

Opticians Association of Virginia

**By Laws, Effective January 1, 1996
Revised October 17, 2009**

ARTICLE I Name

Section 1: The name of the corporation shall be the Opticians Association of Virginia.

ARTICLE II OBJECT, PURPOSE AND FUNCTION

Section 1: The functions, objective and aims of the Association shall include the following:

- a) To promote standards of professional practice for dispensing Opticians;
- b) To promote legislation and to appear for its members before legislative committees, government bureaus, and other bodies in regard to matters affecting the optical industry;
- c) To collect and disseminate information of value to its members and to the public;
- d) To secure freedom from unjust or unlawful actions;
- e) To foster the trade, commerce and interest of all members of the optical dispensing industry;
- f) To do any and all things necessary for the accomplishment of the foregoing objectives or those that may be recognized as proper and legal objectives of the Association; all of which shall be consistent with the public interest of opticianry.

ARTICLE III LOCATION

Section 1: The chief administrative offices of the Association shall be in Richmond, Virginia or at such other location as may be designated from time to time by a two thirds (2/3) vote of the Board of Directors.

ARTICLE IV MEMBERSHIP

Section 1: Membership in the Association shall consist of active, associate, affiliate and individual members.

Section 2: Active membership in this Association shall be limited to those opticians holding a valid Virginia opticianry license. Active members shall be entitled to all the member and membership services of the Association.

Section 3: Associate memberships shall be available to students and interns taking part in accredited optical programs. Persons who qualify for active, affiliate or individual membership are not eligible for associate membership.

Section 4: Affiliate membership shall be extended to corporations, companies, firms, suppliers and other businesses that are in sympathy with the goals and ideals of the Opticians Association of Virginia. Individual representatives of such affiliate members shall not be entitled to the member benefits or the membership services of the Association. Persons eligible for active or associate membership are not eligible for affiliate membership.

Section 5: Individual membership shall be extended to any person licensed by the Commonwealth of Virginia, in good standing, to practice the skillful art of Opticianry.

Section 6: Each active member shall be entitled to one vote only. Associate, affiliate and individual members as such shall not be entitled to vote, or to present, introduce, or second a motion, but shall be entitled to all notices of meetings, at which such meetings they shall be able to appear and be heard on any questions before such meetings.

Section 7: Any individual or business eligible for membership under the by-laws, upon making written application, shall be considered for membership in the appropriate membership category. The application shall include an agreement to abide by the By Laws of the Opticians Association of Virginia, and also to pay dues of the appropriate membership category as determined and established by the Association's governing Board of Directors.

Section 8: Membership in this Association shall terminate when a member no longer conforms to the membership requirements or by voluntary withdrawal upon receipt of written notice or resignation to the recording secretary. The right of the resigning member to vote, and all of the rights, privileges, and the interest of the resigning members in the Association and its properties shall cease. In the event of termination, the resigning member shall be obligated to pay all dues and assessments to the end of the notice period of termination, as well as a written letter of termination to the Secretary.

ARTICLE V BOARD OF DIRECTORS

Section 1: The executive, financial and general administrative powers of the Association shall be vested in the Board of Directors, which shall have full authority to act for the Association.

Section 2: The Board of Directors shall have general control and the management of the property, affairs and business of the Association and shall manage the same in conformity with the laws under which this Association is organized and the provisions of these By Laws.

Section 3: The Board of Directors shall consist of two (2) Regional Directors from each of the following regions: Central Virginia, Southwest Virginia, Northern Virginia, Capital and Tidewater; the Immediate Past President, as well as the President, First Vice President, Second Vice President, Treasurer and Secretary. A student-intern will also serve on the Board. The student member must be enrolled in an accredited college opticianry program, or be involved in a state-approved apprenticeship program. All Board members (except the student-intern member) must be gainfully employed for a minimum of twenty (20) hours per week in the field of opticianry.

Section 4: Upon the passage of these By Laws, all Board members and officers shall be elected for a period of two (2) years. Election of Board members and officers will take place during the annual membership meeting of the Association to be held during the Spring Convention. The President, First Vice President, Second Vice President, Secretary and Treasurer will automatically become members of the Board of Directors upon their election to office.

Section 5: Whenever any vacancy shall occur in the Board of Directors – except President or Vice President – by death, resignation or any other reasons, the unexpired term shall be filled by a majority vote of the remaining members of the Board of Directors at the next regular or special meeting which may be called for that reason or other special objective. In the case of death or resignation of the President, the First Vice President shall automatically succeed to the Presidency and assume the function of this leadership role until an election can be held at the next annual meeting.

Section 6: The Board of Directors shall have the power to hold meetings; to establish and collect fees for services rendered. Such authority shall include – but not be limited to – fees for admissions to meetings, seminars and other activities sponsored by the OAV, and for special services rendered to interested parties. Payment of meeting registration fees shall not, however, be required for attendance at the annual membership meeting of the OAV. The Board shall have the power to admit members, to censure, to suspend, or expel members for cause; after due trial or hearing; to direct the care of funds and property of this Association.

Section 7: Meetings of the Board of Directors shall be held upon the call of the President. Meetings of the Board may be held outside of the Commonwealth of Virginia. At least two (2) meetings must be called by the President during the year, at a time and place designated by him/her, and additional meetings may be called at his/her discretion.

Section 8: Special meetings of the Board of Directors may be called by the President upon the request of three (3) or more members of the Board of Directors, or of ten (10) members of the Association who are paid-up members; provided however that such request specifies the object for which the meeting is desired. The President may request action by the Board of Directors between meetings by mail, e-mail or text messaging and may also act on issues by way of telephone until a quorum has been established.

Section 9: At least three (3) days notice shall be given of the time, place, object and purpose of all regular or special meetings of the Board of Directors by mailing, e-mailing or

text messaging a notice thereof to the last known address of each member of the Board of Directors. At any special meeting, no business shall be transacted other than that mentioned in the call for the meeting. The President, Vice President, Secretary and Treasurer, or a quorum of 75 percent must be present at this meeting to preside.

Section 10: Half the number of currently elected members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the Treasurer may chair a meeting of the Board. If a quorum is not present, the lesser number may adjourn the meeting to a later date or submit actions of the meeting in writing for ratification to the absent members of the Board for approval. If approved by a majority of members present at a later meeting, actions taken at the earlier meeting shall become legal.

Section 11: A Board member will be given two (2) consecutive unexcused absences from Board of Director meetings within a twelve (12) month period and may be removed from the Board by a two-thirds vote of the Board members present at the meeting for lack of attendance. Any one or more of the Board may be removed for cause after due hearing by a vote of two thirds of the members present at any special meeting or of the members called for that purpose.

Section 12: All past Presidents of the Association in good standing – other than the immediate Past President – shall be past service members of the Board of Directors. They shall be privileged to attend all meetings of the Board and shall have the right to enter into all discussions of matters brought before the Board, but shall not have the right to vote, or to present or introduce motion at any meeting of the Board.

Section 13: The Board of Directors – by a majority vote – may find, under special circumstances – authority to speak for the Board and the Association to special committees established for specific purposes, such as a search committee to interview potential employees or a legislative committee when time is deemed too significant to await action by the full Board. Such authority may also be terminated at the discretion of the Board.

ARTICLE VI OFFICERS.

Section 1: The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Treasurer, a Secretary and the Immediate Past President.

Section 2: THE PRESIDENT –

- (a) The term of office of the President shall be for two (2) years. The President of the Association shall be elected at the annual meeting of the Association.
- (b) The president of the Association shall preside at the meetings of the Association and the Board of Directors, and shall be a member ex officio of all Committees except the Nominating Committee.

- (c) The President shall also, at the annual meeting of the Association and at such other times as he/she may deem appropriate, communicate to the Association members or to the Board of Directors such matters, and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Association, and shall perform other such duties that are necessarily incident to the office of the President of like societies and associations.
- (d) The President shall – at the annual meeting of the Association – present a report showing the general condition of the Association, and furnish a general statement as to the proceedings for the Directors during the past year.

Section 3: THE FIRST VICE PRESIDENT –

- (a) The First Vice President shall be elected at the annual meeting of the Association for a period of two (2) years.
- (b) The First Vice President shall have such powers and discharge such duties as may be assigned to him/her by the Board of Directors. During the absence or disability of the President, the First Vice President shall become acting President and – in that capacity – shall exercise all functions of the President.

Section 4: THE SECOND VICE PRESIDENT -

- (a) The Second Vice President shall be elected at the annual meeting of the Association for a term of two (2) years.
- (b) The Second Vice President shall perform the duties of the First Vice President when he/she is absent or disabled. The Second Vice President shall perform such other duties as assigned to him/her by the Board of Directors or the President.

Section 5: THE SECRETARY –

- (a) The Secretary shall be elected at the annual meeting of the Association for a term of two (2) years.
- (b) The Secretary shall keep minutes of all meetings of the Association; shall have custody of all books and records of the Association except as otherwise provided for; shall make reports and perform other duties as are incident to this office, or are properly required of the Secretary by the Board of Directors.

Section 6: THE TREASURER –

- (a) The Treasurer shall be elected at the annual meeting for a period of two (2) years.
- (b) The Treasurer shall have custody of all monies and securities of the Association except as otherwise provided for. He/she shall keep regular books of accounts, shall disburse the funds of the Association in payment of just demands against the Association, or as may be ordered by the Board of

Directors. He/she may render to the Board from time to time as may be required, an account of all transactions of the financial condition of the Association. He/she shall perform all such duties as are incident to this office, or are properly required of him/her by the Board of Directors.

Section 7: REGIONAL DIRECTORS –

- (a) Regional Directors for each region shall be elected at the annual meeting of the Association for a term of two (2) years.
- (b) Regional Directors shall serve as a liaison between members residing in the geographical region for which the director is responsible and the Board of Directors. Regional Directors are responsible for overseeing meetings of members residing in the region and for presenting budgets for such meetings to the Board of Directors for approval.

Section 8: THE EXECUTIVE DIRECTOR –

- (a) The Executive Director may be appointed by a majority vote of the Board of Directors or – in special need – by a select committee appointed by the President. The Executive Director serves at the discretion of the Board of Directors.
- (b) Any or all of the duties of the Secretary or Treasurer may be delegated to the Executive Director, but ultimate responsibility for such duties shall remain with the duly elected officers.
- (c) The Executive Director shall attend all meetings of the Association and of the Board of Directors and shall keep a record of all transactions of meetings.
- (d) The Executive Director shall act as the Executive Officer and agent of the Association, subject to the discretion and control of the Board of Directors, and as such shall generally supervise the business of the Association to the end that the highest standards of efficiency may be attained in the conduct of the Association's affairs and furtherance of its objectives.
- (e) Whenever requested by the Chairman of a Committee, the Executive Director shall attend and render such assistance as shall be required.
- (f) The Executive Director shall maintain all records of membership, business of the Association, and all other matters pertaining to the business of the Association. These duties shall include reviewing applications for membership to determine eligibility.
- (g) The Executive Director shall carry out all functions assigned to him/her by the Board of Directors or by the President when acting for the Board.

ARTICLE VII COMMITTEES

Section 1: THE NOMINATING COMMITTEE –

The Nominating Committee shall be composed of four members. No two members of the committee shall reside in the same geographical area of Virginia. In addition to the four

committee members, the Immediate Past President shall be the ex officio Chairman of the Nominating Committee and shall vote in case of a tie. If the Immediate Past President is unable or unwilling to serve, the President shall serve as ex officio Chairman of the Nominating Committee.

- (a) Nominating Committee members shall be elected annually by the Board of Directors. Members of the Nominating Committee need not be members of the Board of Directors.
- (b) A quorum of the Nominating Committee shall consist of at least three members. Each member of the Committee shall be a member of the Association in good standing. The Chairman shall appoint an alternate if a member is unable to serve.
- (c) The Nominating Committee's report shall be presented to the annual meeting of the Association. Nominations may be made from the floor during the annual meeting.
- (d) The Nominating Committee shall encourage Second Vice President to become First Vice President and the First Vice President to become President should the Committee deem it in the best interest of the Association.
- (e) The Executive Director shall prepare a ballot as directed by the Chairman of the Nominating Committee before the Annual meeting.

Section 2: OTHER COMMITTEES –

The Board of Directors shall appoint other committee Chairman; such as Membership, Regulatory Review and Bylaw, as deemed necessary and shall determine the limits of authority for any such committee. Each appointed Chairman may (shall) select committee members as he/she sees fit on behalf of the association.

ARTICLE VIII MEETINGS

Section 1: ANNUAL MEETING –

The annual meeting of the Association shall be held during the first six months of each calendar year at a time and place to be determined by the Board of Directors. Such meetings may be held in Virginia, or at any other location determined by the Board of Directors.

The purpose of the Annual Meeting shall include – but not be limited to – reports, electing officers and Board members when necessary; to amend the bylaws; to take other such actions as in general may be presented. In balloting to effect elections, a majority of valid votes cast in each balloting shall be necessary for election.

Written notice of any General Membership Meeting shall be sent to all Association members not less than thirty (30) days prior to the date thereof.

A quorum of any meeting of the Association shall consist of at least ten (10) members in good standing.

Section 2: SPECIAL MEETINGS –

Special meetings of the Association may be called by the President, the Board of Directors or by ten (10) voting members in good standing who make such a request in writing to the Executive Director.

Section 3: BALLOTS

The Executive Director will prepare ballots for voting. However, the President may determine such ballots are unnecessary, and may call for a show of hands if the President determines such an election would be appropriate. Any qualified voter may call for a vote by ballot.

Only members of OAV in good standing may cast a vote either in person or by written proxy.

Section 4: ORDER OF BUSINESS –

The following order of business shall be observed at annual meetings:

1. Call to Order by presiding officer.
2. Proof of Notice of Meeting.
3. Reading of minutes of previous meeting.
4. Financial Report.
5. Communications.
6. Report of the President.
7. Report of the Executive Director.
8. Report of Committees.
9. Election of Officers.
10. Unfinished Business.
11. New Business.
12. Adjournment.

Any questions as the priority of business shall be decided by the Chair with general consent. This order of business may be altered or suspended at any meeting by two-thirds (2/3) vote of those present.

ARTICLE IX REGIONAL ACTIVITIES & BOUNDARIES

Section 1: GEOGRAPHICAL AREAS –

Geographical areas relating to Regions shall be divided as follows or according to the most recent published map approved by the Board of Directors.

- (a) Central Virginia shall consist of the central area of the State including the following cities: Covington, Clifton, Forge, Lexington, Buena Vista, Bedford, Lynchburg, Martinsville, Danville, Staunton, Waynesboro, Charlottesville and South Boston. Central Virginia shall consist of the following counties: Craig, Alleghany, Bath, Highland, Botetourt, Rockbridge, Augusta, Bedford, Amherst, Nelson, Albermarle, Henry, Pittsylvania, Campbell, Appomattox, Buckingham, Fluvanna, Halifax, Charlotte, Prince Edward and Cumberland.
- (b) South West Virginia shall consist of the south west area of the State including the following cities: Norton, Bristol, Roanoke, Salem, Radford and Galax. South West Virginia shall consist of the following counties: Lee, Wise, Dickenson, Buchanan, Scott, Russell, Tazewell, Washington, Smyth, Bland, Giles, Wythe, Pulaski, Montgomery, Roanoke, Grayson, Carroll, Floyd, Patrick and Franklin.
- (c) Northern Virginia shall consist of the northern area of the State including the following cities: Harrisonburg, Winchester, Falls Church, Fairfax, Arlington, Alexandria, Manassas, Fredericksburg and Manassas Park. Northern Virginia shall consist of the following counties: Rockingham, Shenandoah, Frederick, Page, Warren, Clarke, Greene, Madison, Rappahannock, Fauquier, Loudoun, Culpeper, Orange, Spottsylvania, Stafford, King George, Caroline, Prince William and Fairfax.
- (d) Capital Virginia shall consist of the capital area of the State including the following cities: Richmond, Petersburg, Emporia, Colonial Heights and Hopewell. Capital Virginia shall consist of the following counties: Mecklenburg, Lunenburg, Nottoway, Amelia, Powhatan, Goochland, Louisa, Brunswick, Dinwiddie, Chesterfield, Henrico, Hanover, Charles City, Prince George and Greenville.
- (e) Hampton Roads shall consist of the Hampton Roads area (aka Tidewater) of the State including the following cities: Suffolk, Chesapeake, Newport News, Portsmouth, Virginia Beach, Norfolk, Poquoson, Hampton, Franklin and Williamsburg. Hampton Roads Virginia shall consist of the following counties: Southampton, Sussex, Surry, Isle of Wight, James City, New Kent, King William, King and Queen, Essex, Gloucester, York, Matthews, Richmond, Lancaster, Middlesex, Westmoreland, Northumberland, Accomack and Northampton.

Section 2: PROVISIONS –

Regional Directors may, with the approval of the OAV Board, conduct regional meetings for education and fundraising. Profits from such meetings shall be donated to the Association. Should the region require funds for the meeting to be disbursed by the State Association, prior approval must have been obtained according to the current published guidelines.

ARTICLE X

SEAL

The Board of Directors shall adopt a seal for the corporation in appropriate manner and form, identifying the Association.

ARTICLE XI AMENDMENTS

These by-laws may be amended at any meeting of the Association – annual or special, by a vote of two-third (2/3) of the membership present. Previous notice must have been published at least fifteen (15) days in advance of the meeting. Notice of any proposed amendment shall be furnished to the Executive Director in writing, and signed by not less than three (3) members of the Association and copies thereof shall be mailed to every member of the Association with the notice of the annual or special meeting at which such amendment would be considered.

ARTICLE XII DISSOLUTION

The Association may be dissolved on thirty days notice by a two-thirds (2/3) vote of the active membership at any meeting called for considering such proposal. Such dissolution shall be effective ninety (90) days after such a vote is taken; provided, however, that all outstanding obligations of the Association have been satisfied.

In the event of the dissolution of the Association, the surplus funds and other assets may be divided among the active members in good standing of the dues paid by each member during the previous five years.

ARTICLE XIII RULES OF ORDER

Henry M. Robert's *Rules of Order*, newly revised, or any other edition thereafter published by the Robert's Foundation, shall be recognized as the authority governing the meeting of this Association or its committees, when not in conflict with these by-laws.