

# CONSTITUTION

Council of Citizens with Low Vision International

*Adopted July 4, 2018; Amended June 25, 2022*

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## **ARTICLE 1.0: Name; Governance; Affiliation**

### 1.1: Name

The name of this organization shall be Council of Citizens with Low Vision International, hereinafter referred to as CCLVI or the organization.

### 1.2: Governance

This organization shall be a member-governed corporation as defined in section 29-401.50(a) of the District of Columbia Nonprofit Corporation Act of 2012, hereinafter the DC nonprofit code.

### 1.3: Affiliation

This organization shall be a chartered special interest affiliate of the American Council of the Blind and shall hence be subject to all requirements and obligations applicable to affiliates of that organization.

## **ARTICLE 2.0: Purpose**

The Council of Citizens with Low Vision International is organized for charitable and educational purposes. CCLVI will support and conduct educational and informational activities to increase public awareness of visual impairment and

## **ARTICLE 3.0: Membership; Dues; Fiscal Year; Non-discrimination**

### 3.1: Classes of Membership

This organization shall have classes of voting members as specified below and is also authorized to establish categories of non-voting members. The requirements for voting members shall be as stated in article 3.3 of this constitution. The board may establish requirements and qualifications for non-voting members or classes of non-voting members subject to the approval of the membership at an annual meeting. The classes of voting membership are as follows:

#### 3.1.1: Annual membership

A. "at large"

B. affiliate

#### 3.1.2: life membership

#### 3.1.3: supporting organization

### 3.2: Availability

Upon compliance with the requirements of article 3.3 of this constitution, voting membership shall be available to all persons sixteen years of age or over who support the purposes of this organization, provided however that at all times, at least sixty percent (60%) of the voting members shall meet the definition of "low vision" as set forth in article 3.6 of this constitution.

### 3.3: Requirements for Voting Membership

Voting membership shall be conferred in this organization upon the payment of dues, which shall be submitted to the CCLVI treasurer, in such amounts as shall be set forth in the bylaws. However, annual dues shall always be at least five dollars (\$5.00) above that required for membership in the American Council of the Blind. The CCLVI board shall also require that prospective members submit such information as is, or may be, necessary to comply with legally mandated corporate governance and/or record keeping requirements imposed by the DC nonprofit code, or which may be requested by the American Council of the Blind.

### 3.4: Procedures

CCLVI annual dues tendered any time after the record date established for the convention of the American Council of the Blind in any given year conveys membership in CCLVI from the close of the CCLVI convention in that year through the close of the CCLVI convention in the following year. For all dues tendered after the above-referenced date through March 15 of the following year, CCLVI shall remit the amount of dues required for membership in the American Council of the Blind in accordance with its procedures, thereby entitling the member to vote on any matters coming before the annual convention of the American Council of the Blind.

### 3.5: Membership Rights

Any member whose dues are paid by the above-established record date shall have the right to participate

in all meetings of the membership, serve on committees, and, if eighteen years of age or older, hold office.

### 3.6: Definition of Low Vision

CCLVI considers a person to be low vision if the best corrected vision in the better eye is not greater than 20/70 but is better than light perception or light projection or whose visual fields have a maximum diameter of no better than 30 degrees.

### 3.7: Fiscal year

This organization shall operate on a calendar fiscal year.

### 3.8: Non-discrimination

No person shall be barred from membership in this organization on account of race, gender, disability, religion, sexual orientation, national origin, political affiliation, or age, (except where such is legitimately predicated on, or legally required by, failure to be of legal age); nor shall this organization practice discrimination against any member on the bases of any of the aforementioned classifications or criteria.

## **ARTICLE 4.0: Affiliation; Affiliate Voting**

### 4.1: Affiliation

Any state-level aggregation or organization of CCLVI members may apply to become an affiliate of this organization. Such applications shall be approved by a majority of the CCLVI board members then in office subject to the following requirements:

4.1.1: Any organization seeking affiliation with CCLVI shall have no fewer than ten (10) members, sixty percent (60%) of whom shall meet the low vision definition set forth in article 3.6 of this constitution. Failure to maintain this minimum number of members will cause the affiliate to be considered inactive, thereby suspending the affiliate's voting privileges, but without impairing or otherwise affecting the rights of its individual members.

4.1.2: Any organization seeking affiliation with CCLVI shall submit its governing instruments, (constitution and/or bylaws), to the CCLVI board for review and approval. Such governing instruments shall not be in conflict with any provisions of the CCLVI constitution and/or bylaws.

4.1.3: All affiliates shall be responsible for submitting per capita dues for such persons as are then contained on its membership rosters to the CCLVI treasurer by March 1 of each year. The roster shall also be submitted to the CCLVI secretary and the CCLVI membership committee chair by that date. Failure to submit the required dues/roster by March 1 shall cause the affiliate to be considered inactive; however, any affiliate follow-up dues payment/membership roster submitted on or before the record date of the CCLVI annual meeting as set forth in article 3.4 above will confer all membership rights on those whose names appear on such roster.

4.1.4: Each CCLVI affiliate shall submit a follow-up membership roster, together with a listing of the affiliate's board members to both the president and the credentials



committee prior to the record date established for the CCLVI annual meeting. Each CCLVI affiliate shall submit a copy of its constitution and/or bylaws, if amended in any given year, to the CCLVI president and secretary.

#### 4.2: Delegate Voting

At the CCLVI annual membership meeting, each affiliate shall be entitled to cast one (1) vote for each twenty-five (25) members or major fraction thereof, providing that each affiliate may not cast more than ten (10) votes.

#### 4.3: Affiliate Dissolution

In the event that an affiliate elects to dissolve, the president or other presiding officer of such affiliate shall, as soon as possible, give written notice to both the CCLVI President and Treasurer of the affiliate's intent to dissolve.

### **ARTICLE 5.0: Officers; Directors; Board of Directors; Duties**

#### 5.1: Officers and Directors

This organization shall have the following officers: a president, first vice president, second vice president, secretary, treasurer, and immediate past president. This organization shall also have six directors. The officers and directors collectively shall constitute this organization's board of directors.

## 5.2: Duties of Officers and Directors

The duties of the officers and directors of this organization shall be as follows:

### 5.2.1: President

The President shall do his or her utmost in promoting the best interest of the organization, shall preside at all general meetings of the organization and of the Board of Directors, and perform all such other duties as are necessarily incumbent to said office. The President shall appoint the chairs of all standing and special committees except where otherwise provided in this constitution or the bylaws. Additional duties may be outlined in the Bylaws.

### 5.2.2: First vice president

In the absence or incapacity of the President, the first-vice President shall perform all the duties of the President. Other duties may be outlined in the Bylaws.

### 5.2.3: Second vice president

In the absence or incapacity of the First-vice President, the Second-vice President shall perform all the duties of the first vice president. In the absence or incapacity of both the First-vice President and the president, the Second-vice president shall assume the duties of the president. Additional duties may be outlined in the Bylaws.

### 5.2.4: Secretary

The Secretary shall keep the minutes of all proceedings of the organization and shall maintain all such documents in a permanent form. Draft board meeting minutes shall be

distributed to Board members no less than fourteen (14) days prior to the next board meeting together with a meeting announcement, containing the time and date of the meeting and meeting agenda as supplied by the President. Approved board meeting minutes shall thereafter be distributed to CCLVI affiliate presidents. The Secretary shall maintain a copy of all membership lists and other official records of the organization in a permanent form and shall work with the Treasurer and Membership chair to assure all lists are up to date. The Secretary shall serve as a member of the Credentials Committee.

#### 5.2.5: Treasurer

The Treasurer shall receive and safely keep all assets and money of the organization and shall pay the expenses of the organization when properly authorized and documented. Said expenses shall be paid prior to the due date as specified on billing invoices. Unbudgeted expenses above the amount of two hundred dollars (\$200.00) shall require board approval before payment may be made. The Treasurer shall present a financial report at each Board of Director's meeting and at the annual membership meeting. The Treasurer shall also collect dues and maintain a list of current members. The Treasurer shall be responsible for overseeing the preparation and submission of all Internal Revenue Service documents to maintain CCLVI's not-for-profit status. The Treasurer shall serve as Chair of the Finance and Budget Committee and shall also serve as a member of the Credentials Committee with the Membership Chair and Secretary.

#### 5.2.6: Immediate past president

The Immediate Past President shall assist each officer as necessary in the fulfillment of their duties as may be needed. He or she shall help in the promotion of CCLVI. Should a vacancy in the position of immediate past president occur the most recent past president shall assume the position. Additional duties may be outlined in the Bylaws.

#### 5.2.7: Directors

The directors of this organization shall have such duties and responsibilities as may be assigned to them by the board of directors or the membership.

### **Article 5.3 Officer/Director Eligibility**

Any member in good standing who is eighteen years of age or older is eligible to hold an officer or director position in this organization. All officers and directors, with the exception of the secretary and treasurer, shall meet, at the time of election, the definition of low vision as set forth in section 3.6 of this constitution. Up to three (3) of the six (6) director positions may be filled by members who are currently totally blind but for a reasonable period of time previously met the low vision requirements as set forth in Article 3.6 of this constitution.

#### 5.4: Terms and term limits

The president, second vice president, secretary, and directors two (2), four (4), and six (6) shall be elected at the CCLVI annual membership meeting in even numbered

years. The first vice president, treasurer, and directors one (1), three (3), and five (5) shall be elected at the CCLVI annual membership meeting in odd numbered years. All Officers and Directors are limited to three (3) consecutive two (2) year terms.

#### 5.5: Calculating partial terms

Any period of time served in office which is less than or equal to half a term, whether occurring by election or appointment to complete an unexpired term, shall not be counted when determining the applicability of the above-stated eligibility restrictions. All incumbents shall continue serving in the offices to which they have been elected or appointed until their successors are elected and take office.

#### 5.6: Assumption of duties

Except in cases where persons are appointed to complete unexpired terms, all persons shall assume their duties immediately upon the conclusion of the annual convention of the American Council of the Blind.

#### 5.7: Officer's order of succession

In the event the President is absent, incapacitated, or otherwise unable to perform their duties, the order of succession shall be as follows:

- A. first vice president
- B. second vice president
- C. secretary
- D. immediate past president

## **ARTICLE 6.0: Powers of the Board of Directors; Meetings; Quorum; Filling of Vacancies**

### 6.1: Authority and Powers

The board of this organization shall have such authority and exercise such powers as are mandated or permitted by the DC nonprofit code except as such may be further limited by the articles of incorporation, the constitution, the bylaws, or, to the extent legally permissible, the membership. The board shall function as the governing body of this organization between annual membership meetings and shall not adopt any position nor take any actions in conflict with any prior positions, policies, or decisions adopted by the membership.

### 6.2: Meetings

Meetings of the Board of Directors shall be open to all members, however, only board members shall participate in any business presented to the board, though non-members may be permitted or invited to provide information where necessary or desirable. Committee chairs shall, if any action has been taken, present a report of the committee at each board meeting. The Board of Directors may set the dates of their meetings but shall meet no less than quarterly. Special meetings of the board may also be called at the discretion of the president or at the request of any five (5) board members.

### 6.3: Notice of Meetings

Notice of regular board meetings is satisfied if the dates and times of each meeting are published to the membership at least fourteen (14) days before each meeting. Notice of any special board meeting shall be given no less than five (5) days prior to the date on which such meeting is scheduled to occur except in emergency circumstances as defined in section 29-403.03(d) of the DC nonprofit code, in which case the above-stated notice requirement shall be superseded by section 29-403.03(b)(1) of the code. The notice of any special board meeting shall specify the purpose(s) for which such meeting have been called, and only such business as is legitimately connected with such purpose(s) may be considered at such meeting. Notice of intent to remove a director shall always be required in the case of any regular or special meetings at which such action is contemplated.

### 6.4: Manner of Participation

the board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting as per 29-406.20(b) of the DC nonprofit code.

### 6.5: Quorum

A majority of the members of the board of directors then in office shall constitute a quorum for the transaction of business at any regular or special board meeting.

## 6.6: Filling of Vacancies

A vacancy occurs when the incumbent in any officer or director position dies, becomes incapacitated, resigns, or is removed in accordance with article 6.7 of this constitution or section 29-406/08 of the DC nonprofit code. In the case of a vacancy in the president's position, regardless of the amount of time remaining in the term of office, the duties and responsibilities of the president shall be immediately assumed by the first vice president who shall continue serving as president for the remainder of the term. Similarly, in the case of a vacancy in the first vice president's position, regardless of the amount of time remaining in the term of office, the duties, and responsibilities of the first vice president shall be immediately assumed by the second vice president who shall continue serving as first vice president for the remainder of the term. In the case of a vacancy occurring in any other position, (including that of the second vice presidency under the circumstance just described), the president may appoint, subject to a two-thirds affirmative vote of all board members then in office, any voting member to fill the position until the next scheduled election occurs, at which time a candidate shall be elected to complete the term. Eligibility for election to future terms shall be governed by article 5.5 of this constitution.

## 6.7: Removal or Resignation of Officers or Directors

6.7.1: The membership of this organization may remove any officer or director, with or without cause, at any annual or special membership meeting by the affirmative vote of



two-thirds (2/3) of the members present at such meeting, provided a quorum is present. The notice of any meeting at which the removal of an officer or Director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the officer or director.

6.7.2: The Board of Directors, by the affirmative vote of two-thirds (2/3) of all board Members then in office, may remove an officer or Director who:

- (a) Has been declared of unsound mind;
- (b) Has been convicted of a felony;
- (c) Has been found by a final court order to have breached a duty as an officer or director;
- (d) Has ceased to be a member in good standing of CCLVI, or
- (e) Has missed three (3) or more meetings in any twelve-month period without being excused by the board.

6.7.3: An officer or director may resign at any time upon written notice to both the president and secretary. Such resignation shall take effect on the date the notice was delivered to the president and Secretary unless the notice specifies a later effective date.

6.7.4: An officer or director appointed by the Board to fill a vacancy shall serve until the next annual membership

meeting, at which time an election shall be held to fill the vacancy.

## **ARTICLE 7.0: Membership Meetings**

### 7.1: Annual Meeting

This organization shall conduct an annual membership meeting in conjunction with the annual convention of the American Council of the Blind. Such meeting shall be for the purpose of reviewing the status of the organization, receiving annual reports, and for the transaction of such other business as may be required by law or proposed by the membership.

### 7.2: Special Meetings

Special membership meetings may be called by the president, the board of directors, or upon the request of ten percent (10%) of the voting members of this organization as determined from the day before the first request for such meeting was made.

### 7.3: Participation:

Participation in the annual meeting shall be restricted to members of record as determined in accordance with article 3.4 above and shall not be further qualified by any additional requirements. Participation in any special meeting shall be restricted to members of record on the day before the first request for such meeting was made.

#### 7.4: Notice of Meetings

Notice of the annual meeting shall be promulgated to the membership in a format accessible to the membership no later than the record date established for the annual convention of the American Council of the Blind. In the case of a special meeting, notice shall include a description of the purpose for which the meeting is called and shall, in all other respects, comply with the requirements of section 29-405.05 of the DC nonprofit code.

#### 7.5: Meetings by Teleconference

Any annual or special meeting of this organization may be held by means of the Internet, teleconference, or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments as per 29-405.01(e) and 29-405.02(f) of the DC nonprofit code.

#### 7.6: Quorum

For any annual meeting of this organization, ten percent (10%) of the votes entitled to be cast on any matter as determined as of the close of business on the record date established for the convention of the American Council of the Blind shall constitute a quorum for the transaction of business at that meeting. For any special membership meeting, ten percent (10%) of the voting membership as determined on the date previous to that established as the record date for such meeting shall constitute a quorum for the transaction of business at such meeting.

## **ARTICLE 8.0: Annual Meeting; Voting; Administrative Procedures**

### 8.1: Voting; Individual Members:

Each member attending an annual CCLVI membership meeting shall be entitled to one (1) vote on any matter properly coming before the membership for disposition.

### 8.2: Voting; Affiliates:

Each affiliate delegate participating in a CCLVI annual meeting shall be entitled to cast one (1) vote for each twenty-five (25) members or major fraction thereof, providing that each affiliate may not cast more than ten (10) votes.

### 8.3: Affiliate Delegate and/or Alternate Delegate:

Each affiliate shall provide to the Secretary the name of their delegate and alternate delegate no less than ten (10) days prior to the beginning of the ACB national convention. Any affiliate not providing this information shall not be recognized and no vote shall be taken from that affiliate.

### 8.4: Elections

The Nominating Committee shall present its list of candidates in the manner prescribed in section 3.5 of the CCLVI bylaws. All contested elections held to elect officers and directors shall be conducted by secret ballot;

individual votes shall be taken first followed by those of the affiliate delegates.

#### 8.5: Role of the Credentials Committee

The credentials committee shall assure that all voting is conducted according to all established requirements as set forth in section 3.6 of the CCLVI bylaws.

### **ARTICLE 9.00: Committees**

#### 9.1: General

This organization shall have such standing committees as are set forth in the bylaws and may establish such special committees as may be deemed necessary or desirable to facilitate the work of this organization.

#### 9.2: Power of Appointment

Except as may otherwise be provided for in this constitution, the bylaws, or in any motion or resolution establishing a specific committee, the president shall have the power to appoint the chairs of all committees except the nominating committee and shall likewise be an ex officio member of all committees except the nominating committee. Such ex officio status shall include the right, but not the obligation, to vote. When serving in an ex officio capacity, the president shall not be included when determining the existence of a quorum. Except as may otherwise be provided for in this constitution, the bylaws, or in any motion or resolution establishing a specific committee, committee chairs shall, in consultation with the

president, appoint members to their respective committees.

### 9.3: Eligibility

Appointment to any committee shall be restricted to voting members of this organization. Any committee may seek the assistance of non-committee members and/or non-CCLVI members recognized as having particular expertise on any matter or matters properly before the committee for consideration, but such person or persons shall not participate beyond providing the advice or guidance solicited.

## **ARTICLE 10.0: Financial Matters**

### 10.1: Reimbursement

All persons incurring expenses in connection with any activity or function undertaken on behalf of this organization shall be entitled to be reimbursed for any actual costs incurred where such activity or function has been expressly authorized by prior action of the board. Reasonable reimbursement may be permitted in all other circumstances at the discretion of the board.

### 10.2: Imposition of Fees

The board shall have the authority to establish registration or other fees for any programs, functions, or events conducted by this organization except the annual meeting.

## **ARTICLE 11.0: Amendments**

### 11.1: Amendments

Any proposed amendments to this constitution shall be promulgated to the membership in a format accessible to all members at least forty-five (45) days prior to the established date of the meeting at which such amendments are to be considered. Any amendments to this constitution shall be adopted upon a two-thirds affirmative vote of those members present and voting at the meeting at which their consideration occurs.

### 11.2: Effective Date

Any amendments to this constitution shall become effective immediately after the conclusion of the meeting at which they are adopted unless another time is specified in the motion to adopt or where the language of the amendment itself specifies another effective date or, by its terms, specifies that it becomes effective upon the occurrence of a future event or circumstance.

## **ARTICLE 12.0: Miscellaneous**

### 12.1: Parliamentary Authority

The most recent edition of Robert's Rules of Order, Newly Revised, shall serve as the parliamentary authority for this organization in all cases to which it may be applicable and is not otherwise in conflict with the articles of incorporation, the constitution, the bylaws, or the requirements of any statutes to which this organization is properly subject.

## 12.2: Emergency Powers

In the circumstance where a quorum of the board of directors cannot readily be assembled because of some catastrophic event, this organization is expressly authorized to exercise emergency powers as permitted by section 29.403.03 of the DC nonprofit code.

## 12.3: Maintenance of Tax-Exempt Status

This organization shall not carry on any activities not permitted to be carried on: (1), by any corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 2017, or (2), by any corporation to which contributions are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 2017

## 12.4: Dissolution

Upon the termination, dissolution or final liquidation of this Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations to carry out the objectives and purposes stated in the Articles of Incorporation of this organization, provided that such organizations are organized and operated exclusively for charitable or educational purposes as shall, at the time, qualify as exempt organizations under Section 501(c)(3) of the Code. In the event that no such organizations exist, the assets shall be distributed to such other organization or organizations as shall, at the time, qualify as exempt organizations under Section 501(c)(3) of the Code. In no



event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

### 12.5: Interpretative Guidance

In this constitution, references to specific provisions of any statute shall be construed to include the corresponding provisions of any future statutes addressing, or having a bearing on, the subject matter of the original citations. Any provisions of this constitution shall be null and void if they are ever determined to be, or subsequently become, inconsistent with any applicable provision of law to which this organization is properly subject. In the case of any such occurrence, this constitution shall be amended at the earliest opportunity to resolve such conflict.

## **PROVISO**

The adoption of this constitution supersedes and replaces all other Constitutions previously adopted by this Organization. The Secretary, or person or persons responsible for preparing this document for presentation, publication, or distribution are hereby authorized to make such technical, editorial, and/or conforming changes as may be necessary without in any way changing the intent of the original wording contained herein.

## **EFFECTIVE DATE**

This constitution shall be effective as of the date it is adopted by the membership.