

# **BANA**

# **BYLAWS**

Revised by the Bylaws Committee

**BRAILLE AUTHORITY OF NORTH AMERICA**

2025

---

# BANA MEMBERS

## **Full Members:**

Alternative Text Production Center of the California Community Colleges  
American Council of the Blind  
American Foundation for the Blind  
American Printing House for the Blind  
Association for Education and Rehabilitation of the Blind and Visually Impaired  
California Transcribers and Educators for the Blind and Visually Impaired  
CIDI (Center for Inclusive Design and Innovation)  
CNIB (The Canadian National Institute for the Blind)  
Clovernook Center for the Blind and Visually Impaired  
Hadley  
Horizons for the Blind  
National Braille Association  
National Braille Press  
National Federation of the Blind  
National Library Service for the Blind and Print Disabled  
Perkins School for the Blind

## **Associate Members:**

Allyant  
Council of Schools and Services for the Blind  
Crawford Technologies

\*\*\*

## **Bylaws Committee Members (2026)**

Jennifer Dunnam, National Federation of the Blind, Chair

Jen Goulden, CNIB

Mary Nelle McLennan, Association for Education and Rehabilitation of the Blind and Visually Impaired

\*\*\*

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

---

## Table of Contents

Record of Changes .....	iii
1.0 Name.....	1
2.0 Purpose .....	2
3.0 Members .....	3
3.1 Current Full Members .....	3
3.2 Associate Members .....	3
3.3 Individual Members.....	4
3.4 Dues.....	4
3.5 Responsibilities.....	4
4.0 Financial Operations.....	5
4.1 Fiscal Year .....	5
4.2 Annual Budget.....	5
4.3 Financial Review .....	5
4.4 Financial Accounts .....	5
5.0 Structure .....	6
5.1 Board.....	6
5.2 Representative to the Board.....	6
5.3 Officers.....	6
5.4 Nominations and Elections .....	7
6.0 Committees.....	8
6.1 Committees .....	8
6.2 Technical Committees .....	9
6.3 Board Committees .....	10
6.4 General Committees .....	11
6.5 Ad Hoc Committees .....	11
6.6 Task Forces.....	11
6.7 Establishment of New Committees .....	11
7.0 Meetings .....	12
7.1 Face-to-face Meetings .....	12
7.2 Other Meetings .....	12
7.3 General Regulations .....	12
7.4 Board Interpretations .....	12
7.5 Voting .....	12
7.6 Rules of Order .....	13
8.0 Amendments .....	14
9.0 Dissolution.....	15

# 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, April 2013
- 3.1 Revised April 1983, March 1987, May 1991, April 1998, May 2000, May 2003, November 2003, November 2008, April 2013, April 2014, November 2017, November 2019, July 2021, October 2023
- 3.2 Revised April 1983, April 1998, November 2017, November 2019, October 2023
- 3.3 Adopted April 1998
- 3.4 Previously III.3, revised April 1998, April 2013
- 3.5 Added April 2013
- 4.0 Adopted April 1998
- 4.1 Previous III.3, revised April 1998
- 4.2 Adopted April 1998, revised April 2013
- 4.3 Adopted April 1998, revised November 2002, November 2008, April 2013
- 4.4 Adopted April 2013
- 5.0 Previously IV
- 5.1 Previously IV.1, revised April 2013
- 5.2 Previously IV.2, revised April 1998, April 2013
  - 5.2.1 Added April 2013
  - 5.2.2 Added April 2013, revised July 2021
  - 5.2.4 Revised March 2017, October 2023
- 5.3 Previously IV.3
  - 5.3.1 Previously IV.3.a, revised April 1998, November 1998, April 2013, October 2023
  - 5.3.2 Adopted April 1998 (Past and present practice)
  - 5.3.3 Previously IV.3.b, revised March 1993, April 1998, November 1998, November 2008, March 2009
  - 5.3.4 Previously IV.3.c, revised November 2008
  - 5.3.5 Previously IV.3.d, revised April 1998
- 5.4 Added April 2013
  - 5.4.1 Added April 2013
  - 5.4.2 Added April 2013
- 6.0 Previously V
- 6.1 Previously V.1, revised April 1998, December 2005, November 2008, November 2017, October 2023, May 2025
  - 6.1.1 Added September 2009
  - 6.1.2 Added September 2009

- 6.1.3 Added September 2009, revised April 2013
- 6.1.4 Added September 2009, revised April 2013
- 6.2 Previously V.2
  - 6.2.1 Previously V.2.a, revised October 1991, April 1998, November 1998, May 2003, November 2008, April 2013
  - 6.2.2 Adopted November 1998, revised April 2013
  - 6.2.3 Previously V.2.b, revised March 1995, April 1998, April 2013, April 2014
  - 6.2.4 Previously V.2.c, revised April 1998, November 2008, April 2013, April 2013, October 2023, October 2025
  - 6.2.5 Previously V.2.d, revised July 2021
  - 6.2.6 Added September 2009
  - 6.2.7 Added September 2009
- 6.3 Previously V.3
  - 6.3.1 Previously V.3.a, revised April 1983, April 1998, November 1998, November 2008, October 2023
  - 6.3.2 Previously V.3.b, revised April 1983, November 2008, April 2013
  - 6.3.3 Previously V.3.c, revised April 1983, April 1998
  - 6.3.4 Added April 2013
  - 6.3.5 Added November 2008, revised April 2013
  - 6.3.6 Added April 2013
  - 6.3.7 Added April 2013
- 6.4 Added November 2008
  - 6.4.1 Added November 2008
  - 6.4.2 Added November 2008
  - 6.4.3 Added November 2008
- 6.5 Added November 2008, revised April 2013, July 2021
- 6.6 Previously V.4, 6.4, revised November 1998, December 2005, November 2008
- 7.0 Previously VI, revised April 2013
  - 7.1 Previously VI.1, revised November 1981, October 1991, April 1998, May 2003, November 2008, November 2008, April 2013
    - 7.1.1 Added November 1981, revised October 1991, April 1998, May 2003, November 2008, April 2013, October 2023
    - 7.1.2 Added November 1981, revised April 1998, November 2008, April 2013
    - 7.1.3 Added April 2013, revised July 2021
    - 7.1.4 Added April 2013
    - 7.1.5 Added October 2023
  - 7.2 Previously VI.2, revised November 1981, April 1998,
  - 7.3 Previously VI.3
    - 7.3.1 Added April 2013
    - 7.3.2 Added April 1998, revised November 1998
  - 7.4 Previously VI.4, revised April 1998, November 1998
  - 7.5 Added April 2013, revised July 2021
    - 7.5.1 Revised July 2021

- 7.6 Added October 1999, revised April 2004, April 2013
- 7.5 Previously VI.5, revised November 1980, November 1981, April 1998, November 2008
- 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 PURPOSE (4-83, 10-91, 4-13)**

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 braille codes and guidelines for the provisions of literary and technical materials 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 North America. When appropriate, BANA shall accomplish these activities 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 and guidelines, forms and formats; ease of production by various methods; and acceptability to readers.

### 3.0 MEMBERS

- 3.1 Current Full Members (4-83, 3-87, 5-91, 4-98, 5-00, 5-03, 11-03, 11-08, 4-13, 4-14, 5-16, 11-19, 7-21, 10-23)

The current full member organizations of BANA are: Alternate Text Production Center of the California Community Colleges; American Council of the Blind, Inc.; American Foundation for the Blind, Inc.; American Printing House for the Blind; Association for Education and Rehabilitation of the Blind and Visually Impaired; California Transcribers and Educators for the Blind and Visually Impaired; CIDI (Center for Inclusive Design and Innovation); Clovernook Center for the Blind and Visually Impaired; CNIB (Canadian National Institute for the Blind); Hadley; Horizons for the Blind; National Braille Association, Inc.; National Braille Press; National Federation of the Blind; National Library Service for the Blind and Print Disabled of the Library of Congress; and Perkins School for the Blind.

3.1.1 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 vote will be taken at a face-to-face meeting. 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, and its financial viability.

3.1.2 Each North American member shall have a national, routine presence in its membership, market and service area. Each member shall be designated as having a primary role as braille consumer, braille transcriber/producer, braille educator, or combination according to the following definitions. No primary category of membership shall exceed 50% (fifty percent) of the total full membership of BANA.

- Braille consumer: a membership organization whose leadership is elected by the membership and whose bylaws/constitution specify that a majority of its members must be blind.
- Braille transcriber/producer: An organization whose primary purpose is the production and/or distribution of braille to individuals, companies, educational entities, or others throughout North America, and/or the provision of resources and support for transcription of braille.
- Braille Educator: an entity whose main focus includes the provision of training materials and professional development that supports braille instruction for students in education or rehabilitation settings.
- Combination: An organization whose braille-related activities fall substantially into both the educator and transcriber/producer categories.

### 3.1.3 Organizational Representation

Each member representative should be capable of:

- Appreciation and understanding of braille;
- To actively participate in the on-going work of BANA between board meetings for a full three-year term;
- Articulate to BANA the needs and resources of their organization regarding braille;
- Articulate to their organization BANA's needs, activities, accomplishments, goals, challenges, and strategic plan;
- Leadership skills and experience to serve on and chair BANA committees;
- Professional commitment, scope of knowledge and perspective of the organization; and
- Thorough working knowledge of the organization they represent.

### 3.2 Associate Members (4-83, 4-98, 5-16, 11-17, 11-19, 10-23)

The Board shall consider for inclusion as associate members organizations, agencies, and businesses whose purposes, scope, and functions are appropriate to those of BANA. The Board will consider membership upon submission of an application for membership.

The number of associate members shall not exceed 25% of the number of full member organizations.

Associate members are Council of Schools and Services for the Blind, Crawford Technologies, and Allyant.

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 the rights and responsibilities of full board members, but will not vote, attend *in camera* sessions, or serve on committees designated as Board Committees.

### 3.3 Individual Membership (4-98)

There shall be no individual membership in BANA.

### 3.4 Dues (4-98, 4-13)

The Board shall determine the amount of annual dues for full members and associate members. Dues for associate members shall be lower than the annual dues required for full members of BANA. 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.

### 3.5 Responsibilities (4-13)

3.5.1 Each full and associate member of BANA will bear the expenses for its own representative to attend meetings of the BANA Board.

3.5.2 The BANA directory, or any portion thereof, shall not be made available to organizations or individuals for any other purpose than BANA business as defined by the Board.

## **4.0 FINANCIAL OPERATIONS**

### **4.1 Fiscal Year (4-98)**

The fiscal year shall be January 1 to December 31.

### **4.2 Annual Budget (4-98, 4-13)**

Fiscal operations shall be based on an annual budget that has been approved at the annual meeting.

### **4.3 Financial Review (4-98, 11-02, 11-08, 4-13)**

Within ninety (90) 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 reviews.

#### **4.3.1 (3-16) Annual Report**

Within ninety (90) 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 reviews.

### **4.4 Financial Accounts (4-13)**

BANA's funds shall be in an accredited bank that has a multi-state presence and also offers online banking. These funds shall be accessible by the Treasurer, Chair, and Vice-Chair who are co-signers on the account.

## 5.0 STRUCTURE

### 5.1 Board (4-13)

BANA shall consist of a Board and such committees as these bylaws and the Board shall determine. The Board shall be the governing body and shall consist of one representative designated by and from each full member organization of BANA.

### 5.2 Representative to the Board (4-13)

5.2.1 The term consists of three years and begins at the start of the calendar year following the annual meeting at which the member organization was seated or re-seated. A new organization admitted as a full member to the BANA Board may be seated immediately after approval by the Board and the receipt of its membership fee.

5.2.2 (7-21) Each representative shall be designated to serve for one three-year term. Each year, roughly one-third (1/3) of the full membership organizations of the Board will be renewed. Representatives of organizations newly added to the BANA Board may be appointed to a partial term in order to maintain this schedule of term renewals.

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

5.2.4 Attendance at Board meetings is required. If the designated representative of a full member organization is unable to attend a face-to-face meeting or a virtual meeting of the BANA Board, the member organization will appoint an alternative representative to attend the meeting and fulfill the responsibilities of the designated representative. A consistent pattern of non-attendance by a representative or alternate may result in the organization being considered delinquent and may therefore be dropped from the membership on the Board. The affected organization shall be notified of such action by registered mail.

5.2.5 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, 4-13, 10-23) The following officers shall be members of and be elected by the Board: Chair, Vice Chair, Secretary, and Treasurer. The outgoing chair shall serve as an officer for two years as Immediate Past Chair. These officers shall perform the duties prescribed by these bylaws and by the policies document.

5.3.2 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 five (5) consecutive terms but shall be eligible to serve in that office again after at least one (1) year's absence from that office. Partial terms of office shall not be counted in determining eligibility for re-election.

- 5.3.3 (11-08) 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 or by email ballot.
  - 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.
- 5.4 Nominations and Elections (4-13)
- 5.4.1 (4-13) The Nominating Committee will present a slate of officers thirty (30) days prior to the annual meeting. Further nominations may be made to the chair of the nominating committee at least 14 days before the annual meeting. In the case of a contest for an office, an election by ballot will be held. Should a vacancy arise on the slate before the election, nominations may be made by the Nominating Committee and/or from the floor by a representative. Election to an office shall be by simple majority of the full Board.
  - 5.4.2 (4-13) A person nominated must have agreed to be a candidate for office prior to nomination. To be eligible for the office of Chair, 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.

## 6.0 COMMITTEES

### 6.1 Committees (4-98, 12-05, 11-08, 11-17, 10-23, 05-25)

The BANA Chair shall appoint chairs and members of board, technical, general and ad hoc committees and members of board and ad hoc committees with the approval of a simple majority of the Board. A co-chair may be appointed to assist the chair of a board, general, or ad hoc committee if the board determines such an arrangement to be optimal for completion of the committee's work. A technical committee is led by a single chair. Only representatives of full member organizations are eligible to be members of Board committees. Membership on technical committees is open to any non-Board member. Membership on general committees is open to all. Membership on ad hoc committees is open to all. The BANA Chair shall be an ex officio member of each and every committee of BANA except the Nominating Committee. The BANA Chair shall appoint a Board member as a liaison to each technical committee and to general and ad hoc committees as appropriate. The BANA Chair shall, with the approval of a simple majority of the Board, remove for cause a member of any technical, general, or ad hoc committee. Committees will report through their chairs to each meeting of the Board. Disbanding of board, technical, and general committees shall be by a majority of the full membership of the Board at any meeting of the Board.

#### 6.1.1 Committee Membership Responsibilities: (9-09)

By accepting membership on any type of BANA committee, the member agrees to the following:

- Communicate in a timely fashion
- Have regular access to email and the internet
- Participate fully in the discussion of the issues assigned to the committee
- Consult with colleagues on issues under discussion for broad input
- Vote by the deadline date on all decisions required by the committee
- Share administrative/housekeeping tasks of the committee
- Attend face-to-face meetings
- Consistently work toward completing assigned tasks by designated deadlines

#### 6.1.2 Non-participating Members: (9-09)

In the event that a committee member is unable to fulfill all the responsibilities of membership, it is expected that the member will resign from the committee in writing to the committee chair.

If a member is deemed to be non-participating by the committee chair or liaison, the committee chair shall contact the member and discuss the responsibilities of membership and determine whether the member wishes to continue as a committee member. Only members fully participating in the work of the committee will be reappointed.

A member who is not reappointed will be notified in writing by the BANA Chair that reappointment was not made. Dependent upon the past contribution of the non-participating member, a certificate of appreciation may or may not be sent.

6.1.3 (4-13) Committee Chair's Responsibilities:

The Committee Chair is expected to provide the leadership for the committee according to the responsibilities designated in the Policies.

6.1.4. (9-09, 4-13) The BANA Chair is responsible for the orientation of all new committee members and to ensure that they receive an orientation package. The BANA Chair, committee chair, and the board liaison to the committee shall be available to answer questions and provide overall guidance.

6.2 Technical Committees

6.2.1 (10-91, 4-98, 11-98, 5-03, 11-08, 4-13) BANA shall maintain technical committees for existing braille codes and guidelines. Each technical committee shall perform its duties according to its charges from the Board.

The members shall have background and experience relevant to the committee's subject area and shall include one (1) qualified educator of the visually impaired, one (1) braille transcriber, one (1) braille reader, one (1) member with expertise in braille translation software, and at least one (1) additional member. At least one (1) member of each committee shall be certified in the appropriate codes for the respective committee.

Committee membership shall be set at a maximum of five when code maintenance is the major assignment. Committee membership shall be flexible to provide sufficient expertise for revision assignments. A consultant with expertise in a required specific area or subject not available on the committee may be appointed to give advice to the committee on an ad hoc basis with the right to vote.

The committees will carry out their responsibilities primarily by using the BANA email list for the committee, by telephone conference call when necessary, and by other electronic means.

6.2.2 (11-98, 4-13) When consensus cannot be reached, a two-thirds (2/3) majority of committee members is required for code rulings, clarifications, amplifications.

- 6.2.3 (3-95, 4-98, 4-13, 5-14) Each technical committee shall, through its chair, report findings and make recommendations to the Board. Proposed new braille codes and guidelines or revisions of existing codes and guidelines shall follow the procedures outlined in the Policies 5.5.5 and must be submitted to the chairs 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 conflicts among other braille codes and guidelines or of avoiding 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 Board liaison to the committee and shall be incorporated, as appropriate, into its final report and recommendations to the Board. The Board shall arrange for any additional evaluation and review as it may deem necessary. Action by the Board shall be final.
- 6.2.4 (4-98, 11-08, 4-13, 10-23) The term of office of the chair of a technical committee shall be two (2) years, and that of members of the committee shall be two (2) years. For newly established committees, 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, appointments will be made such that approximately half of new or reappointments are made each year. Renewals may be made for additional terms upon the recommendation of the technical committee chair to the BANA Chair and approval by the BANA Board. Appointments shall take place at the annual meeting, or, if necessary, at a later board teleconference before the end of that year. In the event of a vacancy, a new committee member may be appointed to complete the affected term at any board meeting, or via email vote of the board.
- 6.2.5 (7-21) Members of technical committees need not be members of a participating organization.
- 6.2.6 (9-09) Committee chair should be chosen based on expertise in the code, guideline, or subject of the charges, as well as proven leadership and communication skills.
- 6.2.7. (9-09) Responsibilities of Technical Committee Liaisons
- Board liaisons shall support the committee chair and the committee according to the provisions found in the Policies.

### 6.3 Board Committees

- 6.3.1 (4-83, 4-98, 11-98, 11-08, 4-13, 10-23) BANA shall maintain board committees. Each committee shall consist of at least three members all of whom shall be representatives of full current BANA member organizations.

The term of office for chairs and members of board committees shall be from January 1st through December 31st. Generally, appointment shall take place at the annual meeting. In the event of a vacancy, a new committee member may be appointed to complete the affected term at any board meeting, or via email vote of the board. The committees will follow their terms of reference and carry out the specific charges given to them by the BANA Board. The committees will carry out their responsibilities using the BANA email list for the committee, telephone conference call when necessary, and other electronic means.

6.3.2 (4-13) The Nominating Committee shall prepare a slate of BANA officers to be presented at the next annual meeting. No member of the Nominating Committee shall have his/her name placed on the slate.

#### 6.4 General Committees

6.4.1 (11-08, 10-23) BANA shall maintain general committees. Each committee shall include board members and may include non-board members. The term of office for the chair, who shall be a member of the BANA Board, and members of general committees shall be from January 1st through December 31st. Generally, appointments shall take place at the annual meeting. In the event of a vacancy, a new committee member may be appointed to complete the affected term at any board meeting, or via email vote of the board. The committees will follow their terms of reference and carry out the specific charges given to them by the BANA Board. The committees will carry out their responsibilities using the BANA email list for the committee, by telephone conference call when necessary, and by other electronic means.

#### 6.5 Ad hoc Committees (11-08, 4-13, 7-21)

An Ad hoc committee is established when needed for the purpose of the initiation and development of braille codes and guidelines and is terminated when its assignment has been completed.

#### 6.6 Task Forces (4-13)

The Chair may establish a task force and appoint its members to pursue a specific time-sensitive assignment. Its charge and duration shall be approved by the Board.

#### 6.7 (11-98, 11-08, 4-13) Establishment of New Committees

The Board may establish such other committees as it deems necessary or desirable.

## **7.0 BOARD MEETINGS (4-13)**

### **7.1 Face-to-face Meetings (4-13)**

- 7.1.1 (11-81, 10-91, 4-98, 5-03, 11-08, 4-13, 10-23) Face-to-face meetings of the Board of BANA, at which members are to be present in person, shall be held in the spring and fall of each year, at a time and place to be determined by the Board. If the designated representative of a full member organization is unable to attend a face-to-face meeting of the BANA Board in person, the member organization will appoint an alternative representative to attend the meeting and fulfill the responsibilities of the designated representative. The annual meeting will be held in the fall. The fall and spring meetings shall be scheduled approximately six months apart. BANA meetings shall be smoke-free.
- 7.1.2 (11-81, 4-98, 11-08, 4-13) Written notice of the time and place of all face-to-face Board meetings shall be distributed in accessible format no less than ninety (90) days in advance of the meeting.
- 7.1.3 (4-13, 7-21) Changes in codes and guidelines, publication formats, the mission and goals of BANA and any other changes to the nature of BANA not covered in these bylaws shall be decided at a face-to-face meeting of the BANA Board. Passage requires two-thirds (2/3) vote of the total Board membership.
- 7.1.4 (4-13) Approval of new BANA member organizations shall occur at a face-to-face meeting of the Board. Passage requires two-thirds (2/3) vote of the total board membership.
- 7.1.5 (10-23) If gathering in person is unsafe or impossible because of a state of emergency, the Spring or Fall meeting may be conducted virtually. Written notice for such a virtual meeting shall be distributed in accessible format and shall include clear technical instructions on how to participate virtually, along with the telephone number and email address of a person who can provide technical assistance with the virtual meeting process, both before and during the meeting. All board representatives must have the same ability to participate in the meeting that they would have if the meeting were held in person. Changes discussed in 7.1.3 and 7.1.4 of these bylaws, as well as amendments to the bylaws themselves, may be approved at a virtual meeting during a state of emergency, provided that all other requirements for approval of these items have been met.

### **7.2 Other Meetings**

- 7.2.1 The business of BANA may be carried out between regular face-to-face meetings of the Board electronically and/or by virtual meetings.

- 7.2.2 These additional meetings may be called by the Chair or by at least one-third (1/3) of the Board members. Such meetings require at least seventy-two (72) hours prior notice. Minutes of conference-call meetings may be approved electronically or at the next face-to-face meeting of the board.
- 7.3 General Regulations
- 7.3.1 (4-13) Business shall be transacted only if there is a quorum of two thirds (2/3) of the membership of the Board.
- 7.3.2 (4-98, 11-98) Unless otherwise provided herein, formal actions by the Board shall be taken by simple majority of the total Board membership.
- 7.3.3 (5-15) A bylaw may be suspended to deal with an extenuating circumstance by a two-thirds (2/3) majority of the full membership of the Board at any Board meeting.
- 7.4 Board Interpretations (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.
- 7.5 Voting (4-13, 7-21) See also Policies, Appendix B, *Guidelines for Electronic Voting*
- 7.5.1 (revised 7-21) The forms of voting shall be by voice vote, roll call vote, or electronic means. There will be no voting by proxy.
- 7.5.2 The results of electronic votes will be recorded by the Secretary and reported by the Chair within seven (7) days. The results of these votes shall be recorded by the Secretary into the minutes of the next face-to-face meeting of the Board.
- 7.5.3 The Chair has the responsibility to represent his or her organization and therefore shall cast a vote in all BANA decisions determined by voting.
- 7.5.4 If an issue pertains only to a specific country, the member organization's representative from another country which is not affected may opt not to cast a vote and this will not affect the outcome of the vote.
- 7.6 Rules of Order (10-99, 4-04, 4-13)
- The latest edition of *Robert's Rules of Order* shall govern proceedings of Board meetings except where the present Bylaws and Policies provide otherwise.

## **8.0 AMENDMENTS (4-98)**

- 8.1 (4-98, 4-13) The Bylaws shall be amended by a two-thirds (2/3) majority of the full members of the Board. The vote shall occur at a face-to-face meeting. Written notice of the proposed amendments must have been distributed in accessible electronic format 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.