CONSTITUTION

ARTICLE I
Name

1. This organization shall be known and designated as the VIRGINIA OPTOMETRIC ASSOCIATION, INCORPORATED.
2. The former name of THE VIRGINIA STATE OPTICAL ASSOCIATION, INC. is being preserved on the books of the State Corporation Commission by the Virginia Optometric Association, Inc. for sentimental reasons.
3. The Association shall affiliate with the American Optometric Association, Inc. under the rules and conditions provided for in the Constitution and By-Laws of said Association.

ARTICLE II
Objects

The objects of this Association shall be:
1. To improve the vision care and health of the public and to promote the art and science of the profession of Optometry.
2. To promote in all lawful ways the welfare of the members of the Association, the profession of Optometry, and the improvement of materials, methods, education, technology and competence of individuals practicing therein.
3. To support the laws and regulations of the Commonwealth of Virginia relating to the profession of Optometry and to assist in the enforcement thereof.
4. To assist the Virginia Board of Optometry in the proper discharge of its duties.
5. To advance the theory, practice, art and science of Optometry and its allied arts and sciences; to enhance the status of optometrists, and to improve the delivery of vision care services.
6. To coordinate national, state and local activities in furtherance of the objectives of this Association.
7. To develop programs for the education of consumers of vision care and health services.
8. To encourage the development and innovations in health care delivery systems.
9. To promote conduct by optometrists in their practices which exhibit the highest standards of competence and integrity such that their practices may merit the confidence of the public.

ARTICLE III
Organization

Section 1. Local Societies. In each of the geographic regions which boundaries shall be established by the Association’s Board of Trustees, there shall be established a Local Optometric Society. Each member of this Association shall also be a member of the Local Optometric Society for the region in which their principal practice (more than 50% of time in practice) is conducted. Upon recognition by this Association such Local Optometric Society shall be recognized an affiliate of the Virginia Optometric Association, Inc. Such local societies shall adhere to all provisions of these Constitution and By-Laws of this Association.

Section 2. Membership. The membership of this Association shall consist of licensed optometrists and other persons whose classifications, qualifications, privileges, and obligations shall be established in the By-Laws of this Association.

ARTICLE IV
Government

Section 1. Legislative Power. The legislative and policy making body of this Association shall be the membership when in session.

Section 2. Board of Trustees. The administrative body of this Association shall be the Board of Trustees which shall implement the policies established by the membership, which shall have general charge of the management of the affairs, funds and property of the Association when the membership is not in session. The Board of Trustees shall have full power and it shall be its duty to carry out the purposes of the Association according to the Constitution and By-Laws and as established and adopted by the membership. It shall transact the necessary business of the corporation in the intervals between meetings of the Association and such other business as may be referred to it by the membership.
(a) The Board of Trustees shall be comprised of the President, President-Elect, Vice-President, Secretary/Treasurer, Immediate Past President and nine additional members elected by the membership. The Executive Director shall serve as a non-voting member of the Board of Trustees.
(b) All members of the Board of Trustees, in addition to all VOA Department heads and committee members duly appointed by the VOA President, shall be considered trustees of the association.

Section 3. Officers. The officers of this Association shall be a President, President-Elect, Vice-President, Secretary/Treasurer.

ARTICLE V
Amendments

1. The Constitution and By-Laws, or any part thereof, may be amended or repealed by the membership at the annual meeting or at a special meeting provided that a notice of the proposed change(s) is distributed to the membership not less than 30 days prior to the meeting.
2. Any amendment or repeal of the Constitution or By-Laws must receive an affirmative vote of not less than two-thirds of the active members present and voting to become effective.
3. Amendments or repeal hereof shall become effective upon its passage unless otherwise stated in the amendment or repeal.

BY-LAWS

ARTICLE I

Officers

Section 1. Election and term of office.
(a) The officers of this Association shall be a President, a President-Elect, Vice-President, and Secretary/Treasurer.
(b) Except for the President, all officers and three members of the Board of Trustees shall be elected annually by the membership at the annual meeting. At the completion of the President’s term of office, the President-Elect shall automatically become the President.
(c) Officers shall serve for a term of one (1) year or until their successors are elected and installed.
(d) Only Active Members shall hold office or serve on the Board of Trustees.

Section 2. Duties.
(a) The President shall be the official representative of this Association in its contacts with governmental, civic, business and other professional associations. The President may attend to these matters personally or may designate a representative to do so. In addition to other duties as may be provided in the Constitution or elsewhere in these By-Laws, or by general practice, the President shall:
   (1) Preside at the annual and any special meetings of the Association;
   (2) Designate all divisions, and committees and appoint the members thereof unless otherwise provided for in these By-Laws or by direction of the membership;
   (3) Call special meetings of the membership or regular meetings as is otherwise provided for in these By-Laws or by direction of the membership;
   (4) Ensure that the Budget Committee meets at least 90 days prior to the annual meeting and cause a report thereof to be distributed to the membership at the annual meeting.
   (5) Ensure that the Nominating Committee meets at least 45 days prior to the annual meeting and cause a report thereof to be presented to the Board of Trustees and distributed to the membership at the annual meeting.
   (6) Ensure that the Personnel Committee meets with the Executive Director to discuss desired goals and objectives for the Executive Director and staff for the subsequent fiscal year.
   (7) Be an ex officio member of all committees;
   (8) For the period of their administration, establish, prescribe the functions and appoint members of, divisions and such special or ad hoc committees as the President may deem necessary or desirable;
   (9) Either alone or with the Secretary/Treasurer, when appropriate, certify to official acts of the Association;
   (10) Perform such other duties as may be assigned by the membership or the Board of Trustees.
(b) The President-Elect shall perform such functions as may be assigned by the President, the Board of Trustees or the membership, and in addition, shall:
   (1) Assume the duties of the President in the resignation, removal, failure, temporary or permanent absence, or inability of the President for any reason, to perform the duties of office.
   (2) Assist the President in the performance of duties of President;
   (3) Chair meetings of the Board of Trustees and give notices of the meetings of the Board of Trustees to the members thereof;
   (4) Be responsible to the President for the proper functioning of the administrative demands of the Association and for the performance of the association management firm;
   (5) Succeed to the office of President upon expiration of the term of the Presidency or upon a vacancy created by death, resignation, or other cause.
(c) The Vice-President shall perform such duties as may be assigned by the President or the Board of Trustees, shall assist the President and President-Elect in the performance of their duties, and shall become familiar with the duties of the President, President-Elect, and of all divisions and subordinate committees thereof, and in addition, shall:
   (1) Perform the duties and succeed to the office of President in the event of vacancy, failure, temporary or permanent absence, or inability of the President and the President-Elect to perform such duties;
   (2) Assist the President and the President-Elect in the performance of their duties and familiarize himself with the duties and activities of all departments and committees;
   (3) Direct and be responsible to the President for the Internal Departments and External Departments and subordinate committees and be an ex officio member of same.
(d) The Secretary/Treasurer shall be responsible for the taking and maintaining of accurate records and minutes of all meetings of the membership and of the Board of Trustees and other nonfinancial records of the Association and shall, where appropriate, certify official acts of the Association, and in addition thereto, shall:
   (1) Give notices of all membership meetings of the Association to the members thereof. Such notices shall be effective upon their distribution to members;
   (2) Notify all officers and committee members of their election and/or appointments;
   (3) Include in the notice of the annual meeting the names of the members of the Nominating Committee;
   (4) Be responsible for submitting to the Executive Director, for distribution to the membership, minutes of all annual or special meetings.
(e) In addition, the Secretary/Treasurer shall be the custodian of the funds of the Association. Monies shall be deposited in the name of the Association in financial institutions and types of accounts approved by the Board of Trustees. Disbursements may be made consistent with purposes of the Association and within the budget, or at the discretion of the Board of Trustees. Additionally, the
Secretary/Treasurer shall:

1. Be responsible for confirming the complete and accurate records of all monies of the Association and the disbursements thereof and shall present a written financial report thereof to the Board of Trustees at each of its regular meetings;

2. Confirm an accurate account of all financial transactions of the Association and make a report of the same to the membership at the annual meeting;

3. Annually, cause the financial books and records of the Association to be examined by an independent Certified Public Accountant and to cause such person to prepare a financial report to be submitted to the Board of Trustees in advance of each Annual Meeting and to be submitted to the membership at said meeting, and to perform such other duties as may be assigned by the Board of Trustees and by these By-Laws;

4. Upon request, shall furnish to the Board of Trustees a bond, the sum to be determined by the Board of Trustees, the cost of which shall be paid by the Association.

5. At the expiration of their term of office, shall turnover and deliver to their successor, or to any other person whom the Board of Trustees may designate, all funds, books, records and property of the Association in their custody or under their control.

ARTICLE II
Board of Trustees.

Section 1. Meetings.
(a) The Board of Trustees shall meet not less frequently than quarterly, or upon call of the President, or upon demand, in writing, of not less than four members of the Board of Trustees. Attendance of a member of the Board of Trustees at any meeting shall constitute a waiver of notice of such meeting except where such member attends the meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(b) The Board of Trustees is authorized to take any action authorized by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

(c) Members of the Board of Trustees shall be notified not less than fifteen days prior to any of its meetings of the time and place of the meeting. The fifteen days notice may be dispensed with if the President determines the circumstances so warrant.

(d) Eight voting members of the Board of Trustees shall constitute a quorum for the transaction of business.
(e) The VOA shall be authorized to conduct business, make motions and vote accordingly by electronic means as in accordance with Virginia law.

Section 2. Authority.
(a) The Board of Trustees shall act upon any matters mandated by contemporary circumstances and shall promptly give notice to the membership of any such actions.

(b) The Board of Trustees shall act upon all applications for membership in the Association which are referred to it by the Secretary/Treasurer, and on any matter that may be referred to it by the President or by the Membership.

(c) The Board of Trustees shall establish and keep current a written statement of Policy, consistent with the Constitution, By-Laws and directives of the membership. It shall cause the membership to be given notice of any changes in said Policy in the next published issue of the Association's newsletter.

Section 3. State Board Recommendations. On behalf of the Association the Board of Trustees shall furnish to the Governor of Virginia the name or names of person(s) it recommends for service on the State Board of Optometry.

Section 4. Legal Matters. The Board of Trustees shall have full powers of prosecution and defense of legal matters relating to the Association or its objects and purposes and have authority to expend such funds as may be necessary to accomplish such.

Section 5. Vacancies. Vacancies in offices, except President or President-Elect, and on the Board of Trustees for whatever reason shall be filled by the Board of Trustees. The appointee shall serve until the next annual election. The Board of Trustees may declare a vacancy to exist in any such office where any member misses more than two consecutive meetings without justification satisfactory to the Board of Trustees.

ARTICLE III
Executive Director

Section 1. Appointment.
(a) The Board of Trustees may formally contract with a person to act as the Executive Director of the Association for a term not to exceed three years; provided, however, successive contracts may be entered into with the same person. Such person need not be an optometrist or a member of the Association.

(b) Only the Board of Trustees may vote on, approve, and enter into a contract with the Executive Director.

Section 2. Duties.
(a) The Executive Director shall administer the business and affairs and supervise the operation of the Association.
(b) The VOA shall set a minimum list of duties by policy

ARTICLE IV
Association Management Services

Section 1: Appointment.
(a) The Board of Trustees may formally contract with a person or company that provides comprehensive Association Management Services for a term not to exceed three years; provided, however, successive contracts may be entered into with the same entity.
(b) Only the Board of Trustees may vote on, approve, and enter into a contract with any Association Management Service entity.

Section 2: Duties.
(a) Association Services shall coordinate and implement all membership services on behalf of the VOA.
(b) The VOA shall set a minimum list of duties by policy.

ARTICLE V
Lobbying Services

Section 1: Appointment.
(a) The Board of Trustees may formally contract with a person or company that provides comprehensive Lobbying Services for a term not to exceed three years; provided, however, successive contracts may be entered into with the same entity.
(b) Only the Board of Trustees may vote on, approve, and enter into a contract for Lobbying Services.

Section 2: Duties.
(a) Lobbying Services shall coordinate and implement all legal and legislative endeavors on behalf of the VOA.
(b) The VOA shall set a minimum list of duties by policy.

ARTICLE VI
Departments and Committees

Section 1. Organization and Duties. The duties of Departments and Committees shall correspond with the duties of their counterparts in the American Optometric Association. Furthermore, close liaison and cooperation shall be established between State and American Optometric Association department heads and committee chairmen.

Section 2. Personnel Committee.
(a) The Personnel Committee shall negotiate and recommend to the Board of Trustees working relationships between the VOA and Executive Director, Association Management Services, and Lobbying Services.
(b) The Personnel Committee shall consist of 8 total members: 7 voting and 1 non-voting. Voting members shall be the current Secretary/Treasurer, Vice President, President-Elect, President, Immediate Past President, and two (2) current VOA members with 10+ years of membership. Additionally, the VOA Legislative Chair shall serve as a non-voting member. The Personnel Committee Chair shall not be a current member of the VOA Board of Trustees nor the Legislative Committee Chair, unless all decline to serve that position.
(c) The Personnel Committee shall recommend to the Board of Trustees compensation, services for Executive Director and Association Management Services in one combined contract and Lobbying Services in another separate contract. The Executive Director and Association Management Services contract shall include separate summary enumerations for both services and compensation respectively.
(d) The Personnel Committee shall consider performance, VOA fiscal condition, changes in job description, cost of living indexes, and any other related factors of interest to the operation of the VOA.
(e) The Personnel Committee’s recommendations for compensation for the Executive Director, Association Management Services, and/or Lobbying Services shall be considered for approval by the Board of Trustees at or before the annual meeting during the fiscal year in which the current contract ends for each contract respectively. If voted on and approved, respective compensations will be reflected in the subsequent year’s budget(s).

Section 3. Budget Committee.
(a) The Budget Committee shall be chaired by the Vice-President who shall be a member of the Committee and include the President, President-elect, Secretary/Treasurer and at least one at large member from the general membership.
(b) The Board of Trustees may specify duties within Policy as needed.

Section 4. Nominating Committee.
(a) The Nominating Committee shall be chaired by the Immediate Past President who shall be a member of the Committee and consist of the next two most immediate past Presidents.
(b) The Nominating Committee shall notify the Board of Trustees and provide nominations for replacement not less than 90 days prior to the end of the current term of any member of the Virginia Board of Optometry.
(c) The Board of Trustees may specify other duties within Policy as needed.

Section 5. Endowment Committee.
(a) The Endowment Committee shall consist of 6 total members: 5 voting members and 1 non-voting member. Voting members shall include: the current President-Elect, Vice President, Treasurer/Secretary, one Past President, and one general member who is less than 10 years from graduation. The non-voting member shall be the VOA Executive Director.
(b) The Chair of the Endowment Committee shall be the current President-Elect.
(c) The Endowment Committee shall meet no less than twice per calendar year, at which times they shall at a minimum review the investment policy statement and report to the Board any investment recommendations.

ARTICLE VII
Membership

Section 1. Classification, Qualifications and Privileges.
(a) Active Members. A person who is licensed and practices optometry in the State of Virginia, who is of good repute, who is a member in good standing in the Local Optometric Society in the area in which he practices which is affiliated with this Association, and whose dues and special assessments are timely received by this Association shall be entitled to be an active member of this Association.
Active members shall be entitled to all privileges granted by the Association. They shall have privilege of the floor at annual and special meetings of the membership and shall be entitled to vote at such meetings. Active members are eligible to serve on all committees and may hold any office.

(b) **Civil Service Members.** A graduate of a school or college of optometry who is engaged in the practice of optometry in the full time employ of the Civil Service of the United States, and whose dues and special assessments are timely received by the Association shall be entitled to membership as a Civil Service Member of this Association. A Civil Service Member of the Association shall enjoy all benefits and privileges of the Association, shall have the privilege of the floor at any annual and special meetings of the Association, shall be eligible to serve on committees of the Association but shall not have the right to vote or hold one of the offices of the Association or serve on the Board of Trustees.

(c) **Military Members.** A graduate of a school or college of Optometry who is engaged in the practice of Optometry as a member or as an employee of any branch of the Armed Services of the United States of America whose dues and special assessments are timely received shall be eligible for membership as a Military Member. A military member shall enjoy all privileges of membership in the Association and shall have the privilege of the floor at annual and special meetings of the membership. They shall not have the right to vote, hold any office, serve on the Board of Trustees or as members of any other committees or departments.

(d) **Student and Post-graduate Members**

Persons who are of good repute and maintain membership in the American Optometric Association either through the American Optometric Student Association or as a Post-Graduate Member of the American Optometric Association. Student and postgraduate members shall enjoy all privileges of the Association, shall have the privileges of the floor at annual or special meetings of the Association but shall not have the right to vote, hold office, serve on the Board of Trustees or on any committee of this Association.

(i) **Student Members** shall be persons who are of good repute and who are currently enrolled in an accredited school or college of Optometry and are actively pursuing the prescribed course of study leading to a Doctorate in Optometry.

(ii) **Post-Graduate Members** shall be persons who are of good repute, have earned a Doctorate in Optometry, and are licensed optometrists engaged full-time as a resident or a fellow in a residency or fellowship program approved by the Accreditation Council on Optometric Education or by a school or college of optometry which is accredited by the Accreditation Council on Optometric Education.

(e) **Associate Optometric Member.** A person who is licensed to practice Optometry in Virginia but whose principal (more than 50% of practice time) practice is in a State other than the Commonwealth of Virginia and who is an active member in good standing in the optometric association affiliated with the American Optometric Association of the State or District of Columbia in which they conduct their major practice and which person is also an associate member (if geographically convenient) in good standing of the Local Optometric Society of the area in which they maintain their Virginia office shall be eligible for membership as an Associate Optometric Member in this Association. Such member shall be entitled to all privileges of membership in this Association, be granted the privilege of the floor at annual or special meetings of the membership, but shall not have the right to vote, hold office, or serve as a member of the Board of Trustees of this Association.

(f) **Associate Optometric-Retired or Disabled Member.** An individual who is otherwise eligible for active membership in this Association but is not actively engaged in the practice of Optometry in the Commonwealth of Virginia or in any other State shall be eligible for Associate Optometric-Retired or Disabled Membership in this Association. Such members shall have the privilege of the floor, may serve on committees of the Association but shall not have the privilege to vote nor shall they be eligible to hold office or serve on the Board of Trustees of the Association.

(g) **Affiliate Member.** A business or organization who takes an invested and supportive interest in the profession of optometry may be granted membership as an Affiliate. These members shall be those who have created a business partnership which is consistent with and supportive of the purpose of the Association so that the Affiliate Member may better serve Active members of this Association. They shall enjoy all privileges of the Association as may be determined by the Association’s Board of Trustees and shall have the privilege of serving on committees of this Association as non-voting members. An Affiliate Member shall not have the privilege of the floor at annual and special meetings of the Association, and not have the right to vote, hold office or serve on the Board of Trustees of this Association. No such member shall be licensed or eligible to be licensed in a profession related to the delivery of eye and vision care services.

(h) **Optometric Educator Member.** Graduates of schools and colleges of Optometry who are not actively engaged in the practice of optometry but who are affiliated with accredited educational institutions shall be eligible for membership as Optometric Educator Members. Such persons shall have all privileges of the Association, shall have the privilege of the floor at annual or special meetings of the Association, may serve on committees of the Association but shall not have the right to vote, hold office or serve on the Board of Trustees.

(i) **Honorary Member.** The Association may confer honorary membership upon any person who has rendered signal service to the Association or who has distinguished himself or herself in some branch of Optometry. Honorary Members shall have all privileges of the Association, shall have the privilege of the floor and the right to vote at all annual and special meetings of the membership but shall
not be eligible to hold office nor serve on the Board of Trustees. Such persons shall not be required to pay Virginia Optometric Association dues and shall be recommended to the American Optometric Association for either Life or Honorary Membership.

Section 2. Application for Membership.
(a) No person shall be eligible to be admitted to membership who would be subject to termination, suspension or expulsion from this Association if they were a member. Each applicant for membership shall conduct their optometric practice in full compliance with all the By-Laws of this Association. The Board of Trustees shall adopt an application and appropriate procedures to determine that an applicant qualifies for membership.
(b) Application for membership in this Association must be made on the appropriate form to the Secretary/Treasurer. Upon receipt of completed application having no reported guilt, sanction or discipline by the Virginia Board of Optometry or any other legal entity for violation of any law or regulation governing the practice of optometry in Virginia or in any other State or Territory of the United States of America, the application shall be considered as approved and such application shall require approval by the Board of Trustees by affirmative vote of a majority of its members voting. If any completed application is received which includes reporting of such guilt, sanction or disciplinary action, such application shall not be approved for membership prior to Board of Trustees consideration.
(c) Upon election to membership, the applicant shall be enrolled as a member in the appropriate category of the Virginia and American Optometric Associations and the appropriate affiliated Local Optometric Society.
(d) The Secretary/Treasurer shall issue a Certificate of Membership to each Active Member who has been so elected. This Certificate shall remain the property of the Association and the member agrees to surrender it upon demand of the Secretary/Treasurer at the Direction of the Board of Trustees.
(e) Applications for student and for post-graduate membership in this Association must be made on the appropriate form and in complete conformity with all of the provisions of the Constitution and By-Laws of this Association. Upon receipt of the completed application, the Executive Director shall be authorized to approve and accept the application on behalf of this Association. Applications for post-graduate membership shall include the signature of the applicant’s designated school, residency, faculty or State Board official. Consideration by the Associations’ Board of Trustees shall be required for any application for post-graduate membership which indicates the applicant reported guilt, sanction or discipline by any Board of Optometry in any State or Territory of the United States of America.
(f) Applications for Associate and Affiliate Membership must be on the appropriate form and submitted to the Secretary/Treasurer.

Section 3. Termination of Membership.
(a) A member who has not paid their annual dues and assessments within one months of the time specified for such payment, unless such time is extended or payment waived by the Board of Trustees shall stand suspended from membership. Prior to suspension they shall be notified by the Secretary/Treasurer, by certified or registered letter to the member’s last known address, that such dues and assessments have not been paid and shall be further notified that if such payment is not received within a period of thirty days from the date of the mailing of the notice, such member shall stand suspended from membership, said notice shall include a demand for the return of the Membership Certificate and the Secretary/Treasurer shall announce the fact of suspension at the next annual meeting. If the member does not make payment within the thirty day period he shall stand suspended.

(b) A member who for any reason has their license revoked to practice optometry in the State of Virginia or is in violation of the By-Laws of this Association shall automatically lose membership in this Association and shall upon request of the Secretary/Treasurer, immediately surrender the Certificate of Membership. Civil Service and Military Members who sever their affiliation with the Civil Service or the Armed Services automatically relinquish their membership in the respective category of membership. A student or post-graduate member, who for any reason ceases to be enrolled in or affiliated with an accredited school or college of Optometry or otherwise no longer meets the criteria for student or post-graduate membership, thereby loses membership as a student or post-graduate member of this Association.
(c) Prior to any such suspension or expulsion, the Secretary/Treasurer shall mail, by certified or registered mail, return receipt requested, a statement of the charges against said member, the time and place of the meeting of the Board of Trustees, and a statement that such member shall have the opportunity to appear before the Board of Trustees and show cause, if any there be, why he should not be suspended or expelled from membership. The member shall have twenty days after mailing thereof within which to respond to such charges by mailing a copy of their response by certified or registered mail, return receipt requested, to the Secretary/Treasurer of the Association. The Board of Trustees or a subcommittee thereof, as may be appointed by the President, may thereafter conduct a hearing at which evidence shall be heard supporting the charges against such person and at which the person shall be given a reasonable opportunity to present evidence and to be heard in their own defense. The Board of Trustees or the subcommittee may request other person(s) to testify at the hearing and such person(s) shall be subject to cross-examination by the person charged. Such member may be suspended or expelled by a vote of two-thirds of the full membership of the Board of Trustees.
(d) Appeal. The person who has been suspended or expelled by action of the Board of Trustees may appeal its decision to the membership at an annual or special meeting thereof. The decision of the membership shall be by majority vote and its decision shall be final.
(e) **Reinstatement.** A member who is suspended or expelled may be reinstated provided all sums due and owing the Association at the time of suspension have been paid. However, at the discretion of the VOA Board of Trustees, a one-time VOA dues waiver for all sums due and owing the Association may be granted. The application for reinstatement must have the approval of not less than a two-thirds vote of the Board of Trustees, provided that if said member was suspended or expelled by the Association, reinstatement can only be by majority vote of the members and not by the Board of Trustees.

Section 4. **Resignation of Membership.**

(a) Any member desiring to terminate or resign their membership shall notify the association in writing, including electronically, at least 30 days in advance of the effective date he desires to terminate such membership. Membership Certificate shall accompany any such written notification to terminate or resign membership, providing that if such notification is submitted electronically, the Membership Certificate shall be returned to the association within 7 days of such electronic notification. Such members shall provide remittance of any dues to the association for the period of time prior to the effective date of termination of membership. Any such outstanding dues shall be considered a legal debt and are delinquent if payment is not received within 90 days of billing from the association.

**ARTICLE VIII**

**Fees, Dues and Expenses**

Section 1. **Dues.** *

(a) In addition to any dues prescribed herein each Active Member shall pay as a part of their dues to this Association, dues prescribed by the American Optometric Association. This Association shall forward such dues to that Association. The annual dues of a newly licensed Active Member shall be waived for the remainder of the full calendar year in which such member is originally licensed.

(b) Dues shall be annually adjusted by the previous year’s cost of living index.

(c) The VOA Board of Trustees shall have the authority to establish additional parameters for membership dues, not in conflict with the by-laws, which may include schedules for payment. Such shall be established by policy and be provided to the membership within 30 days of approval.

(d) **Military Members.** Dues for Military Members shall be 25% of the amount of dues paid by an Active Member in this Association. All members in this category shall pay appropriate dues as members of the American Optometric Association at the prevailing dues rates for their classification.

(e) **Civil Service Members.** The dues for Civil Service Members shall be 50% of the full amount paid by active members. Such members shall retain membership in the American Optometric Association and shall pay the prevailing rate of dues for their classification in such order that if such services are not applicable to them, they shall pay the amount due at the beginning of the calendar year and must be paid in full as follows:  Members may elect to pay dues in one lump sum or in periodic payments, with full payment being completed not later than May 1 of the year in which they are due. All current dues must be paid by any of the above methods such that the amount due is paid not later than May 1 of the year in which they are due, unless such member has selected a 12 month pay option. Any member enrolling in a 12 month pay option must notify the VOA office no later than December 15. Members accepted for membership after January 31 of the year in which they are accepted shall have the amount of dues prorated in accordance with the amount of time in the calendar year in which they shall be a member. Members accepted for membership after May 1 of each year shall be required to pay all dues within five months of the date of acceptance of their membership, provided however that all dues must be paid in full by December 15.

Section 5. **Expenses.**

(a) As may be determined by the Board of Trustees its established Policy in such matters, the Association may pay the expenses or a portion thereof of a delegate or delegates of this Association to the National Convention of
the American Optometric Association or of any other meeting deemed by the Board of Trustees to be of importance to the profession of Optometry.

Section 6. Emergency Fund. The Secretary/Treasurer shall establish and maintain a separate fund called the Emergency Fund. The Board of Trustees shall designate a percentage of annual VOA dues to the Emergency Fund not to exceed 5% of total dues. The Secretary/Treasurer shall promptly notify the membership of any withdrawals from the Emergency Fund. Expenditures may be made from the Emergency Fund only in the following fashion:

(a) Upon the unanimous vote of all of the officers of this Association; or
(b) Upon a two-thirds vote of the Board of Trustees.

Section 7. Assessments. Assessments supplemental to regular dues shall require an affirmative vote of two-thirds of the Active Members present and voting at any annual or special meeting provided that notice of the time and place of the meeting and of the request for an assessment to be made at such meeting shall be provided to members not less than sixty days prior to the said meeting.

ARTICLE IX
Meetings

Section 1. Annual Meetings. The annual meeting of this Association shall be held in May or June of each year, unless a State or National emergency exists. The convention site shall be selected at least three years in advance by a majority vote of the membership at the annual meeting.

Section 2. Special Meetings.

(a) The President may call a special meeting of the membership at any time provided that written notice of the time, place and object of such meeting is sent to the membership, not less than seven days in advance of said meeting.

(b) The President shall call a special meeting if demanded, in writing, by not less than twenty active members. These members shall state the object for which the meeting is desired and shall deposit with the President in connection therewith the sum of $100.00 in cash or certified check to defray the cost of notice to the members. Any unused portion thereof shall be returned to the person or persons presented the petition for the special meetings.

(c) Proxies shall not be recognized at any annual or special meeting of the membership or at Board of Trustees meetings.

Section 3. Quorum. Twenty active members in good standing shall constitute a quorum for the transaction of any business of an annual or special meeting of the membership. If at any annual or special meeting there shall not be a quorum of the membership present, the Board of Trustees shall have the power to transact any business for which the meeting was called provided that not less than eight voting members of the Board of Trustees shall be present.

Section 4. Rules of Procedure.

(a) Rules. All meetings of the membership, Board of Trustees, Departments or subordinate Committees of this Association shall be governed by Robert's Rules of Order, as may be revised, and publication at the time of the meeting, so long as in compliance with the Constitution and By-Laws of this Association.

(b) Agenda. The President shall establish the agenda for any meeting of the membership of this Association provided that the first order of new business on the agenda of the annual meeting of the Association shall be the election of officers and members of the Board of Trustees.

ARTICLE X
Election

Section 1. Election of Officers and members of the Board of Trustees. Members of the Board of Trustees and all officers except the President and Immediate Past President shall be elected annually by the affirmative vote of a majority of the Active and Honorary Members present and voting at the annual meeting, the President-Elect shall automatically become President and the persons elected shall assume their offices upon installation at the annual meeting. Members of the Board of Trustees shall be elected as follows:

(a) Each year three members shall be elected for a term of three years, in the case of a vacancy, a person shall be elected for the unexpired term of their successor. Active and Honorary Members in good standing shall be entitled to vote.

Section 2. Removal from Office. Any officer or any member of the Board of Trustees may be removed from office by a vote of three-fourths of the Membership at an Annual Meeting or Special Meeting of the Membership with prior notice of the time, place and nature of the recommendation of the Board of Trustees. The Board of Trustees shall not give any such recommendation of removal except after due notice to the individual in question of the time and place of the hearing and the proposed grounds for removal and upon a three-fourths vote of the entire Board of Trustees.

ARTICLE XI
Local Optometric Societies

Section 1. Local Optometric Societies established and provided herein are encouraged to hold regular meetings not less frequently than quarterly. Upon election by the Association's Board of Trustees, all Active Members of the Association in the area served by the Local Optometric Society shall automatically become members of the said Society. All active members shall, as a condition of retaining membership in this association, maintain membership in said Local Optometric Society. Each Society shall elect at least a President, Vice-President and Secretary/Treasurer and such officers as it may desire. It may establish a Board of Trustees if it so desires. The duties of officers and directors of the Local Optometric Society shall be consistent with those provided the officers and members of the Board of Trustees of this Association as set forth in these By-
Laws insofar as it may be Expedient for proper administration of the Local Optometric Society.

No local society shall retain members who are not members of this Association and in compliance with the Constitution and By-Laws of this Association.

ARTICLE XII
Rules of Practice

1. No member of this Association shall utilize advertising of any kind or nature whatsoever which is false, fraudulent or misleading or is in anyway in violation of any federal, state or local laws, rules or regulations.
2. The optometrist shall keep inviolate all confidences committed to them in their professional relationship with a patient.
3. It shall be an Optometrist’s duty to refrain from any exaggeration of a patient’s condition.
4. It shall be the duty of each Optometrist to keep himself informed as to developments in the profession and to contribute to the general knowledge and advancement of the profession by all means within their power.

POLICY

As of May 20, 2022
Subject to change by approval of the Board of Trustees.

A. Local Societies:
The Local Society Presidents are urged to attend and participate in the meetings of the Board of Trustees; however, only members of the Board of Trustees shall have voting rights.

B. Executive Director (ED) and Management Services:
(1) Other than by authority of the Membership of the Association, all policy decisions will be made by the Board of Trustees and, unless otherwise specified, administered by the ED and Association Management staff. Recommendations to the Board of Trustees by the ED and management staff are encouraged.
(2) All previous minutes are to be brought to every meeting of the Board of Trustees and Association.
(3) All checks going to the Secretary/Treasurer and President for signing will be accompanied by invoice and/or note of clarification.

C. Budgetary Funds:
(1) The budget should set an appropriate fund for officers, divisions, and committees.
(2) Whenever action requires funds greater than those allocated in the current budget, the officer, division head or committee head shall go before the Budget Committee and ask for additional appropriations. The Budget Committee must obtain approval by the Board of Trustees of any budgetary revisions. In cases of emergencies, approval by the VOA President and Treasurer may constitute approval.

D. Travel Expenses:
(1) The Board of Trustees of the VOA must give prior approval to all expenditures of VOA members for official VOA business. Initial request must be made to the Budget Committee Chairman. In absence of the Board of Trustees, approval shall be granted by a majority of the VOA Officers.
(2) Persons traveling on pre-approved official VOA business will be reimbursed for coach airfare or mileage at the maximum rate per mile permitted by the Internal Revenue Service, up to coach air rate, parking, tolls and cab fare. Whenever possible, airfare must be made in advance to utilize “super saver” rates.
(3) Approved per diem of $85 per 24 hour period will be provided by the VOA for any Committee member or staff representing the VOA, for the duration of the official meeting and for a reasonable period to account for travel to and following the meeting. Per diem will include the cost of meals, tips, phone and incidentals incurred at such meetings.
(4) Reasonable accommodations at the meeting site will be reimbursed, when applicable.
(5) The VOA will reimburse official registration fees of persons traveling on approved VOA business.
(6) A person having traveled on official VOA business must within 60 days of such travel submit request for reimbursement on an approved form along with appropriate receipts. Any such request for reimbursement beyond 60 calendar days will not be honored. In addition, all requests for reimbursement must be postmarked or electronically transmitted at least 15 days prior to the close of the VOA fiscal year (December 31) and submitted to the VOA office. Reimbursement for expenses incurred between December 15 and 31 and/or for expenses for which invoicing is not provided until a reasonable time thereafter shall be at the discretion of the VOA President and Secretary/Treasurer.
However, any member traveling on official VOA business must submit a written report, which may be submitted electronically, on meetings related to that which expense reimbursement is sought. VOA shall not provide expense reimbursement nor per diem until such time as the report is received by the VOA office. When appropriate, in lieu of such report, an oral report may be presented at a meeting of the Board of Trustees.

(7) Officers of the VOA, other than the VOA President and President-Elect, in accordance with the approved budget, may be allocated funding, in whole or part, for expenses related to their attendance to Optometry’s Meeting. However, said officers must serve as a VOA delegate and each attend at least 50% of the business sessions of the AOA House of Delegates. Registration fees and expenses for officers attending Optometry’s Meeting as VOA Delegates will be reimbursed according to VOA Policy and in accordance with the approved budget.

(8) Covered expenses related to the VOA President (not requiring Budget Committee approval):
   a) VOA President's phone and postage expenses will be reimbursed in accordance with the amount budgeted.
   b) VOA President will be reimbursed for travel as budgeted for the following:
      1. Not more than one local society visitation per society per officer year, and
      2. Any function or meeting requiring the attendance and active participation of the VOA President (excluding Board of Trustees meetings of the VOA).
   3. VOA President shall be provided with complimentary registration to all VOA-sponsored meetings and seminars. The President's spouse will be provided complimentary registration to the VOA convention.
   4. VOA President shall be provided complimentary housing at the VOA Annual Convention and Fall Conference. He/She shall be responsible for all charges, including travel, with the exception of registration and room.

(9) Covered expenses related to the VOA President-elect (not requiring Budget Committee approval):
   a) VOA President-elect's phone and postage expenses will be reimbursed in accordance with the amount budgeted.
   b) VOA President-elect will be reimbursed for not more than one local society visitation per society per officer year, providing such visitation is not in conjunction with a VOA President's society visitation.
   c) VOA President-elect will be reimbursed, as budgeted and in accordance with VOA Policy, for registration, travel, and expenses to the AOA Congress providing the President-elect actively serves as a VOA Delegate in the AOA House of Delegates.

(10) Committee chairmen and their committee members will only be reimbursed for expenses if approved in advance by the Budget Committee and funds appropriated.

(11) Committee chairmen of income-producing committees (i.e. convention, Voyages in Vision, contact lens and misc. seminars) will be permitted to establish separate reimbursement policy for guests, lecturers, and/or committee members related to travel, honorarium, per diem, etc. providing such is with the advice and consent of the Budget Committee and the incoming-producing committee's budget is approved by January 31 of that calendar year. A financial statement shall be submitted to the Budget Committee within 90 days following the meeting.

(12) The VOA President, President-elect, Vice President and Executive Director shall be authorized, in accordance with approved budget limitations, to attend the AOA Presidents’ Council meeting each January, the AOA Presidents’ Council held immediately prior to Optometry’s Meeting, and AOA House of Delegates.

(13) Reimbursement will be permitted only in accordance with the VOA Budget Policy.

E. Division Reports
   (1) All Divisions and Committees are to present their programs to the Board of Trustees for approval prior to implementation.
   (2) All Divisions are to submit reports at all Board of Trustees meetings. If attendance is not possible, a written report, including electronically, will be accepted.
   (3) Yearly reports must be forwarded to the Executive Director 45 days prior to the Annual Meeting.
   (4) The Executive Director will see that all Division Reports are copied for presentation to the members at the Annual Meeting.
   (5) Department heads shall submit their expense accounts to the Secretary/Treasurer for reimbursement no later than December 15.
   (6) The distribution of future budget proposals to the membership shall include appropriate information permitting thorough comparison of previous revised and unrevised budgets as well as actual figures of such budgets.

F. Awards
   (1) The Awards Committee shall coordinate nominations and select candidates to be presented to the board for each of the following awards to be honored at the Annual Convention. The selection of nominee(s) for each award is not mandatory, but highly encouraged:
      a) Virginia Optometrist of the Year.
      b) Vanguard of the Year.
      c) Society Project of the Year.
      d) Meritorious Service (only one recipient may be selected for this award)
      e) Distinguished Achievement.
      f) Key Person of the Year.
   (2) Selections are to be chosen by secret ballot by the Board of Trustees.
   (3) Expense reimbursement for awards recipients shall be limited to one night’s lodging and meal if one is provided at the awards ceremony. Travel is excluded. Only those persons not a doctor of optometry may be provided any expense reimbursement.

G. Visitations:
   (1) Visitations shall be scheduled so that each local society will be visited by at least one state officer each year.
H. Rules of Practice:
   1. Members agree to honor the Rules of Practice of the VOA.
   2. Members agree to promptly notify the VOA President, President-Elect, or Vice-President, in writing, of any violation or seeming violations of the Rules of Practice which may become known to them together with evidence of same as far as obtainable.
   3. If there is any question as to the meaning or interpretation of any of the articles of the Rules of Practice, or any question concerning conduct which is not covered, such questions shall be referred to the Peer Review Committee of the VOA for its interpretation.
   4. Members charged with violation or disregard of any of the provisions of the Rules of Practice must, upon summons, appear before the Association Peer Review Committee for a hearing and pledge to abide by, or comply with, any decision, ruling or penalty that may be imposed.
   5. Members in conflict with the ruling of the Peer Review Committee will be protected by the following procedures which provide for full hearing:
      a) Written notice must be made to the member by the Association, stating specifics of the complaint and the time, place, etc.
      b) All decisions which would result in possible disqualification shall automatically be reviewed by the Association Membership Committee and ratified by the Board of Trustees.

I. Board of Optometry Nominees:
   The VOA and all of its members shall support, in all ways, the VOA nomination(s) for gubernatorial appointment to the Virginia Board of Optometry.

J. Dues:
   1. In December, immediately preceding the next calendar (fiscal) year, the VOA office shall invoice all members as to the amount of dues owed by each member. Payment of dues shall be by check, bank draft, or by accepted credit card. Those members opting to remit dues payment by installment shall provide authorization to the VOA office by January 20th of each year for three equal monthly payments to be paid in full no later than May 1st in accord with bylaws. In addition, 12 monthly payments may be arranged provided the VOA office is notified in accord with bylaws.
   2. All VOA membership dues reduction requests and/or requests for extension of payment beyond required deadlines shall be recommended by the respective local optometric society prior to being referred to the VOA Board of Trustees for consideration. Any such requests must be received and considered by the Board of Trustees no later than their March meeting. All requests for dues reductions or waivers shall be required to be submitted on the "VOA Dues Reduction Request Form".
   3. Members of the Board of Trustees and local society presidents delinquent in VOA dues shall resign their position.
   4. Any optometrist who has not paid their dues in full by May 1 of the year due shall pay the non-VOA member rate for any VOA function.
   5. Reduction in VOA dues.

   a) In accordance with By-Laws, any active member no longer actively engaged in practice (fully retired) shall be reclassified as an Associate Optometric Disabled or Retired Member. Such individuals shall remit annual VOA dues of $275 per year. Such membership reclassification shall be made in writing, including electronically, to the VOA office stipulating the member is not actively engaged in the practice of optometry and seeks membership reclassification as an Associate Member. Membership reclassification shall become effective upon Board of Trustees approval and does not require annual notification or approval provided said member continues to no longer receive compensation for optometrically related activities. Reduction of dues for an Associate Optometric Disabled or Retired Member shall be upon the condition of the AOA Board of Trustees granting a similar reduction of AOA dues. Any Associate Optometric Disabled or Retired Member who is granted a 100% reduction in dues as a result of age or membership tenure, shall be automatically recommended to the AOA for AOA life member status.
   b) Effective January 1, 2022, members engaged in 16 hours or less per week of compensated, optometrically related activities shall pay 60% of the current full VOA dues. Such request requires recommendation in writing, including electronically, by the member's local optometric society prior to being referred to the VOA Board of Trustees for consideration. Any such request must be received and considered by the Board of Trustees no later than their March meeting and shall be for only that fiscal year. Requests for additional year considerations must be submitted on an annual basis according to these conditions. The Board of Trustees shall consider dues reduction requests on a case-by-case basis. Such reductions shall be upon the condition of the AOA Board of Trustees granting a similar reduction of AOA dues.
   c) In accordance with By-Laws the board may grant special consideration of dues reduction for that year's annual dues based on a case-by-case basis. Such request requires recommendation in writing, including electronically, by the member's local optometric society prior to being referred to the VOA Board of Trustees for consideration. Any such requests must be received and considered by the Board of Trustees no later than their March meeting and shall be for only that fiscal year. Requests for additional year considerations must be submitted on an annual basis according to these conditions. Such requests shall specify the percentage of dues reduction requested, the reasons for such, and any and all other appropriate information to assist the Board of Trustees in considering such request.
   d) The following dues reduction requests do not require local society endorsement nor annual consideration:
      1. Dues reductions based solely on age of 70 or greater as of January 1.
      2. A fully retired member regardless of age (not engaged in practice) may directly request in writing, including electronically, to the VOA office for the Board of Trustees to reclassify him/her as an "Associate
(Optometric Retired or Disabled) Member” as stated in the By-Laws, provided said member continues to no longer receive compensation for optometrically related activities.

(6) Any member who moves to another state and cancels their VOA membership shall be entitled to a prorated refund of the VOA portion of their dues, provided that:
   a) They notify the VOA during the same fiscal year to request their refund, and
   b) They provide the VOA evidence that they have joined another AOA affiliated state optometric association prior to receiving their refund.

K. Board of Trustees Procedures:
(1) Membership applications requiring consideration by the Board of Trustees must be completed and in hand as a prerequisite for consideration by the Board of Trustees.
(2) All motions not printed on the agenda shall be submitted in writing to the Secretary/Treasurer before motion is made.
(3) VOA Legislative Positions, not contrary to set policy, shall be determined by the VOA President and Legislative Committee Chairman should the schedule related to consideration of legislation during the General Assembly preclude seeking input from the Board of Trustees.
(4) The Board of Trustees shall be advised of the Personnel Committee current fiscal year desired goals and objectives of the Executive Director and management no later than their first meeting of said fiscal year.

L. Committees:
(1) All committee members and Division Heads, except those specified in the bylaws, shall be appointed by and will serve at the leisure of the VOA President.
(2) Committees shall be permitted to take any action authorized by means of teleconference, email, or other approved electronic means provided that each member is provided the opportunity to discuss each topic at hand and the committee chair is able to solicit affirmative or otherwise majority vote.
(3) Other than Personnel, Budget, and Nominating Committees, the board may at times leave any Committee inactive or unfilled based on the needs of the Association.
(4) Personnel Committee:
   a) The 2 at-large members shall be active members with 10+ years membership each. Each at-large member will serve a 2 year term, with staggered terms (the in-coming President will appoint 1 at-large member).
   b) Annually, prior to the last scheduled Board of Trustees meeting of the fiscal year, the Personnel Committee, or appointed person(s), shall meet with the Executive Director to discuss desired goals and objectives of the Executive Director and Association Management for the subsequent fiscal year.
   c) Prior to the expiration of any contractual agreement(s) with the ED or Management Services company, the Personnel Committee shall meet with the relevant parties and shall subsequently recommend any future contractual changes. The Personnel Committee shall consider performance, VOA fiscal condition, changes in job descriptions, cost of living indexes, and any other related factors of interest to the operation of the VOA. The Committee’s recommendations for any contractual changes or continuation shall be considered for approval by the Board of Trustees and shall be reflected in the subsequent year’s General Fund budget.

(5) Peer Review Committee:
   a) The Peer Review Committee shall be composed of the five (5) members who are the five most immediate past presidents of the Virginia Optometric Association. At the end of each year, the outgoing president shall automatically succeed to the committee and the member having the earliest term of office shall automatically be dropped from the committee.

(6) Constitution and Bylaws Committee:
   a) Shall complete a comprehensive review of VOA Policies and Guidance documents at a minimum of every 2 years.
   b) Shall complete a comprehensive review of VOA Bylaws at a minimum of every 5 years.

M. Voting at National and Regional Meetings:
(1) AOA House of Delegates: Unless otherwise instructed by a vote of the membership, the VOA’s votes cast during the AOA House of Delegates shall allow for one vote from each active VOA member present at the Virginia delegation’s table at the annual meeting of the AOA House of Delegates shall allow for one vote from each active VOA member present at the Virginia delegation’s table at the time the vote is cast, with the balance of all remaining votes to be cast by the VOA President. In the absence of the President, the balance of all remaining votes shall be cast by the President-elect, and if not present, by the Vice President.

(2) Southern Council of Optometrists: Unless otherwise instructed by a vote of the membership, the VOA’s votes cast at the annual meeting of the Southern Council of Optometrists (SECO International) shall allow for one vote from each active VOA member present at the Virginia delegation’s table at the time the vote is cast, with the balance of all remaining votes to be cast by the VOA President. In the absence of the President, the balance of all remaining votes shall be cast by the President-elect, and if not present, by the Vice President. In the absence of the VOA President, President-elect or Vice President, the VOA Trustee to Southern Council shall cast the balance of all such remaining votes.
VOA/AOA DUES (2022):

Note: Per AOA regulations, if a doctor resigns and reinstates in the same year and wishes to be credited with continuous AOA membership he must pay dues for the entire year, if a doctor reinstates in second year of lapsed membership doctor must pay entire year dues, regardless of month of reinstatement.

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*Optometric Residence & Licensure, Years 1-6 -- Contact the VOA Office