

CONSTITUTION AND BYLAWS

As revised June 2011

OUTLINE

(NOTE: This Outline is for informational purposes only and is not a part of the Constitution and Bylaws.)

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CONSTITUTION OF THE AMERICAN OPTOMETRIC ASSOCIATION

ARTICLE I NAME

The name of this organization, established as a not for profit corporation under the laws of the State of Ohio, is the American Optometric Association.

ARTICLE II OBJECTS

The objects of the Association are to improve the vision care and health of the public and to promote the art and science of the profession of optometry.

ARTICLE III ORGANIZATION

Section 1. Affiliated Associations

Affiliated associations shall be those optometric associations of states, the District of Columbia, commonwealths, territories or possessions of the United States, and such other optometric organizations as may be designated by the House of Delegates as an affiliated association, which are, or may hereafter be, recognized by this Association as constituents of and affiliated with the American Optometric Association. Application to the House of Delegates for designation as an affiliate of this Association shall be filed in the form of a resolution with the secretary-treasurer, in compliance with all requirements of Section 8 of Article II of the bylaws, and shall require a majority vote of the House of Delegates for approval.

Section 2. Membership

The membership of this Association shall consist of licensed optometrists and other persons whose classifications, qualifications, privileges and obligations shall be as established in the bylaws of this Association.

Section 3. Sections

Members can unite in the formation of a special section upon petition to the House of Delegates in compliance with Article VI of the bylaws of this Association. The governing of each section shall be determined according to rules and regulations established in the bylaws of this Association.

ARTICLE IV GOVERNMENT

Section 1. House of Delegates

The legislative and policy-making body of this Association shall be the House of Delegates, which

shall be established and function as provided in the bylaws.

Section 2. Board of Trustees

The administrative body of this Association shall be the Board of Trustees, which shall implement the policies established by the House of Delegates and perform such duties as are prescribed in the bylaws.

Section 3. Officers

The officers of this Association shall be a president, president-elect, vice-president, secretary-treasurer, and an immediate past-president. Their qualifications, duties and terms of office shall be as provided in the bylaws.

ARTICLE V CONGRESS

A meeting of the House of Delegates shall be called a "congress". The House of Delegates shall meet at an annual congress and may meet at such other times as provided in the bylaws.

ARTICLE VI AMENDMENTS

This constitution may be amended by the House of Delegates by two-thirds (2/3) of the votes cast at any congress, provided that the proposed amendment had previously been recommended by a convention or the governing board of an affiliated association, or by the Board of Trustees of this Association, and that one (1) copy of the proposed amendment had been received by the secretary-treasurer of this Association not less than one hundred (100) days before the commencement of the congress which is to consider and act on the proposed amendment. Not less than ninety (90) days before said congress, the secretary-treasurer of this Association shall deliver, by certified mail, to the president and secretary of each affiliated association a copy of the proposed amendment with a notice stating that the proposed amendment will be submitted for consideration at the said congress.

BYLAWS OF THE AMERICAN OPTOMETRIC ASSOCIATION

ARTICLE I MEMBERSHIP

Section 1. Classification and Qualifications

No person who is a member of the American Optometric Association as of June 25, 2005, or who joins an affiliate of the American Optometric Association on or after June 25, 2005, shall be allowed to be a

member of the affiliate but not the American Optometric Association. Members of the American Optometric Association shall be classified as follows:

A. Active Members. A licensed optometrist who is a member in good standing of the affiliated association where the optometrist's principal practice is located, and whose dues are timely received by this Association

from such affiliated association, shall be an active member of this Association. Principal practice shall mean a practice to which the optometrist has a genuine, substantial connection. In the case of an optometrist who practices in more than one affiliate location, the optometrist shall designate which practice is the principal practice.

B. Partial Practice Members. A licensed optometrist who works three days or less per week in compensated optometrically related activities and whose dues are timely received by this Association from an affiliated association shall be a partial practice member of this Association. For purposes of partial practice membership and partial practice membership dues, one day shall equal eight hours.

C. Federal Services Members. A licensed optometrist on active duty in the armed services of the United States or on active duty in the Commissioned Corps of the United States Public Health Service or a full-time employee of the Veterans' Administration or other federal governmental entity who is a member in good standing of the affiliated association for such optometrists, and whose dues are timely received by this Association from such affiliated association, shall be a federal services member of this Association. Such membership may continue until the end of the calendar year in which the federal services member retires or is released from active duty in the armed services or the U.S. Public Health Service or leaves the full time federal service.

D. Special Class Members. A licensed optometrist not engaged in the practice of optometry and not in the federal services shall be eligible for special class membership in this Association. Application for such special class membership shall be made directly to the affiliated association of the state of the doctor's principal place of employment, which shall forward a copy of the application to this Association with a recommendation for approval or disapproval. Such membership shall become effective when the application is approved by the affiliated association and the Board of Trustees or the Secretary-Treasurer as the Board's designee.

E. Optometric Educator Members. A licensed optometrist who is a full-time educator primarily engaged in school related activities such as teaching, research and administration at a school or college in the United States, accredited or pre-accredited by the Accreditation Council on Optometric Education, and who is directly compensated by such school or college, shall be eligible for optometric educator membership in this Association.

Such optometric educator members are permitted to engage in the practice of optometry for no more than 20 (twenty) hours per week.

Application for such optometric educator membership shall be made directly to the affiliated association of the state where the school or college of optometry is located or to the affiliated association of the state where the optometrist's other practice of no more than 20 (twenty) hours per week is located, which shall forward a copy of the application to this Association with a recommendation for approval or disapproval. Such membership shall become effective when the application is approved by the affiliated

association and the Board of Trustees or the Secretary-Treasurer as the Board's designee.

F. Distinguished Members. An individual who has completed the term of office of president of this Association shall, upon completion of such term of office, automatically become a distinguished member of this Association. Such person shall be a distinguished member as long as the individual continues as a member in good standing of the individual's affiliated association.

G. Student Members. A student of optometry in a school or college accredited or pre-accredited by the Accreditation Council on Optometric Education who is a member in good standing of the affiliated association for such students shall be a student member of this Association. Such student membership may continue until the end of the calendar year in which such student has graduated.

H. Retired Members. An optometrist who has attained at least 55 years of age and who has been an active, partial practice, federal services, special class or optometric educator member and is no longer engaged in compensated optometrically related activities, and has not been approved for life membership in the Association, shall be a retired member of this Association.

I. Life Members.

(a) An optometrist who has attained at least 65 years of age and who has been an active, partial practice, special class, federal services or optometric educator member of this Association for 35 years, shall be eligible, in accordance with rules and regulations adopted by the Board of Trustees, to continue membership in this Association as a life member. In addition, when an affiliate designates an affiliate member as a life member of the affiliate, and the member is also a member of this Association, then this Association shall also designate that member as a life member of this Association. Such membership shall become effective upon approval by the Board of Trustees or the Secretary-Treasurer as the Board's designee.

(b) Members who provide medical certification of terminal or other serious debilitating illness may request that age and/or years of membership requirements be waived for life membership. All such requests for waiver must be made and approved through the member's affiliate and approved by the Board of Trustees or the Secretary-Treasurer as the Board's designee.

J. Honorary Members. An individual who has rendered outstanding service to the profession of optometry may be eligible for membership in this Association as an honorary member. Written nomination for such honorary membership shall be made by an affiliated association to the Board of Trustees, which shall submit the nomination to the House of Delegates with a recommendation for approval or disapproval. Such honorary membership shall become effective upon approval by the House of Delegates.

K. Associate Members. The following individuals shall be eligible for membership in this Association as associate members:

(a) An optometrist who resides and practices in a commonwealth, territory or possession of the United States where there is no affiliated association, or in a foreign country.

(b) A paraoptometric who is and continues to be sponsored by an optometrist who is a member of this Association.

(c) An individual, not licensed to practice optometry, who has a substantial interest in the profession of optometry and who contributes to the advancement of the objects of this Association, provided that the affiliated association of the state of the applicant's principal place of employment does not reject such applicant within thirty days of being given written notice of the applicant's application for membership.

Application for associate membership shall be made directly to this Association. Such membership shall become effective upon approval by the Board of Trustees or the Secretary-Treasurer as the Board's designee, and may continue as long as the individual continues to satisfy the qualifications of subparagraphs (a), (b), or (c) hereof.

L. Post-Graduate Members. A resident or intern in any program accredited or pre-accredited by the Accreditation Council on Optometric Education who is a member in good standing of an affiliate of this Association (including the affiliated association for students) shall be a post-graduate member of this Association.

Application for such post-graduate membership shall be made directly to the affiliated association selected by the post-graduate member, which shall forward a copy of the application to this Association with a recommendation for approval or disapproval. Such membership shall become effective when the application is approved by the affiliated association and the Board of Trustees or the Secretary-Treasurer as the Board's designee.

M. Membership Rights. All members shall have full membership rights as set forth in these Bylaws, except that honorary and associate members shall not be eligible to be elected or appointed as officers, trustees, or delegates of this Association.

Section 2. Dues

A. The Board of Trustees may increase the annual dues in any one year in an amount not to exceed five percent (5%) of the previous year's annual dues, and the Board of Trustees shall report to the House of Delegates the amount of the increase. A special dues assessment of \$85 per year shall additionally be imposed each year commencing in 2009, with such special dues assessment funds dedicated to funding the costs and expenses of the Association related to running a public relations and public affairs campaign, and such assessment shall terminate the year next succeeding the year the public relations and public affairs campaign terminates.

B. The annual dues of a partial practice member shall be as follows: (a) for one day or less (zero to eight hours) worked per week, twenty percent of active member dues; (b) for more than one day up to two days

(more than eight hours to sixteen hours) worked per week, forty percent of active member dues; (c) for more than two days up to three days (more than sixteen hours to twenty-four hours) worked per week, sixty percent of active member dues; and (d) for more than three days (more than twenty-four hours) worked per week, one hundred percent of active member dues.

C. The annual dues of a federal services member shall be the same as that of an active member.

D. The annual dues of a special class member shall be fifty percent (50%) of the dues of an active member, and shall be paid directly to the affiliated association. The affiliated association shall transmit such dues to this Association. Special class members are not eligible for any ascending or descending dues schedules, but may have dues prorated on a quarterly basis.

E. The annual dues of an optometric educator member shall be fifty percent (50%) of that of an active member, and shall be paid directly to the affiliated association. The affiliated association shall transmit such dues to this Association. Optometric educator members are not eligible for any ascending or descending dues schedules, but may have dues prorated on a quarterly basis.

F. The annual dues of an associate member, other than a paraoptometric, shall be fifty percent (50%) of the annual dues requirement of an active member, and shall be paid directly to this Association. Associate members are not eligible for any ascending or descending dues schedules, but may have dues prorated on a quarterly basis.

G. The annual dues of an associate member who is a paraoptometric shall be the amount determined by the Paraoptometric Section.

H. There shall be no annual dues for a retired member.

I. A distinguished member, a life member, a student member, an honorary member, and a post-graduate member shall not be required to pay any dues to this Association.

J. In a case where an affiliated association has waived or reduced its dues requirement for a member because of the member's economic misfortune or partial or total disability, or as part of a special pilot program endorsed by the Board of Trustees, and requests in writing that such member's dues to this Association be waived or reduced in similar proportion, the Board of Trustees or the Secretary-Treasurer as the Board's designee may waive or reduce in like proportion such member's dues obligation to this Association, and for a similar period of time. In a case where a member holds direct membership in this Association without membership in an affiliated association, the Board of Trustees or the Secretary-Treasurer as the Board's designee may, in appropriate cases, upon written application of such member, waive or reduce such member's obligation to this Association because of such member's economic misfortune or partial or total disability. In an emergency circumstance such as a natural disaster, war, or terrorist attack, or other similar disastrous occurrence, this Association may independently waive any affected member's dues

for up to one year only after consultation with the member's affiliated association.

K. An active member or federal services member shall not be required to pay any dues during the calendar year in which the individual first obtains a license to practice optometry. The dues for each of the first, second, third, and fourth calendar year thereafter shall be equivalent to ten percent (10%), twenty percent (20%), fifty percent (50%), and seventy-five percent (75%), respectively, of the annual dues otherwise applicable. A member shall only be eligible for the above schedule of reduced dues once, no matter how many times the individual may transfer from one membership classification to another membership classification or from one affiliated association to another. A newly licensed member who works three days or less per week shall not be eligible under this section, but shall pay dues according to the schedule contained in Paragraph B of this section. For purposes of this paragraph K only, any person who has been a post-graduate member of this Association shall be considered to have first obtained his or her license to practice optometry on the date on which he or she completed his or her residency or internship.

L. After an active or federal services member attains the age of seventy (70) years, the annual dues of such member shall be as follows: for the first full calendar year thereafter, seventy-five percent (75%) of the otherwise applicable annual dues; for the second full calendar year thereafter, fifty percent (50%) of the otherwise applicable annual dues; and, for each subsequent year, twenty-five percent (25%) of the otherwise applicable annual dues.

M. Proration and Miscellaneous Requirements. All dues categories are subject to proration. Proration shall only be done on a monthly basis based on the date the member joined the Association. No other proration method shall be allowed. Proration shall not be permitted when a member terminates membership and is reinstated to membership in the same calendar year, except that proration shall be permitted if such change is due to a change in membership from one affiliate to another. Any member who is delinquent in paying any portion of dues of this Association for a period of eighteen (18) months or more shall be automatically terminated from membership in this Association, and the appropriate affiliated association shall be so notified by this Association. Dues are assessed on a yearly basis, but may be remitted on a quarterly basis such that all dues of this Association that are attributable to any quarter of the year must be paid to this Association by any affiliated association within thirty (30) days of the end of the quarter in which such attributable quarter's dues are collected. Dues shall be attributed equally and proportionally to quarters of the year beginning with the first quarter of the year and progressing chronologically to the last quarter of the year.

Section 3. Termination of Membership

A. Any member of this Association who is suspended or expelled from membership in an affiliated association shall, upon receipt by the secretary-treasurer of this Association of notice of such suspension or expulsion duly certified by the secretary of the affiliated association, automatically be terminated

until such time as such member may be readmitted to membership in an affiliated association.

B. The Board of Trustees may, in appropriate cases, suspend or expel any member because of the revocation or suspension of the member's license to practice optometry, the violation of any federal, state, local or other applicable law, rule or regulation relating to the practice of optometry, or the violation of the code of ethics of this Association, as the case may be. In such cases, the Board shall send to such member, by registered mail, a statement of the charges against him, and such member shall have fifteen (15) days after receipt thereof to respond to such charges by mailing a copy of this response, by registered mail, to the secretary-treasurer of this Association. The Board, or a subcommittee of the Board, may thereafter hold a hearing at which such member shall be given reasonable opportunity to present evidence and to be heard in the member's own defense, and the Board may request other persons to testify at the hearing. Such member may be suspended or expelled by a vote of two-thirds (2/3) of the full membership of the Board of Trustees.

ARTICLE II HOUSE OF DELEGATES

Section 1. Composition

The House of Delegates shall be composed of delegates representing members of affiliated associations, certain student members, and members of sections. In addition, each distinguished member and each member of the Board of Trustees shall be entitled to be a delegate, ex officio. A distinguished member or a member of the Board of Trustees may also be selected as a delegate or an alternate representing members of affiliated associations, or certain student members. Delegates and alternate delegates shall be members of this Association who have paid the proper amount of dues owed for the Last Quarter (as defined in Article II, Section 11) and all previous financial quarters to this Association by the Credentialing Deadline (as defined in Article II, Section 11).

Section 2. Congresses

A. An annual congress shall be held each year between the 1st of June and the 31st of July, or at such other time as is deemed appropriate, at a specific geographical location approved by the House of Delegates in accordance with procedures established by the Board of Trustees. The exact facility, time and duration of such annual congress shall be designated by the Board of Trustees. Should circumstances arise which would make the designated time and place unavailable or impracticable, the Board may select another time or place for such annual congress and shall give notice of such change to the affiliated associations and to the representatives of the other delegate groups as soon thereafter as reasonably possible.

B. A special congress shall be called by the Board of Trustees upon the written application of twelve (12) or more affiliated associations setting forth the purpose or purposes for which the special congress is being requested. In addition, the Board of Trustees may call

a special congress on its own initiative. The Board of Trustees shall determine the time and place for holding a special congress, and written notice thereof shall be given to each affiliated association and to representatives of the other delegate groups no later than thirty (30) days prior to the time selected. The notifications shall specify the purpose or purposes of the special congress, and the business of such special congress shall be limited to such purpose or purposes except as may be otherwise approved by unanimous vote of the House of Delegates at such special congress.

Section 3. Delegates

A. Delegates Representing Affiliated Associations.

1. Each affiliated association shall be entitled to one (1) delegate for each fifty (50) of its members and optometric educator members, except that any student, honorary, or associate members shall not be counted at all, and any members, except optometric educator members, who pay less than the full active member dues (not taking into account the reductions in dues permitted under Paragraphs J, K and L of Section 2 of Article I of these Bylaws) shall be counted as one-half (1/2) member. A member shall only be eligible to be counted in the foregoing calculation if the proper amount of dues owed by that member for the Last Quarter (as defined in Article II, Section 11) and all previous financial quarters have been paid and received (not merely postmarked) at this Association by the Credentialing Deadline (as defined in Article II, Section 11). However, an affiliated association having less than fifty (50) members under the foregoing calculation shall nonetheless be entitled to one (1) regular delegate.

2. The delegate strength of an affiliated association for the annual congress shall be determined from the records of this Association as of the last Business Day of the Last Quarter (as defined in Article II, Section 11).

3. Each affiliated association may also select one (1) alternate delegate for each delegate to which it is entitled under this section.

4. The president and secretary of each affiliated association, at least fifteen (15) days prior to the first day of the annual congress, shall certify to the secretary-treasurer of this Association the names of the delegates and alternate delegates who shall represent the affiliated association at the congress. The certification shall also state that all attributable quarterly dues of this Association collected by the affiliated association have been remitted to this Association by the Credentialing Deadline (as defined in Article II, Section 11).

B. Delegates Representing Student Members.

1. Student members at each school or college of optometry in the United States, accredited or pre-accredited by the Accreditation Council on Optometric Education as of May 31 of each year, shall be entitled to select one (1) delegate, and the affiliated association representing student members shall be entitled to three (3) delegates selected by such affiliated association.

2. Such student members and the affiliated association representing student members shall be

entitled to select one (1) alternate delegate for each delegate to which they are entitled under this section.

C. Delegates Representing Sections.

Each section is permitted one (1) delegate. Each section shall elect from its membership one (1) delegate and one (1) alternate delegate.

D. Delegates at Special Congresses.

Each affiliated association, student members, and sections shall be entitled to the same number of delegates and alternate delegates at a special congress as at the immediately preceding congress. Delegates and alternate delegates at a special congress shall be selected from among those members eligible to serve as delegates or alternate delegates at the immediately preceding annual congress.

Section 4. Credentials Committee

No later than thirty (30) days before each annual congress, the president shall appoint a credentials committee composed of at least three (3) members. The credentials committee shall verify the credentials of all delegates to the congress and report to the congress for the purpose of seating the delegates and their alternates. Any dispute as to the number of delegates to which an affiliate is entitled or as to which delegates or alternate delegates are eligible to serve as delegates or alternate delegates shall be determined by the Credentials Committee, whose decision shall be final and not appealable.

Section 5. Voting and Debates

A. Each affiliated association shall be entitled to one (1) vote on any matter coming before the House for each ten (10) of its members and optometric educator members, except that any student, honorary, or associate members shall not be counted at all, and any members, except optometric educator members, who pay less than the full active member dues (not taking into account the reductions in dues permitted under Paragraphs J, K and L of Section 2 of Article I of these Bylaws) shall be counted as one-half (1/2) member. A member shall only be eligible to be counted in the foregoing calculation if the proper amount of dues owed by that member for the Last Quarter (as defined in Article II, Section 11) and all previous financial quarters have been paid and received (not merely postmarked) at this Association by the Credentialing Deadline (as defined in Article II, Section 11). However, each affiliated association shall be entitled to at least one (1) vote. The voting strength of the delegations representing each affiliate association shall be determined from the records of this Association as of the last Business Day of the Last Quarter (as defined in Article II, Section 11). The delegation representing the student members shall be entitled to three (3) votes on any matter coming before the House. The total vote of each delegation may be cast by its delegate or delegates present when the vote is called.

B. Each delegate shall be entitled to the privileges of the floor and to participate in debates and make motions on any matter coming before the House.

C. In the event that a delegate is unable to attend a Congress or is otherwise absent from a session of the

House, the delegation shall designate any of its alternate delegates to act in place of such absent delegate. A distinguished member or a member of the Board of Trustees who is an ex officio delegate shall not be entitled to designate an alternate delegate to act in the delegate's place.

D. Distinguished members and members of the Board of Trustees who are ex officio delegates and delegates representing sections shall not be entitled to vote, but may attend sessions of the House and shall be entitled to participate in debates and make motions on any matter coming before the House.

E. All members who are not delegates may attend sessions of the House as observers, but shall not be entitled to participate in debate unless granted permission therefor by the presiding officer at the request of a delegate.

Section 6. Quorum and Procedures

A. Certified delegates representing a majority of the affiliated associations, shall constitute a quorum for the transaction of business at any session of the House of Delegates.

B. Except as may be otherwise required by statute or by the constitution or bylaws of this Association disposition of all matters coming before the House of Delegates shall be determined by a majority of the votes cast.

C. Except as may be otherwise required by the constitution or bylaws of this Association, all congresses shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's Rules of Order.

D. Whenever a vote is to be taken by roll call, the order of such voting shall be on an alphabetical basis beginning from a randomly selected affiliated association in the manner determined by the House of Delegates.

Section 7. Nominating Committee

A. There shall be a nominating committee composed of nine (9) members of this Association, one (1) of whom shall have served the previous year and shall be designated as chair. No affiliated association shall be represented on the nominating committee more often than once every two (2) years, provided, however, that in any year, one (1) member of the nominating committee of the previous year shall have been elected by that committee as chair for the next year. The nominating committee shall also select two alternates to serve in the event the new chair is unable to serve for the next year. The election for the next year's chair and alternates shall be the last action of the nominating committee for each year. No affiliated association shall have more than one (1) member on the nominating committee at the same time. Any affiliated association with a candidate for an officer or trustee position shall not be represented on the nominating committee.

The names of eight (8) affiliated associations, other than that of the member of the previous year, shall be randomly selected in the manner determined by the House of Delegates. The names of eight (8) additional affiliated associations shall then be randomly selected

in a similar manner as alternates for the eight (8) affiliated associations originally selected.

No later than one hundred twenty (120) days prior to the first day of the annual congress, the president of each of the eight (8) affiliated associations originally selected and the president of each of the eight (8) additional affiliated associations shall notify the Secretary-Treasurer of this Association in writing the name of the member selected by such affiliated association to serve as a member or alternate member of the nominating committee. After such notification, if such an individual is unable to serve, an individual from an affiliated association selected as an alternate, in order of such selection, shall replace the individual unable to serve.

B. The nominating committee shall prepare a slate of nominees for election to office in this Association which it shall present to the House of Delegates no later than forty-eight (48) hours prior to the election. The report of the nominating committee shall not preclude any delegate from making a nomination for any office from the floor of the House of Delegates.

Section 8. Resolutions Committee

A. The president shall, no later than sixty (60) days prior to the first day of the annual congress, appoint one (1) or more resolutions committees as the president may deem necessary or appropriate. Each committee shall be composed of at least five (5) members of this Association, one (1) of whom shall be designated as chair by the president.

B. Each resolutions committee shall consider such proposed resolutions as may be referred to it in accordance with subparagraph C of this section and shall report to the House of Delegates those resolutions which it has approved either in the form referred to it or as modified or changed by the committee. If the committee makes significant substantive modifications or changes to a proposed resolution, it shall consult the originator prior to reporting the resolution to the House of Delegates.

C. Resolutions may be proposed by an affiliated association, by a section, by the House of Delegates, or by the Board of Trustees. An affiliated association or section shall deliver to the secretary-treasurer, at least fifteen (15) days prior to the first day of the annual congress, one (1) typewritten copy of all resolutions which such affiliated association or section proposes for adoption by the House of Delegates, and the secretary-treasurer shall deliver one (1) copy thereof to the chair of the appropriate resolutions committee. The Board of Trustees may at any time submit a proposed resolution to the secretary-treasurer who shall refer it to an appropriate resolutions committee, and the House of Delegates by a two-thirds (2/3) vote may similarly do so. Proposed resolutions which have not been referred to an appropriate resolutions committee in accordance with the provisions of this subparagraph shall not be considered by the House of Delegates.

D. Each resolutions committee shall report to the House of Delegates all proposed resolutions which it has approved, and a copy of each such proposed resolution, as approved by the committee, shall be made available to each delegate at least four (4) hours prior to its consideration by the House of Delegates. In

the event that a resolutions committee does not report to the House of Delegates with approval a proposed resolution that has been referred to it, any delegate may, at the appropriate time, offer, from the floor, a motion that the House consider the proposed resolution, and if the House of Delegates shall approve the motion by a two-thirds (2/3) vote the House of Delegates shall thereupon give consideration to the proposed resolution.

Section 9. Powers

A. The House of Delegates shall have the power to enact, amend, and repeal the Constitution and Bylaws of the Association.

B. The House of Delegates shall have the power to grant, amend, suspend, or revoke affiliate status in the Association for any other association or group.

C. The House of Delegates shall have the power to create special committees of the Association.

D. The House of Delegates shall be the supreme policy-making body of the Association, and shall have the power to approve, amend, or rescind any policies established by the Board of Trustees.

Section 10. Duties

A. It shall be the duty of the House of Delegates to elect the elective officers and the trustees of the Association.

B. It shall be the duty of the House of Delegates to approve a budget for the Association.

C. It shall be the duty of the House of Delegates to approve the location of the annual congress.

D. It shall be the duty of the House of Delegates to receive and act, as deemed appropriate, upon reports of any committees established by the House of Delegates.

Section 11. Definitions

A. For purposes of Article II of these Bylaws, "Last Quarter" shall mean the following for any given year:

1. If the first day of such year's annual congress is in January or February, the third financial quarter of the previous year.

2. If the first day of such year's annual congress is in March, April, or May, the fourth financial quarter of the previous year.

3. If the first day of such year's annual congress is in June, July, or August, the first financial quarter of such year.

4. If the first day of such year's annual congress is in September, October, or November, the second financial quarter of such year.

5. If the first day of such year's annual congress is in December, the third financial quarter of such year.

B. For purposes of Article II of these Bylaws, "Credentialing Deadline" shall mean the following for any given year:

1. If the first day of such year's annual congress is in January or February, "Credentialing Deadline" shall mean 5:00 p.m. Central Time on October 31 of the previous year unless October 31 falls on a weekend or federal holiday, in which case it shall mean the following Business Day.

2. If the first day of such year's annual congress is in March, April, or May, "Credentialing Deadline" shall mean 5:00 p.m. Central Time on January 31 of such year unless January 31 falls on a weekend or federal holiday, in which case it shall mean the following Business Day.

3. If the first day of such year's annual congress is in June, July, or August, "Credentialing Deadline" shall mean 5:00 p.m. Central Time on April 30 of such year unless April 30 falls on a weekend or federal holiday, in which case it shall mean the following Business Day.

4. If the first day of such year's annual congress is in September, October, or November, "Credentialing Deadline" shall mean 5:00 p.m. Central Time on July 31 of such year unless July 31 falls on a weekend or federal holiday, in which case it shall mean the following Business Day.

5. If the first day of such year's annual congress is in December, "Credentialing Deadline" shall mean 5:00 p.m. Central Time on October 31 of such year unless October 31 falls on a weekend or federal holiday, in which case it shall mean the following Business Day.

C. For purposes of Article II of these Bylaws, "Business Day" shall mean any Monday, Tuesday, Wednesday, Thursday, or Friday that is not a federal holiday.

ARTICLE III BOARD OF TRUSTEES

Section 1. Election, Term of Office and Vacancies

A. The Board of Trustees shall be composed of eleven (11) members, five (5) of whom shall be the officers of this Association, and six (6) of whom shall be elected as trustees by the House of Delegates. No person shall be a member of the Board of Trustees who is not a licensed optometrist who is a member in good standing of this Association. A member in good standing shall mean a member who is not delinquent in paying dues to this Association, as required by these Bylaws.

B. Two (2) trustees shall be elected by the House of Delegates at each annual congress for three (3) year terms. No person shall be eligible for election to more than two (2) successive three (3) year terms as trustee.

C. In the event of a vacancy occurring on the Board of Trustees from among the elected members, the next junior available past-president after the immediate past-president shall become a trustee, to hold such position until the next annual congress, at which time a trustee shall be elected for the remainder of the term.

D. The balloting in the House of Delegates for trusteeships having different terms shall be conducted separately.

E. The balloting for all nominees for the two (2) trusteeships to be filled under subparagraph B hereof shall be conducted at the same time. Each delegate shall be entitled to twice the number of votes to which the delegate would otherwise be entitled, and each delegate, who votes, must vote for two (2) candidates, casting no more than the vote to which the delegate would otherwise be entitled for any one (1) candidate.

F. In the event that there are two (2) trusteeships having the same remaining term open under subparagraph C, hereof, the balloting for such trusteeships shall be conducted under the procedures set forth in subparagraph E hereof.

Section 2. Meeting and Quorum

A. The Board of Trustees shall meet at least once each year at a time determined by the president and at such other times as are determined to be necessary by the president or Board of Trustees. Meetings of the Board may be called by the president, and the president shall call a meeting at the written request of three (3) members of the Board of Trustees. Such meetings shall be held at such times and places, to be fixed by the president, as shall be convenient for the transaction of the business for which the meeting is called.

B. At all meetings of the Board six (6) members shall constitute a quorum for the transaction of business.

C. Except as may be otherwise required by statute or by the constitution or bylaws of this Association, disposition of all matters coming before the Board shall be determined by a majority of the votes cast.

Section 3. Powers and Duties

A. The Board of Trustees shall be responsible for the management of the business and affairs of this Association in accordance with general policy and within the budget established by the House of Delegates. In carrying out its functions, the Board shall have such rights and perform such duties as are prescribed by law governing directors of corporations or as may be provided in the constitution of this Association or in these bylaws.

B. Except as may be otherwise provided by statute or in the constitution of this Association or in these bylaws, the Board of Trustees is authorized to establish such organizational structure of the Association as it deems necessary or desirable for the performance of the activities of the Association.

C. The Board shall select a certified public accountant to audit annually the books and accounts of this Association.

D. The Board shall make and establish policies, as deemed necessary, for the operation and management of the Association, and such Board of Trustee actions shall be subject to the review of the House of Delegates.

ARTICLE IV OFFICERS

Section 1. Election, Terms of Office and Vacancies

A. The officers of this Association shall be a president, a president-elect, a vice-president, a secretary-treasurer, and the immediate past-president.

B. Except for the president and immediate past-president, officers shall be elected annually by the House of Delegates at the annual congress. At the completion of the president's term of office, the president shall automatically become the immediate past-president, and the president-elect shall automatically become the president.

C. Officers shall serve for a term of one (1) year or until their successors are installed. No officer, except the secretary-treasurer, shall be elected to the same office for more than one term.

D. If the office of immediate past-president becomes vacant for any reason, the next junior available past-president shall act as immediate past-president. Any vacancy occurring in any other office by reason of death, resignation or otherwise may be filled by the Board of Trustees, and any officer so appointed may serve until the next election. If the vacancy is in the office of president-elect, the person designated by the Board of Trustees to serve as president-elect shall not automatically succeed to the presidency. At the next election, the office of president shall be deemed to be open, and the House of Delegates shall elect a person to serve as president.

Section 2. Duties

A. The president shall be the official representative of this Association in its contacts with governmental, civic, business and other professional organizations. The president may attend to these matters personally or may designate a representative to do so. In addition to such other duties as may be provided in the constitution or elsewhere in these bylaws, the president shall preside at all congresses, or may designate a member of the Association to act as presiding officer; shall preside at meetings of the Board of Trustees, or may designate a member of the Board to act as presiding officer; except as may otherwise be provided in these bylaws, the president shall appoint the chair and the members of all subordinate bodies and shall fill any vacancies that may arise in such position; the president may, for the period of the administrative year of such presidency, establish, prescribe the functions and appoint the members of such special or ad hoc committees or project teams or task forces as deemed necessary or desirable; the president shall be an ex officio member of all subordinate bodies; and the president may, either alone or together with the secretary-treasurer when appropriate, certify to official acts of the Association.

B. The immediate past-president, the president-elect, and the vice-president shall perform such functions as may be assigned them by the president or the Board of Trustees.

C. The secretary-treasurer shall: be responsible for the keeping of accurate records and minutes of the

House of Delegates and meetings of the Board of Trustees which shall be submitted to the Board of Trustees for approval; shall give proper notice of meetings of both bodies; within thirty (30) days after the first day of each month shall deliver to members of the board a statement showing in detail monies received and disbursed during the preceding month, the financial activities of the various subordinate bodies, and such other information as is necessary for the proper conduct of the business and affairs of this Association; shall be the custodian of the funds of this Association and shall be responsible for the deposit of all monies received in the name of the Association in institutions approved by the Board; shall be responsible for the disbursement of monies only upon vouchers signed by a duly authorized person; shall keep an accurate account of all financial transactions of the Association and make a report of the same at the annual congress to the House of Delegates; shall at the expiration of the term of office turn over and deliver to the successor, or to any person whom the board may designate, all funds, books, records and property of the Association, in the custody or under the control of the secretary-treasurer; shall perform such other duties as may be prescribed in these bylaws; and may, either alone, or together with the president, when appropriate, certify to official acts of the Association.

ARTICLE V COUNCILS

Section 1. Accreditation Council on Optometric Education

A. The Accreditation Council on Optometric Education shall be composed of eleven (11) members, nine (9) of whom shall be members of this Association. With respect to the members of the Council who are members of this Association: Three (3) members shall be optometrists of outstanding professional experience who are not compensated administrators, faculty or consultants of, or affiliated with the governance of any school or college of optometry and who are not members of a state board of optometric examiners; two (2) shall be members of the Association of Regulatory Boards of Optometry ("ARBO") at the time of their initial appointment; two (2) shall be optometrists associated with optometric educational institutions accredited by the Accreditation Council on Optometric Education; one (1) shall be an optometrist who is either a graduate of an accredited residency program, director of an accredited residency program or a faculty member who is teaching in an accredited residency program; and one (1) shall be associated with an optometric technician program accredited by the Accreditation Council on Optometric Education or a graduate of such a program. The members of the Council who are not members of this Association shall be public members who meet the requirements specified by the agencies that formally recognize the Council as an accrediting body.

B. All members of the Accreditation Council on Optometric Education shall be appointed by the president with the consent of the Board of Trustees. The two (2) ARBO members shall be appointed from a list of four (4) nominees for each appointment submitted to the president by ARBO, and the two (2) educator-members and the one (1) residency program-related member shall be appointed from a list of four (4)

nominees for each appointment submitted to the president by the optometric educational institutions accredited by the Accreditation Council on Optometric Education.

C. The members of the Council shall be appointed for a term of three (3) years. No person shall serve more than three (3) consecutive three (3) year terms.

D. In the event of a vacancy on the Accreditation Council on Optometric Education, the president, with the consent of the Board of Trustees, shall appoint in accordance with the provisions of subparagraphs A and B of this section, a successor to complete the unexpired portion of the term of office. If an educator-member ceases to be associated with an accredited optometric educational institution, that position on the Accreditation Council on Optometric Education shall automatically be deemed vacant.

E. The Accreditation Council on Optometric Education shall concern itself with the quality of optometric and paraoptometric education including, but not limited to, counseling, advising, and acting in matters relating to residency programs, the type and amount of educational training, admission requirements, curricula, faculty, equipment, and matters of similar nature. It shall have the authority to inspect and accredit schools and colleges of optometry, programs of residency optometric education and programs of paraoptometric education.

Section 2. Judicial Council

A. The Judicial Council shall be composed of five (5) members of this Association. The immediate past-president of the Association shall be a member and the chair of the Council, and at least two (2) other members shall be past-presidents of this Association. All members of the Council, other than the chair, shall be appointed by the president with the consent of the Board of Trustees. All members of the Council shall serve for a term of three (3) years.

B. In the event of a vacancy on the Judicial Council, the president, with the consent of the Board of Trustees, shall appoint a successor to complete the unexpired portion of the term of office.

C. The Judicial Council shall study and review all resolutions and substantive motions adopted by the House of Delegates at a congress. Resolutions and substantive motions adopted by the House of Delegates shall be mailed to the Judicial Council within thirty (30) days after the close of the congress. Within sixty (60) days after receipt thereof, the Judicial Council shall, with respect to each resolution and substantive motion, determine whether it shall become effective, or whether it shall be referred back to the House of Delegates, without alteration or amendment, for reconsideration at the next annual congress.

D. It shall require a four-fifths (4/5) vote of the Judicial Council to refer a resolution or substantive motion back to the House of Delegates for reconsideration. In the absence of a four-fifths (4/5) vote of the Judicial Council to refer a resolution or substantive motion back to the House, or if the Council fails to act on a resolution or substantive motion within sixty (60) days after receipt thereof, the resolution or substantive motion shall become effective.

E. If the Judicial Council refers a resolution or substantive motion back to the House of Delegates for reconsideration, the action of the House at the next annual congress on such resolution or substantive motion shall be final, and that resolution or substantive motion shall not be resubmitted to the Judicial Council.

F. The Judicial Council shall also, in appropriate cases, render advisory opinions interpreting the Code of Ethics of this Association and The Optometric Oath.

G. The Judicial Council shall in 1980 and every five (5) years thereafter study and review all resolutions and all substantive motions expressing the policy of this Association adopted by the House of Delegates then in effect and shall recommend to the House of Delegates, with respect to each such resolution and substantive motion, whether it should continue in effect, whether it should be deleted, or whether it should be modified or amended, and if so, in what form.

Section 3. Council on Research

A. The Council on Research shall be composed of five (5) members, all of whom shall be members of this Association.

B. All members of the Council on Research shall be appointed by the President with the consent of the Board of Trustees. The members of the Council shall be appointed for a term of three (3) years.

C. In the event of a vacancy on the Council on Research, the President, with the consent of the Board of Trustees, shall appoint a successor to complete the unexpired portion of the term of office.

D. The duties of the Council on Research shall be to facilitate and assist in the coordination of optometric research; to provide a central source of information relating to such research to the profession; to maintain an inventory of pertinent research; to develop research objectives; to provide assistance in the development of research proposals; to develop guidelines for the evaluation of research proposals; to identify sources of funding; to be an advocate for optometric research; to foster cooperation between and within the research communities, the profession, and scientific bodies; to assist in the development of research resources; and other functions relating to research, as appropriate.

ARTICLE VI SECTIONS

Section 1.

A. The House of Delegates, by two-thirds (2/3) of the votes cast may create a new section, combine existing sections, change the name of sections, or discontinue sections after a report by the Board of Trustees on the proposal. At least one hundred twenty (120) days before the meeting of the House of Delegates at which action on the proposal is taken, the proponents must file with the secretary-treasurer a statement setting forth:

- (1) The need for the proposed section.

(2) The contemplated purpose of the section which must be within the objects of the Association and must not substantially conflict with the purpose of any existing section or committee of the Association.

(3) The proposed bylaws of the section, including a description of its scope and function, which must not be inconsistent with the Constitution and Bylaws of this Association.

(4) The proposed budget for the section for the first year of its operation.

(5) A list of present or prospective members of the Association who sign statements that they will apply for membership in this section.

B. Notice must be given to the members of the Association at least ninety (90) days before the meeting of the House of Delegates at which a proposal to establish, combine, discontinue, or change the name of a section is to be considered.

C. Members of sections must be members of the Association and must meet the requirements of the bylaws of the respective sections.

D. Each section shall elect its own officers in the manner provided for in its bylaws.

E. Amendments to the bylaws of a section shall not become effective until approved by the House of Delegates upon recommendation of the Board of Trustees.

F. Each section shall establish an annual budget, and annual dues to cover the activities of the section. The establishment of the budget and dues of a section shall not become effective until approved by the House of Delegates upon recommendation of the Board of Trustees.

G. A meeting of each section shall be held at least once a year.

ARTICLE VII EXECUTIVE DIRECTOR

Section 1.

The Board of Trustees may engage the services of a person to act as executive director of the Association. Such person need not be an optometrist or a member of this Association.

Section 2.

The Board shall determine the compensation of the executive director and may, on behalf of the Association, enter into a contract of employment with such executive director for a term not to exceed three (3) years; provided, however, that successive contracts may be entered into with the same person.

Section 3.

The executive director shall administer the business and affairs, and supervise the operation, of the Association under the general policy guidance of the Board of Trustees. The executive director shall perform

such duties as are ordinarily performed by persons in similar positions and such other duties as may from time to time be assigned by the Board of Trustees.

ARTICLE VIII MISCELLANEOUS ADMINISTRATION PROVISIONS

Section 1.

All officers, trustees, and chair and members of subordinate bodies of this Association, shall, when away from their homes on authorized official business of the Association, be reimbursed for transportation expenses and other expenditures as defined and fixed by the Board of Trustees.

Section 2.

No person shall, on behalf of the Association assume or incur any expenses or liability, or enter into any contract or agreement involving the expenditure of money, except in accordance with procedures established by the Board of Trustees.

Section 3.

Any officer or trustee of this Association may be removed by the House of Delegates at any congress by a three-fourths (3/4) majority of the votes cast.

Section 4.

The Association shall indemnify and hold harmless each officer and trustee, now or hereafter serving the Association, from and against any and all claims and liabilities to which the individual may be or become subject by reason of now or hereafter being or having heretofore been an officer or trustee of this Association, or by reason of the individual's alleged acts or omissions as an officer or trustee as aforesaid, and shall reimburse each officer and trustee of this Association for all legal and other expenses reasonably incurred by the officer or trustee in connection with defending against any such claims or liabilities, provided, however, that no officer or trustee shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of the officer's or trustee's own negligence or willful misconduct. The foregoing rights of officers and trustees shall not be exclusive of other rights to which they may be entitled lawfully.

Section 5.

Whenever these Bylaws require that notice be given to any person or organization, such notice may be given by any written means, whether physical, electronic, digital, or otherwise.

ARTICLE IX AMENDMENTS

The bylaws may be amended by the House of Delegates by two-thirds (2/3) of the votes cast at any congress, provided that the proposed amendment had previously been recommended by a convention or the governing board of an affiliated association, or by the Board of Trustees of this Association, and that one (1)

copy of the proposed amendment had been received by the secretary-treasurer of this Association not less than one hundred (100) days before the commencement of the congress which is to consider and act on the proposed amendment. No less than ninety (90) days before said congress, the secretary-treasurer of this Association shall deliver, by certified mail, to the president and secretary of each affiliated association a copy of the proposed amendment with a notice stating that the proposed amendment will be submitted for consideration at the said congress.

June 2011

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