

**BY-LAWS
of the
FLORIDA OPTOMETRIC ASSOCIATION, INC.**

ARTICLE I – Name

The name of this association shall be the FLORIDA OPTOMETRIC ASSOCIATION, INC., hereinafter referred to as the “Association”.

ARTICLE II – Objectives

The objectives of this Association are to advance, improve, and enhance the vision care of the public; to unite optometrists to encourage and assist in the improvement of the art and science of Optometry; to elevate the standards and ethics of the profession of Optometry; to protect and defend the inalienable right of every person to freedom of choice of practitioner; and to restrict the practice of Optometry and any part of it to those who have been trained, qualified, and licensed to practice the profession; and for benevolent purposes, to maintain an active affiliation with the American Optometric Association, Inc., and the Southern Council of Optometrists, Inc.

ARTICLE III – Membership and Dues

SECTION A. Classification of Members – The membership of this Association shall consist of the following categories:

- a) Active Members
- b) Partial Practice Members
- c) Federal Service Members
- d) Special Class Members
- e) Distinguished Members
- f) Student Members
- g) Post-graduate Members
- h) Retired Members
- i) Life Members

- j) Honorary Members
- k) Associate Members
- l) Corporate Members
- m) Optometric Educator Members

SECTION B. Membership Provisions –

No person shall be eligible to be admitted to membership in this Association if he or she would be subject to expulsion or suspension from this Association if he or she were a member.

a) **ACTIVE MEMBER** – an optometrist licensed to practice Optometry in the State of Florida, desiring active membership in this Association shall meet the following qualifications for active membership with the Association:

1. Be licensed and engaged in the practice of Optometry in the State of Florida.
2. Be of good moral character.
3. Be a member in good standing of, and recommended by, an affiliated local society where he/she resides or where his/her principal practice is located. The Association may, upon request, grant the applicant a waiver to apply for membership in an adjacent local society.
4. Subscribe to the Code of Ethics and Standards of Professional Conduct adopted by this Association.
5. Execution of an application for membership.
6. Dues must be paid in accordance with Section E. of this Article.

b) **PARTIAL PRACTICE MEMBER** – An optometrist licensed to practice optometry in the State of Florida who works sixteen (16) or fewer hours per week in compensated activities related to optometry. The optometrist’s status must be certified annually by the optometrist and approved by the Executive Director or his/her designee.

c) **FEDERAL SERVICE MEMBER** – The following optometrists shall be eligible for membership in this Association as a Federal Services Member:

1. **Armed Services Member:** is any Florida licensed optometrist on active duty in the Armed Forces of the United States, or any licensed optometrist who is unlicensed in Florida and is an American Optometric Association Armed Services Member stationed on active duty in Florida. Application for such membership must be made to and approved by the

Executive Director, or his/her designee, and may continue until the end of the calendar year the Armed Services Member retires or is released from active duty in the armed services.

2. Commissioned Corps of the U.S. Public Health Service Member: is any Florida licensed optometrist on active duty in the Commissioned Corps of the United States Public Health Service, or any licensed optometrist who is unlicensed in Florida and stationed on active duty in the Commissioned Corps of the United States Public Health Service in Florida. Application for such membership must be made to and approved by the Executive Director, or his/her designee, and may continue until the end of the calendar year in which the member retires or is released from active duty in the service.

3. Veterans' Administration Member: is any Florida licensed optometrist who is a full-time employee of the Veterans' Administration or other Federal government entity, or any licensed optometrist who is unlicensed in Florida and is a full-time employee of the Veterans' Administration, or other Federal government entity, stationed in Florida. Application for such membership must be made to and approved by the Executive Director, or his/her designee, and may continue until the end of the calendar year in which said member retires or is released from active duty in the service.

d) SPECIAL CLASS MEMBER – The following optometrists shall be eligible for membership in this Association as special class members: An optometrist not engaged in clinical or private practice of optometry, and not in the military service; and who is accepted as a special class member by the constituent affiliated society/association shall be eligible for special class membership in this Association.

e) DISTINGUISHED MEMBER – An individual who has completed the term of office of President of this Association and/or who has completed a term of office of President of the American Optometric Association, shall upon completion of such term of office automatically become a Distinguished Member as long as he/she continues as a member in good standing of his/her affiliated association.

f) STUDENT MEMBER – A student of optometry in a program at a school or college accredited or pre-accredited by the Accreditation Council on Optometric Education shall be eligible for membership in the Association as a Student member. Application for student membership may be obtained from the FOA Office. Student membership may continue until the end of the calendar year in which an eligible Student Member has received the degree of Doctor of Optometry.

g) POST-GRADUATE MEMBER – The following resident individuals shall be eligible for membership in this Association as Post-Graduate Members:

1. A non-practicing optometrist who is a full-time student in an accredited institution of higher learning. Application for such post-graduate membership must be made to the Executive Director, or his/her designee, and shall contain a certification of the student's full-time status by an appropriate official of the institution.

2. An optometrist who is engaged full-time as a resident or fellow in a residency program approved by the Council on Optometric Education. Application for such post-graduate membership must be made to the Executive Director, or his/her designee, and shall contain a certification of the full-time resident status by an appropriate official of the program.

3. An optometrist who is engaged full-time as an intern in an internship program pursuant to state law. Application for such post-graduate membership must be made to the Executive Director, or his/her designee, and shall contain certification of the intern's full-time status by an appropriate official of the institution, facility, or the Board of Optometry.

h) RETIRED MEMBER:

1. Retired membership may be conferred by the Executive Director, or his/her designee, upon any member or past member of the Association who has completely retired from the practice of optometry.

2. Retired membership may be conferred by the Executive Director, or his/her designee, upon an optometrist who has been a member in good standing of another state optometric association for at least 20 years, who is completely retired from the practice of optometry, and who now resides in the State of Florida.

3. An optometrist who has been an Active, Partial Practice, Federal Services, Special Class Member, or Optometric Educator Member and who is no longer engaged in optometry related activities shall be a Retired Member; provided that the optometrist's status is certified annually by the Executive Director, or his/her designee, and the optometrist has not been approved for Life Membership.

i) LIFE MEMBER – Optometrists who have been active members of this Association for 45 years, who have requested a change in classification through the Association during the open enrollment period, and who have been elected to Life Membership in their affiliated society/association shall be eligible in accordance with rules and regulations adopted by the Board of Trustees to continue membership in this Association as Life Members. Written nomination for such Life Membership shall be made by the appropriate affiliated society/association to this Association. Such membership shall become effective upon approval of the Board of Trustees. A Life Member shall also be recommended for Life Membership in the American Optometric Association in the manner prescribed by its by-laws. Notwithstanding the requirements set forth in this paragraph, any member of the Association who is classified as a Life Member by this Association as of January 1, 2013, shall retain Life Member status. Members who provide medical certification of terminal or other serious debilitating illness may request that years of membership requirements be waived for Life Membership. All such requests for waiver must be made and approved by the member's affiliated society/association and shall become effective upon approval of the Board of Trustees.

j) HONORARY MEMBER – An individual who has rendered outstanding service to the profession of Optometry may be eligible for membership in the Association as an

Honorary Member. Written nomination for such Honorary membership shall be made by an affiliated society/association to the Board of Trustees. Such membership shall become effective upon approval of the Board of Trustees.

k) ASSOCIATE MEMBER – The following optometrists, lay persons, or entities shall be eligible for membership in this Association as Associate Members. Association membership may continue as long as the individual continues to satisfy the qualifications of subparagraphs 1., 2., or 3, hereof.

1. An individual not licensed to practice Optometry but who holds a faculty administrative position in a school or college of Optometry accredited by the American Optometric Association Council on Optometric Education.

2. Those Florida licensed optometrists who practice and reside outside the State of Florida. Optometrists must be members in good standing of the state in which licensed and engaged in the practice of Optometry.

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

l) CORPORATE MEMBER – A lay person or entity not licensed to practice Optometry who has a substantial interest in the profession of Optometry and who contributes to the advancement of the objectives of this Association may become a Corporate Member. Application for Corporate Membership shall be made to the Secretary-Treasurer of this Association and must be approved by a majority vote of the Board of Trustees.

m) OPTOMETRIC EDUCATOR – An optometrist who is a full-time educator primarily engaged in school related activities such as teaching, research, and administration at a school or college in the United States, accredited or pre-accredited by the Accreditation Council on Optometric Education, and who is directly compensated by such school or college. An optometric educator member is permitted to engage in the practice of optometry for no more than sixteen (16) hours per week.

SECTION C. Membership Privileges:

a) Active and Distinguished members shall be entitled to hold office in this Association, attend and vote at all regular and special meetings of this Association, and shall be entitled to all privileges of membership.

b) Life members may attend any regular and/or special meeting of this Association and shall be privileged to speak therein. Partial Practice, Federal Service, Special Class, Student, Post-Graduate, Retired, Honorary, Associate, Corporate, and Optometric Educator members may attend any regular and/or special meeting of this Association but shall not be privileged to speak therein except upon invitation of this Association or the presiding officer.

c) Life members shall have the privilege to vote at all regular and special meeting of this Association. Partial Practice, Federal Service, Special Class, Student, Post-Graduate, Retired, Honorary, Associate, Corporate, and Optometric Educator members shall have no vote in the affairs of this Association and shall not be entitled to hold office in this Association, nor have any equity in the tangible assets of this Association.

d) Faculty members of a Florida educational institution may be eligible for membership in this Association as:

1. An Active Member, if an optometrist licensed to practice optometry in the State of Florida, meeting those requirements as set forth in ARTICLE III, Section B, a), and requesting active status.

2. An Optometric Educator, if meeting those requirements as set forth in ARTICLE III, Section B, m).

3. An Associate Member if a non-optometrist.

e) Federal Service Members shall be eligible for membership in this Association as:

1. An Active Member if an optometrist licensed to practice Optometrist in the State of Florida, meeting those requirements as set forth in ARTICLE III, Section B, a), and requesting active status.

SECTION D. Termination of or Changes in Membership:

a) The membership of an Active or Distinguished Member of this Association who is suspended or expelled from membership in an affiliated society/association shall, upon receipt by the Secretary-Treasurer of this Association of notice of suspension or expulsion duly certified by the Secretary-Treasurer of the affiliated society/association, automatically be terminated until such time as such member may be readmitted to membership in the affiliated society/association.

b) The Board of Trustees may, in appropriate cases, suspend or expel any member because of:

1. the revocation or suspension of his/her license to practice Optometry;

2. the violation of any federal, state, local, or other applicable law, rule, or regulation relating to the practice of Optometry;

3. the member's failure to abide by the Code of Ethics or the Standards of Professional Conduct adopted by this Association; or

4. conduct by the member which is detrimental to, or inconsistent with, the legitimate purposes, objectives, or interests of this Association or the profession of Optometry, or

which is detrimental to, or inconsistent with, the legitimate purposes, objectives, or interests of any other optometry society/association with which this Association maintains an active affiliation.

The suspension or expulsion of a member from this Association requires an affirmative vote of two-thirds (2/3) of the members of the Board of Trustees. The Board of Trustees may also provide for the termination of membership of any member because of the failure to timely pay dues or special assessments to the Association.

c) When a member has been terminated or readmitted, the Association shall send notice of such action to the Secretary-Treasurer of the American Optometric Association.

d) Changes in Membership Classification. Members who wish to change classification to Active, Partial Practice, Optometric Educator, Retired, or Life Member will be allowed to change classification only once per year during the open enrollment period of January 1 and April 30. Changes will be made retroactive to January 1. No changes in classification will be accepted for prior periods or prior years. The open enrollment period does not apply to members who move out of state or wish to change classification to associate membership.

SECTION E. Dues:

a) Active and Distinguished Members shall pay dues and assessments of such amounts as may be necessary to adequately meet the annual budget. The dues of Partial Practice, Federal Service, Special Class, Associate, Corporate, and Optometric Educator Members shall be determined by a vote of the majority of the Board of Trustees.

b) Once the dues amount for a membership category has been determined, dues for that membership category shall increase annually in an amount equal to the level of annual economic inflation as measured by the Consumer Price Index for the Tampa-St. Petersburg-Clearwater, Florida metropolitan area, published by the United States Department of Labor, Bureau of Labor Statistics, unless such increase is rejected by a vote of the majority of the Board of Trustees.

c) Student, Post-Graduate, Honorary, Life, and Retired Members shall pay no dues.

d) Dues shall be due and payable to the Secretary-Treasurer of this Association on an annual or quarterly basis.

Dues paid in one annual payment shall be submitted to FOA on or before the first day of January. Dues paid in equal quarterly payments shall be submitted to FOA on or before the first day of January, April, July, and October. If a member's dues are not received by FOA within ninety (90) days following the due date, he/she shall be dropped from membership.

e) Ascending Dues. An Active Member shall not be required to pay any dues during the calendar year in which the individual earns a Doctor of Optometry degree. The dues for each of the first, second, third, and fourth calendar year thereafter shall be equivalent to twenty percent (20%), forty percent (40%), sixty (60%), and eighty percent (80%), respectively, of the annual dues otherwise applicable. A member shall only be eligible for the above schedule of reduced dues once, no matter how many times the individual may transfer from one membership classification to another membership classification. For Post-Graduate Members, the ascending dues schedule shall begin the calendar year following the year the individual completes the post-graduate program.

f) No refund of dues will be paid to any member whose membership has been terminated by this Association or by a local society/association, moved out of state, discontinued to practice, or dies during the year his/her dues are in force. A member, who is not a Student, Post-Graduate Member, or first time licensee, or who has not paid their annual dues in full without rebate, will not be eligible to enjoy reduced convention registration fees until he or she has been a dues paying member of the Association for a period of at least six (6) consecutive months.

g) Special Assessment – Special assessments must be approved at the Annual House of Delegates Meeting of the Association.

ARTICLE IV – OFFICERS AND DUTIES

SECTION A. Officers:

a) The Officers of this Association shall be the President, President-Elect, Vice President, Secretary-Treasurer, four Trustees, and the Chairman of the Board, all of whom shall be active members in good standing of this Association.

b) The officers shall assume office at the close of the final business session of the Annual Meeting.

c) The President, President-Elect, Vice President, and Secretary-Treasurer shall hold office for one year or until their successors are installed. Two trustees shall be elected each year to hold office for two years or until their successors are installed. No officer shall succeed him/herself for more than one full term. Provided, however, that any officer elected to fill an unexpired term shall not be considered to have served a full term as a result of that election.

SECTION B. Duties of Officers:

a) DUTIES OF THE PRESIDENT – The President shall preside at all annual and special meetings of the Association, and shall preside at all meetings of the Board of Trustees and the Regional Board of Directors. The President shall appoint all committees except the Nominating Committee, with the advice and counsel of the Board of Trustees; shall be an ex-

officio member of all committees except the Nominating Committee; and shall assign Board Members to oversee various committees. The President shall also assign members of the Board of Trustees as liaison officers to the affiliated local societies, and shall call special meetings of the Association upon written request of a majority of the Board of Trustees. The President may also appoint a Sergeant of Arms and a parliamentarian to serve at the Annual House of Delegates Meeting.

b) **DUTIES OF THE PRESIDENT-ELECT** – The President-Elect shall perform such duties as may be assigned by the President or the Board of Trustees; and shall endeavor to acquaint himself/herself with all the duties of the President; and in the event of the failure or inability of the President to perform the duties of office, the President-Elect shall assume the duties of the President. In the absence of the President, the president-Elect shall be the presiding officer.

c) **DUTIES OF THE VICE-PRESIDENT** – The Vice President shall perform such duties as may be assigned by the President or the Board of trustees; and in the event of the failure or inability of the President-Elect to perform the duties of office, the Vice-President shall assume the duties of the President-Elect.

d) **DUTIES OF THE SECRETARY-TREASURER** – The Secretary-Treasurer shall assure that a record is kept of all meetings of the Association, the Board of Trustees, and the Regional Board of Directors. The record of each meeting shall be read and approved at the beginning of the next succeeding business meeting. The Secretary-Treasurer is responsible for the funds of the Association. The Secretary-Treasurer shall deposit (or have deposited by person(s) designated for this purpose by the Board of Trustees) in the name of the Association in institutions approved by the Board of Trustees all monies received on behalf of the Association. The Secretary-Treasurer shall assure that monies are properly disbursed and that an accurate record is kept of all financial transactions of the Association. The Secretary-Treasurer shall make a report of all financial transactions of the Association to the Board of Trustees at the end of each quarter and to the Association at its Annual House of Delegates Meeting. The Secretary-Treasurer shall provide oversight that all bank statements, canceled checks, and paid vouchers are retained, and shall at the expiration of his/her term of office deliver to the control of his/her successor all funds, books, records, and property of the Association then in his/her custody or control.

e) **DUTIES OF THE TRUSTEES** – Each of the trustees shall oversee various committees and other duties as may be assigned by the President or the Board of Trustees.

f) **DUTIES OF THE CHAIRMAN OF THE BOARD** – The Chairman of the Board shall be the immediate past president and shall serve as chairman of the Nominating committee and as chairman of the Judicial Council. The Chairman of the board shall be available for special assignments as assigned by the President. The Chairman of the Board shall provide advice and counsel to the Board of Trustees.

SECTION C. Termination of Office – The term of any officer defined in Article IV shall automatically end upon the occurrence of any one of the following:

a) The entry by the Florida Board of Optometry of a final order of discipline finding that the officer had committed a “Major Administrative Violation” and/or a “Major Patient Care Violation”, as those used and defined by the Board of Optometry in the Florida Administrative Code.

b) The filing on felony charges against the officer, either by information or indictment.

c) Two unexcused absences from meetings of the Board of Trustees, or absence from three consecutive meetings of the Board of Trustees, whether or not excused. The President shall determine the basis for excused absences.

d) Failure to timely pay dues or special assessments to the Association.

ARTICLE V – BOARD OF TRUSTEES

SECTION A. Composition:

a) There shall be a Board of Trustees which shall consist of the officers of this Association, to wit: President, President-Elect, Vice President, Secretary-Treasurer, four (4) Trustees, and the Chairman of the Board. Membership on the Board of Trustees shall be co-extensive with the term of office of the officers of this Association. Should a vacancy occur in any elective office, the Board of Trustees may elect an Active or Distinguished Member to fill the vacancy until the next annual election. Meetings of the Board of Trustees may be called at the will of the President or upon the request of any three (3) members of the Board. The Board of Trustees shall be empowered to transact all business of this Association, except such business as should properly come before the annual or special meetings. The Board of Trustees shall manage the affairs of this Association, and all actions and decisions of the Board of Trustees shall have full force and effect unless modified or reversed at the annual or any special meeting of this Association.

b) **SPECIAL ACADEMIC LIAISON** – The Board of Trustees may include a Special Academic Liaison to represent the academic community serving the Optometric profession. The President may appoint a Special Academic Liaison, upon consultation with the Dean of NOVA Southeastern University, to serve a term of one (1) year. The Special Academic Liaison shall be a non-voting and non-funded position. The Special Academic Liaison may attend meetings of the Board of Trustees (other than meetings of the Executive Committee and with legal counsel), and may attend meetings of the Regional Board of Directors.

ARTICLE VI – REGIONAL BOARD OF DIRECTORS

The Regional Board of Directors shall be comprised of the Officers of the Association and the Regional Directors. The President of each affiliated local society/association or his/her designee, who must be members in good standing of the Association, shall be known as a Regional Director. The Regional Board of Directors shall be the communication link between the Association and its members throughout the state. The work of the local societies and state committees may be reported to the Association through the Regional Board of Directors. Association programs may be implemented at the local level through the Regional Board of Directors. The Regional Board of Directors may upon majority vote at any meeting at which a quorum is present recommend programs, practices, and policies for consideration by the Association Board of Trustees. The Regional Board of Directors shall meet at least two times annually, and may be called at the will of the President or upon the written request of two-thirds (2/3) of the members of the Regional Board of Directors.

ARTICLE VII – JUDICIAL COUNCIL

SECTION A. – The Judicial Council shall consist of seven (7) members of the Association, at least three of whom shall be Past Presidents of this Association. The chairman of the Judicial Council shall be the Chairman of the Board of this Association. All members, with the exception of the chairman, shall be appointed by the President, with the advice and consent of the Board of Trustees.

SECTION B. – Should a vacancy occur, the President shall, with the advice and consent of the Board of Trustees, appoint a successor to complete the term of office.

SECTION C. – Within ten (10) working days after the close of the Annual House of Delegates Meeting, all resolutions adopted at the Annual House of Delegates Meeting shall be submitted by mail to the Judicial Council for study and review.

SECTION D. – Within fifteen (15) days after receipt of a resolution as adopted, the Judicial Council shall determine whether the resolution is to become effective or whether it is to be referred for reconsideration at the next Annual House of Delegates Meeting. It shall require a 2/3 majority vote of the Judicial Council to refer a resolution back to the next Annual House of Delegates Meeting. If within the fifteen (15) days after receipt, the Judicial Council acts affirmatively, or if at the end of the fifteen (15) days the Judicial Council fails to act with respect to a resolution, such resolution shall become operative and have full force and effect.

SECTION E. – The Judicial Council shall have no power to change or alter any resolution.

SECTION F. – If the Judicial Council refers a resolution back for reconsideration, the action at the next Annual House of Delegates Meeting on such resolution shall be final.

ARTICLE VIII – EXECUTIVE DIRECTOR

The Board of Trustees shall be authorized to secure the services of an Executive Director who shall be responsible for hiring additional staff personnel as necessary, within the annually approved budget, to adequately administer the affairs of this Association. The Board of Trustees is authorized to enter into a contract with the Executive Director for a term not to exceed three years, per contract period. The Executive Director need not be an optometrist or a member of this Association. The Executive Director reports to and serves at the pleasure of the Board of Trustees. The functions and duties of the Executive Director shall be to administer the business affairs of this Association; to supervise the operation of this Association; to plan, promote, and manage the annual convention in cooperation with the Convention Committee; and to perform such duties as are ordinarily performed by persons in similar positions, together with such duties as may from time to time be assigned by the President of the Board of Trustees. The Executive Director shall be in attendance at meetings as required.

ARTICLE IX – STANDING COMMITTEES

- a) The Convention Committee shall be a Standing Committee.
- b) The Convention Committee shall promulgate guidelines for the selection of the place, and operation of the convention format, of the Annual Meeting. These guidelines shall be approved by the Board of Trustees.

ARTICLE X – SPECIAL COMMITTEES

SECTION A. Committees: Certain committees of this Association which are called upon to serve at the time of the Annual House of Delegates Meeting shall be designated as “Special Committees”, and shall not be assigned to any department of this Association. The committees shall be appointed by the President prior to the Annual House of Delegates Meeting or during any business session thereof.

- a) **NOMINATING COMMITTEE** – The Nominating Committee shall be comprised of one member from each affiliated local society/association. This representative should be the President of the local society/association who served as President for the year just prior to the FOA Annual House of Delegates Meeting. The Chairman of the Board of this Association shall act as chairman of this committee, and shall remain neutral in the nominating process. The Nominating Committee shall prepare a slate of nominees for election to office in this Association which shall be posted at the annual House of Delegates meeting no later than 24 hours in advance of the time of election. The report of the Nominating Committee shall not preclude any Active or Distinguished Member from making a nomination for any office from the floor.

b) **RESOLUTIONS COMMITTEE** – The Resolutions Committee shall be comprised of three (3) or more members who shall be appointed by the President. It shall be the duty of this committee to receive, prepare, and disseminate resolutions and present same for action to the membership assembled at the Annual House of Delegates Meeting.

1. Resolutions shall be noted as resolutions categories A and B.

2. Resolutions category A are policy resolutions which substantially affect the Association and the practice of Optometry and are of interest to AOA and the general public.

3. Resolutions category A will be accepted only if received by the Resolutions Committee Chairman fifteen (15) days prior to the Annual House of Delegates Meeting.

4. Resolutions category B will be those of a complimentary nature and of a non-policy value usually referred to as complimentary resolutions.

5. Adoption of Resolutions A by the Association in the Annual House of Delegates Meeting assembled will require three-fourths of those present and voting, a quorum being present.

SECTION B. Other Special Committees, in addition to the above may be appointed by the President, as the need may arise, without being assigned to any of the departments of the Association.

ARTICLE XI – MEETINGS AND QUORUMS

SECTION A. Meetings:

a) There shall be a meeting of the members of this Association at least once each calendar year that shall be designated as the Annual House of Delegates Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and any other business that may arise. Special meetings may be called as provided elsewhere in these by-laws (Article IV, Section B, sub-section a).

b) The date and place of the Annual House of Delegates Meeting shall be selected at least two (2) years in advance by the Board of Trustees after considering recommendations, if any, submitted by the Executive Director and/or Standing Convention Committee.

SECTION B. Quorums:

a) Fifteen (15) percent of those active members of this Association in attendance at the Annual House of Delegates Meeting shall constitute a quorum for the transaction of business of the Association.

b) Five (5) percent of the Active Members at any special meeting of the Association shall constitute a quorum, providing prior notice of not less than thirty (30) days shall have been given to the members of those items to be considered at the Special Meeting. No other business may be considered.

c) A majority of the members of the Regional Board of Directors shall constitute a quorum for the transaction of business at meetings of the Regional Board of Directors.

d) A majority of the members of committees shall constitute a quorum for the transaction of business at meetings of any committee of this Association.

ARTICLE XII – ELECTION OF OFFICERS

SECTION A. The President-Elect, Vice-President, and Secretary-Treasurer of this Association shall be elected annually at the Annual House of Delegates Meeting. At the completion of the President's term of office, he shall automatically become Chairman of the Board. At the completion of the President-Elect's term of office, he shall automatically ascend to the office of President.

SECTION B. Election of the offices of President-Elect, Vice-President, and Secretary-Treasurer of the Association may be by voice vote when there is only one nominee candidate. When there is more than one nominee for any office, the election shall be by secret ballot, under the supervision of the duly appointed Sergeant-at-Arms.

SECTION C. The President, President-Elect, Vice President, and Secretary-Treasurer shall hold office for one year or until their successors are installed. Two trustees shall be elected each year to hold office for two years or until their successors are installed. No officer shall succeed him/herself for more than one full term. Provided, however, that any officer elected to fill one unexpired term shall not be considered to have served a full term as a result of that election.

SECTION D. In the event the President-Elect is unable or declines to ascend to the office of President, the President shall retain his status as President. Provided, however, no member shall serve as President of this Association for more than 2 terms of one year each in succession. In the further event that the President is unable or declines to retain his status as President, the Board of Trustees shall select a President from among themselves to fill the vacancy.

ARTICLE XIII – LOCAL OPTOMETRIC SOCIETIES/ASSOCIATIONS

SECTION A. No local optometric society/association will be recognized unless it is affiliated with this Association. The term "affiliated local society" means a group of Florida licensed optometrists organized at a county or multi-county level that has been recognized by FOA as satisfying certain standards of organizational governance and proper fiscal control, but is

organizationally and structurally independent of FOA.

SECTION B. A local optometric society/association may be affiliated with this Association upon application to the Association and approval by the Board of Trustees. A local optometric society/association that desires to be approved by the Board of Trustees for status as an affiliate shall submit a letter and supporting documentation to the Association's Executive Director demonstrating that it meets the following criteria:

- a) Articles of incorporation and current bylaws which do not materially conflict with the Association's articles of incorporation and bylaws;
- b) Active registration as a not-for-profit corporation with the Florida Division of Corporations;
- c) Mission, goals, and strategies aligned with those of the Association;
- d) Election of officers and directors on a regular basis as provided for in the articles of incorporation and/or bylaws;
- e) Elective officers and governing board members maintain an active Florida license to practice optometry;
- f) Defined membership categories, with fees for each category, which require membership in this Association;
- g) The organization conducts regular meetings of the general membership, at least annually;
- h) An annual budget published to and approved by the general membership;
- i) Possession of a Federal taxpayer identification number, and the status of a Federal tax exemption under Section 501 (c) (6) of the Internal Revenue Code;
- j) Current list of officers and directors, including their mailing address, telephone number, and e-mail address;
- k) The organization maintains a roster of current members, including their mailing address, telephone number, and e-mail address, that is updated at least annually; and
- l) The organization maintains a formal set of operating policies and procedures that emphasizes proper internal controls and adequate safeguards over organizational assets.

SECTION C. A request for approved affiliate status will be considered by the Association's Board of Trustees only after its receipt of the information and supporting documentation listed in Section B. Supplemental information may be required before a final decision is made. Submission of a request for approved affiliate status does not ensure approval. By requesting approval as an affiliate, the local society/association agrees to indemnify and hold harmless the Association for all claims, damages, or losses arising out of or incurred in connection with its request and/or its affiliate status with the Association.

SECTION D. To maintain approved affiliate status, the local society/association must submit an annual report to the Association no later than January 31 of the following calendar year. The annual report must include, at a minimum, a copy of any changes to the articles of incorporation and/or bylaws; a copy of any change to any federal tax exemption status under Section 501 (c) (6) occurring during the previous year; a summary of activities during the previous year in furtherance of its mission, goals, and strategies; and the name, mailing address, telephone number, and e-mail address of the current officers and directors. Failure to submit an annual report will jeopardize approved affiliate status.

SECTION E. The Secretary of each affiliated local society/association shall immediately following the election of officers of his/her local society/association file with the Executive Director of this Association, the names, mailing addresses, telephone numbers, and e-mail addresses of the newly elected officers.

SECTION F. The Association reserves the right to terminate approved affiliate status any time a local society/association fails to organize and/or conduct itself in a manner consistent with this bylaw or the Association's stated mission. A local society/association's failure to demonstrate continuous adherence to the criteria set forth in Section B will result in the termination of the local society/association's affiliate status.

ARTICLE XIV – BUDGET AND FISCAL AFFAIRS

A budget shall be prepared for presentation at the Annual House of Delegates Meeting and shall fix the maximum amount that may be expended in the functioning of the activities of this Association. Provided, however, that in the event of an emergency, or determined by the Board of Trustees, the board may utilize existing reserve funds from whatever source in order to address the emergency. The budget must be approved by a majority vote of the members present and voting at the annual business session when the budget is considered for adoption, a quorum being present. The fiscal year of this Association shall be January 1 to December 31. Any officer or employee of this Association who is responsible for or handles funds of the Association shall be bonded in an amount to be determined by the Board of Trustees. Premiums for such bonds shall be paid by this Association.

ARTICLE XV – DELEGATES

The official delegates to represent the Association at the Annual Congress of the American Optometric Association shall be the President and President-Elect plus any Association elected officers and/or other Active and/or Distinguished members in good standing, in attendance, up to the number of delegates allowed to Florida. The Association members in attendance at the Congress who are to be official delegates shall be named by the President. The President shall be Chair of the delegation. The President-Elect shall be Vice Chair of the delegation.

ARTICLE XVI – AMENDMENTS

The by-laws of this Association may be amended by a two-thirds vote of those Active and Distinguished Members present and voting at any Annual House of Delegates Meeting, a quorum being present, provided that copies of the proposed by-law changes shall be sent to all Association members at least thirty (30) days prior to the Annual House of Delegates Meeting along with a notice of intention to consider by-law amendments.

ARTICLE XVII – SUSPENSION OF BY-LAWS

The by-laws of this Association may be suspended by the unanimous vote of those present and voting in any annual or special meeting, a quorum being present.

ARTICLE XVIII – RULES

All meetings of this Association and its committees shall be conducted in conformity with Roberts Rules of Order, newly revised. In addition to by-laws, this Association shall have a charter, rules, laws, regulations, policies, standards, programs, guides and shall be a corporation of the State of Florida.

ARTICLE XIX – MISCELLANEOUS ADMINISTRATIVE PROVISIONS

SECTION A. The President of this Association shall be the official representative of this Association in its contact with governmental, civic, business, and other professional organizations.

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