

**CONSTITUTION AND BY-LAWS OF
THE ARKANSAS OPTOMETRIC ASSOCIATION, INC.
REVISED AND ADOPTED 2015**

CONSTITUTION

Article 1 - Name

The name of this corporation is: Arkansas Optometric Association, Inc.

Article II - Purpose

The nature of the business of the association and the objects and purposes proposed to be transacted, promoted or carried on by it are as follows:

- 1) To make available to the public higher standards of professional care.
- 2) To promote any benevolent or non-profit enterprise relating to vision care when authorized by the Board of Directors and entered into their minutes.
- 3) To accept gifts, donations and contributions from members and non-members of the association to be used by the Board of Directors of this association to make available to the public higher standards of professional vision care.
- 4) To allow the Board of Directors and/or the Arkansas Optometric Association, Inc. to borrow monies in the pursuit of association affairs.

Article III - Duration

The period of existence of this corporation or association shall be perpetual.

Article IV - Location

The principle office or place of business of this association shall be located in the County of Pulaski, in the City of Little Rock, Suite 206, 411 South Victory Street, Little Rock, Arkansas 72201. The Board of Directors shall have the power to change said principal office or place of business from time to time.

Article V - Resident Agent

The name of the resident agent of this association is Vicki Farmer, Executive Director, whose address is Suite 206, 411 South Victory Street, Little Rock, County of Pulaski, State of Arkansas. The Board of Directors shall have the power to change the resident agent of this association, however, when said agent is changed, the Secretary of State shall be furnished with the name of the resident agent and the address of the new agent.

Article VI - Non-Profit Corporation

This association is not organized for profit. No part of the net earnings of this association shall enure to the benefit of any private shareholder or individual. The purpose of this association is not to engage in any regular business of a kind ordinarily carried on for profit. The association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the association shall be distributed to its members or officers.

The Association may pay compensation to its members, officers, employees, or attorneys at law for services rendered, may confer benefits upon its members, in conformity with its purposes and may make reimbursements to its members, attorneys, directors, officers, or employees for expenses incurred in attending to their authorized duties, said expenses to be evidenced by receipt or other proper document.

Article VII - Incorporation

This association has been doing business under the Certificate of Incorporation and the Charter issued by the Pulaski Circuit Court and the Secretary of State on February 13, 1964.

Prior to February 13, 1964, this association has been doing business under the Certificate of Incorporation and the Charter issued by the Pulaski Circuit Court on July 13, 1955, since July 13, 1955, and under prior charters issued to this association. The Arkansas Optometric Association, Inc., desires to amend and substitute its charter at this time and to continue to do business. The law under which it was originally organized has been repealed. Act 176 of the General Assembly of the State of Arkansas of 1963 is now in effect, and in order for this association to amend and substitute its charter herefore issued by the Pulaski Circuit Court, it must comply with Act 176.

Article VIII – Membership

1. The membership of this association shall be listed similarly to the American Optometric Association, Inc. designation of membership:
Active – Distinguished – Life – Honorary – Federal Services – Optometric Educator – Retired – Partial Practice – Student - Post Graduate. Associate members of this Association shall include Substantial Interest and Paraoptometric members. A member may only change classification once during the membership year during the months of January – April. The change in classification is retroactive back to January 1 of the year. Dues are assessed for the full year at the new classification's rate.
2. Active members must be actually engaged in the practice of Optometry, of good repute, legally qualified to practice Optometry, whose dues are timely received by this association. They shall have the privilege of the floor, the right to vote, and the right to hold office in this association.

3. Distinguished members of this association shall be those who have completed the term of office as President of American Optometric Association, Inc. and the membership of such member shall continue so long as he or she continues as a member in good standing. Immediately upon becoming Past President to the American Optometric Association, Inc., the Distinguished membership shall automatically commence. They shall have the privilege of the floor, the right to vote, and the right to hold office.
4. Life members of this association shall be those who have long and faithfully served as active members. A member is eligible for life membership after 45 years of membership in the American Optometric Association. They shall have the privilege of the floor, but not the right to vote or hold office.
5. Honorary members of this association shall be those persons who have rendered some special service to the association or who may have distinguished themselves in any branch of Optometry. A candidate for Honorary member must be reported on in the form of a written resolution listing the qualifications of the candidate and voted for by a two-thirds (2/3) majority of those present at a regular or called meeting of this association. The written resolution must then be forwarded to the American Optometric Association, Inc. for approval by its House of Delegates. They shall have the privilege of the floor, but not the right to vote or hold office unless they are also an active member.
6. Federal Service members are those who are currently serving in active duty in the armed services of the United States or the Commissioned Corps of the United States Public Health Service. These members may qualify for partial practice, retired and life membership if the appropriate qualifications are met.
7. Optometric Educators shall be those educators who are active members of the faculty or administration of a school or college of optometry, and who work no more than 16 hours per week in the practice of optometry.
8. Retired members shall be those who are over the age of 55 and are no longer receiving compensation from optometry related activities. They shall have the privilege of the floor, but not the right to vote or hold office.
9. A partial practice member shall be those who are engaged in optometric practice but work no more than 2 days per week (16 hours) . They shall have the privilege of the floor, but not the right to vote or hold office.
10. Student members are those who are students of optometry in a school or college accredited by the Accreditation Council on Optometric Education. Such student status shall continue until the student has graduated, completed his or her internship when required, and has been licensed to practice. Such student status shall not continue after the end of the calendar year in which the individual has been licensed to practice, and in no event shall continue for more than eighteen (18) months after graduation.

11. Post graduate members are those who are full-time students in a graduate program.
12. Associate member classifications shall include substantial interest members and paraoptometric members.
 - a) A substantial interest member is defined as an individual, not licensed to practice optometry, who has a substantial interest in the profession of optometry, and who contributes to the advancement of the objectives of this association, and may continue so long as the person contributes to the advancement of the profession.
 - b) Paraoptometric members are sponsored by an optometrist who is a member in good standing of this association. Such status shall be approved by the Board of Directors of this association, and may continue as long as sponsored by a member in good standing.

Associate members shall have the privilege of the floor at the discretion of the Chair, but not the right to vote or hold office.

Article IX - Officers

1. The officers of this association shall be a president, a president-elect, a vice-president, a secretary-treasurer, and an immediate past-president. The officers of this association shall comprise the Executive Committee.
2. Except for the president and immediate past-president, officers shall be elected annually at the annual spring convention. At the completion of the president's term of office, he shall automatically become the immediate past-president, and the president-elect shall automatically become the president.
3. Officers shall serve for a term of one (1) year, or until their successors are installed. No officer, except the secretary-treasurer, shall be elected to the same office for more than one (1) full successive term.
4. If the office of immediate past-president becomes vacant for any reason, the next junior available past-president shall serve as immediate past-president for the remainder of the term. Any vacancy occurring in any other office by reason of death, resignation, or otherwise, shall be filled by the Board of Directors, and any officer so appointed shall serve until the next election. If the vacancy is in the office of president-elect, the person designated by the Board of Directors to serve as president-elect shall not automatically succeed to the office of president. At the next election, the office of president shall be deemed to be open, and the membership shall elect a person to serve as president.

Article X - Board of Directors

1. The Board of Directors shall be composed of eleven (11) members: five (5) of whom shall be the officers of this association, and six (6) of whom shall be elected as directors by the membership at the annual spring meeting; provided that all directors who were elected prior to the adoption of this amendment to the constitution shall continue to hold such position for the duration of the terms for which they were elected.

2. Three (3) Directors shall be elected by the membership during a regularly scheduled business meeting at each annual spring convention for a two (2) year term. No person shall be eligible for election to more than three (3) successive two (2) full year terms as director.
3. In the event of a vacancy on the Board of Directors from the elected directors, the next junior available past-president after the immediate past-president shall become a director, to hold such position until the next election, at which time a director shall be elected for the remainder of the term.
4. A quorum shall consist of not less than six (6) members of the Board, and the favorable vote of a majority of those present shall be required to pass or carry any issue.
5. The President of the Association may appoint a past president to serve as an advisor to the board of directors. The advisor will serve as a consulting, non-voting member of the board of directors.

Article XI - Election of Officers and Directors

1. The officers and directors shall be elected at a regularly scheduled business meeting at the annual spring convention. The officers shall hold office for one (1) year, or until their successors are installed. The directors shall serve staggered two (2) year terms, or until their successors are installed. Initial terms of office following approval of this amendment to the constitution shall be determined by lot.
2. The officers and the directors shall be elected by secret ballot in a contested race, and a majority of all votes cast shall be necessary for election of any officer or director.
3. No person shall be eligible to serve on the Board of Directors who is not an active or distinguished member in good standing.
4. Each officer and director, duly elected, shall ipso facto be a member of the Board of Directors of this Association.
5. The President of the Association may appoint a past president to serve as a consulting, non-voting member of the board at any time during his or her tenure. The appointee's term shall end concurrently with the term of the president who made the appointment.

Article XII - Quorum

The membership present shall constitute a quorum for the transaction of business at any regular or called meeting of this association.

Article XIII – Dues

1. New licentiates shall be defined for the purpose of this article as being those optometrists who received license to practice Optometry for the first time and have not previously practiced in any other state.

2. New licentiates shall not be eligible for membership in the Arkansas Optometric Association, Inc. unless he or she is eligible for membership in the American Optometric Association, Inc. and has complied or is willing to comply with current membership policies of the American Optometric Association, Inc.

3. New licentiates shall not be required to pay association dues for the remainder of the year in which license is issued.

The first full year of practice – 10% of active member state association dues

The second year of practice – 20% of active member state association dues

The third year of practice – 50% of active member state association dues

The fourth year of practice – 75% of active member state association dues

The fifth year of practice, and thereafter, 100% of active state association dues

4. A Distinguished member shall not be required to pay dues.

5. An Honorary member shall not be required to pay dues, unless he or she is also an active member.

6. A Life member shall not be required to pay dues.

7. A retired member who is no longer receiving compensation for optometrically related activities may choose to be classified as retired (With Membership Benefits) and continue to pay dues of \$100 or retired (Without Membership Benefits) and pay no dues.

8. Partial practice members pay 60% of dues. Members who work more than 16 hours per week are classified as Active.

9. Optometric Educators who work no more than 16 hours per week in the practice of optometry pay 50% of active member state association dues.

10. The annual dues for all categories of membership and Affiliates other than Active, Distinguished, Honorary, and Life as defined in Article VII – Membership, shall be established by the Board of Directors of this association. Increases in dues shall be based on the CPI and at the discretion of the board, but not to exceed 5% in a given year.

11. Any dues increase approved by the House of Delegates of the American Optometric Association, Inc. shall be automatically included on the dues statement which is prepared and sent by the Secretary-Treasurer of this association.

Article XIV - Affiliation

This association shall affiliate with the American Optometric Association, Inc. under the rules and subject to the conditions as provided in the Constitution and By-Laws of said association and as amended by the American Optometric Association, Inc. from time to time.

Article XV - Authority

This association shall have authority to maintain actions at law and in equity in its own proper name.

Article XVI - Sections

A section may be formed by the Association upon petition to the Board of Directors and approval by a two-thirds (2/3) majority vote of the membership at an annual meeting of the Association duly assembled. Each section which has been duly approved shall function under the jurisdiction and control of the Arkansas Optometric Association, Inc. and in accordance with the rules and regulations established in the By-Laws of this Association.

Article XVII - Procedure Rules

The constitution may be altered or amended at any regular or called meeting of this association by two-thirds (2/3) majority vote of members present, provided the proposed amendment or amendments or dues change has or have been submitted in writing to each member at least thirty (30) days prior to the meeting at which time it is to be presented.

Robert's Rules of Order, when not in conflict with this Constitution and By-Laws, or Promulgated Rules and Regulations, shall be the rules of order of this association.

Article XVIII - Court Order

1. All constitution, rules and regulations in conflict herewith are hereby repealed.
2. The above and foregoing Constitution and By-Laws having been presented to the American Optometric Association, Inc., and adopted on the 10th day of January, 1965, is hereby declared in effect and they shall cause the same to be incorporated under the provisions of Act 176, an act of the General Assembly of the State of Arkansas approved March 7, 1963.

BY-LAWS

Article I - Duties of Officers

1. The President shall have general supervision over the affairs of this association and over the other officers; and shall perform such other duties as are incident to this office and as directed by the Board of Directors. The President shall preside at all meetings of the Board of Directors or the general membership, shall see that all rules and regulations are observed and shall enforce and preserve order. He shall appoint all committees unless otherwise provided. By virtue of his office, he shall be Chairman of the Board of Directors and the Executive Committee. He shall have authority to call meetings of the Board of Directors, as well as the association, when he deems it necessary at such time and place as may be for the best interests of the association. He shall certify all official acts of the association. He shall have authority, when so directed by the Board of Directors, to declare vacant any office when duly elected officers thereof shall fail to qualify, or fail, neglect, or refuse to perform the duties of said office. In such case he shall take charge of all property that may be held by such officer, holding same until such office is duly filled.

At the expiration of the term of his office, he shall deliver to his successor all books, papers and other property, and effects of the association which may be in his possession, taking receipt thereof. The President, or in his absence the President-Elect or in his absence the Vice-President, shall preside at all meetings of the Board of Directors and general membership of this association.

Special meetings of the Board of Directors may be called by the President, and in his absence, by the President-Elect or by any six (6) members of the Board.

2. In the absence of the President, or in case of the President's disability, the President-Elect shall perform all duties and succeed to the authority of the President as set forth in this constitution. In addition, he will be responsible for all duties delegated to him by the President.
3. The Vice-President shall preside in the absence of the President and the President-Elect and perform other duties as directed by the President.
4. The Secretary-Treasurer or his agent shall keep a current list of all members in good standing, shall be responsible for issuing notices of all meetings of the Board of Directors and all regular or called meetings of this association; shall attend and keep minutes of these meetings; shall be custodian of the Corporate Seal which now bears the impression:

Arkansas Optometric Association, Inc.

The Secretary-Treasurer shall attest with his signature, and impress with the corporate seal all certificates, writings and written contracts of the corporation and shall perform all other duties incident to his office and as directed by the Board of Directors. The Secretary-Treasurer or his agent shall keep a full, true and accurate record of the association, and conduct such correspondence as may be necessary or as may be directed by the association, or the President thereof. He shall oversee collection of all dues and receive all monies coming to the association, and shall oversee deposit of all funds in a bank to the credit of the association, shall pay all vouchers by check when presented to him when written on official forms, shall keep a true and accurate account of the finances of the association and an

individual account of each member, and at each annual meeting, report the financial condition of the association and the standing of the individual members.

The Secretary-Treasurer shall attend the meetings of the auditing committee rendering them such assistance as may be necessary. He or his agent shall notify all officers of their election or appointment, shall act as a Secretary of the Board of Directors, shall receive all applications for membership and transmit all applications forthwith to the Board of Directors for their consideration, and shall perform such other duties as may be required of him by the association. It shall be the responsibility of the Secretary-Treasurer or his agent to file in proper court and to add to this constitution all subsequent amendments, either by clipping or stapling hereto, so that an accurate record of all changes, revisions, or amendments to this constitution and by-laws can be easily referred to by those who follow him in office. This shall be done within thirty (30) days after any changes, revisions, or amendments have been made. He shall submit a financial statement at the annual spring and fall meetings of the association. An annual audit or review of his account shall be made by an auditor as selected by the Board of Directors. Such audit or review to be made within thirty (30) days preceding the annual spring convention of this association, and at the expiration of his term of office turn over and deliver to his successor all funds, books, records and property of the association in his custody or under his control.

5. The Secretary-Treasurer shall have custody of all money and securities of the association. The Secretary-Treasurer, President, President-Elect and/or Executive Director shall have authority to sign all checks. Checks shall require notification to the above listed individuals. The Secretary-Treasurer or his agent will keep regular books of account and submit them, together with all his vouchers, receipts, records and other papers to the directors for their examination and approval, as often as they may require, and shall perform all other such duties as are incident to his office or as directed by the Board of Directors.
6. The Secretary-Treasurer and the President-Elect shall assist the Budget Committee in the preparation and submission of the annual budget of the association for approval at the annual fall meeting.
7. The signature of the President, attested by the Secretary and the impression of the Corporate Seal shall bind this association.

8. Board Meetings

Regular Meetings. Regular meetings of the board of directors shall be held at such places, within the State of Arkansas, and on such days and at such times as shall be fixed from time to time by the board of directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the board of directors. Notice of such regular meetings need not be given.

Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a great number is required by the Articles of Incorporation or these Bylaws.

Special Meetings. Special meetings of the board may be held at any time and place within the State of Arkansas, upon the call of the chairman of the board, the president or secretary of the corporation by written notice delivered to each director not less the three (3) days before such meeting; provided, however, that any director may, at any time, in writing, waive notice of any meeting. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice, delivered either personally, by regular mail, by electronic mail, or by facsimile transmission, to each Director at this address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver

of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Director Meeting via telephone conference. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Any action taken under this Section 8 shall be effective when the last Director has signed the consent, unless the consent specifies a different effective date, which effective date shall control. A consent delivered by facsimile transmission or e-mail shall constitute a valid signed consent. A consent signed under this Section 8 has the effect of a meeting vote and may be described as such in any document.

Article II - Fiscal Year

1. The fiscal year, budget year, and dues year of this association shall be the calendar year.

Article III - Board Authority

1. The Board of Directors shall have authority to screen and approve or disapprove of applications for membership in this association.
2. The Board of Directors shall have the authority to hire and fire employees and attorneys and fix salaries and conditions and terms of employment, set the honorarium paid the Secretary-Treasurer at the conclusion of his annual term of office, set the salary and outline the duties of the Executive Director. The Board of Directors shall act as the governing body on all matters not acted on during the annual meetings and not specified in this constitution. The Board of Directors shall also be the governing body in the expenditure of all funds not provided in the annual association budget, including all funds used by the Arkansas Development Fund Committee. The Board of Directors shall submit to all the members of this association at each annual fall convention a budget for adoption which will fix the maximum sums that may be expended in the functions of the regular activities of this association.

Article IV - Forfeiture of Membership

1. Any member of this association may be expelled for cause from this organization by a three-fourths (3/4) vote of the membership present at any regular or called meeting. A member shall be expelled automatically by reason of his failure to pay dues or by reason of loss or revocation of his license as an optometrist.

Article V - Rule of Practice

- A. No member shall willfully violate the Optometry Law or the Optometry Board Rulings of the state in which he practices.

- B. No member actively engaged in the practice of Optometry shall in any manner publicize or hold himself forth as an optician.
- C. No member holding an official position in any optometric organization shall use such position for advertising purposes or for self-aggrandizement.
- D. No member shall do anything inconsistent with professional standards of the optometric and allied health professions.
- E. No member shall fail to observe scrupulously the Code of Ethics and other provisions of both his own state association and the American Optometric Association, Inc.
Note: it is recommended that when a member is doubtful of the ethics or advisability of any action he contemplates, he should immediately submit a detailed report to the appropriate association committee.

Article VI - Reinstatement

1. Application for reinstatement of membership from one who has been expelled except for failure to pay dues, must be submitted in writing to the Secretary-Treasurer and shall require a three-fourths (3/4) majority vote of the members present at a regular or called meeting of the association and payment in full of the current dues of the fiscal year in which member is reinstated.

Any member who has not paid dues for the previous year may be reinstated upon payment of current dues, subject to approval by the Board of Directors.

Article VII - Presidential Duties

1. It shall be the responsibility of the President to appoint all chairman and members of standing committees during the first thirty (30) days of his/her term of office.
2. It shall be the responsibility of the President to appoint all members and chairman of all special committees as the occasion arises.
3. The President shall be directly responsible to the association for the activity of all committees.

Article VIII - Bond

It shall be the duty of the Executive Director and newly-elected Secretary-Treasurer to make fidelity bond of the amount as determined by the Board of Directors.

Article IX - Procedure Rules

The By-Laws may be amended by a majority vote of members present at a regular or called meeting of this association or by a two-thirds (2/3) vote of the members of the Board of Directors of this association.

Article X - Regular Meetings

The association shall have two annual meetings. The annual spring convention shall include the election and installation of the Board of Directors and the formal reports and addresses to the membership. The annual fall convention shall include approval of the budget of the association and provide a mid-year meeting for consideration of association business.

Article XI - Sections

1. The Arkansas Optometric Association, Inc. may, upon a two-third (2/3) majority vote of the membership at an annual meeting duly assembled, create a section.
2. The purpose and activities of each section must be within the objectives of the association and must not conflict with the purpose or activities of any committee of the association.
3. The By-Laws of each section, including a description of its scope and function, must not be inconsistent with the Constitution and By-Laws of this association, and must be approved by the Board of Directors and a two-thirds (2/3) majority vote of the membership at an annual meeting of the association duly assembled.
4. Each section shall elect its own officers in the manner provided for in its by-laws.
5. Amendments to the by-laws of each section shall not become effective until approved by the Board of Directors and adopted by the association at an annual meeting duly assembled.
6. Each section shall establish an annual budget and annual dues to cover the activities of the section. Each budget and dues must be approved by the Board of Directors of the association.
7. A meeting of each section shall be held at least once a year.

Article XII – Policies

1. Annual “Conflict of Interest” Statement: All officers, directors, volunteers, interim appointees and staff of the Arkansas Optometric Association shall complete and file a “Conflict of Interest” statement annually or as prescribed by the Board of Directors. The original statement of renewal thereof shall be filed each year within 30 days of appointment. Should any legal action arise, it will be under the jurisdiction of the state of Arkansas. The Board of Directors shall ultimately decide any resolution of a disputed conflict. Any resolution shall ultimately be decided by the Board of Directors.
2. Antitrust Policy: All officers, directors, volunteers, interim appointees, new hires, and staff of the Association shall sign an Antitrust policy stating unlawful activities and conversations that are prohibited at Association meetings. The Antitrust policy shall be signed annually or as prescribed by the Board of Directors.
3. Whistleblower Policy: The Association shall maintain a whistleblower policy setting forth guidelines for employees and staff to report financial wrongdoing or other illegal activity within the Association and prohibiting retaliation against said employees and staff.
4. Retention and Destruction of Documents Policy: The Association shall maintain a policy detailing what business records of the Association are to be kept on file and for how long and which ones should be destroyed during the regular course of business.

