Texas Optometric Association, Inc. Bylaws

Article I—Definitions

IA—A term shown in italics is expressly defined in an Article within these bylaws. The meaning of any such term shall, throughout these bylaws, be that meaning contained within the defining Article.

IB—All other terms are used in the sense ordinarily understood in general use.

IC—All terms followed by an abbreviation, or shorten term, in parentheses shall thereinafter be referred to by the abbreviation or shortened term.

Article II—Constitution

The Constitution of the Texas Optometric Association, Incorporated, a Texas Non-Profit Corporation (“TOA”), shall be the Corporate Charter, as amended or restated from time to time in compliance with all applicable Texas and Federal laws, and recorded by the Texas Secretary of State.

Article III—Purpose

The purpose of the TOA shall be to care for, and to improve, the visual welfare of all Texans by uniting Texas optometrists; by improving the art and science of optometry; by elevating unceasingly the ethical standards of the optometric profession; by protecting the right of freedom of choice in choosing one’s health care providers; by urging the passage and the enforcement of laws that prevent those who are not trained, qualified, and licensed from practicing optometry, or any part thereof; and by coordinating efforts with other health care professions to achieve common goals.

Article IV—Membership

IVA—Member—A member of the TOA (“member”) shall be a Doctor of Optometry (“an OD”), or an individual, who is eligible for membership (IV.B); and who has been nominated for membership, or has applied for membership; and who has been accepted for membership (IV.C), and who, when applicable, remains in Good Standing (IV.E) in his or her Constituent Society (“Society”) (IX.A) and in the TOA, and the American Optometric Association (“AOA”).

IVB—Membership Classes—An OD (IVA), or an individual, shall be eligible to become a member (IVA) of the TOA if he or she meets the requirements of one of the following membership classes:

IVB.1—Active—An OD who maintains a valid Texas optometric license, and who lives and practices optometry in Texas.

IVB.2—Partial Practice—An OD who maintains a valid Texas optometric license, and who lives and practices optometry in Texas, and who practices optometry twenty four (24) or fewer hours per week, and who has curtailed his or her activities in the practice of optometry due to health, age, or other factors.

IVB.3a—Federal Service—An OD who is on active duty in the United States Armed Services, 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 entity of the Federal Government.

IVB.3b—A Federal Service member shall be stationed in Texas, or shall maintain a valid Texas optometric license.

IVB.3c—Federal Service membership shall expire at the end of the calendar year in which the member leaves full-time Federal service.
IV.B.4—Distinguished—A member who has completed the term of office of TOA President (V.A).

IV.B.4.b—Distinguished membership shall begin immediately upon completion of the term of office.

IV.B.4.c—Distinguished membership shall continue so long as he or she remains a member.

IV.B.5—Optometric Educator—An OD not involved in the health care industry, or eligible for Federal Service membership, and shall include an OD who is engaged in school related activities such as teaching, research, or administration at a school or college of optometry in the United States, accredited or pre-accredited by the Accreditation Council of Optometric Educators, or engaged in school related activities such as teaching, research and administration at a school or college in the United States, and who is directly compensated by such school or college, shall be eligible for classification as an Optometric Educator Member of this Association. Such optometric educator members are permitted to engage in the practice of optometry for no more than 16 (sixteen) hours per week.

IV.B.6.a—Retired—An OD who has been an Active, or a Partial Practice, or a Federal Service, or a Special Class member, and who is no longer engaged in compensated activities related to optometry, and who has not been approved for Life membership in the TOA, and who is age fifty-five (55) or older.

IV.B.6.b—A Retired member’s status shall be certified by the member’s Society. If no Society exists in the area where the Retired member lives, then the Board of Trustees (“Board”) (V.B) shall certify the status of Retired members annually.

IV.B.7—Life—An OD who has long and faithfully served the TOA; and is a Retired member, or a Partial Practice member who has accumulated forty-five (45) or more years of membership in the AOA; or an Active member, regardless of age or practice status who is permanently disabled."

IV.B.8.a—Affiliated—An OD who maintains a valid Texas optometric license, and who lives and practices outside of Texas, and who meets all other requirements, and who is a member of their resident State Association.

IV.B.8.b—An optometric educator who is not licensed in Texas, and who is an active member of the faculty or the administration of an accredited Texas school or college of optometry.

IV.B.8.c—A Paraoptometric staff member who is in the continued employ of a member.

IV.B.9.a—Student—An individual who is a student at a school or college of optometry that is accredited by the Council of Optometric Education of the AOA, and who is in good standing with the Student Texas Optometric Association at his or her school college of optometry, if one exists.

IV.B.9.b—An OD who is not practicing, and who is a full-time student at an accredited institution of higher education.

IV.B.9.c—Student membership shall continue while the optometry student is in good standing as an optometry student, and until he or she has graduated, and he or she has completed an internship and/or a residency program, as prescribed by law; or while the OD is not practicing, and while he or she is a full-time student.

IV.B.10—Spouse—The spouse of each member, active in the TOA, shall be encouraged to join the American Foundation for Vision Awareness (“AFVA”).

IV.B.11—Associate—An individual, or a company, in the eye care industry; or other individual that is interested in supporting optometry and the TOA.

IV.B.12—AOA Past-Presidents—Any Member who has distinguished himself or herself by serving as an AOA President shall thereafter, as long as he or she remains in good standing, be honored by a waiver of all State Affiliate dues and assessments.

IV.B.13—Affiliated, Spouse, and Associate members shall neither hold office, nor have voting privileges in the TOA.

IV.C—Applications and Nominations for Membership—An OD (IV.A), or an individual, eligible to become a member (IV.A), shall apply, or shall be nominated, according to the following:

IV.C.1—Application for Membership or Reinstatement—An OD applying for membership or reinstatement as an Active (IV.B) member, or a Partial Practice (IV.B) member, or a Retired (IV.B) member, or as a Federal Service (IV.B) member, or a Special Class (IV.B) member, or an optometry student applying for membership or reinstatement as a Student (IV.B) member, or an individual, or a company, applying to become an Associate (IV.B) member; or a spouse of a member (IV.A) applying for membership to AFVA; shall submit a written application directly to the Board (V.B).
IV.C.2—Nomination for Membership—A Society nominating an OD for Life (IV.B) membership, or an individual for Honorary (IV.B) membership, shall submit a written nomination to the Board.

IV.C.3—The TOA (II) shall make available Application Forms and Nomination Forms to applicants and members.

IV.C.4—Nominations for Honorary (IV.B) membership that are approved by the Board shall be referred to the House of Delegates (“the House”) (VI.A) for deliberation. If it is in the best interest of the TOA for an Honorary membership to be granted before the House meets again, then the Board is authorized to approve the Honorary membership.

IV.C.5.a—The Board shall deliberate all applications and nominations in a timely manner.

IV.C.5.b—Upon approval by the Board, membership shall begin immediately.

IV.C.5.c.i—The Board shall assign Active, Partial Practice, Distinguished, Special Class, Retired, and Life members to the Society in which they live.

IV.C.5.c.ii—Societies shall accept for membership in the Societies all new members.

IV.D.1—Member Privileges—A member (IV.A), unless limited by their respective membership class, shall be privileged to participate in TOA and Society activities or functions; to claim membership in the TOA and Society; to be an Officer (V.A), a Trustee(V.B), or a Delegate (VI.A) of the TOA; to attend conventions of the House (VI.A); to represent the TOA and Society when appropriate; and to utilize any and all services offered by the TOA and Society, subject to the specific requirements of each service or benefit.

IV.D.2—A member may request permission to address the House. If granted by the presiding official, the member shall limit his or her address to the specific subject matter before the House at the time of the request.

IV.E—Good Standing—A member (IV.A) shall be in Good Standing if he or she has paid all dues (IV.F) owed to the TOA and to the AOA, and if the member is not under current censure, suspension, or expulsion for misconduct (IV.G) from the TOA or the AOA.

IV.F—Dues—Each member (IV.A) shall pay dues annually according to the following:

IV.F.1.a, Active Member Dues—Withstanding the limits set forth in the following sections, the House (VI.A) shall, by a two-thirds (B) majority vote, determine the annual dues for an Active (IV.B) member.

IV.F.1.b—The Board (V.B) shall notify the members of a proposed dues change sixty (60) days or more prior to the next meeting of the House.

IV.F.2—The Board shall set the annual dues for all other membership classes (IV.B).

IV.F.3.a—Therapeutic Optometrist Dues—For each member who is a Therapeutic OD (IV.A), as defined by the Texas Optometry Act, the annual dues shall be $300.00 more than the annual dues of a member who is not a Therapeutic OD.

IV.F.3.b—If a Therapeutic OD, who is not a new licensee becomes a member during a portion of a year, then his or her annual dues shall be prorated as follows: during the first quarter of the year, the dues shall be $225.00 more than a member who is not a Therapeutic OD; during the second quarter, $150.00 more; during the third quarter, $75.00 more; during the forth quarter, no more.

IV.F.4.a—New Licensee Dues—A newly licensed Active member or Special Class (IV.B) member, shall not be required to pay annual dues during the calendar year in which he or she receives his or her license to practice optometry.

IV.F.4.b—The annual dues for each of the first, the second, the third, the fourth, and the fifth calendar years thereafter shall be: ten percent (10%), twenty-five percent (25%), fifty percent (50%), and seventy-five percent (75%), and one-hundred percent (100%) respectively of the annual dues otherwise applicable.

IV.F.4.c—If a member has always paid full dues, then he or she may, at his or her discretion, elect to defer the ascending dues (IV.F.3.b) schedule to a later time period.

IV.F.5—New Member Dues—A new member, who is not a new licensee, shall, during the calendar year in which he or she joins, pay annual dues that is prorated according to the following: If a new member joins during the first quarter of the year, then he or she shall pay seventy-five percent (75%) of the annual dues otherwise applicable, during the second quarter—fifty percent (50%), during the third quarter—twenty-five percent (25%), and during the fourth quarter—no dues shall be paid.
IV.F.6.a—Dues Waiver—The Board may waive or reduce the annual dues for a member because of an economic misfortune, or because of a partial or total disability. An "economic misfortune" shall be defined as a member’s inability to pay annual dues due to extraordinary financial hardship resulting from an external condition over which the member has no control. Mode of practice, or employment, or relocation of practice, or part-time practice shall not be, per se, deemed an "economic misfortune."

IV.F.6.b—A member shall request a waiver from his or her Society (IX.A). The Society shall verify the merit of the waiver request.

IV.F.6.c—The Board shall only consider written waiver requests submitted by a member’s Society. A Society shall only submit written dues waiver requests when the Society has also waived or reduced any applicable Society dues.

IV.F.6.d—The Board may establish a procedure for waiving or reducing the annual dues of a member who temporarily reduces his or her hours of practice due to a family leave or a medical leave.

IV.F.7—Reinstatement—A member who is reinstated by the TOA, and who has not been a member during the previous two (2), shall have his or her annual dues prorated in the manner described in IV.F.5.

IV.F.8—Active Members Aged Seventy and Older—For each Active member who is aged seventy (70) or older, the annual dues shall, during the first full calendar year after the member’s seventieth birthday, be reduced to seventy-five percent (75%) of the annual dues otherwise applicable; during the second year thereafter, reduced to fifty percent (50%); and for each year thereafter, reduced to twenty-five percent (25%).

IV.F.9—Methods of Payment—A member may pay annual dues on an annual or a monthly basis.

IV.F.10.a—Delinquency—Dues paid on an annual basis shall be considered delinquent if not paid in full within the first ninety (90) days of the calendar year. Monthly dues payments shall be considered delinquent if not paid within forty-five (45) days of the scheduled due date.

IV.F.10.b—A delinquent member shall be notified by registered mail of his or her delinquent status and impending suspension. A member who has not made payment arrangements within thirty (30) days of the notification date shall be automatically suspended.

IV.F.10.c—A suspended member who does not pay all delinquent dues within nine (9) months of the notification date shall be dropped as a member by a vote of the Board.

IV.F.10.d—A member who has been dropped for non-payment of dues may be reinstated by paying, in full, all current annual dues and by applying for reinstatement in the manner described in IV.C.1.a of these bylaws.

IV.G—Member Discipline—A member (IV.A) may be disciplined in the following manner:

IV.G.1.a—The Board (V.B) shall, without a hearing, expel any member who is required to, but fails to, maintain a valid Texas optometric license.

IV.G.1.b—The Board may, without a hearing, expel any member who is not in Good Standing in their respective Society (IX.A).

IV.G.2—The Board may, after a proper hearing, suspend, or expel, a member who has violated any state or federal law, or violated any state law regarding the practice of optometry, or violated a rule of the TOA.

IV.H.1—Constituent Society Dues—Constituent Societies shall neither assess nor collect dues.

IV.H.2—Of the Annual Dues collected, the TOA shall hold $24.00 per active member, per year as dues for the benefit of each Constituent Society.

IV.H.3—Any member in good standing with the TOA shall be considered in good standing with their Constituent Society.

IV.H.4—The TOA shall account for dues collected for each respective Constituent Society, and shall disburse such funds, from time-to-time, in a manner directed by the Society President and Society Secretary through joint, written request.

IV.H.5—A Constituent Society may charge fees to its members and guests for the attendance at meals or similar events or for other purposes, but failure by a member to pay such fees shall not affect the member’s good standing or privileges.
Article V—Officers and Board of Trustees

V.A—Officers—The Officers of the TOA (II) shall be the President, the President-Elect, the Immediate Past-President, and the Secretary-Treasurer.

V.A.1—President—The President shall have the following responsibilities, and such other responsibilities as prescribed by the parliamentary authority (XIV) adopted by the TOA and these bylaws:

V.A.1.a—Preside at all TOA meetings, or appoint a member (IV.A) to do so.

V.A.1.b—Call special conventions of the House (VI.A) upon the written request of the Board (VI.B), unless two (2) or more members of the Board dissent.

V.A.1.c—Call all regular meetings of the Board; and call special meetings of the Board upon the written request of four (4) or more members of the Board; and serve as the presiding officer of the Board in the absence of the President-Elect.

V.A.1.d.i—The President shall have the authority to create and empanel any ad hoc committee deemed desirable or necessary for the proper functioning of the TOA.

V.A.1.d.ii—Appoint all committee chairs, standing (VIII) and ad hoc, not otherwise impaneled in these bylaws; and serve as an ex-officio, non-voting member on all committees.

V.A.1.d.iii—All committee chair appointments shall be subject to Board approval.

V.A.1.e—Together with the Secretary-Treasurer, certify all official acts of the TOA.

V.A.2—President-Elect—The President-Elect shall have the following responsibilities, and such other responsibilities as prescribed by the parliamentary authority adopted by the TOA and these bylaws:

V.A.2.a.i—Serve as the Chair of the Board, and preside over all meetings of the Board.

V.A.2.a.ii—Serve as an ex-officio, non-voting member on all committees.

V.A.2.b.i—Assume the duties of President, in the event that the President is unable, or unwilling, to do so.

V.A.2.b.ii—The President-Elect shall serve the remainder of the unexpired term, and the full term thereafter.

V.B.2.c—With the advice and consent of the President, the President-Elect shall plan and prepare for the implementation of the programs and the committee chair appointments so desired to take immediate effect upon becoming President.

V.A.3—Secretary-Treasurer—The Secretary-Treasurer shall have the following responsibilities, and such other responsibilities as prescribed by the parliamentary authority adopted by the TOA and these bylaws:

V.A.3.a—Keep accurate records and minutes of TOA meetings and Board meetings.

V.A.3.b—Give proper notice of all TOA meetings and Board meetings.

V.A.3.c—Provide the TOA, at the request of the Board (V.B), with a $5,000 surety bond, which shall be paid for by the TOA.

V.A.3.d—Provide the Board with quarterly financial reports that show the receipt and itemized expenditures, and the balance of each fund created in the budget. The Secretary-Treasurer shall make special reports when requested by the Board.

V.A.3.e—Certify, together with the President, all official acts of the TOA.

V.A.3.f—Act as the custodian of the TOA funds, and shall deposit all monies received by the TOA into financial institutions approved by the Board.

V.A.3.g—Disburse funds only upon the signed order of the President and the President-Elect, provided that the expenditure is within the approved budgetary limits, or has been specifically approved by the Board.

V.A.3.h—Maintain an accounting of the annual dues payable to the AOA, and make proper payments to the Secretary-Treasurer of the AOA not later than the end of each quarter fiscal year.

V.A.3.i—At the end of his or her term of office, transfer to the next Secretary-Treasurer, or any other person that the Board shall designate, all funds, books, records, and property of the TOA in his or her possession.

V.A.3.j—Serve as an ex-officio, non-voting member on all committees.
V.A.4—Term of Office—The Officers shall serve a one-year (1) term that shall begin at the closing of the Annual Convention (XI) at which the Officers are elected, and shall end at the closing of the next Annual Convention.

V.B—Board of Trustees—Shall be composed of the TOA Officers, the Consulting Past-President (VI.F) when elected, and eleven (11) Trustees elected by the House (VII.D).

V.B.1—Governing Authority—The Board shall act as the governing body when the House is not convened. All actions of the Board shall be fully effective until reversed, modified, or approved by the House.

V.B.2—Budget—The Board shall adopt a financial budget for the TOA that provides for the maintenance of prudent reserve funds.

V.B.3—a—Other Responsibilities—The Board shall specifically authorize any expenditure not included in the approved financial budget.

V.B.3.b—The Board may order the President to call an emergency convention of the House, unless two (2) or more members of the Board dissent.

V.B.3.c—The Board shall meet immediately prior to, and immediately after, the Annual Convention (XI) for the purpose of executing the mandates of the House.

V.B.3.d.i—Upon the written request of four (4) members of the Board, the President shall call a meeting of the Board.

V.B.3.d.ii—The time and place of such a meeting shall be that which is determined to best suit the purpose of the meeting.

V.B.4—Board Quorum—Seven (7) members of the Board shall constitute a quorum. If a quorum is not present at a given meeting, then that meeting may be adjourned and reconvened in the manner prescribed by the parliamentary authority (XIV) adopted by the TOA.

V.B.5.a—Term of Office—Trustees shall serve a three-year (3) term that shall begin at the closing of the Annual Convention at which the Trustees are elected, and shall end at the closing of the third Annual Convention thereafter.

V.B.5.b—No Trustee shall serve more than two (2) consecutive three-year terms.

V.B.6.a—Interim Vacancies—The Board shall appoint a member (IV.A) to fill any vacant Trustee position.

V.B.6.b—The Interim Trustee shall serve until the closing of the next Annual Convention of the TOA.

V.C—Removal of an Officer—The House (VI) may, by a three-fourths (H) majority vote when convened in regular or special session, remove or discharge any Officer, Trustee, Employee (XII), or other Agent of the TOA.

V.C.2—The House may, by a two-thirds (B) majority vote when convened in regular or special session, remove or discharge for cause any Officer, Trustee, Employee, or other Agent of the TOA.

V.C.3—The Board (V.B) may, by a two-thirds (B) majority vote, remove or discharge, for cause, any Employee or other Agent of the TOA.

Article VI—House of Delegates and Voting

VI.A.1—House of Delegates—There shall be a House of Delegates, which shall be composed of Delegates representing the respective Societies (IX.A) and Student Affiliated Societies (IX.B), and each Distinguished (IV.B) member.

VI.A.2—Governing Authority—The House is the supreme governing body of the TOA (II), and shall possess all powers not specifically delegated by the Articles of Incorporation (II) and these bylaws.

VI.A.3—Delegates—The Delegate(s), and alternate Delegate(s), representing a Society shall be elected, appointed, or otherwise selected annually by each respective Society, from among the members (IV.A) within each respective Society, in a manner prescribed by the bylaws of each respective Society.

VI.A.4—Affiliation—The President and Secretary of each Society (IX.D) shall certify each Delegate(s) representing their respective Society. The statement of certification shall affirm that the Society Affiliate Dues (IX.E) have been paid to the TOA.
VII—Elections

VII.A—Nominations—Nominations for Officers (V.A) and Trustees (V.B) shall be made by the Nominations Committee (VII.F).

VII.A.2—The Board may nominate Members for the Constituent Society Trustee(s) (VII.D).

VII.A.3—Nominations may be made from the floor of the House (VII.A) at the Annual Convention (XI) by a member (VII.A).

VII.B.1—President-Elect—The House shall, by a majority vote at the Annual Convention, elect the President-Elect (V.I). A member shall be eligible to serve as President-Elect only after he or she has served two (2) or more years on the Board (V.B).

VII.C—Secretary-Treasurer—The House shall, by a majority vote at the Annual Convention, elect the Secretary-Treasurer (V.A).

VII.D—Trustees—The House shall, by a plurality vote at the Annual Convention, elect Trustees to serve staggered terms. Three (3) Trustees shall be elected each year, not counting the two (2) Constituent Society Trustees (VII.D.2.a).

VII.D.2—Constituent Society Trustees—There shall be two (2) Trustees, one Trustee from two (2) different Constituent Societies (IX), who serve a one-year term on the Board (V.B).

VII.D.2.b.i—The various Constituent Societies may nominate to the Board, a Society officer to run for the position of Constituent Society Trustee.

VII.D.2.b.ii—The Board and/or the President may nominate Society Officers to run for the position of Constituent Society Trustee.

VII.D.2.b.iii—The Board shall select from those so nominated a slate of candidates for the position of Constituent Society Trustee which shall then be presented to the House.
VII.E.1—Elections—Votes cast in contested races shall be by secret ballot.

VII.E.2—Elections shall follow the rules prescribed by the parliamentary authority (XIV) adopted by the TOA.

VII.F.1—Consulting Past-President—The incoming President (V.A) shall, at his or her discretion, have the option of nominating a Past-President to serve as a voting member of the Board and the Executive Committee (VIII.A).

VII.F.2—A Past-President, so nominated, may, by a majority vote of the House at the Annual Convention, be elected.

VII.F.3—A Past-President, so elected, shall serve a one-year (1) term that shall begin at the closing of the Annual Convention (XI) at which the Past-President is elected, and shall end at the closing of the next Annual Convention.

VIII—Standing Committees

VIII.A.1—Executive Committee—There shall be an Executive Committee composed of the Officers (V.A); the Consulting Past-President (VI.F), when elected; and an at-large Board IV.B) member elected by and from among the non-officer Trustees (V.B).

VIII.A.2—The Executive Committee shall take, or direct, action on matters of such an emergency nature that it is not practicable to wait for the next Board (V.A) meeting.

VIII.A.3—All actions taken by the Executive Committee shall be reported to the Board at its next meeting.

VIII.B.1.a—Finance Committee—There shall be a Finance Committee composed of the Officers (V.A); the Consulting Past-President (VI.F), when elected; and an at-large Board (V.B) member elected by and from among the non-officer Trustees (V.B).

VIII.B.1.b—Excluding the Secretary-Treasurer, the President shall appoint the Chair of the Finance Committee from the remaining Finance Committee members.

VIII.B.2—The Finance Committee shall supervise and examine the finances of the TOA, and the accounts of the Secretary-Treasurer (V.A), and any individual or committee that receives or holds TOA funds, and shall make recommendations to the Board (V.B) on financial and budgetary matters.

VIII.B.3—The Chair of the Finance Committee, with the advice and consent of the President, shall, if necessary, appoint members to serve on the Finance Committee as needed to carry out the functions of the committee.

VIII.B.4—The Finance Committee may be described as the “Finance Center.”

VIII.B.5—The Chair of the Finance Committee shall report the activities of the committee to the Board at meetings of the Board.

VIII.C.1—Audit Committee—The President (V.A) shall appoint an Audit Committee composed of three (3) Board members (V.B) and any other members (IV.A) as deemed necessary.

VIII.C.2—The Audit Committee shall audit the books of the Secretary-Treasurer (V.A), and shall report its findings to the House (VI.A) at the Annual Convention (XI).

VIII.D.1—Credentials Committee—On the first day of each Annual Convention (XI), the President (V.A) shall appoint a Credentials Committee composed of three (3) or more members (IV.A)

VIII.D.2—The Credentials Committee shall verify the credentials of all Delegates (VI.A) to the House (VI.A), and report its findings to the House (VI.A) at the Annual Convention for the purpose of seating Delegates.

VIII.E.1—Resolutions Committee—The President (V.A), not later than the first day of the Annual Convention (XI), shall appoint a Resolutions Committee of three (3) of more members (IV.A).

VIII.E.2—All resolutions submitted to the TOA (II) at the Annual Convention shall be referred to the Resolutions Committee for review and recommendation by report to the House (VI.A) at the Annual Convention.
VIII.E.3—Resolutions that receive an unfavorable recommendation from the Resolutions Committee may be introduced from the House floor for deliberation.

VIII.F.1.a—Nominations Committee—There shall be a Nominations Committee consisting of six members who shall each serve two-year (2) terms in two staggered groups of three.

VIII.F.1.b—The President (V.A), with the consent of the Board (V.B), shall appoint three members to the Nominations Committee.

VIII.F.1.c—The Nominations Committee shall be comprised of past presidents and current or former Trustee (V.B) members.

VIII.F.2.a—No Society (IX.A) shall have more than one (1) member on the Nominations Committee.

VIII.F.2.b—No Society shall have a member on the Nominations Committee in two (2) consecutive terms.

VIII.F.2.c—New committee members shall be appointed to the committee at the time the President assumes office each year.

VIII.F.3—The Nominations Committee shall meet to consider candidates for the Officer (V.A) and Trustee (V.B) positions that are up for election, and shall, on or before the day prior to the date on which the election is to be held, submit to the House (XI) at the Annual Convention a slate of candidates for its consideration.

VIII.G.1—Legal and Legislative Committee—The President, with the consent of the Board, shall appoint a Chair of the Legal and Legislative Committee no later than the last day of the Annual Convention.

VIII.G.2—The Members of the Executive Committee shall serve on the Legal and Legislative Committee.

VIII.G.3—The Chair of the Legal and Legislative Committee, with the advice and consent of the President, shall, if necessary, appoint members to serve on the Legal and Legislative Committee as needed to carry out the functions of the committee.

VIII.G.4—The Legal and Legislative Committee may be described as the "Legislative Center."

VIII.G.5—The Chair of the Legal and Legislative Committee shall report the activities of the Committee to the Board at meetings of the Board.

VIII.H.1—Third Party Committee—The President, with the consent of the Board, shall appoint a Chair of the Third Party Committee no later than the last day of the Annual Convention.

VIII.H.2—The Chair of the Third Party Committee, with the advice and consent of the President, shall, if necessary, appoint members to serve on the Third Party Committee as needed to carry out the functions of the committee.

VIII.H.3—The Third Party Committee may be described as the "Third Party Center."

VIII.H.4—The Chair of the Third Party Committee shall report the activities of the committee to the Board at meetings of the Board.

VIII.I.1—Communications Committee—The President, with the consent of the Board, shall appoint a Chair of the Communications Committee no later than the last day of the Annual Convention.

VIII.I.2—The Chair of the Communications Committee, with the advice and consent of the President, shall, if necessary, appoint members to serve on the Communications Committee as needed to carry out the functions of the committee.

VIII.I.3—The Communications Committee may be described as the "Communications Center."

VIII.I.4—The Chair of the Communications Committee shall report the activities of the committee to the Board at meetings of the Board.

VIII.J.1—Membership Committee—The President, with the consent of the Board, shall appoint a Chair of the Membership Committee no later than the last day of the Annual Convention.

VIII.J.2—The Chair of the Membership Committee, with the advice and consent of the President, shall, if necessary, appoint members to serve on the Membership Committee as needed to carry out the functions of the committee.

VIII.J.3—The Membership Committee may be described as the "Membership Center."

VIII.J.4—The Chair of the Membership Committee shall report the activities of the committee to the Board at meetings of the Board.

VIII.K.1—Convention and Meetings Committee—The President, with the consent of the Board, shall appoint a Chair of the Convention and Meetings Committee no later than the last day of the Annual Convention.

VIII.K.2—The Chair of the Convention and Meetings Committee, with the advice and consent of the President, shall, if necessary, appoint members to serve on the Convention and Meetings Committee as needed to carry out the functions of the committee.

VIII.K.3—The Convention and Meetings Committee may be described as the "Meetings Center."

VIII.K.4—The Chair of the Convention and Meetings Committee shall report the activities of the committee to the Board at meetings of the Board.
IX—Constituent Societies

IX.A.1—Constituent Societies—The Board (V.B) shall divide Texas into geographical areas that roughly follow legislative boundaries. The member OD’s (IV.B) that live within each of these areas shall be organized into Constituent Societies.

IX.A.2.a—The Board may submit changes to these boundaries to the House (VI.A) for its deliberation.

IX.A.2.b—The House may consider changes to Society boundaries through a mailed ballot to the Delegates (VI.A).

IX.B—Student Affiliated Societies—Ten (10) or more Student members (IV.B) who attend an accredited Texas school or college of optometry may apply to the Board (V.B) for a charter as a Student Affiliated Society of the TOA (II).

IX.C.1—Society Bylaws—Each Society and Student Affiliated Society shall prepare and adopt bylaws that are in concert with these bylaws.

IX.C.2—The Board (V.B) must approve each Society’s proposed bylaws and any changes proposed thereto.

IX.D.1—Society Officers—Each Society and Student Affiliated Society shall elect, at the first meeting of each year, a President, a Vice-President, a Secretary-Treasurer, Delegate(s) (VI.A) and such other officers as may be required.

IX.D.2—Each Society Officer shall serve a one-year (1) term.

IX.D.3—Each Society and Student Affiliate Society shall install its Officers in accordance with its bylaws.

IX.E—Society Affiliation—To maintain its affiliation with the TOA (II), each Society and Student Affiliated Society shall, on an annual basis at least two (2) weeks before the Annual Convention (XI), submit two (2) copies each of a current Membership Roster and a list of the Officers, and Delegates (VI.A), and alternates for the ensuing year. One copy shall be given to the President (V.A), and the second copy shall be given to the Credentials Committee (VIII.D).

IX.F—Incorporating a Society—Societies and Student Affiliated Societies may incorporate under Texas law, but only when the Board (V.B) has granted its prior approval.

IX.G—Changing Societies—A member (IV.A) may transfer to a Society that is contiguous to the Society in which he or she lives, provided that the Society in which the member lives certifies that he or she is in good standing in the TOA, and the Board (V.B) approves the transfer.

IX.H—Parliamentary Authority—The rules contained in the current edition of Robert’s Rules of Order, Newly Revised shall govern all Societies in all cases to which they are applicable and in which they are not inconsistent with the bylaws of a particular Society or these bylaws.

X—Fiscal Accountability

X.A—Fiscal Year—The fiscal year of the TOA (II) shall be the calendar year.

X.B.1—Accountability—All individuals or committees that handle or hold TOA funds shall, fifteen (15) or more days before the Annual Convention (XIV), submit to the Secretary-Treasurer (V.A) a written report accounting for said funds.

X.B.2—The President (V.A) may, at any time, request such a written accounting report.

X.C.1—Expenses—All Officers (V.A), Trustees (V.B), and administrative personnel who may be required to be absent from their practice by order of the President (V.A) or the Board (V.B), may be reimbursed for transportation expenses and a per diem for other expenditures as defined by the Board.
X.C.2—No person shall, on behalf of the TOA (II), assume or incur any expense or liability, or enter into any contract or agreement involving the expenditure of funds without the expressed prior approval of the Board.

XII—Executive Director

XII.A—Executive Director—The Board (V.B) may employ an individual, who may or may not be an OD (IV.A), to serve as the Executive Director of the TOA (II).

XII.A.2—Contract—The Board may enter into an employment contract with the Executive Director, the term of which shall not exceed three (3) years.

XII.B—Compensation—The Board (V.B) shall determine the compensation of the Executive Director.

XII.C—Duties—The Executive Director shall supervise and administrate the operation and the business affairs of the TOA (II), and shall perform such duties as may, from time to time, be assigned by the Board (V.B) or the President (V.A).

XIII—Sections

XIII.A—Members (IV.A) may propose the formation of a Section in the following manner:

XIII.A.1—Proposing a Section—Those members wishing to form a Section shall, ninety (90) or more days before a convening of the House (VI.A) at which said proposal will be deliberated, file with the Secretary-Treasurer (V.A) a statement containing the need for the proposed Section; the purpose of the proposed Section, which shall not conflict with the purpose of the TOA (II) or any existing TOA Committee or Section; the bylaws of the proposed Section, which shall not conflict with these bylaws; the first-year fiscal budget of the proposed Section; and a roster of members, or prospective members, who affirm that they will join the proposed Section.

XIII.A.2.a—The Secretary-Treasurer shall, sixty (60) or more days before a convening of the House at which a proposal to form, combine, change the name of, or eliminate a Section will be deliberated, send written notice of the proposal to the members.

XIII.A.2.b—The House may, after a report from the Board (V.B), and by a two-thirds (B) majority vote, form, combine, change the name of, or eliminate a Section.

XIII.B—Section members must be TOA members (II).

XIII.C—Each Section shall elect officers in the manner prescribed in the Section bylaws.

XIII.D—Each Section shall meet one (1) or more times per year.

XIII.E.1—Each Section shall establish an annual fiscal budget and annual dues to cover the activities of the Section.

XIII.E.2—The Board (V.B) shall approval all proposed Section budgets and dues.

XIII.F—The Board (V.B) shall approve all proposed changes to Section bylaws.
XIV—Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised shall govern the TOA (II) in all cases to which they are applicable and in which they are not inconsistent with the TOA Articles of Incorporation, these bylaws, or any State or Federal statute applicable to the TOA.

XV—Professional Conduct

XV.A—All members (IV.A) shall comply with the Texas Optometry Act, other statutes governing the conduct of an OD (IV.A), and the interpretations of these statutes by the courts and by the Texas Optometry Board.

XV.B—The TOA Code of Ethics, as amended from time to time, shall serve as a guide for the professional conduct of the TOA.

XV.C.1—The Standards of Conduct of the AOA, as amended from time to time, shall serve as a guide for the professional conduct of the TOA.

XV.C.2—In such Standards of Conduct, the terms “shall” and “should” are to be construed as “recommended” standards, rather than “mandatory” standards of conduct, except where state optometry laws require standards of conduct to be mandatory.

XVI—Judicial Council

XVI.A.1—The TOA (II) shall have a Judicial Council consisting of nine (9) members.

XVI.A.2—The Immediate Past President of the TOA shall automatically serve on the Judicial Council and act as the Chair.

XVI.A.3—Three (3) or more members of the Judicial Council shall be TOA Past Presidents.

XVI.A.4—The President (IV.A), with the consent of the Board (IV.B), shall fill vacancies on the Judicial Council.

XVI.A.5—Members of the Judicial Council shall serve three-year (3) terms.

XVI.B.1—Within thirty (30) days of the close of the Annual Convention (XIV), all resolutions adopted by the House (VI.A), shall be mailed to the members of the Judicial Council for study and review.

XVI.B.2—Within sixty (60) days of the close of the Annual Convention, the Judicial Council shall meet by some method, to discuss and to vote on whether each resolution is to become effective, or whether, by a two-thirds (B) majority vote, a resolution is to be referred back to the House for reconsideration.

XVI.B.3—If, within sixty (60) days after receipt of a resolution, the Judicial Council affirms it, or, if after sixty (60) days, the Judicial Council fails to act on it, then that resolution shall take effect.

XVI.B.4—The Judicial Council shall not change any resolution, except to correct grammatical errors.

XVI.B.5—If a resolution is referred to the House for reconsideration, then the result of the action taken by the House with respect to that resolution shall be final and shall not be subject to review by the Judicial Council.

XVII—Electronic Meetings

XVII.A—Except as otherwise provided in these bylaws, the Board may, from time-to-time, elect to meet via either video-conference or audio-conference.

XVII.B—Standing Committees and ad hoc Committees may, from time-to-time, elect to meet via video-conference or audio-conference.

XVII.C—Such meetings shall be considered meetings in executive session.

XVII.D—Such meetings shall use an appropriate technology that ensures compliance with quorum, debate, and voting.
XVIII—Amendments

XVIII.A—A member (IV.A) may propose an amendment to these bylaws, only when nine (9) or more members subscribe to it.

XVIII.B—Proposed amendments to these bylaws shall be submitted to the TOA (II) in one of the following two (2) manners:

XVIII.B.1.a—With Prior Notice—A member (IV.A) may submit, to the Secretary-Treasurer (V.A), ninety (90) or more days prior to the Annual Convention (XIV), a proposed amendment to these bylaws in the exact form in which it is to be deliberated by the House (VI.A).

XVIII.B.1.b—The Secretary-Treasurer shall, sixty (60) or more days prior to the Annual Convention, send a copy of the proposed amendment to all members.

XVIII.B.1.c—The Resolutions Committee (VIII.E) shall, after due consideration, lay out the proposed amendment before the House.

XVIII.B.1d—The House may pass, by a two-thirds (B) majority vote, a proposed amendment submitted with prior notice.

XVIII.B.2.a—Without Prior Notice—A member may submit, to the Board (V.B) at the pre-convention Board meeting (V.B), a proposed amendment to these bylaws in the exact form in which it is to be deliberated by the House (VI.A).

XVIII.B.2.b—The Board shall, after due consideration and approval, lay out the proposed amendment before the House.

XVIII.B.2.c—The House may, by a three-fourths (H) majority vote, pass a proposed amendment submitted without prior notice.