board of Directors: four (4) Members-at-Large of the Board of Directors, consisting of two (2) from education and two (2) from rehabilitation. Each elected office and position of the Board of Directors shall be for a term of two (2) years. In the event approved amendments to these Bylaws create a temporary need to extend the term of any officer or other position on the Board of Directors, such extension shall be automatic and shall not exceed six (6) months and can be invoked by the Florida Chapter Executive Committee.

Section 2. Frequency

Elections shall occur by electronic means prior to the Florida Chapter's annual conference. In even-number years, the following officers and positions shall be determined: President-Elect, Secretary, Treasurer, and two (2) Members-at-Large of the Board of Directors (one from Education and one from Rehabilitation.) In odd-numbered years, two (2) Member-at-Large of the Board of Directors shall be determined (one from Education and one from Rehabilitation.)

Section 3. Procedures

The procedures for elections shall be as follows:

- a. The Chairperson of the Nominations Committee shall solicit recommendations by electronic means for nominations from the membership of each elective office or seat on the Board needing to be filled. Nominations will open August 1st of each year and will be accepted for 30 days.
- b. Before any nominations shall be considered valid, the Membership Chairperson shall verify that each nominee and his or her nominator are currently members of the Florida Chapter.
- c. In the event that at least two (2) nominees for each elective office are not submitted by the membership, the Nominations Committee will attempt to solicit two (2) nominees for each elected position on the final slate.
- d. The Nominations Committee shall verify each nominee is willing to serve if elected and then forward slate to the Board of Directors for approval.

- e. In October of each year each Florida Chapter voting member will receive a ballot by electronic means and may vote for one (1) candidate for each elective position and shall allow for write-in candidates as well. The election will be open for 21 days.
- f. The candidate receiving the most votes for each elective position shall become the holder of the office of position and shall assume offices on January 1 and be introduced to the membership during the Florida Chapter's general business meeting of the Annual Conference. In the event of a tie vote in the election of any office or position, the election shall be decided by a drawn lot conducted by the Past President.
- g. In the event an annual conference is not held during any given year, elections shall be conducted by electronic means process approved by the Board.

Section 4. Electorate

All voting members in good standing of the Florida Chapter shall be eligible to vote for the offices of the President-Elect, Secretary, Treasurer, and Members-at-Large of the Board of Directors. In the event a vacancy has occurred in the office of the President-Elect, all voting members in good standing of the Florida Chapter shall be eligible to vote of the office of President.

ARTICLE XI AMENDMENTS

Section 1. Methodology

These Bylaws may be amended at any general membership meeting held during the Florida Chapter's conference or by electronic means involving the entire voting membership of the Florida Chapter. The amendment(s) shall originate in one (1) of the following manners:

- a. Submission by petition of at least ten (10) voting members of the Florida Chapter;
or
- b. Submission by a majority vote of the Florida Chapter's Board of Directors.

Section 2. Notification

A proposed amendment shall be submitted to the Board of Directors at least thirty (30) day prior to consideration by the Board, and upon approval, be submitted to the entire voting membership of the Florida Chapter no less than ten (10) days and no more than sixty (60) days prior to the final vote.

Section 3. Adoption of Amendments

Adoption of proposed amendments require a quorum and affirmative vote of at least two-thirds of members voting at a general membership meeting of the Florida Chapter or the affirmative vote of at least two-thirds of electronic ballots returned.

ARTICLE XII QUORUM

A quorum at a regular business meeting shall be constituted by the presence of at least one-tenth of the entire voting membership in attendance at the conference during which the business meeting is being held. The Membership Committee Chairperson shall assist the President in establishing that a quorum is present.

ARTICLE XIII BUDGET AND FISCAL

Section 1. Gifts and Donations

In addition to the portion of membership due rebated by AER, the Florida Chapter may accept gifts or donations from interested individuals or groups and may conduct fund-raising activities as approved by the Board and/or the membership.

Section 2. Revenues

The Treasurer shall receive all income. All monies shall be deposited in accounts selected by the Treasurer and approved by the President and the Board. All funds deposited shall be reported to the board.

Section 3. Expenditures

Regular expenditures of the Florida Chapter shall be made in accordance with a budget approved by the Board of Directors. The Treasurer is authorized to sign checks for the Florida Chapter. The Board shall approve any non-budget expenditures or excesses of approved budget line items.

Section 4. Tax Status

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

No part of the net earnings of the Florida Chapter shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Florida Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the Florida Chapter shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the Florida Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of the articles, the Florida Chapter shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code). Upon the dissolution of this Florida Chapter, assets shall be distributed for one or more exempt purposes within the means of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, shall be distributed to the Federal government, or to a state or local governments, for public purposes. However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this Florida chapter shall be distributed to a fund, foundation, corporation, or other organization which is at that time organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XIV PARLIAMENTARY AUTHORITY

The Florida Chapter, except as otherwise provided in these Bylaws or in rules adopted by the Board of Directors, shall be governed in all of its meetings by parliamentary law as contained in Roberts Rules of Order, newly revised.

Adopted by the Membership
February 8, 1985

Amended Membership

November 1, 1985
March 18, 1988
February 15, 1991
June 27, 1994
February 1, 2000
November 19, 2010
August 27, 2019