

BY-LAWS
OF
CINCINNATI ASSOCIATION FOR THE BLIND & VISUALLY IMPAIRED
2045 Gilbert Avenue
Cincinnati, Ohio 45202

ARTICLE I

NAME

The name of this non-profit association shall be the Cincinnati Association for the Blind (the "Association"). The Association also may do business as Cincinnati Association for the Blind & Visually Impaired.

ARTICLE II

PURPOSES

In furtherance of the purposes set forth in its Articles of Incorporation and consistent with its statement of its vision and mission, the Association shall do any and all things necessary or advisable to further the interests of blind and visually impaired persons, including without limitation:

1. To render aid and assistance;
2. to provide rehabilitation and social service programs;
3. to operate an Industries Program and to promote other employment opportunities;
4. to provide information and referral services;
5. to initiate and participate in programs for the prevention of blindness and visual impairment;
6. to promote public education with respect to blindness and visual impairment; and
7. to cooperate with other organizations in furtherance of the interests of blind and visually impaired persons.

ARTICLE III

MEMBERSHIP

The Association shall have two classes of members: Members and Voting Members. These classes of members shall consist of and have the following rights and privileges:

1. Members are those persons who have paid membership dues within the current or immediately preceding calendar year. The Board of Trustees may establish, from time to time, classes of membership in the Association, the criteria for membership in each class, and the annual dues for each class.

2. Members eligible to become Voting Members of the Association are residents of Adams, Brown, Butler, Clermont, Clinton, Hamilton, Highland and Warren Counties in Ohio, and Boone, Campbell and Kenton Counties in Kentucky. Voting Members entitled to vote at any meeting of the membership shall be limited to those eligible Members who have paid their annual dues during at least two of the five calendar years immediately prior to the calendar year in which the meeting occurs. All classes of Voting Members entitled to vote shall have equal voting privileges.

ARTICLE IV

BOARD OF TRUSTEES

1. The corporate powers, property, management and affairs of the Association shall be vested in, and shall be exercised, conducted and controlled by the Board of Trustees, except as otherwise provided in these By-Laws.

2. The Board of Trustees shall be composed of not less than fifteen nor more than thirty persons elected by ballot at the annual meeting of the membership by those Voting Members in attendance.

3. Except as otherwise provided in this paragraph, each Trustee shall be elected for a term of three years. The terms of the Trustees shall be staggered such that not less than three nor more than ten Trustees are elected to three-year terms at any single annual meeting. As designated by the Nominating Committee and approved by the Voting Members, any number of Trustees may be elected for terms of one or two years in order to fill vacancies on the Board or to increase the number of elected Trustees to a number not exceeding the maximum of thirty.

4. a. Prior to the Annual Meeting of the Association in April 2016, the provisions of Paragraph 4 of Article IV of the Constitution of the Association, approved April 23, 1992, shall continue to apply:

No person shall serve as a Trustee for more than three consecutive full terms of three years

each, plus the completion of an unexpired term, except as follows. The Trustee who has been President for the year just completed may be re-elected Trustee for an additional term, but in no event may such a Trustee be elected for more than five consecutive terms of three years each, including terms served during and prior to becoming President. After a one-year absence from the Board, a former Trustee may again be eligible for election to the Board, including a former President. None of the limitations set forth in this paragraph shall apply to Trustees who were Trustees as of April 24, 1980.

b. Effective with the Annual Meeting of the Association in April 2016, the following new Paragraph 4 of Article IV of the By-Laws of the Association, approved October 23, 2013, shall apply:

No person shall be elected to serve as a Trustee for more than two consecutive full terms of three years each, plus the completion of an unexpired term, except as provided in this paragraph. The Trustee who has been Chair for the year just completed may be re-elected Trustee for an additional term, but in no event may such a Trustee be elected for more than three consecutive terms of three years each, including terms served during and prior to becoming Chair. After a one-year absence from the Board, a former Trustee may again be eligible for election to the Board, including a former Chair.

5. The Board of Trustees shall have power to appropriate funds, receive donations, establish and appoint committees, fill vacancies in its own body for the unexpired term of any former Trustee, establish personnel and compensation policies for employees of the Association, and generally conduct the affairs of the Association in accordance with the purposes herein set forth.

6. The Board of Trustees shall appoint a Chief Executive Officer for such time and for such compensation as the Board may determine. The Chief Executive Officer shall have full charge of the operations of the Association under policies established by the Board of Trustees, with full power to engage and remove employees of the Association.

7. The Board of Trustees may from time to time confer on one or more former Trustees of the Association the title of "Trustee Emeritus", in recognition of outstanding service to the Association. A Trustee Emeritus shall have the right to attend meetings of the Trustees, but shall not have the right to vote.

8. Any Trustee may be removed as a Trustee by action of not less than two-thirds of the Trustees then in office.

9.

ARTICLE V

NOMINATING COMMITTEE

1. The Chair shall annually appoint a Nominating Committee composed of at least three Trustees to nominate candidates for Trustees. The Nominating Committee shall file its

report with the Chair not later than sixty days prior to the annual meeting, notice of which shall be given with the notice of such meeting.

2. The names of other candidates for Trustee may be placed in nomination by petition signed by at least fifty Voting Members or by at least 50% of the Voting Members, if less. The petition shall be filed with the Chair at least fifteen days prior to the annual meeting.

3. Copies of the report of the Nominating Committee and petitions containing any other nominations will be made available at the offices of the Association for inspection by any Member.

ARTICLE VI

OFFICERS

1. Officers of the Association shall be a Chair, one or more Vice-Chairs, Immediate Past Chair, a Secretary, a Treasurer and such additional Officers as may in the judgment of the Board be necessary for the proper conduct of the affairs of the Association. The Chair shall nominate these officers. The out-going Chair will then become the Immediate Past Chair.

2. Officers shall be Trustees elected annually by the Board of Trustees. No Trustee shall serve in any single office for more than three (3) consecutive terms of one year each.

ARTICLE VII

DUTIES OF OFFICERS

1. The Chair shall preside at all meetings of the Association and of the Board of Trustees and Executive Committee, and perform all duties incident to the office, including the appointments of committee membership.

2. In the absence of the Chair, a Vice Chair designated by the Board of Trustees shall perform the duties of the Chair or, if the Board has made no such designation, or if the designated Vice Chair is unable to serve, the Chair may designate an officer to serve in the absence of the Chair.

3. The records of the Association shall be maintained by the Board Secretary who shall give due notice of all meetings of the Association, the Board of Trustees and of the Executive Committee, and shall keep the minutes of such meetings. The Chair may also give notice of all meetings.

4. The Board Treasurer shall oversee the receipts and disbursements of all monies of the Association and keep an accurate account thereof. The Board Treasurer and any agency staff having authority to receive or disburse funds shall be bonded by a surety company

approved by the Board of Trustees in such sum and upon such conditions as the Board may determine.

ARTICLE VIII

EXECUTIVE COMMITTEE

1. An Executive Committee consisting of the elected Officers shall be elected by the Board of Trustees. They shall hold offices for one year and until their successors are appointed. Any vacancy shall be filled by the Board of Trustees.

2. The Executive Committee shall have all the authority and perform all the duties of the Board of Trustees between meetings of the Board except the authority to appoint or remove the CEO or to adopt the annual budget.

3. Meetings of the Executive Committee shall be held on the call of the Chair. The Board Chair or Secretary shall issue the notice for all meetings of the Executive Committee at least one week prior thereto, specifying the time and place. Any member of the Executive Committee may waive the requirements of this notice for a meeting.

4. At all meetings of the Executive Committee, four members of the Executive Committee shall constitute a quorum. Participation of one or more members of the Executive Committee by telephone conference or other electronic means or similar equipment that allows all persons participating in the meeting to be heard by and hear at the same time shall constitute presence at the meeting. If a quorum is present, then all actions of the Executive Committee shall require the consent of a majority of the members of the Executive Committee present at such meeting. The order of business shall be set forth in the call of the meeting or, if not, shall be as prescribed by the Chair.

ARTICLE IX

MEETINGS OF MEMBERS

1. The annual meeting of the Members shall be held in the month of April each year on a date and at a place determined by the Board of Trustees. The place of the annual meeting will be within one of the counties where persons eligible to become Voting Members reside. Written notice of the annual meeting shall be sent by the Secretary to all Members or given by publication in the Association's regularly published newsletter distributed to Members. Notice shall be given not less than thirty days prior to the date of such meeting. At all annual meetings of the Members of the Association, (a) the Voting Members present shall constitute a quorum, and (b) all actions of the members shall require the consent of a majority of the Voting Members present at such meeting. Participation of one or more Voting Members by telephone conference or other electronic means or similar equipment that allows all persons participating in the meeting to be heard by and hear at the same time shall constitute presence at the meeting.

2. Special meetings of the Members may be called by the Chair, by the Board of Trustees upon written request of a majority of the Board, or by the Voting Members of the Association upon the written request of at least fifty Voting Members or 50% of the Voting Members, if less. The Board of Trustees shall schedule the time and place of special meetings which shall be held in Cincinnati, Ohio not less than fifteen days nor more than thirty days after the request for the meeting has been filed with the Board Secretary of the Association. Written notice of a special meeting of the Members shall be given by the Board Secretary to all Members at least fifteen days in advance thereof, specifying the purpose of the meeting. At least fifty Voting Members or 50% of the Voting Members, if less, are necessary to constitute a quorum at a special meeting of the Members. Participation of one or more Members by telephone conference or other electronic means or similar equipment that allows all persons participating in the meeting to be heard by and hear at the same time shall constitute presence at the meeting. If a quorum is present, then all actions of the Members shall require the consent of a majority of the Voting Members present at such meeting.

ARTICLE X

MEETINGS OF TRUSTEES

1. Regular meetings of the Board of Trustees shall be held during the months of January, April, July, and October on dates and at places determined by the Board of Trustees. Special meetings shall be held on the call of the Chair or of at least five Trustees.

2. The Board Chair or Secretary shall issue the notice for all meetings of the Board of Trustees at least one week prior thereto, specifying the time and place, and in the case of special meetings, the purpose thereof. Any member of the Board of Trustees may waive the requirements of this notice for a meeting.

3. At all meetings of the Board of Trustees, ten Trustees shall constitute a quorum. Participation of one or more Trustees by telephone conference or other electronic means or similar equipment that allows all persons participating in the meeting to be heard by and hear at the same time shall constitute presence at the meeting. If a quorum is present, then all actions of the Trustees shall require the consent of a majority of the Trustees present at such meeting. The order of business shall be set forth in the call of the meeting or, if not, shall be as prescribed by the Chair.

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify each Trustee and Officer who is or was made a party, or who is threatened to be made a party, to any action, suit of proceeding, by reason of

being a Trustee or Officer, against expenses incurred in connection therewith, to the full extent permitted by Ohio law.

ARTICLE XII

AMENDMENTS

1. This constitution may be amended at any regular or special meeting of the Members by consent of two-thirds of the Voting Members present at the meeting.

2. Written notice of such meeting and of the fact that an amendment will then be presented and acted upon shall be given to the Members as provided in Article IX. The proposed amendments need not be incorporated in the notice, but a copy thereof shall be on file at the office of the Association and available for inspection for two weeks prior to the meeting.

ARTICLE XIII

DISSOLUTION

On dissolution of the Association, no part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any Trustee or Officer of the Association, or any Member of the Association or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no Trustee or Officer of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets.

In the event of dissolution, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501c(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association 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.