

Orientation and Mobility specialist Organization

Bylaws Approved 11/9/2018

ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be “Orientation and Mobility Specialist Association” (OMSA) referred to in these Bylaws as Association.

ARTICLE II. ASSOCIATION PURPOSE

Section 1. Specific Purpose:

Orientation and Mobility Specialist Association. (OMSA). A membership organization dedicated to (a) advancing the profession of orientation and mobility (O&M); and (b) actively collaborating with persons who are visually impaired (individuals who are blind or have low vision), organizations who represent or provide services to those who are visually impaired (individuals who are blind or have low vision), and other stakeholders.

Section 2. Mission:

To promote, shape, and advance the profession of Orientation and Mobility.

Section 3. Major Activities:

- a. Facilitate continuing education professional development opportunities in cooperation with other entities.
- b. Advocate for the profession of O&M by:
 - (1) Advancing the qualifications of individuals who provide O&M services and serve as mentors to novice individuals entering the profession.
 - (2) Encouraging professional certification as a standard of professionalism.
 - (3) Supporting the development of professional standards for the provision of O&M services at state and federal levels.
 - (4) Supporting best practice in the provision of O&M services.
- c. Collaborate with higher education O&M programs for recruitment, internship/student teaching placements, and continuous improvement in service delivery.
- d. Provide and disseminate recommended guidelines and information regarding professional and personal liability insurance for providers of O&M services.
- e. Serve as a clearinghouse for materials and information related to best practices for providing O&M services.
- f. Encourage presentations and publications of professional O&M studies and best practice activities that are in alignment with professional ethical behavior and professional certification standards.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership shall represent all who provide O&M or guide dog services to persons who are blind and those with low vision of all ages and abilities.

- a. Individuals who hold certification as a Certified Orientation and Mobility Specialist (COMS), National Orientation and Mobility Certification (NOMC), Guide Dog Mobility Instructor (GDMI), a state certification or endorsement in Orientation and Mobility, and those, not holding

certification, who have completed a higher education preparation O&M Program.

b. Individuals who provide O&M services but do not have these credentials may be included within the membership and will be supported and encouraged to obtain the training and credentials that distinguish them as a part of the profession.

c. Students who are currently enrolled in a higher education preparation O&M program.

d. Apprentices who are currently enrolled in a Guide Dog Mobility Instructor preparation program.

Section 2. Annual Dues

The amount required for annual dues shall be established by a majority vote of the board of directors.

Section 3. Rights of Members

Members shall be eligible to serve on the Board of Directors; Advisory Council and board designated Committees.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 5. Non-voting Membership

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall occur in association with a regional orientation and mobility conference no less than once every twelve (12) months at a time and place designated by the Board of Directors. At the annual meeting the members shall receive reports on the activities of the Association and determine the direction of the Association for the coming year. An electronic report will be sent to all members following the annual meeting.

Section 2. Special Meetings

Special meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3. Notice of Meetings

Written notice of each meeting shall be given to each voting member electronically or by mail, not less than two (2) weeks prior to the meeting.

Section 4. Quorum

A quorum for a meeting of the members shall be constituted by the presence of at least one-tenth (10%) of the entire voting membership in attendance at the conference during which the annual meeting is being held.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of members participating in the vote except for the amendments to the Bylaws. Major issues put before the membership shall be voted on by electronic ballot allowing twenty-one (21) days from the electronic posting of the ballot.

Section 6. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board

The Board of Directors shall manage the business, property and affairs of the Association, and may exercise and delegate any and all of the powers of the Association as it sees fit, subject only to restrictions imposed by statute, the Association Articles of Incorporation, and these Bylaws. The Board of Directors shall establish Association and administrative policies; authorize operational goals and objectives; emphasize overall association planning; authorize agreements and contracts; adopt the budget; approve committee appointments; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken.

Section 2. Number of Directors and Compensation

The board shall have up to fifteen 15, but not fewer than nine (9) members. The board receives no compensation other than reasonable expenses. Each member of the board shall be a member of the Association whose membership dues are paid in full. At a minimum there shall be two (2) members who hold active COMS, two (2) members who hold active NOMC, and two (2) members who are active as GDMI, one (1) public member with visual impairment who is not associated with the vision services field, one (1) member who is student enrolled in an O&M personnel preparation program, and one (1) member who is a personnel preparation faculty member in Orientation and Mobility. Any additional members shall be O&M professionals. Individual directors may meet more than one requirement of board makeup (e.g. a COMS who is also a GDMI) to meet the minimum requirements of representation.

Section 3. Term

Board members shall be elected to three-year (3) terms and are eligible for election for up to two (2) consecutive terms. The student member shall serve a one (1) year term, and may be elected up to three (3) consecutive terms. Directors may be re-nominated for service following a one (1) year absence from the board. Board member terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Section 4. Elections

The Nominating Committee will nominate one person for each of the available seats to be filled on the Board of Directors by October of each year. New directors shall be elected by a simple majority vote of the members within twenty-one (21) days from the electronic posting of the ballot. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 5. Quorum

A quorum will consist of a simple majority (51%) of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

Section 6. Meetings

Regular meetings of the Board of Directors shall be held as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice, whether oral, electronic or written, by the President, Secretary, Treasurer, or by three (3) other members of the Board of Directors.

Section 7. Notice of Meetings

Written notice stating the place, date, and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of ten (10) days' notice.

Section 8. Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 9. Resignations, Termination and Absences

Resignation from the board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting. Board members shall be terminated from the board due to excess absences; more than two (2) unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining directors.

Section 10. Confidentiality

Directors shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes or can reasonably be expected to benefit the Association. Directors shall use discretion and good business judgment in discussing the affairs of the Association with third parties. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 11. Advisory Council

An Advisory Council, whose members may or may not be association members, shall be appointed by the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at meetings of the board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. The Advisory Council shall be chaired by a Past President. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Association by providing expertise and professional

knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 13. Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the President with approval of two-thirds (2/3) vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms subject to term limitations.

ARTICLE VI. OFFICERS

Section 1. General

The Officers shall be President, Vice President, Secretary, and Treasurer. Each Officer shall be a member of the Board of Directors.

Section 2. Election and Terms of Office

All officers shall be elected for a one (1) year term by the membership. No person may hold more than one office at the same time.

Section 3. Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the organization will be served, any officer may be removed from office by the affirmative vote of two-thirds (2/3) of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the President or the Secretary.

Section 4. Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled at the next regular meeting of the Board of Directors in the following manner until the next election:

- a. President – The Vice President shall assume the office.
- b. In case of vacancy in the office of both President and Vice President, the duties of the Office of President shall be performed by the Secretary, until replacements are elected by the Board.
- c. The Board of Directors shall elect replacements for all other vacancies. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward an officer's term; appointed officers may serve additional full terms subject to board membership term limitations.

Section 5. Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

a. The President of the Board shall:

- (1) Preside at all meetings of the membership and all meetings of the Board of Directors and the

Executive Committee;

(2) Perform other duties customary to the Office of President, or as directed by the Board of Directors;

(3) Be an ex officio non-voting member of all committees; and

(4) Have active management of the business of the Advisory Council and see that all resolutions of the Advisory Council are brought to the Board of Directors.

b. The Vice President of the Board shall:

(1) Perform such duties as the President and/or the Board of Directors may determine;

(2) In the absence of the President, shall perform the duties of the President; and

(3) Serve as Chair of the Strategic Planning Committee and an ex officio member of the nominating committee.

c. The Secretary shall:

(1) Oversee notice and maintenance of the minutes of the meetings the Board of Directors, and the Executive Committee;

(2) Keep complete books and records of the Association; and

(3) Perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the President of the Board.

d. The Treasurer shall:

(1) Be the custodian of the Association funds, however received, save and except for such funds as the Board of Directors may from time to time entrust to the care and use of designated paid employees, to be used exclusively for the operation of Association;

(2) Serve as Chair of the Finance Committee;

(3) Disburse the funds as ordered by the Board of Directors;

(4) Oversee day-to-day authority for managing the finances of the Association; and

(5) Supervise the keeping and auditing of the accounts, which shall be open at all times to inspection by the Board of Directors and the Executive Committee.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed. The board chair appoints all committee chairs.

Section 2. Executive Committee

The four (4) officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three (3) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members, submission of board approved required documentation to state and federal government. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and

pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. All amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors shall submit Bylaws amendments to the membership for a vote and shall require for adoption an affirmative vote of at least two-thirds (2/3) of those members voting within twenty-one (21) days from the electronic posting of the ballot.

ADOPTION OF BYLAWS

ADOPTED AND APPROVED by the OMSA Organizing Committee on this 9 day of November, 2018.

Albert M Damelio IV, Co-Chair of the Orientation and Mobility Specialist Association
Organizing Committee

ATTEST: Eileen M Siffermann, Co-Chair of the Orientation and Mobility Specialist Association
Organizing Committee