



## **BYLAWS**

### **Article 1: Name and Offices**

#### *Section 1. Organization Name*

The name of this organization shall be the Opticians Association of Oregon, a professional association incorporated in the State of Oregon.

#### *Section 2. Organization Offices*

The executive offices of the organization shall be maintained at such address as the board of directors may determine.

### **Article 2: Mission Statement**

To further Opticianry through awareness, education and professional development.

### **Article 3: Objectives**

The objectives for which this organization was organized are as follows:

To provide networking opportunities for members and nonmembers to promote awareness of the association.

To provide educational programs that will maintain and elevate the knowledge base and optical competencies of the membership in the conduct of their profession as opticians.

To promote proper professional standards and ethical practices in opticianry for the protection of the public.

To foster a broader understanding and acceptance of opticians as indispensable to the health and welfare of the public in the eye care delivery system.

To interact with health, scientific, and educational organizations in matters of interest to the profession of opticianry.

To watch out for legislative issues that may affect opticians and to represent the membership before legislative committees and other bodies.

## **Article 4: Membership**

### *Section 1. Membership categories*

The membership shall be open to those who are in support of the purposes and objectives of this association and shall be placed into one of the following categories.

Regular: Anyone who is working as an optician, either certified or non-certified, optical professionals, and certified paraoptometricians.

Associate: Optical personnel or individuals from businesses or organizations who are in support of this association which are restricted from voting.

### *Section 2. Application for membership*

Applications for membership shall be submitted to the executive office in such form and accompanied by such documents as required by the organization.

### *Section 3. 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 non-payment may be reinstated at any time upon the current years' dues.

### *Section 4. Termination of Membership*

Membership in this organization may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of these Bylaws or violation of any agreement, rule or practice properly adopted by this organization of board of directors, or any other conduct prejudicial to this organization.

No member shall be terminated for cause without the member having an opportunity to respond to the board of directors either in person, by mail, or via email.

The membership of those individuals who are under suspension for nonpayment of dues after the close of a membership year shall be terminated.

### *Section 5. Membership Dues*

Members shall pay such membership dues as determined by the board of directors. Annual membership fees due January 1st. Membership runs January 1st through December 31st.

Executive officers and committee chair leaders are not subject to membership dues as long as they serve on the board supplemented by their time and commitment to the organization.

## **Article 5: Board of Directors**

### *Section 1. Composition*

The board of directors shall be comprised of the five elected officers, the immediate past president and up to five directors.

### *Section 2. Duties*

The board of directors shall have supervision, control and direction of the affairs of the organization within the limits of and consistent with the beliefs and policies of the organization and this constitution and bylaws.

The board of directors shall actively promote the purposes of the organization, shall set all dues, shall adopt the organization's budget, and shall have discretion in the disbursement of its funds.

The board of directors may adopt such rules and regulation for the conduct of its business as it shall deem advisable.

### *Section 3. Duration of Office*

Directors shall serve 2 year terms. The term of the directors shall begin at the close of the annual meeting at which they were elected. A director may serve 2 consecutive terms if re-elected at the annual meeting. Thereafter no director is eligible for re-election until at least one year shall have elapsed.

Treasurer has no term limitation.

A director who has missed 2 consecutive meetings of the board of directors, without an excuse, 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 annual meeting at which a director will be elected to serve the remainder of the term.

### *Section 4. Meetings*

The board of directors shall hold at least four (4) meetings annually at such time and place the board of directors may determine.

Additional meetings may be called by the president or at the request of the majority of the members of the board of directors, provided that notification is sent to each member of the board of directors ten (10) days prior to the meeting.

The board of directors meeting may be held by electronic means and such participation shall constitute presence in person at such meeting.

#### *Section 5. Quorum and Voting*

A quorum shall consist of two thirds ( $\frac{2}{3}$ ) of the full voting membership of the board of directors.

Voting rights of a member of the board of directors shall neither be delegated to another nor exercised by proxy.

#### *Section 6. Resignation*

A member of the board of directors may resign upon presenting his/her written resignation to the president and the resignation shall become effective upon acceptance by the board of directors.

#### *Section 7. Removal*

Any director or officer may be removed by a two thirds ( $\frac{2}{3}$ ) vote of the board of directors present and voting, whenever in its judgment, the best interest of the organization would be served. The individual must be notified beforehand and given the opportunity to respond before the vote is taken.

#### *Section 8. Vacancies*

Vacancies on the board of directors, among the elected directors, which occur between the annual meetings may be filled by appointment by the president and approved by the board of directors.

#### Article 6: Officers

##### *Section 1. Title*

The elected officers of the organization shall be a president, 1st vice president, 2nd vice president, secretary and a treasurer.

##### *Section 2. Election and Term of Office*

The elected officers shall be elected each election year at the annual meeting for a term of 2 years. The term of office of each elected officer shall begin at the close of the election year annual meeting. The officers may choose to serve an additional consecutive 2 year term.

##### *Section 3. President*

It shall be the duty of the president to preside at all meetings of the board of directors, to perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

##### *Section 4. 1st Vice President*

It shall be the duty of the 1st vice president to preside at all meetings of the board of directors, to perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

##### *Section 5. 2nd Vice President*

It shall be the duty of the 2nd vice president to preside at all meetings of the board of directors, to perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

#### *Section 6. Secretary*

It shall be the duty of the secretary to keep the minutes of all meetings of the organization and the board; have custody of all books and records of the organization, make reports and perform such other duties as requested by the board of directors.

The secretary should send out the link for the board meetings and the agenda four (4) days before the meeting and a copy of the minutes to the board after the meeting within 48 hours, unless it is an emergency meeting that is called.

#### *Section 7. Treasurer*

It shall be the duty of the treasurer to keep regular books of accounts and disbursement of funds; have custody of all funds collected and report on all deposits made; together with the president, the financial committee put together a budget to be presented to the board; assist in preparation of all financial reports required by various governmental agencies.

#### *Section 8. Vacancies*

If there becomes a vacancy in the office of the president, the 1st vice president shall succeed to the office immediately.

If there becomes a vacancy in any other position without succession plans, then the board of directors shall appoint from its own membership an officer pro tempore to perform the duties of the vacated office until it is filled by election at the next annual meeting.

## **Article 7: Nominations and Elections**

Nominations for officers and available board seats will be solicited from amongst the general membership.

Once eligibility and consent has been substantiated a slate will be prepared and presented to the membership at least 30 days before the election at the voting annual meeting or a town hall, if necessary.

## **Article 8: Committees**

The president with approval of the board of directors shall appoint such standing and special committees as may be deemed necessary.

### *Section 1. Executive Committee*

The president, 1st vice president, 2nd vice president, secretary, treasurer, and the 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 the next meeting of any action taken.

### *Section 2. Nominating Committee*

There shall be 3 members, 2 of which will be from the general membership and chaired by the past president or someone that the president and the board has approved. They will move the nomination procedures forward to have a slate prepared for announcement in the proper amount of time before the voting annual meeting.

## **Article 9: Meetings and Voting**

### *Section 1. Annual Voting Meeting*



The annual meeting of the organization 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 thirty (30) days prior to the date thereof.

### *Section 2. Special Meeting*

Meetings other than the annual 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 thirty (30) days prior to the date thereof.

### *Section 3. Voting*

Voting shall be cast in person only. Voting by proxy shall not be permitted.

### *Section 4. Parliamentary Guides*

The latest edition of "Robert's Rules of Order" shall be the official parliamentary guide to all business conducted at these meetings when they are not in conflict with the constitution and bylaws or rules adopted by the board of directors.

## **Article 10: Financial Committee**

### *Section 1. Financial Committee*

The financial committee will be composed of the President, 1st Vice President, and treasurer.

### *Section 2. Duties of the Financial Committee*

The financial committee shall manage, supervise and direct the operation of the organization with the authority delegated to them by the board of directors.

## **Article 11: Fiscal and Legal Procedures**

### *Section 1. Fiscal and Dues Year*

The fiscal and dues year of the organization 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 members shall receive compensation for services rendered.

### *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 organization.

### *Section 4. Financial Reporting*

The treasurer shall provide to the board of directors annually a report of all receipts and disbursements of the organization.

### *Section 5. Incurring Indebtedness*

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

### *Section 6. 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 7. Financial Review*

The board of directors shall appoint an independent certified public accountant to review the financial records of the association. They will provide a report of either a financial review or audit as requested by the board of directors.

### **Article 12: Distribution of Assets**

The organization shall use its funds only to accomplish the purposes specified in the constitution and bylaws, and no part of such funds shall be distributed to the members of the association.

Upon dissolution of the organization, 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 13: Allied National Association**

This organization may ally with a national organization which has similar purposes and objectives under such conditions as may be determined by the board of directors and upon approval of the board of directors.

### **Article 14: Amendments**

Proposals for amendments to the constitution and bylaws must be submitted to the executive committee. To be considered they must arrive forty five (45) days

before the annual meeting or they shall be held over until the following annual meeting to be considered.

Notification of the proposed changes shall be communicated to the membership at least thirty (30) days prior to the annual meeting at which said amendment shall be considered.

Amendments will need to pass by a two thirds ( $\frac{2}{3}$ ) vote of the membership present and voting.