

BYLAWS

KEYSTONE BLIND ASSOCIATION

Formerly Known As:

Mercer County Blind Association
and

Pennsylvania Association for the Blind Mercer County Branch

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Article I: Title

- 1.1 This organization is a Pennsylvania Non-profit Corporation, and is and shall be known as the Keystone Blind Association, herein throughout these Bylaws referred to as "Association".

Article II: Objectives

- 2.1 The purposes of this Association are to maintain and improve the quality of life for persons who are blind or visually impaired; to prevent blindness; and to provide employment opportunities and advocacy for persons who are disabled.

Article IV: Membership Keystone Blind Association

- 4.1 Membership
Membership in this Association shall include all persons who have made a direct financial contribution to the Association in the twelve (12) months prior to the annual meeting.
- 4.2 Annual Meetings
The Annual Meeting of the Association shall be held during the first month of each year as such time and place as shall be established by the Chairman. Special meetings of the Keystone Blind Association may be called by the Chairman or on the joint request of any five (5) members of the Board of Directors.
- 4.3 Duties
Members of the Association shall be responsible for the election of Board Members at every Annual Meeting and to conduct any other business that may come before the membership of the Annual Meeting and/or special meetings.
- 4.4 Dues
Members of the Association are not required to pay dues; however, the Board of Directors may establish dues.

Article V: Board of Directors

5.1 Membership

The Board of Directors shall be made up of no more than twenty-four (24) persons, all of whom are members of the Association.

5.2 Appointment

Members of the Board of Directors shall be elected by the Association at the Annual Meeting.

5.3 Terms of Office

Each director shall be elected to serve a term of three (3) years, or until their successors are elected. Directors are eligible to serve two (2) consecutive three (3) year terms. A director having served two (2) consecutive three (3) year terms may be re-nominated for membership on the Board after one (1) year has elapsed. Officers are exempt from rotation during their term of office.

5.4 Meetings

The regular meeting of the Board of Directors shall be quarterly at such time and place as shall be established by the Chairman. The re-organizational meeting of the Board of Directors shall be held in the first month of each year.

Special meetings of the Board of Directors may be called by the Chairman, or on the joint request of any five (5) members of the Board of Directors.

5.5 Minutes

The secretary of the Association shall be responsible to record all votes and the minutes of all transactions of the Board of Directors. The members of the Board of Directors shall receive a copy of the minutes of each meeting prior to the next Board of Directors meeting.

5.6 Attendance

Any Board Member who misses three (3) consecutive regularly scheduled meetings of the Board in any twelve (12) month period may be removed from the Board by the majority vote of remaining Members.

5.7 Vacancies

Vacancies occurring on the Board of Directors may be filled by a majority vote of the remaining directors at any regularly scheduled meeting.

5.8 Duties

Duties of the Agency's Board of Director's shall include at least the following:

- Review and approve the minutes of the previous Board of Directors meeting and the Executive Committee meeting minutes.
- Election of Association officers at the Annual Meeting.
- Establish policy and/or rules and regulations of the Association.
- Receive and act on reports and/or recommendations of the Chief Executive Officer and Board Committees.
- Review and approve the budget.
- Act on such other business that comes from the Board.

Article VI: Officers

6.1 Officers

The Officers of the Association shall consist of a Chairman, Vice-Chairman, President, Secretary and Treasurer.

6.2 Election

The officers shall be elected by the Board of Directors from among their own number at the Annual Meeting of the Board.

Officers shall serve for two years and until their successors shall have been elected and qualified. Officers may succeed themselves in the same office for one additional term.

6.3 Chairman

The Chairman shall preside at all meetings of the Association. The Chairman shall see that all orders and resolutions of the Board be carried out, subject however to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman. to any other officer or officers of the Corporation. The Chairman shall have the power and duties of Supervision and Management usually vested in the Office of Chairman. The Chairman shall also appoint the chairpersons and members of all standing committees within thirty (30) days of the Annual Meeting.

6.4 Vice-Chairman

The Vice-Chairman shall have such duties as assigned by the Chairman or as specified by the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall have all the powers and responsibilities of the Chairman.

6.5 Secretary

The Secretary or his designee shall attend all sessions of the Board of Directors and act as clerk thereof and record all the votes and the minutes of all of its transactions in a book to be kept for the purpose. The Secretary

shall give, or cause to be given, notice of all meetings of the Association, including the Board of Directors and Executive Committee, and shall perform such other duties as may be prescribed by the Board of Directors or Chairman, and under whose supervision the Secretary shall keep in safe custody the corporate seal, and when authorized by the Board, affix the same to any instrument requiring it. Secretarial support may be provided by the Association.

6.6 Treasurer

The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate records of receipts and disbursements in books belonging to the Association, and shall keep the moneys of the Association in a separate account to the credit of the Association.

The Treasurer or his designee shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial conditions of the Association. The Treasurer shall also serve as Chairman of the Finance Committee. Treasurer support for preparation of the financial reports may be provided by the Association.

6.7 President

The Board of Directors shall employ a Chief Executive Officer who shall serve as President of the Corporation. The President will administer, conduct and coordinate the affairs of the Association within the policies and general directives of the Board. The President shall serve as a member of the Board of Directors of the Association. The President shall provide a report of the activities of the Association at each meeting of the Board of Directors. The President shall have the authority to employ, assign, and release all staff personnel of the Association in accordance with policies and procedures approved by the Board of Directors.

Article VII: Executive Committee

7.1 Executive Committee Members

The Executive Committee of the Association shall consist of the five (5) Officers and the immediate past Chairman.

7.2 Meetings

The Executive Committee shall meet at any time at the call of the Chairman.

- 7.3 Minutes
The Secretary of the Association shall be responsible to record all the votes and the minutes of all transactions of the Executive Committee. The members of the Board of Directors shall receive a copy of these minutes at the next Board of Directors meeting that follows an Executive Committee Meeting.
- 7.4 Duties
Subject to directions and restrictions imposed by the Board of Directors, by these Bylaws, and by the law, the Executive Committee shall possess and may exercise all powers and authority of the Board of Directors in the management and direction of the business and affairs of the Association. The Executive Committee shall report all of its action to the Board of Directors at its next scheduled meeting. Such actions may be reversed or revised by the Board of Directors. The Executive Committee shall complete the annual performance evaluation of the Chief Executive Officer.

Article VIII: Committees

- 8.1 Committees
The Board of Directors may determine the committees of the Association. These committees are advisory in nature and as such are required to make recommendations to the Board of Directors.
- 8.2 Ad Hoc Committees
Ad Hoc Committees may be established as deemed appropriate by the President.
- 8.3 Committee Appointments
Within thirty (30) days of the Annual Meeting of the Association, the Chairman shall appoint the Chairpersons and members of all Committees, excluding Ad Hoc Committees. A member of the Board of Directors shall serve as Chairperson of all Committees. The Chairman and the President shall be ex-officio members of all committees. A non-Board member may serve on a committee.

Article X: Meeting Notices

- 10.1 Members, Keystone Blind Association
Notices of the Annual Meeting and/or special meetings shall be by publication of a legal notice in one newspaper of circulation in Mercer

County, Pennsylvania and in the Mercer County Law Journal at least fifteen (15) days prior to the date of the meeting. Notices of special meetings shall contain the nature of business to be conducted.

10.2 Board of Directors

Notice of regular and special meetings of the Board of Directors shall be mailed to the members of the Board of Directors at least five (5) working days prior to the meeting. Notices of special meetings shall contain the nature of business to be conducted.

10.3 Committees

Notice of committee meetings of the Association shall be given to committee members prior to the day of the committee meetings.

Article XI: Quorum/Order of Business

11.1 Keystone Blind Association

Members present at the Annual Meeting or Special Meetings shall constitute a quorum of the membership of the Keystone Blind Association.

11.2 Board of Directors

A majority of the Board of Directors must be present in person, via telephone conference call, or by other electronic means in order to constitute a quorum at any regular or special meeting of the Board of Directors.

11.3 Executive Committee

Three (3) members of the Executive Committee must be present in person, via telephone conference call, or by other electronic means in order to constitute a quorum at any meeting of the Executive Committee.

11.4 Committees

The members present shall constitute a quorum at any Standing or Ad Hoc Committee of the Association.

11.5 Order of Business

The order of any business at any meeting whatsoever shall be that usually followed in such meetings and shall be in accordance with usual parliamentary practice as provided by the *Modern Rules of Order* as published by the Pennsylvania Bar Institute.

Article XII: Corporate Acts

- 12.1 The acts of a majority of the members of the Board of Directors present in person at any regular or special meeting of the Association at which a quorum is present shall be the corporate acts of the Association and shall bind the whole corporate body, except as some mandatory provision of the statutes of the Commonwealth of Pennsylvania or the United States of America, or the Bylaws of the Association otherwise provide.

Article XIII: Standards of Accounting and Financial Reporting

- 13.1 The Board of Directors shall cause to be implemented throughout the Association "Standards of Accounting and Financial Reporting."

Article XIV: Conflict of Interest

- 14.1 No member of the Board of Directors shall:
- Vote on any matter having a direct or pecuniary interest in any contract or matters to which the Association is a party.
 - Vote on any action which involves a Member or any member of his immediate family. In all matters involving a Member of a governing body or a family member, which can properly be entered into by the Association, a two-thirds (2/3) majority of those voting shall be required.
 - Have an interest to any appreciable degree in any contract or matter involving the Association, but this limitation shall not apply in cases where such person is an employee of the person, firm or corporation with whom the Association is contracting in a capacity with no possible influence on a transaction and in which he cannot be possibly benefited thereby either financially or otherwise.
 - But in such case, if such individual knows that he is within the exception just mentioned he shall so inform the governing body and shall refrain from voting on the matter, and shall in no manner participate therein. Mere status of creditor-debtor need not be disclosed.

Article XV: Miscellaneous

- 15.1 Annual Audit
A certified public accountant shall be retained to certify the financial statement of the Keystone Blind Association. A report of this examination

shall be submitted to the Budget and Finance Committee for approval thereof. The Chairman of the Budget and Finance Committee shall advise the Board of Directors of the report.

15.2 Annual Budget

The President of the Association shall prepare an Annual Budget for admission to the Budget and Finance Committee and subsequently to the Board of Directors. No expenses shall be incurred in excess of total budgetary appropriations without prior approval of the Board of Directors.

15.3 Association Records

Upon termination of the employment of the President and professional employees, all Association Records in their possession shall be surrendered to the duly constituted authorities of the Board of Directors.

15.4 Bonds

The Officers and professional employees of the Association shall be bonded for such terms and amounts as shall be determined by the Board of Directors.

15.5 Contracts

The Board of Directors shall determine who is authorized to execute and approve all contracts of the Association.

15.6 Depositories and Investments

All funds of the Association shall be deposited to the credit of the Association or shall be invested for the credit of the Association under such conditions as determined by the Board of Directors.

15.7 Fiscal Year

The Fiscal Year of the Association shall be January 1 through December 31 of each year.

15.8 Payments

All payments for the Association shall be made by voucher signed by persons authorized by the Board of Directors. Vouchers shall be countersigned by two (2) authorized signatures.

15.9 Real Property Title

Title to all Real Property shall be held in the name of the Keystone Blind Association. All decisions with respect to the Association's Real Property must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

- 15.10 Severability
The invalidity or unenforceability of any particular provision of these Bylaws shall not affect its other provisions, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision has been omitted.
- 15.11 Vacancies
Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors
- 15.12 Voting Procedures
Voting in all matters shall be by voice vote or roll call of the persons entitled to vote. However, The Chairman of the Association shall have the exclusive direction to submit any vote to secret ballot.

Article XVI: Indemnification

- 16.1 Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the act that he, his estate, or its personal representative, is or was a Board Member of the Keystone Blind Association, shall be and hereby is indemnified by the Keystone Blind Association.
- 16.2 Said indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the Commonwealth of Pennsylvania, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of Pennsylvania.
- 16.3 The foregoing provisions of this Article shall be deemed to be a contract between the Keystone Blind Association and each Board Member. Any repeal or modification of this Article or any applicable provision of the law of Pennsylvania shall not affect any rights or obligations then existing as it relates to any action or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. However, the right of indemnification provided in this Article shall not be deemed exclusive of any other rights to which any Board Member may now be or hereafter become entitled apart from this Article.

- 16.4 Nothing contained herein shall be construed as providing indemnification to any person in any action or proceeding arising out of or in any way connected with such person's practice of his profession.
- 16.5 The person seeking indemnity shall notify the Board of Directors of the Keystone Blind Association, at the earliest possible time, of the pending or threatened action or proceeding and the Board shall designate or approve legal counsel for defense of said action.
- 16.6 No Director of the Keystone Blind Association shall be personally liable for monetary damages as such for any action taken or for any failure to take action unless:

The Director has breached or failed to perform the duties of his office as set forth in applicable statutes including but not limited to 42 PA C.S.A., Section 8363 (relating to standard of care and justifiable reliance) and breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Article XVII: Alterations, Amendments and Revisions of Bylaw/Charter and/or Charter of the Association

- 17.1 The Bylaws may be altered, amended, revised or replaced by a two-thirds (2/3) vote of the members present at any annual or special meeting of the Association provided that written notice is made pursuant to 10:1 of these Bylaws.

Article XVIII: Reserved Powers

- 18.1 Pursuant to the Bylaws of Keystone Independence Management and any other corporation of which the Association is the Parent Corporation the Corporation has the following exclusive rights and powers with respect to such corporation:
- to approve capital and operating budgets and amendments thereto;
 - to approve any unbudgeted expenditure of Keystone Independence Management or any other corporation of which Keystone Blind Association is the Parent Corporation where the sum of the total unbudgeted expenditures is \$5,000 annually;
 - to approve, prior to its effectiveness, any fundamental change described in Chapter 59 of the NPCL, including without limitation amendments to the articles of incorporation, mergers, consolidations,

conversions, dissolutions, divisions and sales of substantially all of the assets;

- to approve, prior to its effectiveness, any and all amendments to the Bylaws; and,
- to elect the directors and officers; except as otherwise provided in the Bylaws of Keystone Blind Association or any other corporation of which Keystone Blind Association is the Parent Corporation.

18.2 Exercise

The Corporation may exercise its rights and powers as described in Section 18.1 through its Board of Directors or its Executive Committee.

Article XIX: Effective Date

19.1 These Bylaws revised or amended take effect when approved.

01/24/79	Developed
01/28/87	Amended
01/16/90	Revised
06/19/91	Revised
12/02/98	Revised
07/25/01	Amended
01/26/05	Revised
01/28/09	Revised