

BYLAWS
OPTICIANS ASSOCIATION OF MICHIGAN

CHAPTER 1. NAME AND PURPOSES

Article I: Name

The name of this organization is Opticians Association of Michigan and is hereinafter called the "Association."

Article II: Purposes

The specific purposes for which the Association was organized are as follows:

1. improve, foster and promote the welfare of opticianry; to collect and disseminate information of value to the members and the public;
2. look out for unjust and unlawful actions against opticians;
3. promote proper professional standards and ethical practices in opticianry for the protection of the public;
4. promote legislation and to appear for its members before legislative committees and other bodies in regard to matters affecting opticianry;
5. foster the interest of all members of the optical industry;
6. instill mutual understanding and friendship among opticianry; and
7. further any other purpose like or similar to the aforementioned, all of said objectives and purposes to be promoted, transacted and carried out without pecuniary profit.

Article III: Location

The administrative offices of the Association shall be at a location as designated by the Board of Trustees.

CHAPTER 2. MEMBERSHIP

Article I: Range of Membership

Membership in the Association shall be open to Regular Members, Associate Members, Patron Members, Gold Members and Corporate Members all as defined below.

Article II: Definitions

A Regular Member shall be any practicing and/or certified optician who is in agreement with the goals of the Opticians Association of Michigan.

An Associate Member will be a student, apprentice or trainee who is receiving training and instruction in opticianry. An associate membership is considered temporary. Therefore, an

associate membership is subject to a maximum of a two (2) year term limit at which time regular membership is (expected, required).

A *Patron Member* is a person not qualified for regular or associate membership, but who actively supports the purpose of the Association.

A *Gold Member* is an optician who is retired as a practicing optician, been an active member of the Association for ten years or more who desires to remain active, and who is in agreement with the goals of the Association.

A *Corporate Member* is a firm, partnership or corporation, or other entity in the optical industry.

Article III: Applications and Admission

Any qualified optician, who subscribes to the purposes of the Association may apply for admission as a Regular Member thereof.

Any student, apprentice or trainee, as herein defined, subscribing to the purposes of the Association, may qualify for acceptance as an Associate Member thereof.

Any person who does not qualify for regular membership or associate membership as stated in Article II, may qualify for acceptance as a Patron Member thereof.

A manufacturing/industrial optician is a person who engages in the fabrication of ophthalmic lenses for aid, correction, relief, or treatment of visual or ocular anomalies and in the services related to meeting the needs of dispensing opticians at a laboratory level.

Any firm, partnership, or corporation who does not qualify for Regular, Associate, or Manufacturing Membership qualifies as a Corporate Member.

Article IV: Rights and Privileges

Each *Regular Member* of the Association in good standing shall be entitled to all the rights and privileges pertaining to such membership. Including holding a position on the Board of Directors and/or as an Executive Officer of the Association. Each shall be entitled to one (1) vote at each election for each question that may be voted upon at all Annual, Regular or Special meetings of the Association and/or adjournments.

Each *Industry Member* of the Association in good standing shall be entitled to all the rights and privileges pertaining to such membership. Including holding a position on the Board of Directors, but not as an Executive Officer of the Association. Each shall be entitled to one (1) vote at each election upon each question that may be voted upon at all Annual, Regular or Special meetings of the Association and/or adjournments.

Each *Associate Member* in good standing shall be entitled to all the rights and privileges of regular membership. Including holding office on the Board of Directors. Except they shall not hold a position on the Executive Board; nor be entitled to vote.

Each *Gold Member* in good standing shall retain all the rights and privileges of a Regular Member. Including holding a position on the Board of Directors and/or as an Executive Officer of the Association. Each shall be entitled to one (1) vote at each election for each question that

may be voted upon at all Annual, Regular or Special meetings of the Association and/or adjournments.

Each *Patron Member* of the Association in good standing shall be entitled to all the rights and privileges pertaining to such membership. Including holding a position on the Board of Directors, but not as an Executive Officer of the Association. Each shall be entitled to one (1) vote at each election upon each question that may be voted upon at all Annual, Regular or Special meetings of the Association and/or adjournments.

Each *Corporate Member* in good standing shall have the privilege of a representative to attend meetings and participate in discussions; however, shall not have the privilege of offering motions or resolutions; nor be entitled to vote. Upon a motion by the Association or by the Board of Directors, a Corporate Member representative may be granted the privilege of serving on a committee.

Only Regular, Industry, Patron or Gold Members in good standing may make motions, or resolutions pertaining to matters of policy and/or spending of Association funds.

Article VI: Annual Dues

All *Regular, Industry, Gold and Patron Members* of the Association shall be required to pay dues of Ninety-Nine Dollars (\$99.00) per annum.

All *Associate Members* of the Association will be required to pay dues of Fifteen Dollars (\$15.00) per annum.

Each *Corporate Member* of the Association will choose a level of Platinum, Gold, Silver or Bronze Sponsorship per annum.

No member shall be entitled to any cancellation or refund of dues upon resignation from the Association.

CHAPTER 3. MEETINGS

Article I: Meetings of the Membership

Except as otherwise herein provided, all meetings of the Association shall be held in the State of Michigan at such place as the Board of Directors may determine.

A quorum at any meeting of the Association shall consist of ten (10) Regular Members.

Any member entitled to vote may call for voting by ballot. Otherwise, any other question that may arise before a meeting, voting shall be conducted as prescribed by the Chairperson.

Except as otherwise provided, the order of business at all meetings of the Association shall be as follows:

1. Call to Order;
2. Previous Minutes;
3. Treasurer Report;
4. Reports of Committees;

5. Old Business;
6. New Business; and
7. Adjournment.

Unless there be an objection by a member entitled to vote, the Chairperson shall have the authority to alter, revise or transpose the order of business.

Procedures and debate at all meetings of the Association shall be in accordance with ROBERT'S RULES OF ORDER, (Revised Edition), in all cases to which they are applicable and to which they are not inconsistent with these Bylaws.

Article II: Regular Meetings

Except as otherwise herein provided, regular meetings shall be held on such date and time to be determined by the Board of Directors.

Notice of the Regular Meeting shall be posted on electronic means such as: website, Facebook, email and/or Messenger.

Article III: Special Meetings

Special meetings of the Association may be called by the President or by a majority of the Board of Directors.

Special Meeting of the Association shall be called at any time upon the written request of fifteen (15) Regular Members.

Notice of Special Meetings shall be posted five (5) days prior to the meeting via electronic means such as: website, Facebook, email and/or Messenger.

Business transacted at any Special Meeting shall be limited to the purposes stated.

Article IV: Annual Meeting

The Annual Meeting of the Association for the election of Directors, Officers, and others shall be held during the Annual Convention.

Notice of the Annual Meeting shall be posted via electronic means such as: website, Facebook, email and/or Messenger.

CHAPTER 4. GOVERNMENT

Article I: Board of Directors

The control and management of the Association and its properties shall be vested in the Board of Directors whose number represent 10% of the total membership. One Board seat shall be reserved for a representative of student membership to observe and learn the process and function of the Board.

In the event of a mid-term vacancy, any additional Director(s) shall be elected by the Executive Board to hold the remaining term of vacated office.

Each Director shall be elected for a two (2) year term. A Board Member may run for concurrent terms.

Article II: Executive Committee

The Executive Committee shall consist of the President, as Chairperson, Vice President, Immediate Past President, Secretary and Treasurer of the Association.

The Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors.

The Executive Committee shall report minutes of all special meetings to the Board of Directors via electronic means such as: email and/or Messenger.

Article III: Meetings of the Board

Meetings of the Board shall be held at such times and places designated by the President or Chairperson. The meetings of the Board shall be open to any member in good standing or by invitation. Executive Board meetings are closed unless by special invitation.

Meetings of the Board may be called at any time by the President or Chairperson to be held at such place(s) as designate(d).

At any meeting of the Board, eighty percent (80%) Regular Board Members shall constitute a quorum.

Any properly convened meeting where an act of a majority of members of the Board are present or vote by proxy shall be the act of the Board.

Meetings of the Board of Directors are mandatory. The President has the right to excuse a Board Member from any meeting due to the nature of the absence. This will be recorded as an excused absence. Should a Board Member be absent for more than two (2) consecutive meetings, an inquiry may be conducted by the Board. The Board retains the power to remove the member from the Board.

In the event that a Board Member is not present at a meeting, the member must submit a proxy vote in writing to the Board Secretary forty-eight (48) hours in advance of the meeting. No proxy may be used towards a vote of \$2500 or more.

Article IV: Directors

Directors of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. There will be no votes by proxy for election. The Vice President and Treasurer shall be elected from among the Board of Directors, served for two (2) years on the Board and who has attended three-fourths (3/4) of the board meetings as an interested party in the year prior to the election. The Secretary can be elected by the general membership of the Association. The President is elected to serve a 2-year term. The President may request a 3rd year, 90 days before the end of 2-year term. This 3rd year extension must be approved by a 2/3 vote of the Board of Directors.

An Executive Director, shall the Board wish to have one, shall be an employee of the Association appointed and voted on by the Board of Directors. If there is an Executive Director, the Director cannot be an officer in the Association, shall attend all meetings, have no voting privileges, and will perform and execute only those duties specified by the Board. A salary and job description shall be decided by the Board of Directors prior to hiring an Executive Director.

Each Officer shall be elected for a 2-year term. They may serve a maximum of two consecutive 2-year terms before they must either run for a different office or as a general Director. Vacancies occurring by a Director shall be filled by appointment for the unexpired term by the Board. Directors appointed to fill vacancies shall be installed immediately.

Each Director shall be a Member in good standing.

The President shall preside at all meetings of the Association and the Board by giving general supervision of the affairs of the Association. Other duties include signing certificates, checks, contracts and other instruments of the Association as authorized by the Board.

The Vice President shall serve as Convention Committee Chair; have such powers and discharge such duties as may be assigned by the Board. During absence or disability of the President, the Vice President shall become acting President.

The Secretary shall keep the minutes of all meetings of the Association and the Board; have custody of the Seal and of all books and records of the Association, except those of the Treasurer; make reports and perform such other duties as requested by the Board.

The Treasurer shall obtain a surety bond in an amount determined by the Board of Directors and paid for by the Association. The Treasurer shall have custody of all monies and securities of the Association. The Treasurer shall keep regular books of accounts and disbursement of funds. The Board may order the Treasurer to provide proper voucher(s) and requisition(s) for each disbursement. All transactions conducted as Treasurer and the financial condition of the Association shall be reported to the Board of Directors each Board Meeting. This shall include all financial reports required by various government agencies.

Article V: Committees and Appointed Positions

Each year after elections are held, the President is to appoint committee chairs and standing committees.

All committees shall operate and function according to the Committee Chair and majority vote of the Board of Directors.

The Annual Convention Committee shall consist of the Vice-President serving as Committee Chair and two (2) committee members.

The Election Committee Chairman and the majority vote of the Board of Directors decides any issues pertaining to the ballot. It shall be the duty of the Election Committee to provide, prepare the nomination ballots and voting ballots. The Election Committee Chair shall provide the Convention Chairman the nominations to be announced and introduced prior to the vote.

CHAPTER 5. CODE OF ETHICS

The Board shall establish and may from time to time amend a set of Rules and Regulations for the proper guidance of the Association's membership to promote proper standards and ethical practices in ophthalmic dispensing for the protection of the public. The aforementioned set of Rules and Regulations together with any amendments thereof, shall be known as the Code of Standards and Ethics of the Association. The Code shall be administered by the Board of Directors of the Association.

CHAPTER 6. RESIGNATIONS, REPROOF AND RECALL

Article I: Resignations

If at any time any member holding office shall desire to resign from such office, he/she shall give notice of such intention in writing to the Secretary who will present such resignation to the Board at the next meeting.

Article II: Violations and Penalties

Any member who deliberately misrepresents the Association to the detriment of the Association may be censured or disciplined by the Board of Directors. Said member may be suspended or expelled from membership by a two-thirds (2/3) vote of those present at any meeting of the Association.

Any member who shall obtain admission to membership through fraud or misrepresentation in any material regard, shall be expelled from membership by the Board upon receipt of satisfactory evidence of such fraud or misrepresentation.

Before any member may be expelled for any cause except non-payment of dues, the respective member shall be given an opportunity to enter an answer to any charges in person, in writing, or by proxy.

The Board shall determine if sufficient evidence of the charges are substantiated at an expulsion proceeding.

Article III: Reproof and Recall

Any Director or Officer may be removed from office by a two-thirds (2/3) vote at any meeting of the Association.

Before any action for removal from office will be considered at any meeting, a notice of such proposed action will appear in the notice for such meeting, and the respective office holder shall be given an opportunity to enter an answer to any charge upon which such proceedings may be based, in person, in writing or by proxy.

CHAPTER 7. ELECTIONS

Except as otherwise herein provided, Officers and Directors elected at the Annual meeting will be installed after the election, at a time designated by the Convention Chairperson, and their respective duties and terms of office will commence immediately.

CHAPTER 8. FINANCES, RECORDS, NOTICES, AND DISSOLUTION

Article I: Finances

The monies of the Association shall be deposited in the name of the Association in such bank or trust company as the Board shall designate, and shall be drawn out only by check signed by the President and the Treasurer, or by two (2) persons designated by resolution of the Board.

All monies of the Association are to be used to pay for its current expenses. There shall be no appropriation of money or disposal of property made without a two-thirds (2/3) vote at any meeting of the Board of Directors.

The Association may from time to time allocate funds for a specific special purpose. Such funds are to be administered by the designated committee, by the Board, or by both, such committee and the Board.

Article II: Books and Records

The books, accounts and records of the Association required by the Laws of the State of Michigan shall be opened for inspection by the membership upon written request thirty (30) days prior to inspection.

The books, accounts and records of the Association shall be subject to an audit every three (3) years immediately preceding the Annual Meeting. The audit is to be conducted by a committee appointed by the Board of Directors and consisting of regular members in good standing and such person or persons designated by the Board.

Article III: Notices

Whenever the provisions of the statute or these Bylaws require notice to be given to any Director, Officer or Member, they shall not be construed to mean personal notice; such notice may be given by depositing the same in a post office or letter box, postage prepaid, addressed to such person at his/her address as the same appears in the books of the Association and the time when the same shall be mailed shall be deemed to be the time of the giving of such notice.

A waiver of any notice in writing, signed by a Director, Officer or Member, whether before or after the time stated in said waiver for holding a meeting shall be deemed equivalent to a notice required to be given to any such Director, Officer or Member.

Article IV: Dissolution

Upon the statutory authority or other dissolution of this Association, no part of the assets or accumulated earnings shall revert to the benefit of any Director, Officer or member thereof, but shall be transferred to the Opticians Association of America.

CHAPTER 9 INSIGNIA

Article I: Seal

Article II: Emblem

Article III: Regulation

The Board shall regulate, govern and limit the use of badges, banners, buttons, certificates of membership, emblems, insignia, letterheads, medals, membership cards, seals, signs, stamps, symbols and/or any other indications of the Association, none of which shall be used in any manner whatsoever without authorization of the Board.

Article IV: Membership Certificates

Upon payment of dues, the Association shall issue the Member, a membership certificate with seal, bearing their name and signed by the President and Treasurer.

CHAPTER 10. NATIONAL AFFILIATION

Article I: Membership

Because Michigan is a Member State of the Opticians Association of America (OAA), any member of the Association is also automatically a member of OAA.

The benefits offered by the OAA to the member state societies are: information, advice, and assistance leadership training, participation in the annual delegate assembly through elected representatives, OAA sponsors educational programs, representation at the national level, and subscription to the OAA News.

Article II: Participation

The Association shall send delegates up to the maximum number allowed to the OAA National Convention/International Congress, as provided for by the formula set by the OAA.

The delegates of the National Convention/International Congress will consist of: the President or his/her appointee, and two (2) Board Members. In addition, there will be an alternative delegate voted upon. All delegates sent to the mid-year leadership conference and the National Convention/International Congress must have served on the Board of Directors for one (1) year and submit a written report at the following Board of Directors meeting.

The Board charges the delegates with the task of attending all delegate meetings, proposing, defending, and/or opposing one (1) or more resolutions of the OAA.

It shall be the responsibility of the individual delegates to make travel arrangements for themselves.

Article III: Reimbursement

The delegates to the American Board of Opticians and the National Contact Lens Examiners (ABO/NCLE) National Convention/International Congress will be reimbursed an amount including full convention/congress registration, regular coach airfare, and one (1) or two (2) nights stay at the host hotel.

The attendees of the OAA Leadership Conference will be reimbursed an amount including regular coach air-fare, host hotel, and one (1) Board of Directors evening dinner meeting.

The Board of Directors shall participate in the running of the annual convention. Jobs will be delegated by the Convention Committee Chair. The Directors participating in the convention will not need to pay convention fees.

The President and Convention Chairman will be allowed to stay at the host hotel at no charge. Fees will be paid by the Association.

CHAPTER 11. AMENDMENTS

Amendments to these Bylaws may be made by a 2/3 vote at any meeting of the Association. Proposed amendments shall be submitted electronically to the membership.