

Bylaws of

A Shared Vision: Partners in Pediatric Blindness and Visual Impairment

Article I. NAME

SECTION 1. *Name.* The name of the organization shall be A Shared Vision: Partners in Pediatric Blindness and Visual Impairment ["A Shared Vision" or "Corporation"].

Article II. PURPOSE

SECTION 1. *Purpose.* The Corporation has been organized to operate exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, including but not limited to:

Vision-related services and support for children with visual impairment and their parents or caregivers.

Article III. LOCATION

SECTION 1. *Location.* The principal office of the Corporation, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the board of directors. The current address is 10135 West 101st Drive, Westminster, CO, 80021.

Article IV. MEMBERS

SECTION 1. The Corporation does not have Members.

Article V. BOARD OF DIRECTORS

SECTION 1. *Governance of A Shared Vision.* Governance of the Corporation shall be vested in a board of directors which shall include the officers of the Corporation. The number of directors shall be fixed by resolution of the board of directors within a range of no less than three (3) or more than twelve (12) (excluding the ex-officio members of the board), but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. All powers not delegated by the board of directors are reserved to it.

SECTION 2 *Election of New Directors.* Election of new directors or election of current directors to an additional term will occur at the first board meeting of each year. Directors will be elected by a majority vote and those directors shall be considered "elected" directors.

SECTION 3. *Term of Office.* The term of each elected director of the Corporation will be three (3) years. Approximately one-third (1/3) of the members of the board of directors shall be elected each year, to the extent possible.

SECTION 4. *Removal of Director.* Any director may be removed from the board of directors by an affirmative vote of two-thirds (2/3) of the directors present at an official meeting of the board. At least ten (10) days' notice of the proposed removal will be given to the involved director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered.

SECTION 5. *Compensation and Expenses.* No compensation will be paid to any member of the board of directors for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the board and for special services rendered by any director.

SECTION 6. *Vacancies.* In the event of a vacancy, the board of directors may appoint a person to serve as a director until the next annual meeting at which time the board of directors will elect someone to complete the remaining duration of the vacated term.

Article VI. NONDISCRIMINATION

SECTION 1. *Nondiscrimination Policy.* A Shared Vision is committed to a policy of fair representation on the board of directors and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography or age. Directors shall be selected based on representation from the nonprofit sector, the business community and the community at large.

Article VII. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. *Meetings.* The board of directors will hold regular meetings at least four times each calendar year at such place and time as may be designated by the board of directors.

SECTION 2. *Special Meetings.* Special meetings of the board of directors may be called by the board chair or by a majority of the board

SECTION 3. *Notice.* Notice of regular and special meetings of the board of directors will be sent at least 10 days prior to the day such a meeting is to be held.

SECTION 4. *Quorum.* A majority of the directors serving on the board immediately before the meeting begins shall constitute a quorum for transacting business. Board members may participate by telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 5. *Voting.* At a meeting at which a quorum is present, a simple majority affirmative vote of the directors voting is required to pass a motion before the board. The board chair may elect to vote or abstain.

Article VIII. OFFICERS

SECTION 1. *Titles, Election and Term.* At the first board meeting of each year, the board of directors shall elect from its members the officers of A Shared Vision,

which shall include a board chair, vice-chair, secretary and treasurer. Officers shall hold offices for two years or until their qualified successors are elected or until their prior death, resignation or removal.

SECTION 2. *Duties.* The duties of these officers shall be those which usually pertain to these officers.

SECTION 3. *Vacancy.* A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

Article IX. EXECUTIVE DIRECTOR AND STAFF

SECTION 1. *Appointment.* The board of directors may appoint an individual to serve as Executive Director of A Shared Vision. The Executive Director shall serve as an ex-officio member of all committees.

SECTION 2. *Duties.* It shall be the duty of the Executive Director to carry out the policies and program of A Shared Vision; to make periodic reports of the Corporation's operations to the board of directors; to appoint other members of the staff in positions authorized by the board, to assign their duties and to direct and supervise their work; and to perform such other duties as may be directed by the board.

Article X. COMMITTEES AND TASK FORCES

SECTION 1. The Corporation does not have committees at this time; however, the Board may establish committees in the future.

SECTION 2. *Other Committees.* The board of directors may authorize the establishment of other committees, advisory board or task forces from time to time and assign duties to them. Such committees shall not have any authority to bind the board or the Corporation or exercise any power or authority reserved to the board by law, the articles of incorporation or these bylaws.

Article XI. GENERAL PROVISIONS

SECTION 1. *Indemnification of Directors, Officers, Employees and Agents.* The Corporation shall, to the full extent permitted by law, indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, with exclusion of criminal activity, by reason of the fact he is or was a director, officer, employee, fiduciary or agent of the corporation. The right of indemnification shall insure to the benefit of the heirs, executors, administrators and personal representatives of such person.

Upon approval of the Board of Directors, this Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as

such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XI.

SECTION 2. *Deposits and Withdrawals of Funds.* All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the board of directors may direct. Any withdrawals of funds and checks shall be governed by policies established by the Finance Committee, if any and approved by the board of directors.

SECTION 3. *Authorization.* The board of directors may authorize any officer or officers, agent or agents of A Shared Vision, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

SECTION 4. *Fiscal year.* The fiscal year of A Shared Vision will be January 1 through December 31.

SECTION 5. *Contracts with Officers and Directors.* No officer or director of A Shared Vision shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the board of directors at a meeting at which the presence of the interested person is not necessary for such authorization and the fact and nature of such interest is fully disclosed or known to the directors present at the meeting at which the contract is to be authorized.

Article XII. AMENDMENTS

SECTION 1. *Amendments.* After ten (10) days' written notice to the directors, the board of directors may amend these bylaws at any meeting of the board of directors. Any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the board of directors. Bylaw amendments will be adopted at such a meeting upon receiving a two-thirds (2/3) affirmative vote of the directors voting on each amendment.

Article XIII. DISSOLUTION

SECTION 1. *Dissolution.* In the event of the dissolution of A Shared Vision and after the payment or the provision for payment of all the liabilities of the Corporation, the board in its sole discretion shall transfer all net assets of the A Shared Vision exclusively for the purpose of A Shared Vision in shares to be determined by the board of directors to the federal government, a state or local government, and/or to one or more organizations which have Internal Revenue Service 501(c)(3) tax exempt status during the year the dissolution occurs.