

CONSTITUTION OF THE MICHIGAN OPTOMETRIC ASSOCIATION

(Revised 1978)

CONSTITUTION

ARTICLE I NAME

The name of this organization shall be the MICHIGAN OPTOMETRIC ASSOCIATION.

ARTICLE II MISSION

The mission of the Michigan Optometric Association is to unite all licensed optometrists and be the representative voice for the profession of optometry in Michigan. The association provides education, information and other member services to assist optometrists in practicing successfully in accordance with the highest standards of patient care; works to advance the quality and accessibility of optometric services throughout the state and seeks to ensure the recognition of optometrists as the primary providers of vision and related health care.

ARTICLE III ORGANIZATION

Section 1. Membership

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

Section 2. Sections

Members can unite in the formation of a special section upon petition to the annual meeting. The governing of each section shall be determined according to rules and regulations established in the by-laws of this Association.

Section 3. Districts

The state shall be divided into districts by the board of directors. Chair and other officers shall be elected by district memberships.

ARTICLE IV GOVERNMENT

Section 1. Policy

The policies of this Association shall be as determined by the board of directors with concurrence of the membership in

accordance with procedures established in the by-laws.

Section 2. Officers and Trustees

The officers and trustees of this Association shall be nominated and elected at the annual meeting. Their qualifications, duties and terms of office shall be as provided in the by-laws.

Section 3. Board of Directors

The board of directors shall consist of a president, president-elect, vice-president, secretary-treasurer, immediate past president and four trustees.

Section 4. Advisory Council

This council shall consist of all past presidents, president and president-elect of this Association.

ARTICLE V MEETINGS

There shall be at least one annual meeting of the Association and such other meetings as provided in the by-laws.

ARTICLE VI AMENDMENTS

This constitution may be amended at any annual meeting or any special meeting called for such purpose in accordance with provisions of the by-laws.

BYLAWS OF THE Michigan Optometric Association

(Revised 1978 and Amended 1985, 1991,
2002 , 2003, 2007 and 2008)

ARTICLE I MEMBERSHIP

Section 1. Classifications and Qualifications

A. Active Members. A person may be admitted to active membership by the board of directors if the person submits a completed application and the required dues and if the person is currently licensed to practice optometry in Michigan.

B. Federal Services Members. Federal services membership may be conferred upon those optometrists who are serving on active duty as commissioned officers in the armed services of the United States, on active duty in the commissioned corps of the United States Public Health Services or as a full-time employee of the Veterans Administration or other federal governmental entity and who are members in good standing of the American Optometric Association. Such membership may continue until the end of the year in which the federal services member retires or is released from active duty in the armed services or U.S. Public Health Service or leaves the full-time federal service.

C. Special Class Members. Special class membership may be conferred by the board of directors upon those optometrists who are not engaged in the industrial, clinical or private practice of optometry and not in the federal services and who are special class members of the American Optometric Association.

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

E. Honorary Members. Honorary membership may be conferred by the board of directors with approval of the membership in annual meeting upon any person who has rendered significant service to this association or the profession of optometry.

F. Life Membership. Life membership may be conferred by the board of directors upon any member of this association who achieves 40 cumulative years of membership, who attains age 65 and has held 30 continuous years of membership or who has rendered unique or meritorious service to the association and/or the profession of optometry.

G. Loyalty Membership. Loyalty membership may be conferred by the board of directors upon any optometrist who has been an active, federal services, special class or optometric educator member who retires from practice, federal service or employment or who works twenty four (24) or fewer hours per week in compensated optometrically related activities. This membership is only conferred upon those members who are ineligible for either life or honorary membership.

H. Student Membership. Student membership may be conferred by the board of directors upon any student enrolled in a recognized school or college of optometry.

I. Associate Membership. The following shall be eligible for associate membership upon approval of the board of directors.

a. An optometrist who practices out of the state of Michigan who is affiliated with the American Optometric Association.

b. An optometrist who resides and practices in a commonwealth, territory or possession of the United States or in a foreign country.

c. An individual not licensed to practice optometry who has a substantial interest in the profession of optometry and contributes to the advancement of the objectives of this Association.

d. An individual who is a visiting instructor on the faculty of any Michigan school or college of optometry.

e. An optometrist employed in the field of ophthalmic materials but not as a practicing optometrist.

Section 2. Privileges of Members

A. Active, federal services, special class, optometric educator and life members shall be entitled to all the rights and privileges this association may offer.

B. Honorary, loyalty, student and associate members shall be entitled to such regular and special privileges as may be extended to them by the board of directors or that members in annual meeting may deem advisable, except the right to vote as individuals and hold elective office.

Section 3. Dues

A. The annual dues for an active member shall be as determined by the membership in annual meeting or special meeting called for such purpose plus per capita dues of the American Optometric Association, payable in advance on the first day of January of each year or in installments as the board of directors may determine. A member paying dues by installments shall be considered delinquent if the entire annual dues have not been paid by December 31 of the calendar year.

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

C. The annual dues for a special class member shall be fifty (50%) percent of the annual dues of the American Optometric Association.

D. The annual dues for an optometric educator member shall be fifty (50%) percent of the annual dues of the American Optometric Association.

E. There shall be no dues requirement for honorary and student members of the association.

F. The annual dues for a life member who is fully retired from active practice shall be waived. The annual dues for a life member who continues in full time active practice shall be twenty-five (25%) percent of the maximum annual dues of an active member. The annual

dues for a life member who continues in part time practice shall be fifteen (15%) percent of the maximum annual dues of an active member.

G. The annual dues for a loyalty member of the association shall be as follows: (a) for one day or less (zero to eight hours) worked per week, twenty percent of active member dues; (b) for more than one day up to two days (more than eight hours to sixteen hours) worked per week, forty percent of active member dues; (c) for more than two days up to three days (more than sixteen hours to twenty-four hours worked per week, sixty percent of active member dues; and (d) for more than three days (more than twenty-four hours) worked per week, on hundred percent of active member dues.

H. The annual dues for an associate member shall be twenty-five (25%) percent of the maximum annual dues of an active member.

I. An active, federal services, special class, optometric educator or associate member shall be required to pay no dues during the calendar year in which he first obtains his license to practice optometry. The dues for the first, second, third and fourth calendar years thereafter shall be equivalent to ten (10%) percent, twenty (20%) percent, fifty (50%) percent and seventy-five (75%) percent respectively of the annual dues otherwise applicable.

J. The annual dues for an active, federal services, special class, optometric educator or associate member who attains the age of seventy (70) years shall be as follows: For the first calendar year thereafter, seventy-five (75%) percent of the annual dues otherwise applicable; for the second calendar year thereafter, fifty (50%) percent of the annual dues otherwise applicable; and for each subsequent year thereafter, twenty-five (25%) percent of the annual dues otherwise applicable.

K. Special assessments may be voted by a majority of the membership present and voting in annual meeting or special meeting called for such purpose or by majority vote of those returning ballots by special mail referendum.

Section 4. Resignation, Termination or Expulsion of Members

A. Resignation. Resignation of membership shall be at the option of the member. To be valid, a resignation must be submitted in writing to the administrative offices of the association prior to the effective date of such resignation.

B. Termination or Suspension. A member that has not paid his or her entire dues for the calendar year by December 31 of that year shall automatically have suspended all membership privileges, including reduced attendance fees for continuing education. Failure to pay dues for two consecutive years shall automatically result in expulsion from membership. The board of directors may commence proceedings to terminate or suspend a membership upon any

In such cases, the board of directors, or its designee, shall send to such member, by registered or certified mail, a statement of the charges against such member and such member shall have fifteen (15) days after receipt thereof to respond to the charges. Such response shall be by registered or certified mail to the administrative offices of the association. The board of directors, or a subcommittee of the board of directors, may thereafter hold a hearing at which such member shall be given a reasonable opportunity to present evidence and be heard in such member's own defense and the board of directors may request other persons to testify at the hearing. Such member's membership may be terminated or suspended by a vote of two-thirds (2/3) of the full membership of the board of directors.

ARTICLE II OFFICERS

Section 1. Election, Term of Office and Vacancies

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

B. Except for the president and immediate past president, officers shall be elected annually at the annual meeting. At the completion of the president's term of office, he or she shall automatically become the immediate past president and the president-elect shall automatically become the president.

one, or a combination of any two or more, of the following grounds:

a. Failure of a member to remit annual dues on a timely basis.

b. Upon the revocation or suspension of a member's license to practice optometry.

c. Upon the violation of any federal, state, local or other applicable law, rule or regulation relating to the practice of optometry by a member.

d. Upon violation of the association's code of ethics or standards of conduct by a member.

e. Upon failure of a member to continue to meet the qualifications attendant to a member's classification of membership in the association.

C. To be eligible for nomination as president elect, the nominee must have served as a member of the board of directors for at least one year during the three years immediately preceding such nomination.

D. The term of office for president, president-elect, vice-president and secretary-treasurer shall be one year, ending at the close of the annual meeting. The president, president-elect and immediate past president may not serve more than two consecutive terms in their particular capacity.

E. If the office of immediate past president becomes vacant for any reason, the next available junior past president shall act as immediate past president. Any vacancy occurring in any other office for any reason may be filled from the board of directors and any officer so appointed may serve until the next election. If the vacancy is the office of president elect, the person designated by the board to serve as president elect shall not automatically succeed to the office of president. In such event, the office of president shall be deemed to be vacant at the next annual election and the membership shall elect a person to be president.

Section 2. Duties

A. The president shall be the official representative of this association. In addition to such other duties as may be prescribed elsewhere in these by-laws, the president shall preside at all general meetings of the association or may designate a member to act as presiding officer. He or she shall preside at meetings of the board of directors or may designate a member of the board to act as

presiding officer. Except as may otherwise be provided in these by-laws, he or she shall appoint the chair and members of all subordinate bodies and shall fill any vacancies which may arise in such positions. He or she may, for the period of his or her administration, appoint the chair and members of such special ad hoc committees, task forces and liaisons as he or she deems necessary or desirable and shall prescribe the functions and direct the activities of such bodies. He or she shall be an ex-officio member of all subordinate bodies and may, either alone or together with the secretary-treasurer when appropriate, certify to official acts of the association.

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

C. The secretary-treasurer shall be responsible for the keeping of accurate records and minutes of the annual meeting, special meetings of the board of directors. He or she shall give proper notice of meetings. Within thirty (30) days after the first day of each month, he or she shall deliver to members of the board of directors a statement which shows in detail monies received and disbursed during the preceding month, financial activities of the various

subordinate bodies and such other information as is necessary for the proper conduct of the business affairs of the association. He or she may, either alone or together with the president when appropriate, certify to official acts of the association. He or she shall be custodian of the funds of the association and shall be responsible for the deposit of all monies received by him or her in the name of the association in institutions approved by the board. He or she shall be responsible for the disbursement of monies only upon vouchers signed by a duly authorized person. He or she shall keep an accurate account of all financial transactions of the association and make a report of the same to the membership at the annual meeting. He or she shall, at the expiration of his or her term of office, turn over and deliver to his or her successor or any other person designated by the board, all funds, books, records and property of the association under his or her control. He or she shall perform such other duties as may be prescribed in these by-laws. He or she shall, with the approval of the board of directors, assign to an executive director such duties as he or she deems advisable.

D. All officers of this association shall be bonded, the sum of which shall be fixed annually by the board of directors.

ARTICLE III BOARD OF DIRECTORS

Section 1. Election. Term of Office and Vacancies

A. The board of directors shall be composed of nine (9) members, five (5) of whom shall be the officers of the association and four (4) of whom shall be trustees elected at the annual meeting.

B. Two trustees shall be elected each year for two year terms. No trustee shall serve more than three (3) consecutive terms.

C. In the event of a vacancy among the trustees, the next junior available past president after the immediate past president shall become a trustee and shall hold such office until the next annual meeting at which time a trustee shall be elected.

Section 2. Powers and Duties

A. The board of directors shall be responsible for management of the business and affairs of this association in accordance with general policy established at the annual meeting. In carrying out its functions, the board shall have such rights and perform such duties as are prescribed by laws governing directors of corporations or as may be provided in the constitution and by-laws of this association.

B. Except as may otherwise be provided by statute or the constitution and by-laws of this association, the board of directors is authorized to establish such organizational structure of the association as it deems appropriate or desirable for the performance of the association's activities and functions.

ARTICLE IV EXECUTIVE DIRECTOR

Section 1. Employment

An executive director shall be employed by the board of directors to serve for such term as they shall define. His or her compensation shall be determined by the board and specified in a legal, written contract.

Section 2. Duties

The executive director shall administer the business and affairs and supervise the operation of the association under the general policy guidance of the board of directors. He or she shall perform such duties as are ordinarily performed by persons in similar positions and such other duties as may be assigned to him or her by the board of directors.

ARTICLE V ADVISORY COUNCIL

Section 1. Meetings

The council will meet at least twice a year at the call of its chair who shall be the immediate past president. Special meetings may be called by the chair at the request of at least five (5) of the council members. Notice of regular meetings shall be provided council members at least thirty (30) days in advance and notice of special meetings shall be provided at the earliest possible time.

Section 2. Functions

The council will serve as a long term planning group and review current operations and standards of this association.

ARTICLE VI ORGANIZATIONAL STRUCTURE

This association shall operate under a divisional structure as established by the board of directors. Division chair shall be responsible to the board for program and financial coordination. Division chair shall supervise

operations of their divisions in pursuit of established association objectives.

ARTICLE VII MEETINGS

Section 1. Annual Meeting

The annual meeting shall be fixed by the board of directors at least six (6) months prior to the date of such meeting. A vote of the membership at the previous annual meeting as to dates and location of the annual meeting shall be advisory to the board.

Section 2. Special Meetings

Special meetings shall be called by the president upon the written petition of at least fifteen (15) members in good standing. Such petition must specify the business to be conducted and no other business shall be transacted except that which may arise from discussion and be pertinent to the purposes for which the meeting is called.

Section 3. Rules

Excepting procedural and incidental matters having to do with business otherwise properly before the membership convened in annual or special meeting, or pertaining to the conduct of the meeting, no resolution recommendation, motion or other proposal shall be considered, debated or acted upon by those assembled unless it is germane to the functions and purposes of the Michigan Optometric Association and is either submitted by the board, or a committee of the Michigan Optometric Association in the manner and form prescribed by these provisions, or submitted by a member in the manner and form prescribed by these provisions and filed at the principal office of the Michigan Optometric Association no later than sixty (60) days preceding the annual meeting or with the petition for a special meeting.

Section 4. Resolutions

A. The president shall, no later than one-hundred-and-twenty (120) days prior to the first day of the annual meeting, appoint a resolutions committee to be composed of at least three (3) members of this association, one (1) of whom shall be designated by the president as chair.

B. The resolutions committee shall submit official resolutions of the association for consideration by the board of directors and the membership assembled in annual meeting. All resolutions shall be acted upon by the board of directors not later than sixty (60) days prior to the annual meeting and shall be distributed to the membership, either by special mailing or by publishing in official publications of the association, not later than thirty (30) days prior to the annual meeting for consideration by the membership.

C. A majority vote of those present and voting at the annual meeting shall be required for the passage of resolutions.

Section 5. Nominations for Office

A. The president shall, no later than one-hundred-and-twenty (120) days prior to the first day of the annual meeting, appoint a nominating committee, including a chair, composed of not less than three (3) members of the association, to include the president elect but not to include other current officers of the association.

B. The nominating committee shall recommend a slate of officers and trustees to be voted upon by the membership in annual meeting. Such slate shall be distributed to the membership, either by special mailing or by publishing in official publications of the association, not later than thirty (30) days prior to the annual meeting for consideration by the membership.

C. Voting for officers and trustees shall be conducted during the annual meeting. Before such voting, other nominations may be made from the floor.

D. Vote shall be made by secret ballot. A majority vote for each elective office shall be required for election. Should a majority vote not be obtained on a ballot, the name of the candidate receiving the lowest number of votes shall be deleted before the next ballot.

Section 6. Constitution and By-Laws

A. The president shall, no later than one-hundred-and-twenty (120) days prior to the first day of the annual meeting, appoint a constitution and by-laws committee to be composed of at least three (3) members of the association, one (1), of whom shall be designated by the president as chair.

B. The constitution and by-laws committee shall submit recommended changes to the association constitution and by-laws for consideration by the board of directors and membership assembled in annual meeting. All proposed changes in the constitution and by-laws shall be acted upon by the board of directors not later than sixty (60) days prior to the annual meeting and shall be distributed to the membership, either by special mailing or by publishing in official publications of the association, not later than thirty (30) days prior to the annual meeting or special meeting called for such consideration. A statement of the reasons for proposed changes in the constitution and by-laws shall accompany all notifications.

C. A two-thirds (2/3) vote of those present and voting at the annual or special meeting shall be required for the passage of changes in the constitution and by-laws. Changes shall become effective immediately upon adoption.

Section 7. Quorum

A. A quorum for meetings of the board of directors shall be a majority of that body.

B. A quorum for meetings of the advisory council shall be eight (8) members of that body.

C. A quorum for annual or special meetings of the association shall be twenty-five (25) members in good standing.

Section 8. Voting

A. Each member of the board of directors and advisory council present shall have one (1) vote at their respective meetings.

B. Each active, federal services, special class, optometric educator and life member in good standing and present shall have one (1) vote at annual and special meetings of the association. Student members of the association present at annual and special meetings shall have one (1) collective vote.

C. There shall be no proxy vote at any meeting of the association.

D. The board of directors, in its sole discretion, may order a proposal referred to a vote of the total voting membership before taking final action thereon, whether or not such proposal

has been acted upon by those assembled at annual or special meetings. The ballot for any such referendum shall be prepared as directed by the board to concisely and fairly present the question to be voted upon and shall be mailed to each voting member in such form that the member can vote thereon and readily return the ballot by mail to the principal office of the Michigan Optometric Association.

ARTICLE VIII ELIGIBILITY FOR OFFICE

Any active, federal services, special class, optometric educator or life member of the association who is a citizen of the United States and who is not in arrears in annual dues shall be eligible for election to office.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Third Party Proceeding

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suite, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of

itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The right to indemnification conferred in this Section shall be a contract right.

Section 2. Derivative Shareholder Liability

The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Determination of Indemnification

An indemnification under SECTION (1) or (2), unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in SECTION (1) or (2). This determination shall be made in any of the following ways:

(1) By a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding;

(2) If the quorum described in subparagraph (1) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors;

(3) By independent legal counsel in a written opinion; or

(4) By the shareholders or members.

If a person is entitled to indemnification under SECTION (1) or (2) for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 4. Payment of Defense Expenses in Advance.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in SECTION (1) or (2) shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5. Other Indemnification

The indemnification or advancement of expenses provided under SECTIONS (1) through (4) is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Corporation's Articles of Incorporation, Bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred

by the person seeking indemnification or advancement of expenses.

The indemnification provided for in SECTIONS (1) through (4) continues as to a person who ceases to be a director, officer, partner, or trustee and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 6. Liability Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the Michigan Business Corporation Act or SECTIONS (1) through (5).

Section 7. Definitions

As used herein, "corporation" included all constituent corporations absorbed in a consolidation or business corporation, or merger and the resulting or surviving corporation so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise whether for profit or not shall stand in the same position under the provisions of this paragraph with respect to the resulting or surviving corporations the person would if he or she had served the resulting or surviving corporation in the same capacity.

ARTICLE X AFFILIATION

This association shall continue to maintain affiliation with the American Optometric Association (AOA) unless otherwise voted by a majority of those present and voting at the annual meeting or special meeting called for such consideration.

ARTICLE XI RULES OF ORDER

This association shall be governed in its deliberations, other than those specified in the constitution and by-laws, by Robert's Rules of Order. The rules of procedure may be suspended by a two-thirds (2/3) vote of those present and voting at any meeting.