

**VISTAS FOR CHILDREN, INC.
(FORMERLY VISTAS FOR BLIND CHILDREN, INC.)
BYLAWS**

**ARTICLE I
NAME**

The name of this organization shall be Vistas for Children, Inc., (hereinafter “Vistas”).

**ARTICLE II
PURPOSE**

Vistas’ purpose is to raise and distribute funds for special needs children and to be a system of support for those children and their families. Since its inception in 1978, the hallmark of Vistas has been its unconditional commitment to children. That includes, but is not limited to, children who are multi-disabled, abused, homeless, terminally ill, suffer from pediatric illnesses, or born with retinoblastoma (cancer of the eye). To put it succinctly, Vistas is there for children who are in need.

**ARTICLE III
MEMBERSHIP**

Section 1. Eligibility

Any person who agrees with the purpose of Vistas, and who meets the requirements for membership in Vistas as set forth in the Standing Rules and Policies (hereinafter “Standing Rules”) which are from time to time promulgated by the Executive Board (hereinafter “Board”), is eligible to be considered for membership. Vistas does not discriminate on the basis of sex, age, race, creed, religion, disability, ethnic or national origin.

Section 2. Status of Membership

Members are required to maintain Good Standing status throughout the fiscal year. Members are in Good Standing when they have fully met the financial and non-financial obligations of membership as set forth in the Standing Rules.

Section 3. Levels of Membership

The levels of membership are Provisional, Active, Alumnae, and Honorary.

A. Provisional

Provisional members are those who are fulfilling the requirements for admission to Active membership as set forth in the Standing Rules. A Provisional member may not vote and may be admitted to Active membership after completing all Provisional requirements. A Provisional member may not serve on the Board but may be elected as a Committee Director. Provisional members are required to attend all mandatory Vistas meetings, all Vistas’ fund-raising events, and to fulfill the required financial and other obligations of each such event, as set forth in the Standing Rules.

B. Active

Active members are those who have completed the Provisional requirements and have been admitted to Active membership. Active members in Good Standing may vote and serve on the Board. Active members are required to attend all mandatory Vistas meetings, Vistas’ fund-raising events, and to fulfill the required financial and other obligations of each such event, as set forth in the Standing Rules.

C. Alumnae

Members are eligible to become Alumnae members after completing four (4) years of membership. Alumnae members are welcome to attend Vistas meetings and may vote when

attending meetings. Alumnae members are encouraged to attend and/or support Vistas' fund-raising events. Active members in Good Standing who move out of the area are eligible to become Alumnae members. Alumnae may change status for the following year by notifying the Membership Vice President, in writing, on or before June 30th. An alumnae member can serve on the Board as Alumni Liaison Officer. For other Board positions, an alumnae member would need to change status to Active.

D. Honorary

An Honorary Member is a) one who has served as President, or 2) one who has been recognized for her long-time, continuous support of Vistas as voted on by the current President and Board. She retains all the rights and privileges of an Active Member, but she shall pay no dues and shall be under no obligation to fulfill Active Membership requirements, except by choice, for the duration of her life.

Section 4. Resignation and Removal

A. Resignation

Members may resign by giving written notice to the Board. In the event of resignation, no dues or other payments previously made to Vistas will be refunded.

B. Removal

The Standards Review Committee (see Standing Rules Article II Paragraph 3.1) shall review the issue and make recommendations to the Executive Committee. No removal of a member shall be effective unless written notice of the proposed removal has been given to such member prior to the meeting of the Executive Committee at which the proposed removal is to be considered. A member subject to removal shall have the right to be present and speak on her behalf at the Executive Committee. Any member who fails to fulfill any obligation of membership, as set forth in the Standing Rules, may be removed from membership by a two-thirds (2/3's) affirmative vote of the Board, per recommendation from the Executive Committee. This action is final, conclusive and binding.

C. Prejudicial Acts

No member shall commit any act which in the judgment of the Board is substantially prejudicial or detrimental to the best interests of Vistas. A member who has been determined to have acted against the best interests of Vistas may be removed from membership by a two-thirds' (2/3) affirmative vote of the Board. All judgments and determinations regarding such matters shall be made in the sole discretion of the Board and shall be final, conclusive and binding.

**ARTICLE IV
FINANCIAL ADMINISTRATION**

Section 1. Fiscal Year, Budget, and Audit or Review

A. Fiscal Year

The fiscal year shall be July 1st through June 30th.

B. Budget

The annual budget shall be presented for approval by the Membership at the Annual September Meeting of the fiscal year and shall be effective for the fiscal year commencing July 1st of that same year. The Vice President of each fund-raising event must present a budget to the Executive Board for approval. The Board-approved budget shall be presented to the Membership for final approval.

C. Audit or Review

Vistas' books and accounts shall be audited or reviewed annually by a certified public accountant who shall also be responsible for filing tax and other legally required forms. Vistas may, from time to time, retain the services of a qualified accountant to function in an advisory capacity.

Section 2. Financial Obligations

A. Dues and Fees

The Board shall present any increase in the amounts of dues, fees, and other financial obligations of the members to the Membership for approval at a Membership meeting. The current financial obligations shall be set forth in the Standing Rules.

B. Waiver of Financial Obligations

A member may petition to the President, Standards Officer and Membership Vice President to be excused from payment of all or part of any dues or other financial obligations to Vistas by reason or financial hardship. In such cases, the President, Standards Officer and Membership Vice President, in its sole discretion, may excuse such member from all or part of any financial obligation hereunder for such period as determined by the President, Standards Officer and Membership Vice President.

**ARTICLE V
MEMBERSHIP MEETINGS**

Section 1. Meetings

- A. Meetings shall be held at a time and place as designated by the Board.
- B. There shall be at least three (3) general meetings of the Membership each year for various purposes, including budget approval and election of Officers.
- C. The first general meeting of the fiscal year (September) is designated as the Annual Meeting. The purpose of the Annual Meeting is to consider annual reports and approve the year's budget.
- D. The purpose of the April general meeting is to elect Officers and Committee Directors for the following year.
- E. The last general meeting of the fiscal year (May/June) shall be held for the purpose of approving the distribution of funds raised as proposed by the Grant Review Committee and installing the newly elected Officers and Committee Directors.
- F. Other general and special meetings of the membership shall be held at the discretion of the Board.
- G. All general meetings shall be considered mandatory, requiring notification of absence to Standards Officer via Membership portal, email or text within 24 hours of the meeting time.
- H. Except as otherwise provided in these Bylaws, all actions of the Membership shall require the affirmative vote of a simple majority of the members present, who are entitled to vote, at a meeting which was duly called and noticed.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The Board, shall be composed of a minimum of eleven (11) and a maximum of sixteen (16) Officer Positions. There shall also be a minimum of eight (8) and maximum of fifteen (15) Committee Director Positions. The Committee Directors shall serve as non-voting advisors to the Board. Each Officer and each Committee Director position may be shared by two or more members. At the discretion of the President, a Committee Director Position may be elevated to the Board and thereafter serve as a Board member.

Section 1. Personnel

A. The Officers

The Officers are President, President-Elect, Past-President, Philanthropy Vice President, Membership Vice President, 1st and 2nd Vice Presidents of Fundraising, Marketing Vice President, Recording Secretary, Treasurer, Junior Vistas Officer, Sponsorship Officer, Publicity/Social Media Officer, Standards Officer, Auction Chair, and Alumni Liaison Officer. There may be years when some positions are not filled. Each Officer shall have such duties as are prescribed by the Board by resolution from time to time. Additional Officer Positions may be added by affirmative majority vote of the Board. Each Officer shall have such duties as may be prescribed from time to time by the Board.

B. The Committee Directors

The Committee Directors are Hospitality Director, 1st and 2nd Fundraising Financial Directors, Historian, Database Administrator, Social Director, Chosen Families Director, Corresponding Secretary, Recording Secretary Assistant, Website Administrator, Auction Systems Coordinator, and Grant Writer. Additional Committee Director positions may be added by affirmative majority vote of the Board.

Section 2. Term of Office

The term of office for each Officer and Committee Director shall be one (1) year, commencing July 1st of the year of election and ending June 30th of the following year (or earlier, if death, resignation, or removal has occurred).

Section 3. Vacancies

The President shall choose nominees to fill vacated Officer and Committee Director positions, and such nominees shall then be approved by a vote of the Board. If the President is unable to serve out her term, the succession order is as follows: President-Elect, Philanthropy Vice President, then Membership Vice President.

Section 4. Duties of Board

Subject to these Bylaws and all duly constituted and lawful actions of the Membership, the Board is the governing body of Vistas and has the power to conduct all business and affairs and to exercise all authority on behalf of Vistas consistent with and in furtherance of its charitable and other proper purposes.

Section 5. Board Meetings

- A. All regular meetings of the Board shall be held at such time and place as is determined by the Board.
- B. Special meetings of the Board may be called at any time by the President or by two (2) Board members, upon written notice to all Officers. Notice may be given via email to the email addresses listed on the Membership directory.
- C. Except as otherwise expressly provided in these Bylaws, any action taken by the Board shall require an affirmative majority vote of the Officers present at any meeting which was duly called and noticed.
- D. When an Officer position is shared by two or more members, at least one member must represent that position at each Board meeting. Furthermore, when a position is shared by two or more members, the position can only cast one vote.

Section 6. Executive Committee

The Executive Committee shall transact emergency business, or any business deemed appropriate by the Board. The members of the Executive Committee are the President, President-Elect (when there is one), Past-President, Philanthropy Vice President, Membership Vice President and the Treasurer (s). The proceedings of the Executive Committee shall be reported to and ratified by the Board at the next Board meeting.

Section 7. Non-Liability of Officers and Directors

The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations or actions of Vistas.

ARTICLE VII NOMINATIONS, ELECTION, VOTING

Section 1. Eligibility Requirements for President and Board

A candidate for Presidency must have served on the Board for at least one (1) year and be an Active member in Good Standing.

Section 2. Nominating Committee

Prior to the March meeting, a Nominating Committee shall be appointed by the Board. The Nominating Committee shall consist of at least five (5) Members; three (3) from the Executive Committee and two (2) from the Active Membership. If there are not three (3) members of the Executive Committee available to serve on the Nominating Committee, other Board members will be asked to serve in order of succession. A notice and nomination form will be provided at the February General Meeting, seeking candidates for the following year's Officers and Directors. Each nominated candidate shall be contacted by the Nominating Committee. A nominee must accept the nomination within three (3) days after being notified by the Nominating Committee of the nomination, or the member will not be considered a candidate.

Section 3. Election

The candidates for Officers and Directors shall be presented to the Membership at the April General Meeting, for election. Each motion presented on the floor shall be deemed passed by affirmative vote of a simple majority of the members present at the meeting. The following year's Officers and Directors shall be installed at the last general meeting of the year.

ARTICLE VIII DISTRIBUTION OF FUNDS

Section 1. Purpose of Grant Review Committee

The purpose of the Grant Review Committee is to make a recommendation to the Board as to how the years' funds raised should be apportioned among the charities supported by Vistas. The Board may approve the recommendation or, upon majority vote, make adjustments thereto. Once the recommendation has been approved by the Board it shall be submitted to the Membership for approval at the last general meeting of the year. Notwithstanding the foregoing, no Board member who is affiliated with a proposed grant recipient shall be entitled to vote on a recommendation involving such recipient.

Section 2. Appointment of the Grant Review Committee

Prior to April 1st, a Grant Review Committee shall be appointed and chaired by the the Philanthropy Vice President, with the President's approval. The Grant Review Committee shall consist of at least seven (7) members; six (6) from the Executive Board (three of whom shall be the Sponsorship Officer, the Past President,, and the Junior Vistas Officer). If there are not six (6) members of the Board available to serve on the Grant Review Committee, other Board members will be asked to serve in order of succession.

Section 3. Distribution

Distribution of funds shall be made on an annual basis and based on the recommendations of the Grant Review Committee and approval of the Membership at the last general meeting of the fiscal year.

ARTICLE IX INDEMNITY

Vistas shall indemnify its Directors and Officers as follows: (a) Every Director or Office of Vistas shall be indemnified by Vistas against all expenses and liabilities, including counsel fees, reasonably incurred by or

imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a Director, Officer or agent of Vistas or is or was serving at the request of the Vistas as a Director, Officer or agent of the organization, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a Director, Office or agent at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interests of Vistas. (b) Vistas shall provide to any person who is or was a Director, Officer, or agent of Vistas or is or was serving at the request of Vistas as a Director, Officer or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article IX.

ARTICLE X STANDING RULES

The Board may at any time without prior notice, amend, repeal or add to the Standing Rules for the governance of matters concerning the Membership or otherwise related to the activities of Vistas, to the extent not inconsistent with these Bylaws or applicable law. All such Standing Rules shall be made available to the Membership.

ARTICLE XI AMENDMENTS TO THE BYLAWS

The Bylaws shall be reviewed at least every three (3) years by special committee appointed by the Board for such purpose. The Bylaws Committee shall report any recommended changes to the Board and changes approved by the Board shall be provided to the Membership for review, at least thirty (30) days prior to the meeting at which such amendment is to be considered. The Bylaws may be amended only by the affirmative vote of 2/3's of the voting members present at the Membership meeting at which the amendment is considered. When required by law, the Bylaws may be amended by the Board subject to ratification by the Membership at a subsequent General Meeting.

ARTICLE XIII PARLIAMENTARY PROCEDURES

The most current edition of Robert's Rules of Order shall be the authority on matters of parliamentary procedure in any Board or Membership meeting.

The above Bylaws were approved by Membership on _____, 2023, and effective _____, 2023

President

Date:

Recording Secretary

Date: