

WVOA CONSTITUTION AND BYLAWS

CONSTITUTION

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**CONSTITUTION OF THE
WEST VIRGINIA OPTOMETRIC ASSOCIATION, INC.**

ARTICLE I

NAME

The name of this nonprofit corporation, organized under the laws of the State of West Virginia, is "The West Virginia Optometric Association, Incorporated."

ARTICLE II

PURPOSE

The Mission of the West Virginia Optometric Association is to meet the vision and eye care needs of the citizens of West Virginia. This mission is accomplished by providing advanced continuing education, promoting the highest ethical standards, and advocating for the profession of Optometry.

Doctors of Optometry are independent primary health care providers who examine, diagnose, treat and manage diseases and disorders of the visual system, the eye, and associated structures, as well as diagnose related systemic conditions

ARTICLE III

MEMBERSHIP

Section 1 - Categories.

The membership of this Association shall consist of active, active nonresident, military, honorary, life, student, professionally inactive, retired, special category, and partial practice members.

Section 2 - Active membership.

An active member will be any adult person, legally qualified to practice optometry in the State of West Virginia, who holds a current certificate of registration issued by the State of West Virginia and who is a member in good standing in the American Optometric Association, Inc. and who has been admitted to membership in this Association.

Section 3 - Active Nonresident membership.

Those optometrists practicing outside the State of West Virginia, who are members of the American Optometric Association, Inc. shall be eligible for active nonresident membership in the Association.

Section 4 - Military membership.

Military members of this Association shall be those optometrists who have entered the Armed Forces of the United States and have fulfilled the requirements for active membership.

Section 5 - Honorary membership.

Honorary membership may be conferred by the Executive Board upon any person who has rendered outstanding service to this Association or to the Optometric Profession.

Section 6 - Life membership.

Life membership may be conferred by the Executive Board upon a worthy member who has long and faithfully served as an active member. Life membership may also be conferred because of retirement conditions or circumstances unique to the particular member who can no longer continue as an active member.

Section 7 - Student membership.

Student membership in this Association shall be open to bonafide residents of the State of West Virginia who have been approved by the Executive Board and who are enrolled as students in schools and colleges of optometry that are approved by the West Virginia Board of Optometry.

Section 8 - Professionally inactive membership.

This class of membership shall consist of those optometrists who are so licensed in the State of West Virginia but are not in active practice of optometry.

Section 9 - Retired membership.

Those optometrists who are members of the West Virginia Optometric Association at the time of retirement and who retire from active practice shall be eligible for membership in this category.

Section 10- Special Category membership.

Those optometrists who practice optometry as employees of the United States Government who are licensed in the State of West Virginia who maintain no form of private practice are eligible for membership under this category.

Section 11- Partial Practice membership

Those optometrists who practice optometry in West Virginia and qualify for this classification within the American Optometric Association are eligible for Membership under this category.

ARTICLE IV

OFFICERS

Section 1 - The officers of this Association shall be:

President
President-Elect
Vice-President
Secretary-Treasurer

Section 2 - All nominations for office and for Trustees in the Association shall be made by the Nominating Committee, as outlined in Article VII, Section I of the Bylaws of this Association, and additional nominations may be made from the floor of the Convention at the Annual Congress of the Association which Convention shall proceed to elect said officers and Trustees by secret ballot upon a majority vote of the members present and voting. No voting by proxy shall be allowed. Such officers and Trustees shall be elected for one year beginning with the adjournment of the Midyear meeting following the Annual Congress at which they were elected, or July 1 of the following year, whichever comes first, or until their successors have been elected.

Section 3 - The retiring President shall be known as the Immediate Past President and shall be a member of the Executive Board.

- Section 4** - The President shall not immediately succeed himself/herself in office.
- Section 5** - As a necessary prerequisite to holding office, the President shall have served on the Executive Board immediately prior to his election.
- Section 6** - Having attained the office of President-Elect, that officer shall automatically ascend to the office of President.

ARTICLE V

EXECUTIVE BOARD

- Section 1** - The Executive Board shall consist of the elected officers, the Immediate Past President, the elected Trustees and one Past President to be selected by the Past Presidents Club.
- Section 2** - Four Trustees shall annually be elected to the Executive Board as outlined in Article 4, Section 2 of the Constitution of this Association.

ARTICLE VI

MEETINGS

- Section 1** - There shall be one meeting of this association annually to be known as the Annual Congress.
- Section 2** - In addition there may be a Midyear Meeting of the Association.
- Section 3** - The Annual Congress, Midyear Meeting and Special Meetings of this Association shall be held in accordance with the provision in Article XV, Sections 3, 4 and 7 of the Bylaws of this Association.

ARTICLE VII

STATE SEAL

This association shall have and use an Association Seal with the power to alter the same at will.

ARTICLE VIII

AUXILIARY

This Association officially recognizes the Auxiliary to the West Virginia Optometric Association and endorses the purposes to which it is dedicated.

ARTICLE IX

AMENDMENTS

- Section 1** - This Constitution may be amended or altered at any Annual Congress or Midyear Meeting of this Association as follows: Any member may submit to the President of this Association the proposed amendment or alteration not less than ninety days prior to the date of the meeting.
- Section 2** - The Executive Board may also propose amendments and alterations and shall submit the same together with those amendments from the members to the Secretary-Treasurer of this Association not later than sixty (60) days prior to the date of the Annual Congress or Midyear Meeting.
- Section 3** - A Special Meeting may be called to consider a change in the Constitution if such meeting is by three-fourths vote of the Executive Board. If not approved then Article IX, Section 1, of the Constitution of the Association may apply.
- Section 4** - The Secretary-Treasurer shall send due notices of the proposed amendment or alteration to all members by mailing not less than thirty (30) days prior to the meeting. A two-thirds vote of the members in good standing present shall be necessary to amend or alter this Constitution provided a quorum is present as stated in Article XV, Section 1 of the Bylaws.
- Section 5** - Any amendment or alteration to this Constitution approved at the Annual Congress, Midyear Meeting or Special Meeting shall become effective immediately upon adoption.

ARTICLE X

This constitution supersedes, cancels and replaces any previously adopted Constitution and its Amendments.

ARTICLE XI

In the event that any provision, section or part of section of the Constitution should be declared invalid or inoperative by a court of competent jurisdiction such declaration shall not affect the validity of the remaining provisions, sections or parts of sections and the remainder shall be given effect as if such invalid or inoperative provisions, section or parts of sections had not been declared invalid or inoperative.

ARTICLE XII

This Constitution shall take effect immediately upon its adoption by the Association.

Revised November 2009

**BYLAWS OF THE
WEST VIRGINIA OPTOMETRIC ASSOCIATION, INC.**

ARTICLE I

DUTIES OF ELECTED OFFICERS

Section I - Duties of the President.

The President shall:

- a. Be the presiding officer at all meetings of this Association.
- b. Call special meetings as provided in Article XV, Section 7 of the Bylaws of this Association.
- c. Be ex-officio member of all committees.
- d. Appoint officers to fill all unexpired terms by reason of death, resignation, suspension or otherwise upon approval of the Executive Board.
- e. Certify in conjunction with the Secretary-Treasurer to all official acts of this Association.
- f. Appoint all committees.
- g. Visit each affiliate area during his/her term of office.
- h. Render a report to the Annual Congress.
- i. Perform such other duties as may pertain to his/her office.
- j. Be the Chairman of the Executive Board.

Section 2 - Duties of the President-Elect.

The President-Elect shall:

- a. Perform the duties of the President in the event of the latter's demise, absence or inability to act.
- b. Be the Director of activities to which he is appointed by the President.
- c. Perform such duties as may be assigned him/her by the President or requested of him/her by the Executive Board.
- d. Be a member of the Executive Board

Section 3 - Section 3 - Duties of the Vice-President

The Vice-President shall:

- a. Be the Director of activities to which he is appointed by the President.
- b. Perform such other duties as may be assigned him/her by the President or requested of him/her by the Executive Board.
- c. Be a member of the Executive Board.

Section 4 - Duties of the Secretary-Treasurer.

The Secretary-Treasurer shall be the corresponding and recording officer of the Association and shall keep an accurate record of all proceedings, transactions and acts of the Association and of the Executive Board or cause the same to be done. He/She shall give all notices required by the Constitution and Bylaws of this Association or cause the same to be done. He/She shall keep accurate minutes of the meetings of the Association and of the Executive Board or cause the same to be done.

He/She shall receive all applications for membership and/or certificates of membership.

The Secretary-Treasurer shall exercise supervision over the financial affairs of the Association. He/She shall receive all monies of the Association which shall be deposited by him/her in the name of the Association in the financial institutions designated by the Executive Board to receive such funds or cause the same to be done. It shall be the duty of the Secretary-Treasurer to keep an accurate account of the finances of the Association and the accounting books shall be open during normal business hours for inspection or examination by the Executive Board or any Committee or anyone appointed by them for that purpose. The Secretary-Treasurer shall submit quarterly financial reports to the Executive Board.

An examination of his accounting records shall be made by the Finance Committee at the end of each fiscal year and the audit report submitted promptly to the Executive Board. This report shall be made available to the members at the next scheduled meeting of this Association.

At the expiration of his term of office he/she shall promptly deliver all books, papers, records and property of the Association in his possession or under his control to his successor or to a member designated by the Executive Board.

The Secretary-Treasurer shall file an annual financial report to the members at the Annual Congress.

The Secretary-Treasurer shall be a member of the Executive Board.

ARTICLE II

AREA ORGANIZATION

Section 1 - Elections.

At some time before or during each Annual Congress Areas; as defined in Article II, Section 7; shall hold an area meeting for the purpose of electing Area Coordinators.

Section 2 - Area Coordinators shall appoint such committees as may be necessary to fulfill the Area functions.

Section 3 - Area meetings shall be called by the Area Coordinator, such time and place as shall be designated by him/her.

Section 4 - Seven days notice shall be sent to the membership of each Area announcing the Area meeting.

Section 5 - The less amount of ten members in good standing or one-third of the Area membership shall constitute a quorum.

Section 6 - The term of office for all Area officers shall be two years, to begin at the adjournment of the next Midyear Meeting following the election and to be completed at the adjournment of the Midyear Meeting two years hence or until their successors have been elected or appointed.

Section 7 - To serve as an Area Coordinator an optometrist must have been in practice and a member of the West Virginia Optometric Association, Inc., for a minimum of two years.

Section 8- The area meetings shall be used to keep Area members abreast of the current activities of the State Association and to keep the State Association abreast of Area activities.

Section 9– Vacancy

Should a vacancy occur in any of the Area Coordinators, the President shall appoint a replacement Coordinator to fulfill the remaining term of the departing Area Coordinator

ARTICLE III

DUTIES OF THE EXECUTIVE BOARD

Section 1 - Membership of the Executive Board shall be that as outlined by Article V of the Constitution of this Association.

Section 2 - The Executive Board shall have full power and authority in the interval between meetings of the Association to do all acts of the Association and perform all functions which the Association itself might do or perform, except that it shall have no power to amend or alter the Constitution or Bylaws of this Association.

Section 3 - The Executive Board shall manage the affairs of the Association subject to the Constitution and Bylaws of this Association, and shall be vested with the title to all property of the Association as trustees thereof and up-to-date inventory of said property shall be maintained.

Section 4 - The Executive Board shall meet as needed to conduct the business of the Association.

Section 5 - The Executive Board shall nominate the candidates for impending vacancies for appointment to the West Virginia Board of Optometry as spelled out in Article XIV, Section 1 of the Bylaws of this Association.

Section 6 - The Executive Board shall divide the State into Areas, the names and geographical boundaries of which are designated and defined by the Executive Board. The Executive Board shall have the authority to change the areas as needed.

Section 7 - The Executive Board may remove from office any officer, Trustee, Past President, or other member of the Executive Board, or Area Coordinator for nonperformance of duty, by three-fourths vote of the Executive Board.

ARTICLE IV

REPORTS

Each officer, committee chairman and head of a subordinate body of this Association shall render a report to the Executive Board as requested.

ARTICLE V

EMPLOYMENT OF AN EXECUTIVE DIRECTOR

- Section 1 -** A three-fourths majority vote of the Executive Board is required to engage the services of an Executive Director or to renew, alter, or establish a contract for the services of an Executive Director.
- Section 2 -** If a vacancy in the position of an Executive Director should occur, the Executive Board shall interview all suitable candidates and if by three-fourths majority vote of the Executive Board agreement on any one person is reached, such person may be employed.
- Section 3 -** An Executive Director shall be paid on a fiscal year basis, in such annual amount and by periodic installments, as may be mutually agreeable.

ARTICLE VI

DUTIES OF THE EXECUTIVE DIRECTOR

- Section 1 -** An Executive Director shall keep a current inventory of all Association property in his custody and shall furnish copies of the same to the Secretary-Treasurer and the President.
- Section 2 -** The Executive Director shall perform any other duties as may pertain to his office or which may be assigned to him by the President or requested of him by the Executive Board not in violation of the Constitution and the Bylaws of this Association.
- Section 3 -** An Executive Director may be delegated all or part of the duties assigned to the Secretary-Treasurer as prescribed in Article 1, Section 5 of these Bylaws.
- Section 4 -** The Executive Director shall be allowed expenses for maintenances of his office, travel and housing while on Association business as approved by the Executive Board.
- Section 5 -** The Executive Director shall be authorized to employ or acquire such assistance as necessary for the efficient functioning of his office subject to the approval of the Executive Board.
- Section 6 -** The Executive director need not be an Optometrist or a member of The West Virginia Optometric Association, Inc.

ARTICLE VII

COMMITTEES AND SIMILAR SUBORDINATE BODIES

Section 1 - Nominating Committee

This committee shall consist of the President, President-Elect, Vice-President, Immediate Past President, two Past Presidents selected by the Past Presidents Club, and one member from each Area appointed by the Area Coordinator. The Immediate Past President shall be Chairman of this Committee. Each member so appointed must perform the duties of this Committee in person or by telephone, fax, e-mail, or other means of communication approved by the Executive Board. The Nominating Committee shall meet at an appropriate time, consider candidates for the respective offices, formulate and present a slate of candidates for election to office as an order of business, this, however, shall not preclude the right of any

member to make a nomination for any office from the floor. The Chairman of the Nominating Committee shall notify the Secretary-Treasurer of the Association of the Nominations for the coming year, thirty (30) days before the appropriate membership meeting.

Section 2 - Finance Committee

- a. This Committee shall consist of the Immediate Past President; President; who shall serve as chairman; the Vice-President; the Secretary-Treasurer; and any other member the Executive Board authorizes. It shall be the duty of this Committee to prepare a budget to be presented at the Executive Board meeting.
- b. The various Officers, Committee Heads and Heads of other subordinate bodies may submit a statement of proposed expenditures to the Finance Committee so as to provide the Committee with data to be used in preparing the budget for the next fiscal year.
- c. This committee shall submit the proposed budget, after approval by the Executive Board, to the members prior to the Annual Meeting for ratification at the Annual Meeting. The budget will go into effect at the beginning of the next fiscal year.
- d. The Finance Committee shall examine and audit, at the close of the fiscal year, all of the books, records and reports of the Secretary-Treasurer and promptly submit the audit report to the Executive Board.

Section 3 - Grievance Committee

This committee shall consist of the Immediate Past President and the area coordinator of all areas except the one from which the grievance originated.

ARTICLE VIII

DUTIES OF MEMBERS

- Section 1** - Every member shall support the honor and dignity of the profession of Optometry; discharge the duties of an optometrist with fidelity and integrity.
- Section 2** - It shall be the duty of every member to abide by and comply with approvals, disapprovals, and/or other related decisions made by the Executive Board, otherwise, such member or members failing or refusing compliance shall be subject to suspension or expulsion from membership of the Association, as prescribed in Article XVI of these Bylaws.

ARTICLE IX

PRIVILEGES OF MEMBERS

- Section 1** - All members shall be entitled to attend Association sponsored Educational Seminars, Annual Congresses, Winter Meetings and Special Meetings.
- Section 2** - All active members shall be entitled to the privilege of the floor and shall have the privilege of voting.

- Section 3 -** Any members in good standing, against whom suit may be brought in connection with the member's professional practice of optometry, shall receive the moral support of this Association, provided, after investigation by a Committee appointed by the President, with the approval of the Executive Board, said member shall be found worthy of such support.
- Section 4 -** Any member shall have the privilege of resigning upon application made in writing to the Secretary-Treasurer, providing all dues have been paid, except in cases where charges are pending.
- Section 5 -** Military, Student, Professionally Inactive, Retired, Special and Honorary Members may, at the discretion of the Chair, have the privilege of the floor. No classes of membership in the section shall be entitled to vote or to hold elective office.
- Section 6 -** Life Members and Active Nonresident Members shall receive and enjoy all privileges of active Members.

ARTICLE X

ADMISSION TO MEMBERSHIP

Section 1- Admission to Active Membership

A person shall become eligible to Active Membership in this Association as provided in Article III, Section 2 of the Constitution of this Association, when the applicant has met the following qualifications:

- a - Shall make application to the Secretary-Treasurer using the membership application of The West Virginia Optometric Association, Inc. and the American Optometric Association, Inc.
- b - Arrangements have been made to pay annual dues, using one of the several methods available through the West Virginia Optometric Association, Inc.
- c - Upon majority affirmation vote by the Executive Board said membership will be conferred.

Section 2 - Active Nonresident Membership.

A person shall become eligible for Active Nonresident Membership in this Association as provided in Article III, Section 3 of the Constitution of this Association. An applicant for Active Nonresident Membership shall follow the same procedure as application for Active Membership as outlined in Article X, Section I (a), (b), and (e) of the Bylaws of this Association.

Section 3 - Military Membership.

- a - A person shall become eligible for Military Membership in this Association as provided in Article III, Section 4 of the Constitution of this Association.
- b- Application for Military Membership shall be made by letter to the Secretary-Treasurer of this Association and upon majority affirmative vote by the Executive Board said membership will be conferred.

Section 4 - Honorary Membership.

a - A person shall become eligible for Honorary Membership in this Association as provided in Article III, Section 5 of the Constitution of this Association.

b - Nomination for Honorary Membership shall be made by letter to the Secretary- Treasurer of this Association and upon majority affirmative vote by the Executive Board said membership will be conferred.

Section 5 - Life Membership.

a - A person shall become eligible for life Membership in this Association as provided in Article III, Section 6 of the Constitution of this Association.

b - Petition for Life Membership shall be made on behalf of the candidate for membership in this category to the Secretary-Treasurer of the Association. Such membership will be conferred upon majority affirmative vote of the Executive Board.

Section 6 - Student Membership.

a - A person shall become eligible for Student Membership in this Association as provided in Article III, Section 7 of the Constitution of this Association.

b - Application shall be made by letter to the Secretary-Treasurer and upon majority affirmative vote by the Executive Board said membership will be conferred.

Section 7 - Professionally Inactive Membership.

a - A person shall become eligible for Professionally Inactive Membership in this Association as provided in Article III, Section 8 of the Constitution of this Association.

b- Application for this Membership will be made by letter to the Secretary-Treasurer and upon majority affirmative vote by the Executive Board such membership will be conferred.

Section 8 - Retired Membership.

a - A person shall become eligible for Retired Membership in this Association as provided in Article III, Section 9 of the Constitution of this Association.

b - Application shall be made by letter to the Secretary-Treasurer of this Association and upon majority affirmative vote by the Executive Board such membership will be conferred.

Section 9 - Special Category Membership.

a - A person shall become eligible for Special Category Membership in this Association as provided in Article III, Section 10 of the Constitution of this Association.

b- Application for such membership shall be made to the Secretary-Treasurer as outlined in Article X, Section 1 (a), (b), and (e) of the Bylaws of this Association.

Section 10 - Partial Practice Membership.

- a - A person shall become eligible for Partial Practice Membership in this Association as provided in Article III, Section 11 of the Constitution of this Association.
- b - Application for such membership shall be made annually to the Secretary-Treasurer as outlined in Article X, Section 1 (a), (b), and (c) of the Bylaws of this Association.

ARTICLE XI

FISCAL YEAR

Section 1 - The fiscal year of this Association shall begin January 1 and end December 31.

ARTICLE XII

DUES

Section 1-

- A. The Annual per capita dues for Active, Special Category, Retired, Professionally Inactive and Active Nonresident members will be set by the Executive Board with the approval of the membership and shall include WVOA membership, area dues, and applicable auxiliary dues plus current American Optometric Association, Inc. dues as applicable.
- B. The annual per capita dues for Partial Practice Members shall be administered pursuant to the current policy of the American Optometric Association, Inc.
- C. The annual per capita dues for Military, Honorary, Life and Student Members shall be at no charge.
- D. Newly Licensed Optometrists
 - 1) A Newly Licensed Optometrist shall be considered that optometrist who has been in practice for a total of not more than one calendar year in the United States.
 - 2) The dues schedule for such optometrists shall be as prescribed in Section 6 of this Article.

Section 2 - All dues shall be collected by the Secretary-Treasurer.

Section 3- Affiliation dues, as may be designated by the Constitution and Bylaws of the American Optometric Association, Inc. shall be paid to the American Optometric Association, Inc. for every paid-up membership.

Section 4 - Dues for Areas.

The WVOA Secretary-Treasurer will remit to the Area Coordinator the total amount of money collected for that Area. Funds are to be deposited in a bank by the Area Coordinator and are to be used for such expenses as encountered

for Area business and meetings. Quarterly financial statements of the expenses shall be sent to the Executive Board for information.

Section 5 - Dues for a new or reinstated member will be prorated on a quarterly basis and such member shall pay dues based upon the number of full remaining quarters in the calendar year in which they join or are reinstated notwithstanding that no member reinstated shall be admitted for membership if an outstanding balance remains until said balance has been paid.

Section 6 – Ascending Dues Schedule.

The annual dues for a new member will be as follows:

- For the first full calendar year after licensure, ten percent (10%);
- For the second calendar year, twenty-five percent (20%);
- For the third calendar year, fifty percent (50%);
- For the fourth calendar year, seventy-five percent (75%); and
- For each subsequent year, one hundred percent (100%).

Section 7- Descending Dues Schedule.

After an Active, Active Nonresident, Professionally Inactive or Special Category Member attains the age of seventy (70) years by December 31, the annual dues of such member will be as follows:

- For the first full calendar year thereafter, seventy-five percent (75%) of the otherwise applicable annual dues;
- For the second full calendar year thereafter, fifty percent (50%) of the otherwise applicable annual dues; and,
- For each subsequent year, twenty-five percent (25%) of the otherwise applicable annual dues.

Section 8- Assessments.

Proposed assessments must be approved by the Executive Board and approved by members in any regular or special meeting.

Section 9 – Annual per capita dues may be paid annually, semiannually, quarterly or monthly. Dues are due and payable in full January 1 of each year unless a member requested a semiannual, quarterly, or monthly payment method in which case dues are due and payable in advance of the time periods selected.

Section 10 – Delinquency of Dues.

The Secretary-Treasurer shall review the dues on the 30th of September of each year and notify, by first class mail, each member in arrears of the amount due according to their payment plan. Any member who remains in default for dues by October 31st shall be expelled and dropped from the rolls and all privileges of membership shall be forfeited. Any member so expelled and dropped shall thereafter be entitled to membership only if elected upon application as a new member as covered in Article X of the Bylaws of this Association or upon the directive of the Executive Director if the member has fulfilled all financial requirements to make their dues and assessments current within the calendar year they are due.

Section 11 – Hardship.

The Executive Board shall have the power to reduce the dues or extend the time for payment of dues, as set forth above, in any case or cases in which the Executive Board shall determine a hardship waiver.

ARTICLE XIII

AMERICAN OPTOMETRIC ASSOCIATION AFFILIATION

- Section 1 -** a - This Association shall affiliate with the American Optometric Association, Inc.
b - All members of this Association are automatically affiliated with the American Optometric Association, Inc. except, Active Nonresident, Retired, Professionally Inactive and Honorary
- Section 2 -** The delegates and alternates of this Association to the Annual Congress of the American Optometric Association, Inc. shall be appointed by the President with the approval of the Executive Board.

ARTICLE XIV

VACANCIES ON THE STATE BOARD OF OPTOMETRY

- Section 1 -** All nominations for impending vacancies on the State Board of Optometry shall be made by the Executive Board as outlined in Article III, Section 5, of the Bylaws of this Association, and additional nominations may be made from the floor of the Convention at the Annual or Midyear Meetings of the Association.
- Section 2 -** The Secretary-Treasurer of this Association shall send, by first class mail, the name or names of the candidate or candidates to the Governor of the State of West Virginia with the recommendation that the impending vacancies on the West Virginia Board of Optometry be filled by the candidate or candidates named.
- Section 3 -** Nominations for recommendations for any optometrist to service as a member of the West Virginia State Board of Health shall be made, in open business session, at any Annual Congress or Midyear Meeting preceding the expiration of the term of any optometrist otherwise serving thereon at the will and pleasure of the appointing authority under the laws of the state of West Virginia.

ARTICLE XV

SOUTHERN COUNCIL OF OPTOMETRISTS, INC.

- Section 1 -** One representative from the West Virginia Optometric Association shall serve on the Board of Trustees of the Southern Council of Optometrists, Inc. and hereinafter be referred to as "SECO Trustee".
- Section 2 -** The SECO Trustee shall assume office at such time as designated by the Executive Board and shall serve a term of 3 years duration unless specifically designated by the Executive Board to serve an alternate duration.

- Section 3 -** The SECO Trustee shall be either President, President-Elect or a Past President of the West Virginia Optometric Association.
- Section 4 -** All nominations for the SECO Trustee shall be made by the Nominating Committee or any member of the Executive Board. Election of the SECO Trustee shall take place at such time as designated by the President or the Executive Board and the SECO Trustee shall be elected upon a majority vote of the Executive Board.
- Section 5 -** Should a vacancy occur for any reason, the President shall appoint a qualified member to serve the remaining term or until a successor has been elected or appointed.
- Section 6 -** The SECO Trustee shall submit a report, in person or in writing, to the Executive Board no less than twice per year on the activities of the Southern Council of Optometrists, Inc.
- Section 7 -** The SECO Trustee shall represent and report the interests of the West Virginia Optometric Association, Inc to the Board of Trustees of The Southern Council of Optometrists, Inc. as directed by the President or the Executive Board of the WVOA.
- Section 8 -** The SECO Trustee may be removed from office for nonperformance of duty by three-fourths vote of the Executive Board.

ARTICLE XVI

QUORUM AND MEETINGS

- Section 1 -** A quorum for the Annual Congress, Midyear Meetings or any Special Meeting shall be twenty (20) members in good standing.
- Section 2 -** Five members of the Executive Board shall constitute a quorum of the Executive Board at any meeting and this will allow them to conduct any business pertaining to the Association as stated in Article III, of the Bylaws of this Association, except in the instances where a three-fourths or unanimous vote is required as stated by the Bylaws of this Association. In these cases the entire Executive Board must vote on such matters, either in person, by phone, by email, by FAX, or by written proxy or by other means approved by the Executive Board.
- Section 3 -** The dates, times and locations of all Annual Congresses and Midyear Meetings shall be left to the discretion of the Executive Board.
- Section 4 -** The Secretary-Treasurer of the Association shall notify all members of the Association of the time and place of all meetings thirty (30) days in advance of the meeting by first class mail or other means approved by the Executive Board; such notice to contain an outline of the agenda for the business meetings, if available, plus a full statement on any amendments to the Constitution or these Bylaws being proposed for adoption and a copy of the proposed budget for the next fiscal year. The notices of such meetings shall be sent out over the signature of the President.

Section 5 - All members of the Executive Board shall be notified by the President or Secretary-Treasurer of the time and place of such meetings of the Executive Board at least forty-eight (48) hours in advance.

Section 6 - Four members of the Executive Board shall, by written request, require the President to call a meeting of the Executive Board within seven (7) days.

Section 7 - Special Meetings.

Special Meetings may be called:

a - By the President.

b - By vote of a majority of the Executive Board when deemed necessary.

c - By the President upon written request by twenty-five (25) Active members in good standing.

d - The President must call any Special meeting as outlined in Article XV, Section 7 (b) and (e) of the Bylaws of this Association within forty-five (45) days.

Section 8 - Voting by the Committees

Unless otherwise prohibited by the Bylaws of this Association, all votes cast by the Executive Board and its subordinate committees shall be considered valid if cast in person, by mail, telephone, e-mail, Fax, or other means of communication approved by the Executive Board, so long as every member of said committee has the opportunity to participate in the voting process. All such votes shall be recorded by the Secretary-Treasurer in the official record of this Association, with proper documentation as to time and method of voting by each member. In no case shall this section be used to circumvent those sections specifically requiring votes in person by the Bylaws of this Association.

ARTICLE XVII

SUSPENSION AND EXPULSION OF MEMBERS

A member of this Association shall automatically cease to be a member by reason of failure to pay dues as spelled out in Article XII, Section I of the Bylaws of this Association, or by reason of the loss or revocation of license as an optometrist. A member may be suspended or expelled by three-fourths vote of the Executive Board after an appropriate hearing for action which would not be in the best interest of the public in providing the highest quality of professional eye care.

ARTICLE XVIII

REINSTATEMENT

Section 1 - The Executive Board may, upon majority vote, reinstate a suspended member when the cause for suspension has been removed.

Section 2 - Expelled members shall make application as a new member as spelled out in Article X.

ARTICLE XIX

TRANSFER OF MEMBERSHIP

By request, the Secretary-Treasurer may send a letter to the Secretary-Treasurer of the new State stating that the member transferring is a member in good standing of the American Optometric Association, Inc., and the West Virginia Optometric Association, Inc.

ARTICLE XX

SALARIES

Salaries shall not be paid to the officers of this Association. Salaries or fees for an Executive Director and Association Attorneys shall be in such amount as the Executive Board shall approve. These proposed salaries shall be made a part of the annual budget, as prescribed in Article VII, Section 2 (a) and 2 (c) of these Bylaws.

ARTICLE XXI

EXPENSES

- Section 1 -** The Officers, Committee Chairmen or Committee Members may be reimbursed for necessary telephone, telegraph, stenographic or other ordinary expenses incurred on official business as approved by the Executive Board.
- Section 2 -** The expenses of the Executive Director shall be those as stated in Article VI of the Bylaws of this Association.
- Section 3 -** Bills to be charged shall be approved by the Executive Board before being submitted to the Secretary-Treasurer for payment. Those bills of a committee, if to be charged to a Special Committee budget, shall be authorized by the President before they are incurred.
- Section 4 -** With the approval of the Executive Board, the President and Secretary-Treasurer may authorize the Executive Director to pay routine office expenses, without prior approval by the Executive Board, provided however, the Executive Director must properly account for such expenditures by the President or Secretary-Treasurer.

ARTICLE XXII

QUALIFICATIONS OF OFFICERS

- Section 1 -** A person shall be in practice and a member of the West Virginia Optometric Association, Inc., and The American Optometric Association, Inc. for a minimum of three years before becoming eligible to hold a state office of the West Virginia Optometric Association, Inc.
- Section 2 -** A person shall hold a State office for a minimum of three (3) years before becoming eligible to hold the office of president of the West Virginia Optometric Association, Inc.

ARTICLE XXIII

AMENDMENTS

- Section 1-** The Bylaws may be amended or altered at any Annual Congress or Midyear Meeting of this Association as follows:
Any member may submit to the President of this Association the proposed amendment or alteration not less than ninety (90) days prior to the date of the meeting.
- Section 2 -** The Executive Board may also propose amendments and alterations and shall submit the same together with those amendments from the members to the

Secretary-Treasurer of this Association not later than sixty (60) days prior to the date of the Annual Congress or Midyear Meeting.

- Section 3 -** A special meeting may be called to consider a change in the Bylaws of this Association if such meeting is approved by three-fourths vote of the Executive Board. If not approved, then Article XXII of the Bylaws of this Association shall apply.
- Section 4 -** The Secretary-Treasurer shall send due notices of the proposed amendments or alterations to all members by mailing not less than thirty (30) days prior to the meeting. A two-thirds vote of the registered voting strength of the meeting shall be necessary to amend or alter the Bylaws of this Association.
- Section 5 -** Any amendment or alteration to these Bylaws, approved at the Annual Congress, Midyear Meeting or Special Meeting shall become effective immediately upon adoption.
- Section 6 -** All members of the West Virginia Optometric Association, Inc. shall upon request, be furnished with a copy of the Constitution and Bylaws of this Association. A copy of the Constitution and Bylaws shall also be available to members on the official website of this Association.
- Section 7 -** Upon adoption, any amendment or alteration in the Constitution or Bylaws of this Association, a copy of the same shall be posted on the official WVOA website or otherwise be made available to all members of the West Virginia Optometric Association, Inc.

ARTICLE XXIV

RULES OF ORDER

This Association and Subordinate Bodies shall be governed in all of its deliberations, other than those provided for in the Constitution and Bylaws of this Association, by Robert's Rules of Order.

ARTICLE XXV

In the event that any provision, section or part of section of the Bylaws of this Association shall be declared invalid or inoperative by a court of competent jurisdiction, such declaration shall not affect the validity of the remaining provisions, sections or parts of sections and the remainder shall be given effect as if such invalid or inoperative provisions, section or part of section had not been declared invalid or inoperative.

ARTICLE XXVI

These Bylaws of this Association shall take effect immediately upon their adoption by the Association.

ARTICLE XXVII

These Bylaws supersede, cancel and replace all previously adopted Bylaws of this Association and their amendments.

Revised November 2009