

BYLAWS OF THE
COLLEGE OF OPTOMETRISTS IN VISION DEVELOPMENT
April 14, 2016

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name is the College of Optometrists in Vision Development, a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 – Purpose: The College of Optometrists in Vision Development is organized exclusively for charitable, scientific, and education purposes. The purposes of this corporation are:

- to establish a body of practitioners who are knowledgeable in behavioral and developmental vision care, optometric vision therapy, and visual rehabilitation, and who will ensure the public will receive continually improving vision care;
- to promote, foster, and engage in interdisciplinary cooperation;
- to provide opportunities for the exchange of expertise, experiences, and opinions through education, research, meetings, communications, and publications for optometric professionals; and
- to oversee a process for board certification in vision development and optometric vision therapy.

ARTICLE II – MEMBERSHIP

Section 1 – Membership Eligibility: Membership in the College of Optometrists in Vision Development (COVD) is open to any individual that supports the purpose statement in Article I, Section 2. Application for membership shall be made by completing and submitting a membership application form. Membership shall be granted to those who have met the eligibility criteria for membership as established by the Board of Directors.

Section 2 – Regular Membership: Regular voting membership is limited to qualified individuals who pay applicable dues established by the Board of Directors and meet the criteria for one of the following classes of regular voting membership:

- a. Fellow
- b. Associate

Section 3 – Non-Voting Memberships: The Board of Directors may establish other membership classes that have no vote and that are ineligible to serve as Directors or Officers.

Section 4 – Annual Dues: The annual dues for both voting and non-voting membership classes shall be set by the Board of Directors. Continued membership is contingent on being up-to-date on membership dues. In case of hardship a member may petition the COVD staff office for either a dues reduction or a one-year leave of absence. A new member shall pay only that part of the annual dues which shall be prorated on a quarterly basis.

Section 5 – Rights of Members:

- a. Each Fellow and Associate member shall be eligible to vote in association elections and during meetings of the general membership.
- b. Each member may display the Certificate of Membership as long as the certificate has not expired.
- c. Each active Fellow shall be included on any Fellowship Roster issued by the organization but

only active Associate and Fellow members will be included on the Locate A Doctor feature of the COVD website.

Section 6 – Resignation: Any member may resign by filing a written resignation; resignation does not relieve a member from liability for the full amount of annual or other obligations accrued and unpaid as of the date of resignation.

Section 7 – Expulsion: A member is automatically expelled without action of the Board of Directors for failure to pay applicable dues or failure to meet the eligibility requirements for membership. A member may be expelled by the Board of Directors for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Member Meetings: There shall be at least one meeting of the general membership each year. Membership meetings are held at times and places determined by the Board of Directors.

Section 2 – Notice: Notice of membership meetings is provided to voting members at least 30 days before the meeting by postal or other delivery or by electronic means.

Section 3 – Voting: Voting at membership meetings may be in person or by proxy with each voting member having a single vote. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where the votes are submitted in writing by postal or other delivery or by electronic means.

Section 4 – Quorum: The members present at any properly announced meeting shall constitute a quorum. When voting without a meeting, a quorum for membership voting is three percent of the voting members.

Section 5 – Conduct of Meetings: The meetings shall be conducted in accordance with the most current version of *Robert's Rules of Order* in every case where applicable and in which those rules are not inconsistent with these bylaws. For each meeting, the Board may appoint a parliamentarian at its discretion to maintain the rules of order for that meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Governing Body: The governing body is the Board of Directors, which has authority and is responsible for governance of COVD. The Board establishes policy and monitors implementation of policy by committees and COVD's staff under the direction of the Executive Director.

Section 2 – Composition of the Board: The Board of Directors consists of:

- a. Officers: President, President-Elect, Secretary-Treasurer, and Immediate Past President;
- b. Four Directors
- c. The Executive Director serves as an ex officio non-voting member of the Board of Directors.

Section 3 – Duties of Officers and Directors:

- a. President – The President is the chief elected Officer and chairs the Board of Directors and the

Executive Committee and serves as an ex officio member of all committees and task forces; shall be the presiding Officer at all meetings; shall render an annual report to the membership; and shall appoint, with the approval of the Board of Directors, the chairpersons of the various committees and task forces as may be necessary.

- b. President-Elect – The President-Elect is a member of the Executive Committee. In the absence of the President presides over meetings and performs other duties as may be needed. The President-Elect automatically succeeds to the office of President.
- c. Secretary-Treasurer – The Secretary-Treasurer is a member of the Executive Committee. The Secretary-Treasurer serves as President-Elect when that Officer is unable to serve.
- d. Immediate Past President – The President becomes the Immediate Past President following his or her term as President. The Immediate Past President is a member of the Executive Committee.
- e. Directors – The Directors shall coordinate appropriate and assigned committee activity.
- f. Executive Director – The Executive Director is the chief employed Officer and manages COVD at the direction of the Board of Directors. The Executive Director also serves as the Credentialing Director of the International Examination and Certification Board (IECB), and may also appoint a staff member to serve as the IECB Credentialing Director at his or her sole discretion. The Executive Director has exclusive authority over the staff of COVD. The Executive Director is engaged by the Executive Committee of COVD subject to confirmation by the Board of Directors.

Section 4 – Terms:

- a. Officers other than the Executive Director serve a one-year term and are eligible for re-election for an additional one-year term.
- b. Directors serve a three-year term and are eligible for re-election for an additional three-year term.
- c. Other than the Executive Director, Officers and Directors are installed during, and their terms coincide with, the banquet held during the annual education meeting.

Section 5 – Vacancies:

- a. The President-Elect shall succeed automatically to President should that office be vacated prior to term end.
- b. All other vacancies on the Executive Committee shall be filled by the Board of Directors.
- c. Vacancies among Directors shall be filled by the Board of Directors. The appointee will fill that vacancy only for the completion of the term.

Section 6 – Qualifications:

- a. All Officers and Directors, other than the Executive Director, shall be active Fellow members of COVD.
- b. To be eligible for nomination and election to the Office of President-Elect, the candidate shall have served as a member of the Board of Directors for at least two years.

Section 7 – Elections:

- a. The President is elected during the general membership meeting. This position is not nominated as the President-Elect automatically succeeds to the office of President.
- b. The President-Elect is nominated by the Nominating Committee and elected during the general membership meeting.
- c. The Secretary-Treasurer is nominated by the Nominating Committee and elected during the general membership meeting.

- d. The Immediate Past President is elected during the general membership meeting. This position is not nominated as the President automatically succeeds to the office of Immediate Past President following his or her term as President.
- e. The four Directors are elected annually by ballot of regular members at least 120 days prior to the annual membership meeting in which a Director term expires.

Section 8 – Board Meetings: The Board shall meet at least twice per year in person at an agreed upon time and place. One meeting shall take place in conjunction with the annual education meeting.

Section 9 – Quorum: Two-thirds of the voting Board members at in-person or teleconference meetings shall constitute a quorum. When voting without a meeting, a quorum for voting is one hundred percent of the Board. A quorum is necessary for business transactions to take place and motions to pass.

Section 10 – Compensation: Board members, other than the Executive Director, do not receive compensation for their services but may be reimbursed for expenses.

ARTICLE V – COMMITTEES AND MISCELLANEOUS

Section 1 – Executive Committee: The Executive Committee consists of the Officers of COVD. It may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where the Executive Committee action is temporary and subject to ratification by the Board.

Section 2 – Other Committees: The Board may create committees as needed. The COVD President appoints, with the approval of the Board of Directors, all committee chairs.

Section 3 – International Examination and Certification Board: COVD and the International Examination and Certification Board (IECB) shall be organized and operated at all times in a manner to be fully consistent and compliant with the terms and conditions contained in the College of Optometrists in Vision Development Agreement of Support for the International Examination and Certification Board.

Section 4 – COVD and COVD Chapters: COVD and COVD Chapters shall be organized and operated at all times in a manner to be fully consistent and compliant with the terms and conditions contained in the Chapter Affiliation Agreement. COVD and COVD Chapters are separately incorporated organizations and each shall operate in a manner consistent with its own individual organizational bylaws and the applicable provisions of these Bylaws.

Section 4 – Indemnification: Directors, Officers, IECB members, and employees are indemnified by COVD to the full extent permitted by law.

Section 5 – Amendments: These Bylaws may be amended by a two-thirds (2/3) vote of the regular members voting at any business meeting of the general membership, providing that notice of the proposed change has been sent to all members at least sixty (60) days prior to the meeting at which the change is to be voted upon. Members unable to attend the general membership meeting have the right to request a written ballot or an official proxy form.

Adopted April 14, 2016 replacing existing Constitution and Bylaws.