



BYLAWS

ARTICLE 1 - NAME AND OFFICES

Section 1. Name and Insignia

- A. The name of this organization shall be Opticians Association of America.
- B. The name, Opticians Association of America, and its insignia are registered marks owned by the Opticians Association of America. Firm Members, State Society Members, Honored Fellows, and Individual Members may, however, use the mark and insignia on their stationery and other printed materials to indicate their membership in the Opticians Association of America. All uses of the mark and insignia shall conform to policies established by the Opticians Association of America.

Section 2. Offices

The executive offices of the Association shall be maintained at such address as the Board of Directors may determine.

ARTICLE II - PURPOSES

The purposes of this Association shall be: to promote the acceptance of opticianry as an integral part of the health care system; to support opticianry by legislative and regulatory efforts and to provide and encourage educational opportunities to dispensing opticians.

ARTICLE III - OBJECTIVES

The objectives of this Association shall be:

1. To foster a broader understanding and acceptance of professional optical dispensing as indispensable to the health and welfare of the public.
2. To disseminate by all appropriate means accurate information to advance the interests and general welfare of dispensing opticians.
3. To encourage, establish and maintain standards of competence, knowledge and performance through the development of educational programs, training and credentialing of dispensing opticians and/or uniform national registration.

4. To promote legal recognition of dispensing opticians through interaction with federal, state and local governments, their agencies and other public groups for the benefit of the public.
5. To provide accurate and efficient optical dispensing services as an integral part of the eye care delivery system.
6. To promote and foster standards for the entire OAA membership.
7. To foster the use of qualified opticians in the dispensing of eyewear and other optical products to the public.
8. To promote and assist in the formation of affiliated state societies and associations in those states where such societies and associations do not exist.
9. To promote and defend the right of every person to have the freedom of choice in obtaining optical dispensing services and goods.
10. To promote and defend the right of an optician to employ a refractionist.
11. To promote the advancement of the science and art of opticianry to provide better eye care to the public.
12. To promote scientific, technical and business research.
13. To interact with health, scientific and educational organizations in matters of interest to the field of opticianry.
14. To do any and all things that are lawful and appropriate in the furtherance of these objectives.

ARTICLE IV - MEMBERSHIPS

Section 1. Classes of Membership

The membership shall consist of eight classes:

- A. Firm Membership
- B. Individual Membership
- C. State Society Membership
- D. Honored Fellow Membership
- E. Student Membership
- F. Corporate Membership
- G. International Membership
- H. Retired Membership

Section 2. Definitions

A. Retail Optical Dispensing Firm

The term "Retail Optical Dispensing Firm" shall mean an individual proprietorship, partnership, unincorporated association, subsidiary, division, or other form of business enterprise actively engaged in the performance of optical dispensing services and the sale of products.

B. Independent Retail Opticianry

The term "Independent Retail Opticianry" shall mean those business enterprises collectively that are actively engaged in the performance of optical dispensing services and the sale of optical products to the public at large and whose majority owners are not in active practice of optometry or ophthalmology.

C. Student

The term "student" shall mean an individual enrolled as a student in an accredited opticianry school.

D. Supplier

The term "Supplier" shall mean an individual proprietorship, partnership, unincorporated association, corporation, or other form of business enterprise which manufactures or supplies products, equipment, and/or other materials or services to the retail optical industry.

Section 3. Membership Criteria

A. Firm Membership

1. Any retail optical dispensing firm, as defined in Section 2, which is in sympathy with the purposes and objectives of the Association and which is committed to the promotion and protection of retail opticianry shall be eligible for Firm Membership in the Association, provided said firm fulfills the following requirement.

At least one person in a responsible position in the firm shall:

- a) have at least two years experience in the retail optical business, or
 - b) have an unrevoked state license for opticians, or
 - c) shall be certified as a Certified Optician by the American Board of Opticianry, and/or
 - d) shall be certified by the National Contact Lens Examiners or
 - e) have passed a substantially equivalent state examination
2. A Firm Member may designate a representative to act as its agent in the conduct of Association affairs.

3. Any Firm Member in good standing may designate one individual to be recognized as an OAA Honored Fellow.

B. Individual Membership

1. Any person who is employed as a dispensing optician, an educator in the field or opticianry or a professional in the field of opticianry and is in sympathy with the purposes and objectives of the Association shall be eligible for Individual Membership provided such person is not a proprietor, partner or officer of an optical dispensing firm or practice.
2. An Individual Member whose mailing address is in a state that is a State Society Member shall be represented by delegates from that State Society Member at the OAA Delegate Assembly.
3. Individual Members must obtain an Honored Fellow Membership in order to gain the ability to vote, without an appointment of a State, as a part of the Delegate Assembly

C. State Society Membership

1. State Society Members shall be state organizations of dispensing opticians that have been approved for membership by the Board of Directors. A State Society Member shall agree to subscribe to the Constitution and Bylaws of this Association.
2. The Association recognizes the rights of State Society Members as separate entities.
3. Each State Society Member shall be represented by delegates at the Delegate Assembly to act as its agent in the conduct of Association affairs.
4. Dual Membership is a designation for which State Society Members may enjoy the benefits of limited membership in OAA. Dual Members shall not be allowed to vote or hold elected positions within the association unless the said member obtains an Honored Fellow Membership.

E. Student Membership

1. An opticianry student who is in sympathy with the purposes and objectives of the Association shall be eligible for student membership.
2. Student members shall not have the right to vote or serve as elected officers or directors of the Association.

F. Corporate Membership

1. Any supplier who is in sympathy with the purposes and objectives of the Association shall be eligible for Corporate Membership.

2. Firms that have been assigned Corporate Membership may designate representatives to act as their agents in the conduct of Association affairs.

G. International Membership

The Board of Directors may elect to International Membership any optical group outside of the United States whose purposes are consistent with the purposes and objectives of this Association. Each International Member shall have one ex-officio representative, with voting rights on the Delegate Assembly.

H. Retired Membership

Retired Membership may be conferred upon individuals at such times and under such terms as may be determined by the Board of Directors. Retired Members shall not have the right to vote.

Section 4: Application for Membership

Applications for Membership shall be submitted to the Association National Office in such form and accompanied by such documents as required by the Association.

Section 5: Suspension

Any member whose dues are 90 days in arrears shall be suspended and all privileges of membership suspended except as hereinafter provided. Members suspended for nonpayment of dues or assessments may be reinstated by the Executive Director at any time upon payment of the current year's dues.

Section 6: Termination of Membership

- A. Membership in the Association may be terminated for cause. Sufficient cause for such termination of membership shall be violation of this Constitution and Bylaws or violation of any agreement, rule or practice properly adopted by the Delegate Assembly or the Board of Directors, or any other conduct prejudicial to the Association. No membership shall be terminated for cause without the member having an opportunity to be heard in answer to charges in accordance with the procedure adopted by the Board of Directors.
- B. The membership of those members who are under suspension for non-payment of dues or assessments after the close of a membership year shall be terminated.

Section 7: Membership Recognition Categories

A. Life Membership Recognition

Life Membership may be conferred upon individuals at such time and under such terms as may be determined by the Board of Directors. Life members shall not have the right to vote.

B. Distinguished Service Membership Recognition

Distinguished Service Membership may be conferred upon individuals at such times and under such terms as may be determined by the Board of Directors. Distinguished Members shall not have the right to vote.

C. Honorary Membership Recognition

Honorary Membership may be conferred upon individuals at such times and under such terms as may be determined by the Board of Directors. Honorary Members shall not have the right to vote.

ARTICLE V - DUES AND ASSESSMENTS

Section 1: Membership Dues and Assessments

Each class of membership shall pay such membership dues and assessments as determined by the Board of Directors.

Section 2: Membership Dues

- A. The Board of Directors shall from time to time establish a schedule of membership dues. All dues shall be payable on the first day of the membership year to which they apply.
- B. The Board of Directors shall determine the terms and conditions for the payment of dues.
- C. The dues schedule determined by the Board of Directors shall appear on the form provided by the Association office to each Firm Member.

Section 3. Payments

All Firm, Individual, Honored Fellow, State Society, Student, Corporate, International and Retired Members shall pay annual dues, fees and such assessments and charges as determined by the Board of Directors.

Section 4: Assessments

Special assessments shall be levied only for designated purposes and then only by an affirmative vote of two-thirds of the Board of Directors. All assessments shall be paid in the manner and at the time designated by the Board of Directors. In the event that assessments are not paid as directed, the Executive Director shall furnish to the Board of Directors a list of the delinquent members and such delinquents shall be automatically suspended until the assessments are paid.

ARTICLE VI - DELEGATE ASSEMBLY

Section 1. Governing Body

The body for the adoption of the Association's national platform and resolutions shall be known as the Delegate Assembly.

Section 2. Composition

- A. The Delegate Assembly shall consist of voting members who shall be entitled to one vote each, delegates ex-officio entitled to the right of expression, but no vote, and the Executive Director ex-officio without the right to vote.
- B. Voting Delegates shall be composed of Firm Member Delegates, State Society Delegates, and Honored Fellows.
- C. Firm Member Delegates shall consist of the designated representative of the Firm Members who have registered to attend the Annual Convention of the Association.

D. State Society Delegates

- 1) Each State Society Member shall elect two voting delegates for a term of one year; additional voting delegates shall be elected to serve a term of one year on the basis of the following formula:

Column One - Total number of dispensing opticians as reported in the last dues payment.
 Column Two - Additional voting delegates.

| Column One | Column 2 |
|-------------|----------|
| 100-200 | 1 |
| 201-400 | 2 |
| 401-600 | 3 |
| 601-800 | 4 |
| 801 or more | 5 |

- 2) Each State Society Member may designate for each voting delegate one alternate delegate who may serve in the absence of any voting delegate for such member, but who shall otherwise have no voice or vote.
- 3) The Executive Director of the Association shall notify the State Societies of the number of voting delegates to which they are entitled and the date by which designation of delegates must be made. The officials of the State Society Member shall certify to the Executive Director and the President of the Association the names of their voting delegates and alternates before the designated deadline for such indication.

F. Honored Fellows are Members who have fulfilled and maintained the HFOAA criteria.

- G. **Members of the Board of Directors** shall be delegates ex-officio without the right to vote in their capacity as a member of the Board of Directors but may vote if they qualify as a delegate in any other capacity.

Section 3: Membership Requirements

Each voting member of the Delegate Assembly shall be a Firm Member, an Employee of a Firm Member, an appointed representative by a State Society Member or an Honored Fellow Member.

Section 4: Powers of the Delegate Assembly

The Delegate Assembly:

- A. Shall elect the officers of the Association and the directors of the Board of Directors.
- B. Shall adopt rules of procedure for the conduct of meetings of the Delegate Assembly.
- C. May adopt resolutions pertinent to the purposes and objectives of the Association.
- D. May adopt amendments to this Constitution and Bylaws.

Section 5: Meetings

- A. The Delegate Assembly shall hold at least one meeting annually in conjunction with the Annual Convention of the Association. The Delegate Assembly may hold additional meetings on reasonable notice, upon call of the President or by a majority of the Board of Directors, at such places as the President or the Board of Directors may designate.
- B. The Agenda for meetings of the Delegate Assembly shall be prepared by the Board of Directors.
- C. Copies of the agenda shall be made available by the Executive Director to each voting delegate and alternate at least 20 days before the date of such meeting of the Delegate Assembly.

Section 6. Voting and Quorum

- A. A voting delegate shall have the right to one vote per qualified category on any issue before any meeting of the Delegate Assembly if present in the meeting when the vote is taken.
- B. A quorum shall consist of five percent of the full voting strength of the Delegate Assembly.
- C. The full voting strength of the Delegate Assembly shall be computed on the basis of the total number of Firm Members in good standing 30 days prior to the opening of the first session of the Delegate Assembly at the Annual Convention of the Association or at any special meeting of the Delegate Assembly, in addition to the total number of State Society Delegates, and Honored

Fellows that have been certified as voting delegates before the designated deadlines for such indication.

- D. If there is no quorum or if the Annual Convention is not held for reasons of war or other emergency, the powers of the Delegate Assembly are assigned to and shall be exercised by the Board of Directors except for the amendment of this Constitution and Bylaws until the next meeting of the Delegate Assembly.
- E. Voting rights of a member of the Delegate Assembly shall not be delegated to another or exercised by proxy except that a Firm Member representative may vote as a State Society Delegate and as a Firm Member Representative.

Section 7. Officers of the Delegate Assembly

The Officers of the Delegate Assembly shall be a President and a Secretary. The President and the Executive Director of the Association shall serve as the President and the Secretary, respectively, of the Delegate Assembly. The President may appoint such other Officers as needed.

Section 8. Resolution Development

- A. Proposed resolutions to the Delegate Assembly must be submitted in writing at least 45 days before the first day of the meeting of the Delegate Assembly to a committee to be created for that purpose by appointment by the Board of Directors. Resolutions may be submitted by Firm Members, State Society Members, Honored Fellow Members, the Board of Directors, Committees of the Association, Delegates to the Delegate Assembly, or by the Committee appointed by the Board of Directors to consider such proposals. No more than three resolutions may be submitted by an individual or group.
- B. The Committee created to consider resolutions shall study all proposals received and shall have the authority to prioritize all resolutions properly received. The Committee shall prepare a report of its recommendations on proposals received. Such report shall be distributed to the Delegate Assembly in advance of the first business session designated by the Delegate Assembly for voting on resolutions.
- C. Proposed resolutions which are not submitted as provided for in this Section shall be considered by the Delegate Assembly only with the approval of the Executive Committee and by two-thirds of the delegates present and voting.
- D. Resolutions not considered by the Delegate Assembly at the time of adjournment of the Delegate Assembly shall expire and will need to be resubmitted for consideration at the next Delegate Assembly meeting.
- E. The adoption of any resolution shall require a two-thirds vote of the Delegate Assembly present and voting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Duties

There shall be a Board of Directors which shall have supervision, control and direction of the affairs of the Association within the limits of and consistent with the beliefs and policies and resolutions promulgated by the Delegate Assembly and this Constitution and Bylaws. The Board of Directors shall actively promote the purposes of the Association, shall set all dues, assessments, and charges, shall adopt the Association's budget, and shall have discretion in the disbursement of the Association's funds.

The Board of Directors may adopt such rules and regulations for the conduct of its business as it shall deem advisable and may in the execution of its powers appoint such agents as it may consider necessary.

Section 2. Composition

- A. The Board of Directors shall be composed of the four elected officers, the Immediate Past President, Guild Council Chairman, Vision of Hope Foundation Chairman, and nine Directors. The Executive Director shall be an ex-officio member of the Board of Directors without voting rights. The Board of Directors may appoint other ex-officio members of the Board without voting rights.
- B. The nine elected Directors shall be composed of two Firm Members; two Individual Members who must be a Firm Member or an Honored Fellow Member; two Members from State Society Membership who must be a Firm Member or an Honored Fellow Member; two At-Large Members who must be a Firm Member, an Honored Fellow Member, or a representative of a Corporate Member; and one Student/Apprentice Member.

Section 3. Duration of Office

- A. The term of the Directors shall begin at the close of the Annual Convention at which they were elected. Directors shall serve to the end of their elected terms or until successors have been elected. Directors shall serve 2-year terms.
- B. An elected Director shall, at the time of election and throughout the duration of his term, be either a Firm Member or an Honored Fellow Member.
- C. A Director may serve 2 consecutive terms if re-elected at the Annual convention. Thereafter no Director is eligible for re-election until at least one year shall have elapsed.
- D. A member of the Board of Directors may resign upon presenting his/her written resignation to the President of the Association and the resignation shall become effective upon acceptance by the Board of Directors.
- E. A Director who has missed two consecutive meetings of the Board of Directors is subject to removal from the Board upon review and a majority vote of the Directors present and voting.

Upon such removal, the Board shall appoint a new Director to serve until the next Delegate Assembly Meeting at which a Director will be elected to serve the remainder of the term.

- F. Any person appointed or elected to any office, committee, or affiliated association shall be required to have been a member in good standing for at least one year prior to accepting that position. Additionally, that person shall be required to maintain membership in good standing for the term of that appointment, elected position, or assignment.

Section 4. Meetings

The Board of Directors shall hold two meetings annually at such time and place as the Board of Directors may determine. Additional meetings of the Board of Directors may be called by the President or at the request of the majority of members of the Board of Directors, provided that notification is sent to each member of the Board of Directors 10 days prior to the meeting.

Section 5: Quorum and Voting

- A. A quorum shall consist of two-thirds of the full voting membership of the Board of Directors.
- B. Voting rights of a member of the Board of Directors shall neither be delegated to another nor exercised by proxy.
- C. The members of the Board of Directors may participate in any meeting by telephone conference call and such participation shall constitute presence in person at such meeting.
- D. The President may request action by the Board of Directors between meetings of the Board of Directors. Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent or consents through communication setting forth the action so taken shall be signed (written or electronic) by all Board members in office and shall be filed with the Secretary. The names of the Board of Directors members voting and their vote shall be reported to the Board of Directors at its next meeting.

Section 6. Vacancies

Vacancies on the Board of Directors, among the six elected members of the Board, which occur between Annual Conventions may be filled by appointment by the President and approved by the Board of Directors. Such appointments shall be effective only until the next Delegate Assembly, at which meeting the vacancies shall be filled by election.

ARTICLE VIII - OFFICERS

Section 1. Title

The elected Officers of the Association shall be a President, a First Vice-President, a Second Vice-President and a Secretary-Treasurer. In addition, there may be an Assistant Secretary-Treasurer without vote who shall be appointed.

Section 2. Election, Qualifications and Term of Office

- A. The elected Officers shall be elected each year by the Delegate Assembly at the Annual Convention of the Association for a term of one year. The term of Office of each elected Officer shall begin at the close of the Annual Convention at which he/she was elected and shall serve until his/her successor is elected.
- B. No elected Officer shall serve for more than two full terms in the same Office except the Secretary/Treasurer.
- C. An elected Officer at the time of his election shall be a Firm Member or Honored Fellow for a minimum of one year prior to election.

Section 3. President

It shall be the duty of the President to preside at all meetings of the Association, to perform all duties incident to the Office of President, make all appointments to allied organizations, and such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. First Vice President

It shall be the duty of the First Vice President to perform the duties of the President in his/her absence or in the event of his/her inability or refusal to act. The First Vice President, when thus acting, shall have the powers of and be subject to all restrictions placed upon the President. The First Vice President shall serve as Chair of the Bylaws Committee and perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5. Second Vice President

The Second Vice President shall serve as Chair of the Resolutions Committee and perform other such duties as may be assigned from time to time by the President or Board of Directors.

Section 6. Secretary/Treasurer

The Secretary/Treasurer shall have charge and custody of, and be responsible for all funds and securities and financial records of the Association; shall keep the minutes of the meetings of the Association and the Board of Directors; shall see that all notices are given in accordance with the provisions of the Constitution and Bylaws or as required by law; shall be custodian of the corporate records and of the seal of the Association; and, in general, shall perform all duties incident to the Office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 7. Assistant Secretary/Treasurer

The Assistant Secretary/Treasurer shall act in the absence of the Secretary/Treasurer and shall perform such duties as may be assigned by the Secretary/Treasurer or the President, or the Board of Directors.

Section 8. Vacancies

- A. If there is a vacancy, for any reason in the Office of the President, the First Vice President shall succeed to the Office immediately and shall have all of the powers and perform all of the duties of the office.
- B. If there is a vacancy, for any reason in the Office of the First Vice President, the Second Vice President shall succeed to the Office immediately and shall have all of the powers and perform all of the duties of the Office.
- C. If there is a vacancy for any reason in any office which cannot be filled by these provisions for succession to office, the Board of Directors shall appoint from its own membership an officer protempore to perform the duties of the vacated office until the office is filled by an election by the Delegate Assembly at the Annual Convention of the Association.

Section 9. Removal

Any officer of the Association may be removed by a two-thirds vote of the Board of Directors present and voting whenever in its judgment the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee of the Association

- A. A Nominating Committee for the nomination of Officers and Directors shall be composed of eight members and shall be appointed by voting members of the Opticians Association of America. Two members will be appointed by the President, two members will be Firm members appointed by the Guild Chairman, and four members will be appointed at the State Leadership Conference of which all four members shall be representatives of state society membership and shall be either Guild, Firm, or Honored Fellow Members of the Opticians Association of America). In addition, the Immediate Past President shall be the ex-officio Chairman of the Nominating Committee and shall vote in case of a tie. If the Immediate Past President is deceased, incapacitated, or unwilling to serve in that capacity, the President shall serve as ex-officio Chairman of the Nominating Committee.
- B. A quorum shall consist of five members of the Committee.
- C. A member of the Nominating Committee shall not hold elective office on the Board of Directors at the time of election or appointment to the Nominating Committee. Each member of the Nominating Committee shall be, at the time of election or appointment to the Nominating Committee, a Firm Member or their delegate, a Guild Member or their delegate, an Honored Fellow of the Opticians Association of America, an OAA voting member from a State Society

Member or Corporate Member. No member of the Nominating Committee may serve two consecutive years on the Committee.

- D. If an appointed person on the Nominating Committee is nominated for a position on the Board of Directors, said person must resign from the Nominating Committee in order to pursue the position in which he/she was nominated or withdraw his/her name from consideration for the position he/she was nominated. No person, who was nominated for a position on the Board, may participate in any meetings of the Nominating Committee until he/she has made a decision with regard to his/her nomination.

Section 2. Duties of Nominating Committee of the Association

- A. The Nominating Committee shall poll the membership for nominees at least 90 days prior to the Delegate Assembly. Nominations for Firm Directors may be submitted solely by Firm Members. Nominations for Individual Directors may be submitted by Firm Members and Honored Fellow Members.
- B. Nominations for State Society Committee Members will be selected to serve on the Nominating Committee each year at the State Leadership Conference.
- C. The Nominating Committee shall meet at least 45 days prior to the Delegate Assembly meeting at the Annual Convention of the Association and shall compile the nominations received. For each Board seat available the Nominating Committee will select the nominee and confirm with the nominees their willingness to serve.
- D. Once confirmed, the Nominating Committee will prepare a ballot listing nominees for each category and report these nominations to the President.

Section 3. Preparation of Slate of Nominees

- A. The Executive Director shall communicate to the members of the Association and the delegates of the Delegate Assembly the slate of nominees for offices to be filled as presented by the Nominating Committee at least 30 days prior to the Delegate Assembly meeting at the Annual Convention of the Association.
- B. In the event a Nominee becomes unable to serve, the Nominating Committee, at the call of its chairman, shall select an alternate candidate and transmit to the membership and the Delegates to the Delegate Assembly its amended report as soon as feasible, but in no case later than a time immediately prior to the opening of the Delegate Assembly meeting at the Annual Convention. The members of the Nominating Committee may participate in any meeting by telephone conference call, mail, or any other appropriate communication methods and such participation shall constitute presence in person at such meeting.
- C. Nominations, for any of the offices to be filled, can be accepted from the floor at the Delegate Assembly if any 25 voting delegates, not more than ten of which are located in any one state, prepare and forward to the Executive Director a signed nomination by all 25 delegates together

with pertinent biographical information of the nominee and signed letter from the nominee confirming his/her willingness to serve. A candidate shall not be nominated for more than one office.

- D. Following the closing of nominations, a ballot shall be presented listing the names of all nominees under the office for which they have been nominated both by the Nominating Committee and by written petition of the delegates.

Section 4. Election Procedure

- A. The Delegate Assembly shall elect the Officers and Directors at the Annual Convention of the Association.
- B. If there shall be two candidates for an office, the person receiving the larger number of votes shall be elected to such office. In the event there are three or more candidates for an office, and if a majority vote of the delegates present and voting is not received by any candidate for such office, there shall be a runoff election between the two candidates receiving the largest number of votes.

ARTICLE X - GUILD OF PRESCRIPTION OPTICIANS OF AMERICA

Section 1. Name and Insignia

- A. There shall be a division of the Opticians Association of America which shall be named "Guild of Prescription Opticians of America."
- B. The name "Guild of Prescription Opticians of America," the words "Guild Opticians" and their related insignia are registered marks owned by the Opticians Association of America. Use of the name "Guild of Prescription Opticians of America", the words "Guild Opticians" and the insignia(s) are strictly limited to members of the "Guild of Prescription Opticians of America", who are Firm Members of the Opticians Association of America in good standing, and who meet the requirements of the "Guild of Prescription Opticians of America".

Section 2. Affiliation

- A. Any "Opticians Association of America" Firm Member in good standing may apply for affiliation with the "Guild of Prescription Opticians of America".
- B. The "Guild Member" must meet all requirements as set forth by the governing body of the Guild, the Guild Council. These requirements must include, but are not limited to, the following:
 - 1) That the firm in a licensed state must operate under the licensure laws, and all opticians shall have a valid state license.
 - 2) That in a non-licensed state, all firm member opticians shall be certified by the American Board of Opticianry, when actively engaged in the dispensing of eyewear and/or the

National Contact Lens Examiners when actively engaged in the fitting of contact lenses. Certification must be maintained by meeting the continuing education requirements of either or both certifying Board(s).

- 3) The firm shall agree that all dispensing opticians in its employ shall maintain current all their credentials and continuing education requirements attesting to their optical dispensing competency.
 - 4) Any other requirements that may be set forth by the Guild Council.
- C. The Guild may choose to recognize an "Affiliated Unit" such as an organized group within a state (to include District of Columbia) or geographic region that meet the Guild requirements.

Section 3. Removal and Termination of Affiliation

- A. Any firm or Affiliated Unit which is delinquent in dues is subject to termination.
- B. Any firm or Affiliated Unit for which a majority of Firm Members petition the Guild Council for a resolution or termination based on infraction of conduct against Guild ethics is subject to termination.

Section 4. Governing Body

- A. The Guild Council shall consist of five Guild Firm Members of the Opticians Association of America. These members must be in good standing. The members of the Guild Council shall consist of two officers, a Chairman, a Vice-Chairman and three councilors. The Guild Council shall appoint one of its members as Treasurer. In addition to the five members, the Council shall have one ex-officio non-voting representative from the Opticians Association of America Executive Committee. The councilors of the Guild Council shall be elected by the Guild members and serve a term of three years. Guild Chairman and Vice Chairman shall be eligible for three consecutive terms. No other councilor of the Guild council shall be eligible for re-election to the Guild Council until at least one year shall have elapsed. The guild officers shall have a one-year term and may serve no more than three consecutive terms.
- B. The Guild Council shall select three Guild firms in good standing as nominees for the Guild Nominating Committee, this selection to be presented to the President of the Opticians Association of America for appointment to the Guild Nominating Committee. The Nominating Committee shall convene 45 days before the Annual Guild Council meeting to nominate a slate of nominees for expiring terms on the Guild Council.
- C. At the Annual Meeting, the Guild Council shall elect a Chairman and a Vice-Chairman. The nominee for Vice-Chairman shall have been on the Guild Council for at least one year to be eligible for the position of Vice-Chairman. Both officers shall take office immediately after the Annual Meeting in which the election is held.

- D. Vacancies on the Council, which occur between Annual Meetings, may be filled by appointment of the Chairman of the Council. The appointment shall be effective only until the next Annual Meeting, at which the vacancies shall be filled by election.
- E. The Guild Chairman shall be ex-officio member of the Board of Directors of the Opticians Association of America with voting privileges. The past Chairman of the Guild Council shall be made immediately eligible for election to the Opticians Association of America Board of Directors and does not have to adhere to the consecutive term rule for serving on the Opticians Association of America Board of Directors.
- F. The Guild Council shall have at least one Annual Meeting which is to be held at the Opticians Association of America Annual Convention.

Section 5. Guild Programs

- A. The Guild Council shall appoint one Council member to the Opticians Association of America Education Committee.
- B. The "Guild Optician of the Year" Committee shall consist of the current Guild Council Chairman and the immediate past four living recipients in good standing. They shall meet 30 days before the presentation date to choose the annual recipient.

Section 6. Rules and Policies

- A. The Guild Council shall speak for and shall be responsible for all business of the Guild of Prescription Opticians. It shall:
 - 1) Establish rules and regulations on behalf of the Guild.
 - 2) Establish fees and charges for its activities.
 - 3) Establish standards and guidelines that will determine eligibility for membership.
- B. The Guild Council shall be the final authority regarding disputes on membership eligibility in the Guild.

Section 7. Staff Liaison

The Executive Director of the Opticians Association of America shall act as Executive Secretary of the Guild of Prescription Opticians or assign Opticians Association of America personnel approved by the Guild Council.

ARTICLE XI - VISION OF HOPE FOUNDATION

Section 1. Name and Designation

- A. There shall be a division of the Opticians Association of America which shall be named the "Vision of Hope Foundation (VOH)."
- B. The Vision of Hope Foundation shall be governed by the Opticians Association of America (OAA) Board of directors; however, the VOH shall have its own set of bylaws, board of directors, executive committee and be considered a separate entity under the overall OAA corporate umbrella.
- C. OAA shall maintain and be responsible for the finances and claim liability of the Foundation and its Board of Directors.
- D. The Vision of Hope Foundation Chairman shall be ex-officio member of the Board of Directors of the Opticians Association of America with voting privileges. If the VOH Chairman is already serving in the capacity of OAA Board of Director, the Foundation shall appoint another representative to serve as a Director for the Opticians Association of America.
- E. The Vision of Hope Foundation shall be responsible for securing funding to further its mission and maintain its programs and projects.

ARTICLE XII - COMMITTEES

Section 1. Appointment

The President, subject to approval of the Board of Directors, shall annually appoint such standing and special committees as may be required by the Bylaws or as deemed necessary.

Section 2. Standing Committees

A. Constitution and Bylaws Committee

There shall be a Constitution and Bylaws Committee composed of three or more members from the Board of Directors to assist the Delegate Assembly in the interpretation of the Constitution and Bylaws and in drafting any amendment thereto.

B. Resolutions Committee

There shall be a Resolutions Committee composed of three or more members from the Board of Directors to assist the Delegate Assembly by studying all resolutions received, prioritizing such resolutions and preparing a report on its recommendations of proposals received.

Section 3. Executive Committee

The President, First Vice President, Second Vice President, Secretary-Treasurer and Immediate Past President shall constitute the Executive Committee. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its next

succeeding meeting of any action taken. The Executive Director shall be a non-voting member of the Executive Committee.

ARTICLE XIII - MEETINGS AND VOTING

Section 1. Annual Convention of the Association

- A. The Annual Convention of the Association shall be held at such time and place as the Board of Directors may determine. Notification of said meeting shall be given to all members not less than 30 days prior to the date thereof.
- B. Should the Board of Directors decide that unusual conditions make it inadvisable to hold an Annual Convention of the Association, then a meeting of the Delegate Assembly shall be held in lieu thereof.

Section 2. Special Meetings

Meetings other than the Annual Convention of the Association may be held at such time and place as may be determined by the Board of Directors. Notification of such meetings shall be communicated to all members not less than 30 days prior to the date thereof.

Section 3. Voting

In any meeting of the Association, only voting delegates shall have the right to vote, which vote shall be cast in person only. Voting by proxy shall not be permitted.

Section 4. Parliamentary Guides

The latest edition of "Roberts Rules of Order" shall be the official parliamentary guide to all business sessions when they are not in conflict with this Constitution and Bylaws or rules adopted by the Delegate Assembly or the Board of Directors.

ARTICLE XIV - EXECUTIVE STAFF

Section 1. Employment

There may be an Executive Director whose employment shall be approved by the Board of Directors.

Section 2. Duties

- A. The Executive Director shall manage, supervise and direct the operation of the Association with the authority delegated to him/her by the Board of Directors. He/she shall be an ex-officio member of the Delegate Assembly and the Board of Directors without voting rights.
- B. Other Executive Staff and consulting personnel as may be hired to undertake such duties, responsibilities and authority as may be defined by the Board of Directors will be responsible to

the Executive Director. The Executive Director is authorized to hire, supervise and discharge such personnel.

- C. The Executive Director shall serve as the Assistant Secretary-Treasurer of the Association and shall perform all of the duties incident to that office, including any part or all of the duties of the Secretary-Treasurer as may have been properly delegated and approved by the Board of Directors.

ARTICLE XV - FISCAL AND LEGAL PROCEDURES

Section 1. Fiscal and Dues Year

The fiscal and dues year of the Association shall be fixed by the Board of Directors.

Section 2. Non-Compensation

No elected member of the Board of Directors acting in his/her capacity as an Officer or Board of Directors member shall receive compensation for services rendered. Travel expenses personally incurred by Officers, Board of Directors members, and committee members in attending the business of the Association shall be paid by the Association in accordance with the rules and procedures adopted by the Board of Directors.

Section 3. Disposition of Surplus Funds

Any surplus in excess of normal operating requirements and in excess of a reasonable reserve to be determined by the Board of Directors shall be used to further the purposes of the Association.

Section 4. Annual Financial Report

The Secretary-Treasurer shall provide to the Board of Directors annually a report of all receipts and disbursements of Association funds through an annual audit.

Section 5. Incurring Indebtedness

No member, affiliate, committee, committee member, delegate, officer, chairman, board member or employee of the Association shall incur any indebtedness in the name of the Association or make any commitment involving the Association unless authorized to do so by action of the Board of Directors.

Section 6. Surety Bond

The Secretary-Treasurer, Executive Director and other Officers or agents of the Association, as may be determined by the Board of Directors, shall give and file with the Association a surety bond for the faithful performance of their duties in sums as may be fixed by the Board of Directors; the cost of said bond shall be paid by the Association.

Section 7. Legal Counsel

The Board of Directors may appoint legal counsel to act as general legal consultants and to advise in the legal affairs of the Association.

Section 8. Financial Review

The Board of Directors shall appoint an independent Certified Public Accountant to review the financial records of the Association and submit an annual financial report with an audit being conducted as directed by the Board of Directors.

ARTICLE XVI - LIMITATIONS OF LIABILITY

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, board member, agent or employee of the Association shall be liable for the acts or failures to act on the part of any other member, officer, board member, agent or employee of the Association; nor shall any member, officer, board member, agent or employee be liable for the acts or failures to act on the part of any other member, officer, board member, agent or employee of the Association; nor shall any member, officer, board member, agent or employee be liable for his/her acts under this Constitution and Bylaws, excepting the acts of omission to act arising from willful misfeasance.

A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as Director except to the extent that by law a director's liability for monetary damages may not be limited.

ARTICLE XVII - DISTRIBUTION OF ASSETS

The Association shall use its funds only to accomplish the purposes specified in the Constitution and Bylaws, and no part of such funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic or other appropriate organizations to be selected by the Board of Directors.

ARTICLE XVIII - ALLIED NATIONAL ASSOCIATIONS

Section 1. Provision

- A. National associations which have among their purposes the promotion, advancement and improvement of opticianry may become allied with the Association under such conditions as may be determined by the Board of Directors and upon approval of the Board of Directors.
- B. Membership in any allied national association shall be dependent on the membership eligibility requirements of that association and shall be entirely voluntary on the part of the members of this Association.

Section 2. Termination of Alliance

The Board of Directors may terminate the alliance of a national association for cause.

ARTICLE XIX - AMENDMENTS

Section 1. Originating Amendments to the Constitution and Bylaws

Proposals for amendments to the Constitution and Bylaws shall be communicated to the Delegate Assembly through the Executive Director and may be initiated by:

- A. Board of Directors;
- B. Constitution and Bylaws Committee; or
- C. Over the signature of:
 - i. Not less than five members of the Board of Directors;
 - ii. Not less than four State Society Members;
 - iii. Not less than 25 Firm Members; or
 - iv. Not less than 25 Honored Fellow Members.
- D. The Guild Council

Section 2. Procedure for Consideration

- A. Any and all proposals for amendments shall be submitted to the Constitution and Bylaws Committee for its consideration and its recommendation to the Delegate Assembly.
- B. Proposals for Amendments to the Constitution and Bylaws initiated through a communicated petition from members of the Board of Directors, State Society Members, Firm Members, or Honored Fellow Members that are not received by the Executive Director prior to 45 days before any Delegate Assembly meeting shall be held over until the following Delegate Assembly meeting for action.

Section 3. Action on Proposed Amendments

- A. The Delegate Assembly shall consider all proposals which meet requirements for amendments to the Constitution and Bylaws.
- B. Notification of the proposed change(s) shall be communicated to the Delegate Assembly at least 30 days prior to the meeting at which said amendment shall be considered.

Section 4. Voting on Proposals

The Constitution and Bylaws of the Association may be amended by a two-thirds vote of the Delegate Assembly present and voting.