

KABVI ByLaws

Kansas Association for the Blind & Visually Impaired, Inc.

ARTICLE I - OFFICES

1.1 Principal Office. The principal office for the transaction of the business of the corporation is hereby located at 909 SW College, City of Topeka, County of Shawnee, Kansas, 66606.

1.2 Registered Office. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located and in the former county, if such registered office is moved from one county to another.

1.3 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II - MEMBERSHIP

2.1 Membership. The following persons and entities are eligible for membership in this corporation:

2.1.1 Youth Member. Any person who has attained sixteen (16) years of age is eligible for youth membership. Persons applying for youth membership must have written permission of their parents, if married, and if not, then the parent having residential custody of said person or legal guardian of said person.

2.1.2 Active Member. Any person who has attained eighteen years (18) of age is eligible for active membership. Upon attaining eighteen years (18) of age, a youth member shall automatically become an active member.

2.1.3 Organizational Member. Any corporation, association, society, club, organization, government agency, partnership or other business entity that desires to encourage and support the work of the corporation is eligible for organizational membership. Organizational members must have a certified representative who shall be the representative of said organization.

2.1.4.1 Life Member. Any person who is eligible for membership is eligible for life membership if said person pays a one-time fee of two-hundred and fifty dollars (250); life members shall not be required to pay annual dues.

2.1.4.2 Out of state Life Member. Any person who resides out of the state of Kansas is eligible for Life Membership if said person pays a one-time fee of two-hundred and fifty dollars (250.00) although the member is not permitted to vote; life members shall not be required to pay annual dues.

2.1.5 Honorary Member. Any person who has rendered eminent service in the advancement of the goals and objectives of the corporation may be elected to honorary membership status.

2.2 No Discrimination and Termination. No person applying for membership or member of this corporation shall be discriminated against because of race, religion, ethnic or cultural background, or disability, except that a person or organizational member whose membership has been terminated shall not be accepted as a member unless a majority of the then board of directors approves the application. Membership in the corporation shall be for a one (1) year period ending on the last day of the fiscal year of the corporation.

2.3 Application for Membership. Applications for membership shall be made in the manner prescribed by the Membership Committee, where so directed by a resolution of the Board of Directors. Honorary memberships shall be determined under terms and conditions as specified by resolution of the Board of Directors. All members, other than corporate, must be a resident of the State of Kansas. All applicants for membership and all members renewing their membership agree, by the act of making said application or renewal, to be bound at all times by these bylaws, any amendment thereof, and any rules and regulations, if any, hereafter established, and any amendment thereof, by the corporation.

2.3.1 Youth Members, Non-resident Members, and Non-resident Life Members shall not be eligible for election to the board of directors.

2.4 Membership Dues. All members must pay an initial dues upon application for membership and must pay annual dues for the next corporate year, which are due January 1 of such year, as follows: 2.4.1 Youth Member--Five Dollars (\$5.00); 2.4.2 Active Member--Five Dollars (\$5.00); 2.4.2.1 Non-resident Active Member--five dollars (\$5.00); 2.4.3 Organizational Member--Ten Dollars (\$10.00); 2.4.4 Life Member--no dues; 2.4.4.1 Non-resident Life Membership--no dues; 2.4.5 Honorary Member--no dues.

2.5 Ipso Facto Termination and Reinstatement. Notwithstanding any provision in these bylaws to the contrary, the membership of any member who fails, for whatever reason, to pay his or her dues when due shall be ipso facto terminated. A person or organizational member whose membership has been ipso facto terminated for failure to pay annual dues may be reinstated as a member if application for reinstatement is made by february 1st of the subject year. If application for reinstatement is not timely made, the person or organizational member must apply for membership as if a new applicant.

2.6 Duties, Privileges and Voting. Members, in good standing, shall have the following duties, privileges and voting rights:

2.6.1 Youth Members. Youth members shall have the right to attend membership meetings, serve on one or more committees as appointed by the Board of Directors or the president of the corporation, or his or her designee, and receive the corporation newsletter and such other publications as the Board of Directors may direct, from time to time. Youth members shall not have the right to vote on matters at membership meetings.

2.6.2 Active Members. Active members shall have the right to vote on all matters they are entitled to vote on, hold office as an officer and/or director, attend meetings, serve on one or more committees as appointed by the Board of Directors or the president of the corporation, or his or her designee, and receive the corporation newsletter and such other publications as the Board of Directors may direct, from time to time.

2.6.3 Organizational Members. Organizational members shall receive the corporate newsletter and such publications as the Board of Directors may direct, may attend all membership meetings, may attend all director meetings where asked to do so by the Board of Directors and may serve on such committees as appointed by the Board of Directors or the president of the corporation, or his or her designee. Organizational members shall not have the right to vote on matters at membership meetings and shall not be entitled to hold a corporate office, be it the Board of Directors or a corporate officer's position, except that the certified representative of an organizational member may serve as the chairperson of a committee to which said organization is appointed.

2.6.4 Life Members, Honorary Members, Non-resident Members, and Non-resident Life Members shall have duties, privileges and voting rights of active members.

2.7 Automatic Resignation of Office. A member whose membership has been suspended or terminated ipso facto shall automatically be deemed to have resigned any office, be it a member of the Board of Directors or an officer, held by such person.

2.8 Resignation from Membership. A resignation of membership shall be presented to the Board of Directors, but shall not relieve any member from any liability for any dues, assessments or other obligations, if any, to the corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

2.9 Reprimand, Suspension or Termination of Membership: Grounds and Procedure. Excepted as otherwise provided in these bylaws, any member who willfully violates any provision of these bylaws, the rules or regulations duly adopted by the Board of Directors, or who shall do anything calculated to disturb the order, peace, or harmony of the corporation or impairs its good name, shall be deemed guilty of conduct unbecoming a member and may be reprimanded, suspended, and/or terminated. The Board of Directors shall have the power to terminate the membership of any member for just cause. The procedure for termination of a member's membership for just cause shall be by complaint filed by the chairman or vice-chairman of the Board of Directors and thereafter processed as provided in Section 2.9.1.1. of this article.

2.9.1 Filing of Charges. A member in whose presence another member engages in conduct unbecoming a member may file with the Board of Directors a charge, hereinafter referred to as a "complaint", in writing specifying the time, date, place and circumstances of such unbecoming conduct. 2.9.1.1 If a written complaint is filed, the Board of Directors shall direct the Suspension Committee to determine whether there exists reasonable cause to believe a member has engaged in unbecoming conduct. The Suspension Committee shall make its finding within twenty (20) days of receipt from the Board of Directors of the written complaint, and shall send a copy thereof to the Board of Directors. If the Membership Committee so finds, the Board of Directors shall proceed to process said complaint as provided in Section 6.2 of this article.

2.9.2 Hearing and Procedure. 2.9.2.1 Whenever a complaint is filed charging conduct unbecoming a member, and the Suspension Committee has made a finding that there exists reasonable cause to believe a member has engaged in unbecoming conduct, or the Board of Directors has determined that a member's membership should be terminated for just cause and the chairman or vice-chairman has filed, the Membership Committee shall give written notice to the accused member, stating the substance of the charge or complaint in concise terms, and a copy of the complaint, and requesting the accused member to appear at a disciplinary hearing before the Membership Committee to be held not earlier than twenty (20) days and not later than thirty (30) days, exclusive of continuances granted or ordered by said committee, from the date of the notice. At such hearing the accused shall have the right to appear, to have legal counsel (at said member's sole expense), to have the complaint read in his or presence, to confront witnesses against him or her, to produce witnesses on

his or her own behalf, and to testify. In making its evidentiary determination, the Membership Committee shall find the charge of conduct unbecoming a member or the just cause determined by the Board of Directors either proven or not proven and, if proven, it shall recommend to the Board of Directors in accordance with Section 6.2 of this article such punishment of the member as, in its judgement, may be proper. Punishment shall, except as specifically provided otherwise in this article, include suspension for a term to be set by the Membership Committee and reprimand. If the Membership Committee shall find the charge of conduct unbecoming a member or the just cause determined by the Board of Directors not proven, the complaint shall be forthwith null and void, and written notice thereof shall be given to the Board of Directors and to the accused member, or to his or her legal counsel of record. 2.9.2.2 The hearing need not be conducted in accordance with legal rules of evidence, and any relevant evidence, whether or not admissible in a court of law, shall be admissible at a Membership Committee disciplinary hearing. 2.9.2.3 A written transcript of the disciplinary hearing before the Membership Committee may be caused to be made by the accused member, provided that it is made and prepared by a certified court reporter and entirely at the accused member's expense.

2.9.3 Time Period For Findings. Within fifteen (15) days after the meeting at which the Membership Committee has found the charge of conduct unbecoming a member proven, or the just cause determined by the Board of Directors proven, the Membership Committee shall make a report and recommendation to the Board of Directors, a copy of which shall be given to the accused member in person or by certified mail addressed to the accused member at his or her address as shown on the corporation's records or to the accused member's counsel of record. If the Membership Committee has found that the just cause determination of the Board of Directors is proven, the recommendation shall be termination of membership.

2.9.4 Appeal Time. Within seven (7) days after the receipt by the accused member, or his or her legal counsel of record, of the report and recommendation by the Membership Committee, the accused member may appeal in writing to the chairman of the Board of Directors requesting that the Board of Directors review the report and recommendation. Said appeal must state the accused member's basis and grounds for appeal. Failure to request such a review within seven (7) days shall constitute a waiver of any right to a review before the Board of Directors, which shall then implement the recommendation of the Membership Committee. In the event a Board review is requested by the accused member, the Board of Directors shall set a date, time and place for the Board review and shall notify the accused member of such in writing. The accused member shall have the right to be represented by legal counsel, at the sole expense of said accused member. The Board of Directors shall render its final determination within fifteen (15) days following its review, and the report of such determination shall be made in writing to the Membership Committee, with a copy given to the accused member, or his legal counsel of record, by certified mail. The action of the Board of Directors shall be final and not reviewable. Any member so disciplined, who fails to comply with the decision of the Board of Directors, shall ipso facto cease to be a member of the corporation.

2.9.5 Failure to Appear. Failure of the accused member to appear in person or by legal counsel of record at the designated date and time of the disciplinary hearing as provided in Section 6.2.1 of this article shall be deemed a voluntary confession and a plea of guilty to the charges set forth in the complaint, upon which the recommendation of the Membership Committee shall be implemented.

2.9.6 Waiver of Right. Each member of the corporation waives any right to personal or legal redress against the corporation, the members of the Board of Directors, members of the Membership Committee and members of the corporation for disciplinary action taken under this article, regardless of the outcome of said action.

2.9.7 No immunity. Discipline of any member shall be only as described in this article. No member shall be immune from the disciplinary procedures and punishment set forth in this article because of office or position in the corporation or because of type of membership held. A member who is subject to disciplinary proceedings, including the Board's determination of just cause, shall have no right, power or authority to participate in said proceedings in any manner, except as an accused member.

2.10 Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the corporation unless another place within or without the State of Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said board, or by the written consent of all members entitled to vote thereafter, given either before or after the meeting and filed with the recording secretary of the corporation. All meeting sites used by the corporation shall be free of architectural and communication barriers, and accessible for all individuals.

2.11 Meetings of Members and Other Membership Matters. The annual meetings of the members shall be held on the last Friday in September at 9:00 o'clock, a.m. of said day. At such meeting, directors shall be introduced, reports of the affairs of the corporation shall be considered, new members recognized, and any other business may be transacted which is within the power of the members.

2.12 Notice of Meetings. Notice of each annual meeting shall be given to each member, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto no less than ten (10) days nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such

other matters, if any as may be expressly required by statute. All notices shall be prepared in writing and in a manner to be accessible to all individuals.

2.13 Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the Board of Directors, Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted. All notices shall be prepared in a manner to be accessible for all individuals.

2.14 Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the membership interest, the holders of which are present thereat, but in the absence of a quorum, no other business may be transacted at such meeting. When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

2.15 Voting. Unless the Board of Directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Each voting member shall have one (1) vote for all matters which may properly come before the members at any annual or special meeting. All the matters brought before the membership at a meeting must pass by a majority vote of the members present at the meeting. Voting relating to the election or removal of directors shall be by secret written ballot, or other agreed upon manner, and shall be examined by no less than two (2) of the following officers: president, vice-president and recording secretary.

2.16 Quorum. The presence in person of a majority of the members at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.17 Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of directors shall be open to inspection during ordinary business hours upon the written demand of any member within seven (7) days of such demand, if for a purpose reasonably related to his or her interest as a member. Unless otherwise provided in these bylaws, the list of members entitled to vote shall be prepared

at least ten (10) days before every meeting of members by the officer in charge of the membership ledger, which shall be the membership secretary, and shall be open to inspection during ordinary business hours by any member, for any purpose germane to the meeting, for at least ten (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president or membership secretary of the corporation.

2.18 Inspection of Bylaws. The corporation shall keep in its principal office, for the transaction of business, the original or a copy of these bylaws as amended or otherwise altered to date, certified by the recording secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE III - DIRECTORS

3.1 Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

3.1.1 If allowed by the Articles of Incorporation, to alter, amend or repeal the bylaws of the corporation.

3.1.2 To select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the bylaws, fix their compensation, and may, if required by resolution of the Board of Directors, require from them security for faithful service.

3.1.3 To change the principal office or the registered office for the transaction of the business of the corporation from one location to another as provided in Article I, Section 1.1 and 1.2 hereof; to fix the record date for determining entitlement to vote; and to adopt and use a corporate seal, and to alter the form thereof from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

3.1.4 To designate any place within or without the State of Kansas for the holding of any members' meeting or meetings, including the annual meeting.

3.1.5 To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefor, provided that the same be first authorized by a majority of the voting members.

3.1.6 To enter into a contract or transaction with one or more of its directors or officers, or with any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest.

3.1.7 To establish such committees and appoint members thereto as the Board of Directors may deem necessary.

3.2 Number and Qualification. Until modified by amendment to these bylaws, there shall be twelve (12) directors and one (1) ex-officio director. The ex-officio director shall be the editor of the corporation's newsletter. Each director must be an active member or life member of the corporation, a resident of the State of Kansas, and no less than eighteen (18) years of age.

3.3 Election and Term of Office. One third (1/3) of the directors shall be elected at each annual meeting of the members, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. Each director shall hold office until the third (3rd) annual meeting of members following his or her election and until a successor has been elected and qualified. There shall be no term limits for directors.

3.4 Vacancies. Any director may resign effective upon giving written notice to the president, the recording secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

3.5 Organization Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business.

3.13 Meetings by Telephone. Members of the Board of Directors of the corporation, or any committee designated by such board, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting shall constitute presence in person at the meeting.

3.17 Fees and Compensation. Directors shall not receive any stated salary for their services as directors, but by resolution of the Board of Directors, a fixed fee and reimbursement for reasonable expenses of attendance, if any, may be allowed...

Reasonable expenses shall include travel, meals and lodging. No reimbursement will be made without a receipt, except for mileage for personal automobile use.

ARTICLE IV - OFFICERS

4.1 Officers. The officers of the corporation shall be a president, a vice-president, a recording secretary, a corresponding secretary, a membership secretary and a treasurer. Any number of offices may be held by the same person.

4.8 President. The president shall (i) be the chief executive officer... (ii) have general supervision... (iii) preside at all meetings... (iv) appoint members to committees... (v) be an ex-officio member of all standing committees.

4.13 Treasurer. The treasurer shall keep and maintain... adequate and correct accounts of the properties and business transactions of the corporation. The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation... The treasurer shall be bonded, in an amount set from time to time by the Board of Directors, and at the corporation's expense.

ARTICLE V - COMMITTEES

5.1 Election of Chairpersons. Unless appointed by the president or the Board of Directors, committees shall elect a chairperson and secretary.

ARTICLE VI - MISCELLANEOUS

6.1 Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings.

6.2 Indemnification. Any person who is sued because he or she is or was a director or officer of the corporation shall be indemnified for his or her reasonable expense, including attorney's fees incurred in the defense of the proceeding...

ARTICLE VII - DISSOLUTION

7.1 Dissolution. Upon the dissolution of the corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities... dispose of all of the assets... to such organization or organizations organized and operated exclusively for charitable... or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code...

ARTICLE VIII - AMENDMENTS

8.1 Power of Directors. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof; provided, however, that a signed written request for amendment... be submitted to the Board of Directors at least twenty (20) days before a board meeting.

Adopted by Board Action on August 3, 1996

© Copyright 2000, All rights Reserved - Kansas Association for the Blind and Visually Impaired, Inc.

924 S. Kansas Ave. • Topeka, KS 66612 • 785-235-8990