MOUNTAIN STATE COUNCIL OF THE BLIND, INC.

BYLAWS

(As Amended Through November 2021 State Convention)

CONTENTS

Title Page

Bylaw 1 Name: 1

Bylaw 2 Purpose: 1

Bylaw 3 Membership: 2

Bylaw 4 Dues and Assessments: 4

Bylaw 5 Voting: 5

Bylaw 6 Board of Directors: 6

Bylaw 7 Powers and Duties of the Convention, the Officers,

the Directors and Committees: 8

Bylaw 8 Meetings and Awards: 13

Bylaw 9 Suspension and Expulsion: 13

Bylaw 10 Procedure: 14

Bylaw 11 Amendments: 14

Bylaw 12 Dissolution: 14

Bylaw 1 Name:

The name of this organization shall be Mountain State Council of the Blind, Inc., also referred to as MSCB.

Bylaw 2 Purpose:

The purpose of the Mountain State Council of the Blind is to strive for the betterment of our total community:

A. Through a representative statewide membership organization primarily of people who are blind or visually impaired;

B. By providing a forum for the views of the blind and visually impaired of West Virginia;

C. By advocating for the improvement of the social, economic and cultural status of the blind and visually impaired;

D. By supporting and monitoring special education and rehabilitation programs;

E. By actively supporting and broadening vocational opportunities;

F. By encouraging people who are blind or visually impaired to realize their potentials and to assume their roles as valued members of their communities;

G. By conducting programs of public education designed to improve understanding of the problems unique to sight loss and of the capabilities of people who are blind or visually impaired;

H. By cooperating with public and private institutions and agencies of and for the blind;

I. By providing for the free exchange of ideas, opinions and information relative to matters of interest to people who are blind or visually impaired through publication of an accessible newsletter and other forms of material;

J. By advocating for the enactment, implementation and enforcement of civil rights protections for people who are blind and visually impaired.

Bylaw 3 Membership:

The membership of this organization shall be of seven (7) categories:

A. Member-at-large: Any person, eighteen (18) years of age or older residing in West Virginia, has previously resided in West Virginia, or who resides in a bordering state, may apply for membership.

B. Affiliated organization: Any organization having at least five (5) voting members, the majority of whom are blind or visually impaired, may apply for affiliation with Mountain State Council of the Blind. Such an application shall contain the following information: a cover letter stating the reasons for the application, a current membership list indicating those members who are legally blind, those who are voting members, and a copy of the applicant's governing document(s) such as Bylaws. An application shall be accompanied by one (1) year's appropriate dues. Such application must be approved by a majority of the Board of Directors. To remain in good standing, a chapter must comply with these requirements.

C. Junior member-at-large: Any person age twelve (12) to eighteen (18) years of age may become a Junior Member-at-large. A majority of these members must be blind or visually impaired. Junior Members may participate in discussions, but may not vote or hold office.

D. Supporting Member: Any person eighteen (18) years of age or older may apply for Supporting Membership. These members may vote, but shall not hold office.

E. Agency Membership: Any agency which subscribes to the objectives of MSCB is eligible for non-voting membership.

F. Honorary Membership: The Board of Directors may confer an Honorary Membership upon any person who, in its judgment, has given outstanding service to and for people who are blind or visually impaired.

G. Lifetime Membership: Any person eighteen (18) years of age or older may apply for Lifetime Membership.

Bylaw 4 Dues and Assessments:

Dues shall be paid on a calendar year basis to the Treasurer or his/her designee. Members whose dues are not paid by March 1st will be delinquent and not in good standing. Dues for current year delinquent members must be submitted to the above designated person not later than twenty (20) days prior to the state convention in order to qualify for the right to vote at that convention. When a member has not paid dues for the last three years and rejoins for the current convention, he/she will be considered as a new member. Dues of new members must be submitted to the above designated person not later than the beginning of the annual business meeting of the state convention in order to qualify for the right to vote at that convention. If after July 31st, an individual pays membership dues as a new member his/her dues shall apply through the next calendar year.

A. Dues for Members-at-large shall be ten dollars ($10.00).

B. Dues for Chapters shall be ten dollars ($10.00) per capita. Each chapter, after one (1) year of affiliation, shall be assessed 15 percent of any net income generated by the chapter through fund raising activities each year.

C. Dues for Junior Members-at-large shall be five dollars ($5.00).

D. Dues for Supporting Members shall be ten dollars ($10.00).

E. Dues for an Agency Membership shall be twenty-five dollars ($25.00).

F. Dues for MSCB Lifetime Membership shall be two hundred dollars ($200.00).

Bylaw 5 Voting:

Any business brought before the convention shall be decided by a majority vote of those members present and voting unless otherwise stated herein. The voting membership of this organization shall be of two (2) types, and voting on all issues at the annual state convention shall be conducted in one (1) of two (2) methods.

A. Each voting member attending an annual state convention shall be entitled to one (1) vote.

B. An official delegate from each chapter, being determined by his/her respective chapter, shall cast one (1) vote for the chapter.

C. A voice vote for the ayes and nays may be called for by the presiding officer.

D. A record vote which is composed of two (2) distinct components may be called for by the presiding officer:

1. A standing or show of hands vote taken of certified voting members, and

2. A roll call of chapters by which the official chapter delegate shall announce the vote of his/her respective chapter.

E. Elections where there are contests of officers or directors must be conducted by record vote.

F. If a voice vote on any issue, in the opinion of the presiding officer, is too close to determine the result, the presiding officer shall have the discretion to order a record vote on the issue.

Bylaw 6 Board of Directors:

A. The officers of this organization shall consist of a President, a Vice President, a Secretary, and a Treasurer to be elected in odd-numbered years for terms of two (2) years by a majority vote cast at the state convention. The President and Vice President must be blind or legally blind.

B. There shall be four (4) Directors to be elected for terms of four (4) years by a majority vote cast at the state convention. Two Directors shall be elected in each even-numbered year.

C. The officers and directors shall constitute the Board of Directors, with a majority being blind or visually impaired. All elected officials must be members in good standing.

D. Officers shall not be elected for more than three (3) consecutive terms to the same office, with the exception of the Secretary and Treasurer whose terms shall be unlimited. Directors shall not be elected for more than two (2) consecutive terms. Officers and Directors shall assume their duties at the close of the convention at which they are elected. The out-going President, Treasurer, and Secretary shall work with the newly elected President, Treasurer, and Secretary for approximately forty-five (45) days to assist with the transition and provide any documentation and financial records needed to perform their duties.

E. All officers and directors are expected to attend Board of Directors meetings either in person or by conference call, based on the following guidelines:

1. An officer shall not miss more than a maximum of five unexplained meetings during a two year term and a director shall not miss more than a maximum of nine unexplained meetings during a four year term.

2. Should a member of the Board of Directors be absent from three consecutive meetings without accepted viable reasons, then said member shall immediately receive from a designated officer or director a verbal and written reminder of necessary attendance.

3. Should this sequence of absences occur a second time, then an attempt to resolve the issue shall be implemented.

4. Upon the third such occurrence, the member shall be asked to resign his/her position on the Board of Directors.

F. No member of the Board of Directors shall receive compensation for services to the Mountain State Council of the Blind. However, he/she may be reimbursed for actual expenses incurred in the exercise of his/her duties, provided that funds are available.

G. Should a vacancy occur in the office of the President, the Vice President shall automatically assume the Presidency and shall serve the remainder of the term.

H. Should a vacancy occur between annual conventions in any elected position on the Board of Directors, except in the office of President, the Board of Directors shall, by a majority vote, within thirty (30) days elect a member in good standing to serve in the position until the next annual convention. At this convention the membership shall elect a successor to serve for the remainder of the term. An officer or director elected to a position under the provisions of this section shall assume the duties of that position immediately upon election.

I. Any officer or director elected to complete an unexpired term who serves more than half of the assigned duration of that term shall have the term counted as a full term served.

Bylaw 7 Powers and Duties of the Convention, the Officers, the Directors and Committees:

A. Any voting member in good standing may make or second motions, make nominations, serve on committees, and be elected to office, with the exception of Supporting Members. (See Bylaw 3 D.) To do business during the state convention, a majority of those members present and voting shall constitute a quorum. Any said member may recommend the time and place of the next state convention, which shall be finalized by a Convention Site Committee or by the Board of Directors when such time and location within West Virginia are determined.

B. Officers of MSCB shall perform the usual functions of their offices as prescribed by Robert's Rules of Order, Newly Revised unless otherwise stated herein.

1. The Secretary, in addition to the usual duties of such office, shall furnish to each member of the Board of Directors a copy of the minutes within thirty (30) days of each board meeting, as well as to any MSCB member upon request. A general summary of all official actions taken at the state convention and each meeting of the Board of Directors shall be provided in the subsequent publication of the organization's newsletter. The Secretary shall maintain a roll of the certified voting members of each chapter and of members-at-large. A file of names and addresses of all members in good standing and delinquent members of MSCB shall be maintained by the Secretary.

2. The Treasurer, in addition to the usual duties of such office, shall forward to the Secretary the names and addresses of all members as received. The Treasurer shall furnish a financial report at each meeting of the Board of Directors and an annual financial report to the state convention. The Treasurer shall forward to the Secretary and the Credentials Committee the membership roll fifteen (15) days prior to the state convention.

3. An internal audit of the financial books and records of account shall be held at the annual convention by a committee appointed by the President.

C. The Board of Directors shall be the governing body of this organization between conventions, provided that it shall make no policy decision and take no official action in conflict with these Bylaws and existing decisions or actions of the convention. The Board of Directors shall hold a post-convention meeting, additional regular meetings and conference calls as needed during a calendar year. A special meeting of the Board of Directors may be called by the President or upon the request of at least two (2) members of the Board. A notice six (6) days prior to the meeting shall be sent to the Board of Directors stating the date, time and specific purpose of the call. A quorum to do business shall consist of a majority of the Board of Directors.

D. Committees: Committees shall be of two types.

1. Standing Committees shall be appointed by a first term President within forty-five (45) days of the close of the state convention. Appointments by a second and third term President shall be made within thirty (30) days of the close of the state convention. Appointments shall be approved by the Board of Directors at its next meeting.

a. The Public Relations Committee shall consist of a chairperson and no less than two (2) members in good standing. It shall publish the organization's newsletter quarterly in appropriate accessible formats. This Committee shall supervise or offer advice in the publication of other appropriate materials when necessary.

b. The Legislative Committee shall consist of a chairperson and no less than two (2) members in good standing. The Committee shall have the responsibility of keeping the membership informed of any pertinent legislative matters, preparing reports as needed, and serving as the organization's legislative representative at the request of the President.

c. The Bylaws Committee shall consist of a chairperson and no less than two (2) members in good standing. The Committee shall have the responsibility of receiving, considering and preparing amendments to the Bylaws for presentation to the Convention. All proposed amendments must be submitted in writing to the Bylaws Committee not later than thirty (30) days before each state convention. The Committee must report all such written submissions to the Convention, with or without Committee recommendation.

d. The Budget and Finance Committee shall consist of a chairperson and no less than two (2) members in good standing. One member shall be the Treasurer. The Committee shall develop an annual budget for the upcoming calendar year to be approved or modified and adopted by the Board of Directors at its final meeting of the current year. This Committee shall develop the organization's financial policies.

2. Non-standing Committees shall be appointed by the President to serve at his/her discretion.

a. The Credentials Committee shall consist of a chairperson and no less than two (2) members in good standing. The Committee shall determine that each member and chapter desiring admission to and participation in the state convention shall have complied with the requirements set forth herein and with any pertinent ruling or action taken by prior state conventions.

1. Immediately upon completion of the opening ceremony, the first order of business will be the Credentials Committee report. It will inform the Convention of the total number of voting members admitted and shall submit a written report containing the name of the official delegate and/or alternate delegate of each chapter and the names of all voting members admitted, as well as any other matters related to Credentials. The Committee shall make supplementary reports if necessary during the convention to ensure that all voting members have the opportunity to be admitted.

2. Any decision or ruling by the Committee affecting the right of a member or a chapter to be admitted to the state convention shall be binding only for the duration of that convention. A decision or ruling by the Committee shall be final, unless reversed or modified by a majority of the members present and voting at the convention.

3. All decisions or rulings adverse to a member or a chapter shall be in writing and shall be part of the Committee's report.

4. A member or chapter shall have the right to appeal an adverse decision or ruling to the Convention. The appellant member or the appellant chapter shall be admitted to the Convention for the purpose of arguing the appeal, but shall not have the right to vote thereon. The appellant and the appellee shall be entitled to no more than a combined twenty (20) minutes to present arguments and testimony.

b. The Nominating Committee shall consist of a chairperson and no less than two (2) members in good standing. This Committee shall prepare a slate of nominees for elective office. The chairperson shall present to the Convention, if necessary, a brief resume of any nominee.

c. The President shall appoint ad hoc committees as needed.

Bylaw 8 Meetings and Awards:

A. A regular state convention of the Mountain State Council of the Blind shall be held annually. Other seminars, workshops or meetings may be held if deemed appropriate.

B. The Board of Directors and the convention committee chair shall be notified thirty (30) days prior to the convention of any awards to be presented.

Bylaw 9 Suspension and Expulsion:

Any chapter or member may be suspended or expelled from this organization for just cause by a two-thirds (2/3) vote of those members present and voting at the state convention, after a hearing as prescribed in Robert's Rules of Order, Newly Revised. Cause shall include, but not be limited to, action(s) bringing public disrepute to the Mountain State Council of the Blind. In the proceedings to suspend or expel, the chapter or member charged shall have the right to vote.

Bylaw 10 Procedure:

In the absence of provisions contained herein, all proceedings of this organization shall be governed by Robert's Rules of Order, Newly Revised.

Bylaw 11 Amendments:

These Bylaws may be amended at any state convention of Mountain State Council of the Blind by a two-thirds (2/3) vote of those members present and voting according to voting procedures contained herein, provided that both the original language and the proposed amending language shall be read not earlier than the first thirty (30) minutes and no later than the beginning final thirty (30) minutes of business, and provided, further, that such proposed amendment(s) shall be presented in writing to the Bylaws Committee thirty (30) days before a State Convention. All amendments made to these Bylaws shall become effective at the close of the convention at which they are adopted.

Bylaw 12 Dissolution:

This organization may be dissolved only at an annual convention by a four-fifths (4/5) vote of the members present and voting. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.