BANA
BYLAWS

Revised by the Bylaws Committee
BRAILLE AUTHORITY OF NORTH AMERICA

2005

BANA MEMBERS

American Council of the Blind (ACB)
American Foundation for the Blind (AFB)
American Printing House for the Blind (APH)
Associated Services for the Blind (ASB)
Association for Education and Rehabilitation of the Blind and Visually Impaired (AER)
Braille Institute of America, Inc. (BIA)
California Transcribers and Educators of the Visually Handicapped (CTEVH)
The Canadian National Institute for the Blind (CNIB)
The Clovernook Center for the Blind and Visually Impaired (CCBVI)
National Braille Association, Inc. (NBA)
National Braille Press, Inc. (NBP)
National Federation of the Blind (NFB)
National Library Service for the Blind and Physically Handicapped, Library of Congress (NLS/BPH)

Royal New Zealand Foundation of the Blind (RNZFB), Associate Member

***

Bylaws Committee Members (2005)

Judith Dixon, National Library Service for the Blind and Physically Handicapped, Library of Congress, Chair
Mary Archer, National Braille Association
Darleen Bogart, The Canadian National Institute for the Blind
Pam Boss, The Clovernook Center for the Blind and Visually Impaired
Jennifer Dunnam, National Federation of the Blind
Kim Charlson, ex officio

***

Additional copies may be obtained from the Chairperson of the BANA Board.

Table of Contents

Record of Changes iv

1.0 Name 1

2.0 Purpose 2

3.0 Members 3
- 3.1 Current Members 3
- 3.2 Associate Members 3
- 3.3 Individual Members 4
- 3.4 Dues 4

4.0 Financial Operations 5
- 4.1 Fiscal Year 5
- 4.2 Annual Budget 5
- 4.3 Financial Review 5

5.0 Structure 6
- 5.1 6
- 5.2 6
- 5.3 Officers 6

6.0 Committees 8
- 6.1 8
- 6.2 Technical Committees 8
- 6.3 Board Committees 9
- 6.4 Ad Hoc Committees 10
- 6.5 Establishment of New Committees 10

7.0 Meetings 11

8.0 Amendments 12

9.0 Dissolution 13

Record of Changes

In 1997, the Bylaws Committee was charged with making a thorough evaluation of the BANA Bylaws. One result of that study was a renumbering of the articles using the decimal system of the *Specifications for the Production of Braille and Print Publications for the Braille Authority of North America*.

Following is a listing of current articles, with dates of adoption and amendment indicated. Any article that does not have an adoption or amendment date remains as it was November 15, 1978.

2.0 Revised April 1983, October 1991

3.1 Revised April 1983, March 1987, May 1991, April 1998, May 2000, May 2003
3.2 Revised April 1983, April 1998
3.3 Adopted April 1998
3.4 Previously III.3, revised April 1998

4.0 Adopted April 1998
4.1 Previous III.3, revised April 1998
4.2 Adopted April 1998
4.3 Adopted April 1998, revised November 2002

5.0 Previously IV
5.1 Previously IV.1
5.2 Previously IV.2, revised April 1998
5.3 Previously IV.3
5.3.1 Previously IV.3.a, revised April 1998, November 1998
5.3.2 Adopted April 1998 (Past and present practice)
5.3.3 Previously IV.3.b, revised March 1993, April 1998, November 1998
5.3.4 reviously IV.3.c
5.3.5 Previously IV.3.d, revised April 1998

6.0 Previously V
6.1 Previously V.1, revised April 1998, December 2005
6.2 Previously V.2
6.2.1 Previously V.2.a, revised October 1991, April 1998, November 1998, May 2003
6.2.2 Adopted November 1998
6.2.3 Previously V.2.b, revised March 1995, April 1998
6.2.4 Previously V.2.c, revised April 1998
6.2.5 Previously V.2.d
6.3 Previously V.3
6.3.1 Previously V.3.a, revised April 1983, April 1998, November 1998

6.3.2 Previously V.3.b, revised April 1983
6.3.3 Previously V.3.c, revised April 1983, April 1998
6.4 Adlopted December 2005
6.5 Previously V.4, 6.4, revised November 1998, December 2005

7.0 Previously VI
7.1 Previously VI.1, revised November 1981, October 1991, April 1998, May 2003
7.2 Previously VI.2, revised November 1981, April 1998
7.3 Previously VI.3
7.4 Previously VI.4, revised April 1998, November 1998
7.5 Previously VI.5, revised November 1980, November 1981, April 1998
7.6 Previously VI.7, adopted April 1983
7.7 Previously VI.6, revised October 1999, April 2004

8.1 Previously VII, revised April 1998
8.2 Adopted April 1998

9.0 Previously VIII

1.0 NAME

The name of this organization shall be Braille Authority of North America, Inc., hereinafter referred to as "BANA."

2.0 (4-83, 10-91) **PURPOSE**

The purpose of BANA is to promote and to facilitate the uses, teaching and production of braille. Pursuant to this purpose, BANA will promulgate rules, make interpretations and render opinions pertaining to all provisions of literary and technical braille codes and related forms and formats of embossed materials now in existence or to be developed in the future for the use of blind persons in international collaboration with countries using English braille. In exercising its function and authority, BANA shall consider the effects of its decisions on other existing braille codes, forms and formats; ease of production by various methods; and acceptability to readers.

3.0 MEMBERS

3.1 (4-83, 3-87, 5-91, 4-98, 5-00, 5-03, 11-03) Current Members

The current member organizations of BANA are: American Council of the Blind, Inc.; American Foundation for the Blind, Inc.; American Printing House for the Blind; Associated Services for the Blind; Association for Education and Rehabilitation of the Blind and Visually Impaired; Braille Institute of America, Inc.; California Transcribers and Educators of the Visually Handicapped; The Canadian National Institute for the Blind; The Clovernook Center for the Blind and Visually Impaired; National Braille Association, Inc.; National Braille Press; National Federation of the Blind; and National Library Service for the Blind and Physically Handicapped of the Library of Congress.

Non-profit organizations and agencies shall become full members of BANA upon the approval of two-thirds (2/3) of the total membership of the Board of Directors, hereinafter called the “Board.” The Board will consider membership upon submission of an application for membership. Eligibility for membership shall be based on the appropriateness of the organization's purposes, scope and functions to those of BANA.

Each member organization of BANA is expected to bear the associated expenses for its own representative to attend meetings of the BANA Board.

3.2 (4-83, 4-98) Associate Members

The Board shall consider for inclusion as Associate Members organizations, agencies and businesses whose purposes, scope and functions are appropriate to those of BANA. Admission of an organization, agency or business to Associate Membership shall be subject to the approval of two-thirds (2/3) of the total membership of the Board.

An Associate Member shall have an advisory role only, will not be a voting member of BANA, and will be required to pay annual dues in an amount to be set by the Board from time to time. These dues shall be lower than the annual dues required for full members of BANA. Each Associate Member of BANA is expected to bear the associated expenses for its own representative to attend meetings of the BANA Board. The Board will consider membership upon submission of an application for membership.

3.3 (4-98) Individual Membership

There shall be no individual membership in BANA.

3.4 (4-98) Dues

The Board shall fix the amount of annual dues from time to time. Dues shall be payable at the beginning of each fiscal year. The Treasurer shall notify each Member Organization of its dues not less than thirty (30) days prior to the beginning of each fiscal year. Any Member Organization not paying dues within thirty (30) days of the due date shall be so notified. If the dues are not received within ninety (90) days of the second notice, the organization will be considered delinquent and may be dropped from membership by action of the Board. The affected organization shall be notified of such action by registered mail.

4.0 (4-98) **FINANCIAL OPERATIONS**

4.1 (4-98) Fiscal Year

The fiscal year shall be January 1 to December 31.

4.2 (4-98) Annual Budget

Fiscal operations shall be based on an annual budget.

4.3 (4-98, 11-02) Financial Review

Within thirty (30) days of the close of the fiscal year, a financial review will be conducted of BANA's account books by an agency publicly chartered or certified to perform such audits.

5.0 STRUCTURE

5.1 BANA shall consist of a Board and of such committees as these Bylaws and the Board shall determine from time to time.

5.2 (4-98) The Board shall be the governing body and shall consist of one representative designated by and from each member organization of BANA. The term begins at the start of the new year following the annual meeting at which the member organization was seated or re-seated.

In the event that a representative is unable to complete the term of his/her appointment, the member organization shall designate a representative who will serve for the duration of the unexpired term.

Each representative shall be designated to serve for three years. Each year, roughly one-third (1/3) of the membership of the Board will be renewed. Organizations newly added to the BANA Board may be appointed to a partial term in order to maintain this schedule of term renewals.

Member organizations shall designate an alternate representative to the Board. This alternate will attend meetings and fulfill responsibilities of that representative in his/her absence.

If a representative or alternate does not attend two (2) consecutive meetings, the organization will be considered delinquent and may be dropped from membership by action of the Board. The affected organization shall be notified of such action by registered mail.

5.3 OFFICERS

5.3.1 (4-98, 11-98) The Officers of BANA shall be members of and be elected by the Board; and shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer. Election of Officers shall take place at the annual meeting of BANA. Election to an office shall be by simple majority of those present. The out-going chairperson shall serve as Immediate Past Chairperson. These officers shall perform the duties prescribed by these bylaws and by the Policies document.

5.3.2 (4-98) The Nominating Committee will present a slate of officers thirty (30) days prior to the annual meeting. Immediately prior to the election, nominations will be accepted from the floor. Persons nominated, by the committee or from the floor, must have agreed to be a candidate for office prior to nomination. To be eligible for the office of Chairperson, a candidate should have been a

representative in good standing for at least two (2) years. To be eligible for all other offices, a candidate should have been a representative in good standing for at least one (1) year.

5.3.3 (3-93, 4-98, 11-98) Each term of Office shall be for one year. Commencement of duties of newly elected Officers shall begin January 1st following the annual meeting and shall conclude December 31st of that same year or when a successor is elected. No person may hold more than one office at a time. No Officer may hold the same office for more than three (3) consecutive terms, but shall be eligible to serve in that office again after at least one (1) year's absence from that office; except that a past Chairperson is not eligible to run for any office for three years. Partial terms of office shall not be counted in determining eligibility for re-election.

5.3.4 Should an Officer cease to be a representative on BANA's Board, the office will be considered vacant and the Board shall elect another of its members to complete the unexpired term. Vacancies may be filled at any meeting of the Board.

5.3.5 (4-98) Removal of an Officer from office for cause shall be by a two-thirds (2/3) vote of a majority of the Board. The Officer subject to the proposed action shall be notified by registered mail of the proposed removal and shall have the right to know the reasons for such action and the right to make rebuttal.

6.0 COMMITTEES

6.1 (4-98, 12/05) The BANA Chairperson shall appoint chairpersons and members of board, technical and ad hoc committees with the approval of a simple majority of the Board. Only BANA Board members are eligible to be members of Board committees. Membership on technical committees is open to any non-Board member. Membership on ad hoc committees is open to all. The BANA Chairperson shall be an ex officio member of each and every committee of BANA except the Nominating Committee. The BANA Chairperson shall, with the approval of a simple majority of the Board, remove for cause a member of any technical or ad hoc committee.

6.2 Technical Committees

6.2.1 (10-91, 4-98, 11-98, 5-03) Each technical committee established by the Board shall study changes and improvements in a particular braille code, format, technique, etc., according to the direction and guidelines given to it by the Board. The members shall have background and experience relevant to the committee's subject area and shall include one (1) educator, one (1) transcriber, one (1) braille reader and two (2) additional members. At least one (1) member of each committee shall be certified in all appropriate codes. At least one (1) committee member shall be qualified to prepare final copies of code changes and revisions for production. One or two consultants may be appointed to the technical committees.

6.2.2 (11-98) When consensus cannot be reached, a two/thirds (2/3) majority is required for code rulings, clarifications, amplifications, etc.

6.2.3 (3-95, 4-98) Each technical committee shall, through its chairperson, report findings and make recommendations to the Board. Proposed new braille codes or revisions of existing codes must be submitted to the chairpersons of the other technical committees and the BANA Board for review prior to submission to the Board for final approval. This review shall be for the purpose of avoiding the creation of conflicts among the braille codes or of difficulties in braille production. Suggestions and comments from the other technical committees and the BANA Board shall be considered by the originating technical committee, and the BANA Chairperson, and shall be incorporated, as appropriate, into its final report and recommendations to the Board. The Board shall arrange for any additional field testing and review as it may deem necessary. Action by the Board shall be final.

6.2.4 (4-98) The term of office of the Chairperson of a technical committee shall be four (4) years, and that of members of the committee shall be two (2) years. Initially one-half (1/2) of the members of the committee shall be appointed for a one (1) year term and the other half (1/2) appointed for a two (2) year term. Thereafter, all appointments shall be for two (2) year terms. Renewals may be made for additional terms upon the recommendation of the Technical Committee Chairperson to the BANA Chairperson and approval by the BANA Board.

6.2.5 Members of technical committees need not be members of a participating organization.

6.3 Board Committees

6.3.1 (4-83, 4-98, 11-98) BANA shall maintain a Bylaws and a Nominating Committee as board committees. The term of office for chairpersons and members of board committees shall be from January 1st through December 31st. Appointment shall take place at the annual meeting.

6.3.2 (4-83) The Nominating Committee shall consist of no fewer than three (3) members appointed at the annual meeting and shall be charged with the preparation of a slate of BANA Officers to be elected at the next annual meeting. The committee shall obtain the consent of nominees before placing their names on the slate. The slate of officers shall be presented to the Board members no less than thirty (30) days before the annual meeting at which the slate's election is to take place.

6.3.3 (4-83, 4-98) The Bylaws Committee shall consist of at least three (3) members. It shall be charged by the Board with the study of all or portions of the BANA Bylaws and Policies, and their related documents. This committee will prepare and submit changes in these documents, as needed.

6.3.4 Outreach and Education Committee. The Outreach and Education Committee shall consist of at least three (3) members. All Board members representing membership organizations of braille readers shall be invited to be a member of this committee. It shall be charged by the board To inform and solicit input from stakeholders on BANA activities and projects through publications and presentations.

6.4 (12/05) Ad hoc committees

6.4.1 Ad Hoc Publications Committee. The Ad Hoc Publications Committee shall be charged with overseeing all aspects of the creation and distribution of accessible and accurate BANA publications. This committee's responsibility includes print, any and all alternative formats, and the electronic versions of these formats. This committee is also responsible for developing and maintaining all BANA logos and other special indicia.

6.4.2 Ad Hoc Braille Research Committee. The Ad Hoc Braille Research Committee shall be charged with:

(1) promoting and conducting research on braille-related issues relevant to the goals of BANA;

(2) providing opportunities for partnerships to answer questions related to braille reading and writing which have an impact on braille codes; and

(3) serving as a resource to the BANA technical committees to assist them in determining appropriate ways to collect information to answer specific questions with which they have been charged.

6.5 (11-98) Establishment of New Committees

The Board may establish such other board and ad hoc committees as it deems necessary or desirable.

7.0 MEETINGS

7.1 (11-81, 10-91, 4-98, 5-03) Meetings of the Board of BANA shall be held in the spring and fall of each year, at a time and place to be determined by the board. The annual meeting will be held in the fall. The fall and spring meetings shall be scheduled approximately six months apart. Additional meetings may be called by the Chairperson or by at least one-third (1/3) of the Board members. Such meetings may be held by means of a telephone conference call with at least seventy-two (72) hours prior notice. Minutes of conference call meetings will be approved at the next face-to-face meeting of the board.

7.2 (11-81, 4-98) Written notice of the time and place of all Board meetings, where members are to be present in person, shall be mailed or emailed no less than sixty (60) days in advance of the meeting.

7.3 Notwithstanding anything to the contrary contained in these Bylaws, business shall be transacted only if there is a quorum of three-fifths (3/5) of the membership of the Board.

7.4 (4-98, 11-98) Unless otherwise provided herein, formal actions by the Board shall be taken by simple majority of those present, except that changes in codes, format, etc., shall be by two-thirds (2/3) vote of those present at the Board meeting, provided that the number shall be at least a majority of the members of the Board.

7.5 (10-80, 11-81, 4-98) Between Board meetings, actions may be taken with a written vote of the Board. Ballots must be in writing (letter, fax, or email), setting forth the action to be voted upon. Each ballot must be returned by the voting member by mail, fax or e-mail. The Chairperson shall determine whether a formal vote between meetings is justified in order to expedite the business of BANA. Votes shall be counted no later than thirty (30) calendar days following the mailing of ballots to the members, and all members shall be notified in writing of the results of balloting within seven (7) days of tabulation. All ballots shall be available for inspection until the close of business at the next regularly scheduled meeting.

7.6 (4-83) Actions of the Board to provide interpretation of these Bylaws, or to provide for standing guidelines, policies or procedures relating thereto, shall be set forth in a policy document.

7.7 (10-99, 4-04) “The 10th Edition of Robert’s Rules of Order, Newly Revised.” shall govern proceedings of Board meetings except where the present Bylaws and Policies provide otherwise.

8.0 (4-98) **AMENDMENTS**

8.1 (4-98) The Bylaws shall be amended by two-thirds (2/3) of the members of the Board present at a Board meeting, provided written notice of the proposed amendments shall have been mailed, faxed or emailed to the Board members at least thirty (30) days before the scheduled meeting.

8.2 (4-98) Unless otherwise provided for, amendments shall take effect immediately upon adoption.

9.0 DISSOLUTION

In case of dissolution of the Braille Authority of North America, Inc., a tax-exempt nonprofit organization, the remaining assets of BANA shall be transferred to another nonprofit organization that the Board shall designate, and shall be used for purposes consistent with the objectives of BANA.