

BY-LAWS
OF THE
ARIZONA OPTOMETRIC ASSOCIATION, INC.

ARTICLE I

Membership

Section 1: **CLASSIFICATION**

- A. **ACTIVE MEMBERS.** An Active Member in this Association shall be one who is licensed to practice optometry in the state of Arizona, who subscribes to the Constitution, By-Laws, Policy Manual, Code of Ethics and Standards of Practice of this Association, and whose dues and special assessments are timely received by this Association.
- B. **FEDERAL SERVICE MEMBERS.** An optometrist who is a member in good standing with the American Optometric Association through the Armed Forces Optometry Society: 1) is serving in the Armed Forces and stationed in Arizona who is confined to military duties, 2) is an Arizona licensee who enters the military service and is stationed outside of Arizona, 3) is on active duty in the Commissioned Corps of the United States Public Health Service in Arizona, or 4) is a full time employee of the Veterans Administration or other federal governmental entity in Arizona.
- C. **PARTIAL PRACTICE MEMBERS.** Partial practice membership is based on the number of days worked by a member. More than three days a week must be a full time member. Status is certified annually by the membership committee.
- D. **SPECIAL CLASS MEMBERS.** An optometrist not engaged in the industrial, clinical or private practice of optometry, and not in the military service, shall be eligible for membership in this association as a Special Class member.
- E. **STUDENT MEMBERS.** The following individuals shall be eligible for membership in this Association as Student members:
 - 1. A student of optometry in a school or college accredited by the Council on Optometric Education.
 - 2. A non-practicing optometrist who is a full-time student in an accredited institution of higher education.

3. An optometrist who is engaged full-time as a resident or fellow in a residency program approved by the Council on Optometric Education or by a school or college of optometry which is accredited by the Council on Optometric Education. Application for student membership under this condition shall contain a certification of the resident's full-time status by an appropriate official of the residency program.
- F. **OUT-OF-STATE MEMBERS.** Out-of-State optometrists may join the Arizona Optometric Association provided they are members in good standing of the optometric association in the state in which they are practicing or residing.
- G. **LIFE MEMBERS.** A member who is awarded such membership in recognition of long and faithful service as an active, partial practice, special class, or federal service member.
- H. **HONORARY MEMBERS.** An individual not eligible for active membership in the Association, who has rendered outstanding service to the visual welfare of the public or profession of optometry, may be eligible for membership in this association as an honorary member.
- I. **ASSOCIATE MEMBERS.** An individual or entity not licensed to practice and not engaged directly in the practice of optometry in Arizona, but who has supplier or other relationships with optometrists which the Board of Directors determines are consistent with the purposes of the Association, and who has an interest in the visual welfare of the public and the promotion of the profession of optometry, shall be eligible for membership as an Associate member in this Association.
- J. **RETIRED MEMBERS.** An optometrist, at least 55 years of age, who has been an active, partial practice, federal service or special class member of any AOA Affiliated Association and is no longer engaged in compensated optometrically related activities, whose status is certified annually by the membership committee of this Association and who has not been approved for Life membership.
- K. **DISTINGUISHED MEMBERS.** An optometrist who is a Past-President of the American Optometric Association.
- L. **OPTOMETRIC EDUCATOR MEMBERS.** A licensed 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, shall be eligible for optometric educator membership in this Association. Such optometric educator members are permitted to engage in the practice of optometry for no more than twenty (20) hours per week.

Section 2: RIGHTS AND PRIVILEGES OF MEMBERS

- A. **ACTIVE, PARTIAL PRACTICE, RETIRED AND OPTOMETRIC EDUCATOR MEMBERS.** Active, Partial Practice, Retired and Optometric Educator members in this Association shall be entitled to receive all the rights, benefits and privileges which may be extended by this Association.
- B. **HONORARY, FEDERAL SERVICE, SPECIAL CLASS, OUT-OF-STATE, AND STUDENT MEMBERS.** Members in this category shall not vote, hold office in this Association, may not be a delegate in Association affairs, but are entitled to receive all of the other benefits, rights and privileges made or extended to active members.
- C. **LIFE MEMBERS AND DISTINGUISHED MEMBERS.** Life members and Distinguished Members in this Association shall have all the rights, privileges and benefits of active members.
- D. **ASSOCIATE MEMBERS.** An Associate member shall be entitled to receive all the rights, benefits, and privileges of an active member with the exception that Associate members shall not attend general business sessions, vote, hold office in this Association, or be permitted confidential information as determined by the Board of Directors.

ARTICLE II

Voting Rights

Each Active, Partial Practice, Life Member, Distinguished Member, Retired Member and Optometric Educator Member of this Association shall be entitled to one (1) vote at any meeting of this Association so long as he/she is in attendance for the meeting.

ARTICLE III

Meeting of Members

Section 1: ANNUAL CONGRESS

The Board of Directors of the Association shall determine the date and place of each Congress.

Section 2: SPECIAL MEETINGS

Special meetings of the membership may be held at such times and places as the Board of Directors shall decide or upon written petition of at least 10% of the membership.

Section 3: QUORUM

- A. A quorum must be present to conduct business of the Board of Directors.
- B. One sixth (1/6) of the voting membership of the Association must be present to constitute a quorum at any congress or special meeting of this Association.

Section 4: NOTICE OF MEETINGS

The Board shall notify all members in writing or via electronic communication, not less than 30 days prior to any business meeting. The notice shall state the date, time, place of the meeting, and shall be mailed or delivered to each voting member.

ARTICLE IV

Corporate Powers and Duties

Section 1: POWERS VESTED IN BOARD OF DIRECTORS

The corporate powers of this Association shall be vested in a Board of Directors. The Board shall be composed of the President, President-Elect, Vice-President, Secretary/Treasurer, Immediate Past President and four At-Large Directors.

Section 2: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Subject to these By-Laws, the Board of Directors shall be vested with full power to control and manage the property, conduct the affairs and business of this Association, and set policy subject to the ratification of the membership at any business meetings.

Section 3: AT-LARGE DIRECTORS

There shall be four (4) At-Large Directors, serving staggered two (2) year terms, elected by the general membership. To initiate the staggering in 1985, two Directors will be elected for one-year terms; two will be elected for two-year terms. Subsequent to 1985, as each pair of Directors completes their prescribed term, there will be two Directors elected to two year terms to replace them.

ARTICLE V

Officers of the Association

Section 1: TYPES OF OFFICERS

- A. The Officers of the Association shall be a President, a President-Elect, a Vice-President, a Secretary/Treasurer, and the Immediate Past President, all of whom, except the President and immediate Past President, shall be elected by the membership annually. All officers shall serve for a term of one year, or until their successors are elected and installed. The President-Elect shall automatically assume the office of President in the year immediately following his service as President-Elect.
- B. Vacancies
1. In the event the Presidency is vacated by death, resignation, or otherwise, the President-Elect shall take over the duties of President until the next annual election.
 2. If the position of President-Elect is vacated for any reason, a President and President-Elect shall be elected at the next annual election.
 3. In the event of vacancy of any office or Board position other than President or President-Elect, the Board shall appoint a successor to serve until the next annual election.

Section 2: ELECTION OF OFFICERS

The officers of this Association shall be elected by a majority vote of the membership present and voting at the annual congress each year for a term of one year. Said elected officers and directors shall be installed at the annual congress.

ARTICLE VI

Duties of Officers

Section 1: PRESIDENT

The President shall preside at all meetings of the Association, appoint such committees as may be necessary, and call special meetings when emergencies demand. He/She shall be an ex-officio member of all committees, with a voice in their deliberation but without a vote in their decisions, and shall supervise the operation and activities of the Association.

Section 2: PRESIDENT-ELECT

In the absence of the President, the President-Elect shall preside, and in that capacity shall assume all the duties and prerogatives of the President.

Section 3: VICE-PRESIDENT

In the absence of the President and President-Elect, the Vice-President shall preside and in that capacity shall assume all the duties and prerogatives of the President.

Section 4: IMMEDIATE PAST-PRESIDENT AND DIRECTORS

The Immediate Past-president and Directors shall perform such functions as may be assigned to them by the President or Board of Directors.

Section 5: SECRETARY/TREASURER

The Secretary/Treasurer shall be responsible for keeping accurate records and minutes of Congresses, meeting of the Board of Directors, and special meetings; he/she shall also be the custodian of the funds of this Association and shall keep accurate financial records and accounts of all financial transactions of the Association; he/she shall perform such other duties as may be prescribed by the President of the Board of Directors.

ARTICLE VII

Executive Director

The Board of Directors may engage the services of a person to act as Executive Director of the Association. Such person need not be an optometrist or a member of this Association.

ARTICLE VIII

Committees

Section 1: ORGANIZATION STRUCTURE

Except as may be otherwise provided by statute ordinance or specifically in these By-laws, the Board of Directors is authorized to establish such organizational structure of the Association as it deems necessary, or desirable for the efficient performance and operation of the Association. Such committees should include, but not be limited to: Nominating Committee, Budget and Finance Committee and any Special and Ad Hoc Committee.

ARTICLE IX

Code of Ethics and Standards of Practice

Section 1:

The Arizona Optometric Association has enacted its own Code of Ethics and Standards of Practice as a supplement to and with provisions not inconsistent with the Code and Standards of the American Optometric Association. The Board of Directors of the Arizona Optometric Association shall administer and enforce these Codes and Standards operating under rules, criteria, and procedures, which it establishes in this regard.

Section 2:

The promulgation of, or an amendment to, said Rules of Conduct shall require a three fourths (3/4) vote of the membership at any business meeting.

ARTICLE X

Dues

Section 1: ANNUAL DUES

Any increase in annual dues or special assessments of this organization shall be approved by the general membership at any annual congress, meeting or special meeting called for such purpose. Said dues shall be in addition to the current per capita dues of the American Optometric Association. Payment of dues must be made either annually, semiannually, quarterly, or monthly. The method of payment will be selected by each member at the beginning of the calendar year.

Section 2: DUES REDUCTIONS

A member, who is unable to assume the responsibility of paying full dues, may upon the action of the Board of Directors have his/her dues reduced. A request for consideration of this action must be submitted in writing to the AZOA Administrative Office by the member.

Section 3: TERMINATION OF MEMBERSHIP FOR NON-PAYMENT OF DUES AND/OR ASSESSMENTS

Membership may be suspended or revoked by a three-fourths (3/4) vote of the Board of Directors for non-payment of dues and/or assessments.

Section 4: RESIGNATION OF MEMBER

Any member may voluntarily resign his/her membership in good standing in this Association upon written resignation to the Board of Directors.

ARTICLE XI

Suspension or Revocation of Membership

Section 1: GROUND FORS SUSPENSION/REVOICATION

Membership may be suspended or revoked by three-fourths (3/4) vote of the Board of Directors for:

- A. Non-Payment of dues and/or assessments.
- B. Conviction of a felony.
- C. Suspension or revocation of license.
- D. Substandard practice as documented by the State Board of Optometry.
- E. Violation of the Standards of Practice or Code of Ethics, upon the recommendation of the Ethics or Membership Committee.

Section 2:

Suspension or revocation shall result in loss of all rights and privileges of Arizona Optometric Association membership until such time as said member is reinstated in good standing.

ARTICLE XII

American Optometric Association

AFFILIATION

- A. This Association shall affiliate with the American Optometric Association.
- B. All active members of this Association are automatically affiliated with the American Optometric Association.

ARTICLE XIII

Amendments of By-laws

METHOD OF AMENDMENT

- A. Members shall submit to the President and Secretary of this Association the proposed amendment not less than sixty (60) days prior to the date of the annual congress or special meeting.
- B. The Secretary shall send due notice of the proposed amendments to all members by mailing or electronic communication of said notice not less than thirty (30) days prior to the date of the annual congress or special meeting.
- C. A two-thirds (2/3) vote of the members present and voting at the annual congress or special meeting shall be necessary to amend these By-Laws.
- D. Any amendment to these By-Laws adopted at any annual congress or special meeting shall become effective immediately upon adoption

ARTICLE XIV

Miscellaneous

Section 1: FISCAL YEAR

The fiscal year of this Association shall be the calendar year.

Section 2: RULES OF ORDER

This Association and its Board of Directors shall be governed in all its deliberations by Robert's Rules of Order, unless otherwise provided in these By-Laws.

Section 3: INDEMNITY OF DIRECTORS AND OFFICERS

- A. Each officer and director of this Association shall be indemnified by the Association against all liabilities, costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved or to which he/she may be made a party by reason of his/her being or having been a director or officer of the Association, such expenses to include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such director or officer in respect to matters

as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his/her duty as such director or officers, nor in respect of any matter on which any settlement, or compromise is effected, if the total expense, including costs of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion, and in no event shall anything herein contained be so construed as to authorize the Association to indemnify any such officer or director against any liability or expense by reason of willful misfeasance, malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his/her office.

- B. Notwithstanding anything contained in this Article XIV, Section 3 to the contrary, an officer or director seeking indemnity under the provisions hereof must as a necessary prerequisite thereto promptly notify the Association in writing of the commencement of any such action, suit or proceeding in which such officer or director may be involved and must permit, at the election of this Association, this Association to undertake the defense of any such action, suit or proceeding. Such notice must be given sufficiently after the commencement of such action, suit or proceeding, so as to provide the association with a reasonable opportunity to appear in such action, suit or proceeding, and in no event shall this Association be responsible for indemnity should such officer of director permit a default judgment to be entered against him/her in any action, suit or proceeding.
- C. Should this Association undertake the defense of any action, suit or proceeding on behalf of any officer or director and such action, suit or proceeding concerns a question of liability for which the Association will indemnify such officer or director hereunder, then the Association will have the sole and absolute right to determine whether such action, suit or proceeding will be compromised and settled without proceeding to trial.
- D. The Association shall have the absolute right to determine whether or not the liability sought to be imposed upon any officer or director in any such action, suit or proceeding is or is not founded upon some act of misfeasance, malfeasance, bad faith, gross negligence, reckless disregard of the duties involved in the conduct of his/her office, or dereliction in the performance of his/her duty as such director of officer.
- E. The Association shall have no liability to indemnify hereunder if an officer or director seeking indemnity hereunder fails to cooperate with the Association in disclosing all pertinent facts known or available to him/her or have failed to attend hearings or trials as requested by the Association, or has failed to assist the Association in effecting settlements as may be requested by the Association, or has failed to obtain the attendance of

witnesses as requested by the Association, or has failed to cooperate in the conduct.

Section 4: SEVERABILITY CLAUSES

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

Section 5: REPEAL OF PRIOR BY-LAWS

Any provisions, section or part of section of any previously adopted By-Laws is hereby repealed.

Section 6: AMERICAN OPTOMETRIC ASSOCIATION FOUNDATION

This Association officially recognizes the American Optometric Foundation and the charitable purposes to which it is dedicated.

Section 7: PARAOPTOMETRICS

This Association officially recognizes the Arizona Paraoptometric Section and endorses the purposes to which it is dedicated.

Section 8: LOCAL SOCIETIES

This Association officially recognizes the local Societies as established in this state in affiliation with the Arizona Optometric Association.

Revised by amendment November 10, 2001

Revised by amendment November 13, 2004

Revised by amendment November 11, 2006