

## OGDEN ASSOCIATION OF THE BLIND

### ARTICLES OF INCORPORATION AS AMENDED ON September 23, 2017

The articles of incorporation of Ogden Association of the Blind, a nonprofit corporation heretofore incorporated under the laws of the State of Utah are hereby amended to read in their entirety as follows, such amendments having been made in conformity with the provisions of the Articles of Incorporation and the laws of the State of Utah:

#### **Article I**

##### Name

The name of the corporation shall be OGDEN ASSOCIATION OF THE BLIND

#### **Article II**

##### Duration

The period of existence of this corporation shall be in perpetuity.

#### **Article III**

##### Purpose

The purpose of this corporation is as follows:

1. To provide cultural, educational, physical fitness, and recreational opportunities for blind persons in a spirit of good fellowship.
2. To acquire and hold any and all kinds of real or personal property necessary for advancing the purposes of this Association.
3. To cooperate with all organizations and agencies of and for the blind which further the aims and purposes of this Association.
4. To do any act or acts necessary to promote the lawful objectives of this Association.
5. To, in general, exercise the powers enjoyed by nonprofit corporations under Utah law to effect and carry forward the purposes of the corporation in accordance with the provision of 501(c)(3) of the Internal revenue code of 1986 (or the corresponding provisions of any later United States Internal Revenue law.)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, members of the Board of Directors, Officers, or other private persons, except that the corporation authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the exempt purposes of the corporation.

#### **Article IV**

##### Location

The principle place of business of this Corporation shall be determined by the Board of Directors.

#### **Article V**

##### Officers

The officers of this Association shall consist of a President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer elected as herein after provided, and their duties shall be those set forth in the bylaws. No person shall hold office unless he/she has been a member of this corporation, in good standing, for at least six months. All officers of this corporation shall be legally blind with the exception of the treasurer and recording secretary, who may be sighted.

#### **Article VI**

##### Board of Directors

There shall be a Board of Directors consisting of ten members of which the five officers listed in Article V shall be members. The immediate past president of the corporation shall be a voting member of the Board of Directors. The remaining four directors shall be elected by the members of the Association.

Six or more members of the Board of Directors shall constitute a quorum. Decisions approved by a majority of the members of the Board of directors shall be binding.

## **Article VII**

### Meetings

Regular meetings of this Association shall be held at a time and place to be designated by the Board of Directors. Special meetings may be called at any time by the President or by a majority vote of the Board of Directors.

## **Article VIII**

### Elections and Terms of Office

Officers and Directors shall be elected at the annual meeting by secret ballot in the manner provided in the bylaws. The elected directors shall serve terms of two calendar years or until their successors are elected or appointed in accordance with these Articles of Incorporation. The terms of office of the President, the Recording Secretary, and two Directors shall expire at the end of even numbered years. The terms of office of the Vice President, Corresponding Secretary, Treasurer and the other two Directors shall expire at the end of the odd numbered years. No officer or director may serve more than three consecutive terms in the same office, except the Treasurer, who shall not have a term limit to provide continuity in accounting. The Board of Directors shall fill by appointment any vacancies created by an officer's or director's inability to serve, his/her term of office. If, however, an unexpired term of office of any officer or director exceeds the period of one year, the appointed term shall be only to the end of the calendar year in which the vacancy occurred. The membership, at the annual meeting in such years, shall elect a person to serve the remainder of such an expired term.

## **Article IX**

### Bylaws

The Board of Directors shall prepare for this Association a set of bylaws which may, from time to time, be amended by the Board and which shall be in force when approved by the majority of the members present and voting at any

meeting provided that prior notice of the intent to amend the bylaws had been given.

## **Article X**

### **Membership**

Legally Blind persons and sighted persons who have an active interest in the blind are eligible for membership in this Association provided that they are at least eighteen years of age and their application had been approved by the membership committee, the Board of Directors and the membership present and voting at any meeting. Dues may be charged for members as provided in the bylaws

## **Article XI**

### **Dissolution**

Ogden Association of the Blind may be dissolved by a unanimous vote of the Board of Directors and a majority of the members in good standing at a regular meeting of the Association provided that prior written notice of the meeting and the intent to dissolve are given to members in good standing at least 30 days in advance of the meeting called for this purpose. Notice will be mailed to the last known address of the members in good standing. Upon dissolution all of the remaining assets shall be distributed for the use of more exempt purposes within the meanings of section 501(c)(3) of the Internal Revenue code (or corresponding sections of any further federal tax code) or shall be distributed to a state or local government for a public purpose. In no event shall any assets of the corporation inure to the benefit of any private individual.

## **Article XII**

### **Amendments**

These Articles of Incorporation may be amended by a majority vote of the members in good standing and present at any meeting called for this purpose by the Board of Directors. Notice of time and place of the meeting, together with the text of the proposed amendments, shall be mailed to the last known

address of each member in good standing, which mailing shall be at least 15 days prior to the date set for such meeting, where practical.

*These Articles of Incorporation were amended by a majority vote of 20 members (19 for amending them, 1 abstained) in good standing and present at a meeting held on September 23, 2017 which was called for this purpose by the Board of Directors. Notice of time and place of the meeting, together with the text of the proposed amendments, was mailed to the last known address of each member in good standing and was mailed 19 days prior to September 23, 2017.*