

BYLAWS OF THE
MARYLAND OPTOMETRIC ASSOCIATION, INC.
Last Approved Update: November 7, 2009

ARTICLE I - AFFILIATION

Section 1. American Optometric Association

The Maryland Optometric Association, Inc. shall be affiliated with the American Optometric Association, Inc., under the rules and conditions provided in the Constitution and Bylaws of the American Optometric Association, Inc.

Section 2. Local Societies

Any seven (7) or more Active Members of the Maryland Optometric Association who individually practice more than fifty percent (50%) of their time in a geographically defined jurisdiction may, upon written application to, and with the approval of, the Board of Directors of this Association become affiliated with this Association as a local optometric society, under the rules and conditions set forth below.

A. Structure and Requirements of Local Affiliate Societies

1. Each local affiliate society must elect officers to organize and administer that society. The minimum number of officers shall be president, vice president and secretary/treasurer. The duties of the secretary/treasurer may be separated between a secretary and a treasurer. Among the duties of the President shall be the responsibility to serve on the Board of Directors of the Maryland Optometric Association with the understanding that the local affiliated society may annually elect or appoint another member to represent it on said Board in lieu of the President.
2. Each affiliate society must adopt bylaws governing the activities of that society and describing the duties of its officers and committees. These bylaws must be submitted to, and approved by the Board of Directors of the Maryland Optometric Association. Any subsequent amendments to these bylaws must be approved by the Maryland Optometric Association Board of Directors.
3. Each local society must hold a minimum of four (4) regular meetings of its membership annually.
4. Each local society may require dues but such dues may not exceed ten percent (10%) of the dues established for the Maryland Optometric Association. Any local society may request a waiver to this subsection of these bylaws by appealing to the Maryland Optometric Association Board of Directors.
5. All members of local societies must be members of the Maryland Optometric Association under the conditions set forth in Article II of these Bylaws.
6. The Maryland Optometric Association Board of Directors may review each local society structure, performance, and compliance to these regulations for renewal of the affiliation of the society with this Association.

B. Geographical Boundaries of Affiliate Societies

The geographical boundaries of each local affiliate society shall be determined by the Board of Directors of the Maryland Optometric Association and may be reviewed and altered from time to time upon written request of a society. In no event, however, may the designated geographical boundaries of two or more societies overlap one another.

Article II Membership

Section 1. Application for Membership

An applicant for membership in any of the classifications specified in Article II, Section 2 of these Bylaws, except Student, Honorary or Associate, must affiliate through the local society in whose designated area the applicant's principal practice, employment or residence is located. An application for membership shall be made upon forms provided by the Secretary/Treasurer, and shall be referred to the Membership Committee of the Maryland Optometric Association. Said committee, after due investigation, shall report at the following meeting of the Board of Directors. The application shall then be presented for ballot, and a majority of favorable votes of the members of the Board of Directors present shall constitute an acceptance.

Section 2. Classification of Membership

The classifications of membership in this Association shall be:

- A. Active
- B. Partial Practice
- C. Federal Service
- D. Special Class
- E. Student
- F. Retired
- G. Life
- H. Honorary
- I. Associate

Section 3. Qualifications, Privileges, and Responsibilities of Each Classification

A. Active Member

- 1. Qualification -- Any optometrist, licensed to practice Optometry in the State of Maryland, who is actively engaged, practicing 17 hours or more, in the practice of Optometry, and who has been accepted as a member and maintains full membership in the appropriate local society of the Maryland Optometric Association, Inc.
- 2. Privileges -- Active Members shall hold membership in the American Optometric Association and shall have the privilege of the floor and the right to vote at any meeting of this Association; shall be eligible to hold office; shall be eligible for any insurance program adopted by the Association; shall receive national and state publications; may enjoy the moral support of this Association and shall enjoy association with fellow members of their

profession, and such other privileges as are contingent upon maintaining active membership.

3. Responsibilities -- It shall be the duty of each Active member to maintain the honor and dignity of the profession of Optometry; to discharge his or her duty with fidelity and integrity; to pay dues as required by the Bylaws; to attend meetings regularly; to maintain a level of professional competence through systematic programs of postgraduate education; to serve as officers or on committees of his or her local or state society consistent with his or her abilities; and to participate in programs approved by the Maryland Optometric Association, Inc. The assignment of active members to committees and to approved programs will be made by the President, as stipulated in Article III, Section 2, A, and with the approval of the Board of Directors.

B. Partial Practice Member

1. Qualifications -- Any Active member of this Association who is in good standing with his or her affiliated local society, who works sixteen (16) or fewer hours per week in compensated optometrically related activities, and who is certified annually by his or her local society as a Partial Practice member.
2. Privileges -- The privileges for Partial Practice members shall be the same as those for Active members.
3. Responsibilities -- The responsibilities for Partial Practice members shall be the same as those for Active members.

C. Federal Service Member

1. Qualifications -- An optometrist on active duty in the armed services of the United States, or in the commissioned Corps of the United States Public Health Service, or a full time employee of the Veterans Health Administration or other federal government entity, whose duty station or permanent residence is located in the State of Maryland.
2. Privileges -- The privileges for Federal Service members shall be the same as those for Active members.
3. Responsibilities -- The responsibilities for Federal Service members shall be the same as those for Active members.

D. Special Class Member

1. Qualifications -- An optometrist not engaged in the industrial, clinical or private practice of optometry, and not in the federal services whose employment or permanent residence is located in the State of Maryland.
2. Privileges -- The privileges for Special Class members shall be the same as those for Active members.
3. Responsibilities -- The Responsibilities for Special Class members shall be the same as those for Active members.

E. Student Member

1. Qualifications -- A person who is a student in a school or college

of optometry accredited by the Council on Optometric Education of the American Optometric Association. If the Student has been granted student membership in the American Optometric Association and if the student is a resident of the State of Maryland, he or she may be granted student membership into the Maryland Optometric Association. His or her membership shall continue as such, until he or she has graduated.

2. Privileges -- Student members shall be granted the privilege of attending all open Maryland Optometric Association meetings, the privilege of the floor at those meetings, and the right to receive all publications of this Association. Student members shall not have the privilege of voting or holding office.
3. Responsibilities -- It shall be the duty of student members to maintain the dignity of the profession at all times, and to conduct themselves in a manner which will bring credit to themselves, the profession and to their academic institution.
4. Application -- Applications for Student members should be instituted by the student through the Membership Committee of the Maryland Optometric Association.

F. Retired Member

1. Qualifications -- An optometrist who has been an Active, Partial Practice, Federal Service or Special Class member and who is no longer engaged in compensated optometrically-related activities, whose status is certified annually by his or her affiliated local society; and who has not been approved for Life membership in his or her local society or the Maryland Optometric Association.
2. Privileges -- The privileges for Retired members shall be the same as those for Active members.
3. Responsibilities -- The responsibilities for Retired members shall be the same as those for Active members.

G. Life Member

1. Qualifications -- An optometrist who has attained the age of 65 and has been an Active, Partial Practice, Special Class, or Federal Service member for 25 years, 15 of which have been continuous, with no record of suspension or disciplinary action is eligible to apply provided he or she meets the following requirements:
 - a. He or she must submit, in writing, to his or her local society and the Maryland Optometric Association, a request for Life membership, stating his or her degree of activity as an optometrist in terms of time and effect or income.
 - 1) That the member who has attained the age of 65, is not practicing full time, i.e., working 30 hours or more per week whether in practice, teaching or consulting, at the time of application.
 - 2) That the member who has attained the age of 75 may be in practice.

- 3) That, if evidence of incapacity is submitted properly to the local and the Maryland Optometric Association, age and status of practice are not a restriction to life membership.
 - b. He or she must already have been elected to Life membership by his or her local society.
 - c. He or she must be recommended for this honor by his or her local society.
 2. Privileges -- The privileges of Life members shall be the same as those for Active members.
 3. Responsibilities -- It shall be the duty of each Life member to maintain the honor and dignity of the profession and to discharge this duty with fidelity and integrity.
- H. Honorary Member
1. Qualifications -- Honorary members of this Association shall be those who have performed a significant service in the field of health, optometry, optics, or have rendered an outstanding contribution to the advancement of the profession of Optometry.
 2. Privileges -- Honorary members shall receive the publications of the Association, but they shall not vote, hold office or serve on committees.
 3. Responsibilities -- It shall be the duty of each Honorary member to maintain the honor and dignity of his or her profession and to continue to conduct him or herself in a manner which reflects credit upon self, profession and optometry. No dues shall be required of the Honorary member.
 4. Application -- Honorary members may be proposed to the Board of Directors by any member of the Maryland Optometric Association, and shall be approved by a majority vote of the Board which shall review the status of Honorary members annually.
- I. Associate Member
1. Qualifications -- The following individuals shall be eligible for Associate membership:
 - a. Any optometrists not currently engaged in the practice of optometry in the State of Maryland. This may include, but not be limited to, optometric educators and administrators, former members now residing or practicing in another state, or optometrists wishing to practice in Maryland who have not yet been licensed to do so.
 - b. Any optometrist who is a member of the American Optometric Association through either the Armed Forces Optometric Society or another state optometric association and who practice part time in Maryland.
 - c. A paraoptometric who holds credentials from the American Optometric Association's Paraoptometric Section and who is and continues to be sponsored by a member in good

standing of this Association.

2. Privileges -- Associate members shall be invited to all regular and open meetings of this Association and shall be granted the privilege of the floor at these meetings, but not the privilege of voting or holding office. They shall receive all publications of this Association.
3. Responsibilities -- It shall be the responsibility of each Associate member to maintain the honor and dignity of the profession of optometry by exemplary conduct in all of his or her activities. He or she shall pay dues as stipulated through systematic programs of post graduate education.
4. Application -- Application for Associate membership shall be made to the Secretary/Treasurer of the Association.

Section 4. Suspension of Members

Any member who fails to pay his or her dues in the time prescribed in these Bylaws shall be notified by the Treasurer or a designee, in writing, of this violation and a period of thirty (30) days shall be permitted for correction, or to achieve a satisfactory arrangement of correction. Continuing violation after this period shall be presented to the Board of Directors and a majority vote of the Board will cause the member to be suspended.

Section 5. Expulsion of Members

Any member who shall violate these Bylaws or whose license to practice optometry in the State of Maryland shall be revoked by the Board of Examiners in Optometry may be subject to expulsion from membership. Should the matter of member expulsion be brought to the attention of this Association's Board of Directors, the President shall take all testimony, conduct a proper investigation in which the member in question shall have all the rights of due process, and present a report of the findings to the President of said member's local affiliated society for action at its next regular meeting. An affirmative vote of two-thirds (2/3) of the local society members present and voting shall be required to expel a member. Failure to pay dues in a manner prescribed by the Board of Directors shall be grounds for immediate expulsion.

Section 6. Resignation

Any resignation from a local society of this Association must be in writing, and must be accepted by the Board of Directors of the Maryland Optometric Association, provided said member is in good standing and no charges of violation of the Constitution or Bylaws are pending against said member. The Secretary/Treasurer of the Association will notify the member of the decision by the Board of Directors on the resignation. Said member shall be responsible for all financial obligations to the Association and may not be reinstated into membership until all such financial obligations are resolved to the satisfaction of the Board of Directors.

Section 7. Reinstatement of Resigned; Suspended; or Expelled Members

Application for reinstatement of a resigned, suspended, or expelled member shall be governed by Article II, Section 1 of these Bylaws.

Section 8. Illness or Disability of Members

Any member who is disabled, has a prolonged illness which requires a limitation of his or her practice activity, or for any other reason considered valid by the Board of Directors, may have his or her dues and/or Association duties reduced by majority action of the Board of Directors for the duration of his or her illness or disability.

ARTICLE III - OFFICERS

Section 1. Order of Seniority

The officers of this Association, in order of their seniority, shall be: President, President-elect, two Vice Presidents, and Secretary/Treasurer.

Section 2. Duties of Officers

- A. President -- The President shall preside at all regular meetings of this Association and its Board of Directors; appoint all Department and Committee chairpersons and committee members subject to the approval by a majority vote of the Board of Directors; be ex-officio member of all committees and all similar subordinate bodies; certify, together with the Secretary/Treasurer, to all official acts of the Association, fill all vacancies, for the unexpired terms, as provided in these Bylaws; be the official spokesperson for the Association; be responsible for carrying forth motions and resolutions so passed by the Board of Directors and have the authority to assign to members such responsibilities as are necessary for the conduct of Association policy. The President shall attend those meetings representing the Association which the Board of Directors feels are necessary and may be reimbursed for expenses as determined by the Board of Directors where not otherwise specified in these Bylaws.
- B. President-elect -- The President-elect shall perform all duties of the President, with the approval of the Board of Directors, in the event of the absence or inability to act by the President; he or she shall coordinate the activities and functions of the committees assigned to him or her and report on those committees' activities at regular and/or Board of Directors meetings as specified by the Board of Directors and shall be reimbursed for such expenses as the Board may approve where not otherwise cited in these Bylaws. The President-elect shall be an ex-officio member of all committees.
- C. Vice Presidents -- There shall be two Vice Presidents, both having equal status. In the event of the absence of the President and the President-elect at the same time, that Vice President who has been an active member of this Association the longest shall assume the chair at any regular or Board of Directors meeting. Each Vice President shall coordinate the activities and affairs of those committees of this Association as appointed by the President with approval by a majority vote of the Board of Directors. They shall report at any regular or Board of Directors meeting of the activities of their respective committees upon the request of the President, and they shall attend all Board and regular meetings of this Association and shall be considered an ex-officio member of any standing committee. Either Vice President may be considered the official spokesperson of this

- Association only when so assigned by the President.
- D. Secretary/Treasurer -- The Secretary/Treasurer shall be responsible for seeing that accurate records and minutes are kept of the regular meetings of the Association and the Board of Directors and shall transmit a copy of said minutes to all Board members; he or she shall give proper notice of meetings of both bodies; certify, along with the President, to all official acts of the Association; keep the official copy of the Constitution and Bylaws of this Association; notify all officers, chairpersons, and committee members of their nomination, election or appointment; and see that a proper meeting place is provided for all regular and Board of Directors meetings. The Secretary/Treasurer shall also be responsible for overseeing the funds of the Association and for seeing that such funds are deposited in institutions approved by the Board of Directors; he or she shall disburse monies upon approval by duly authorized members, sign all checks, keep an accurate account of all financial transactions of the Association and shall make a report of the same at all regular and Board of Directors meetings. He or she shall serve on the Finance & Budget Committee, collect dues, and be responsible for paying appropriate dues to the American Optometric Association. He or she shall attend all regular and Board of Directors meetings of the Association. Any of the duties of the Secretary/Treasurer may be performed by the Executive Director or appropriate staff as directed by the Board of Directors. If the Secretary/Treasurer is performing the treasury functions, he or she shall furnish an appropriate bond, premium to be paid by the Association.

Section 3. Nomination of Officers

The Nominating Committee shall be comprised of the most immediate and available Past President, who shall be chairman, and the presiding officers of all local affiliate societies. It shall submit to the Secretary/Treasurer, not later than one (1) month before the fall meeting of the Association, a slate of candidates for office. The Nominating Committee report shall be circulated to the membership not less than twenty (20) days before the fall meeting. Additional nominations may be made provided they are made in writing and with the written consent of the nominee and received by the Secretary/Treasurer of the Association not less than ten (10) days in advance of the fall meeting. The Secretary/Treasurer shall be responsible for seeing that all those members with the privilege of voting are notified of any additional nominations, in writing, immediately. There shall be no nominations accepted on the floor.

Section 4. Election Date

Election of officers shall take place at the regular fall annual meeting of the Association.

Section 5. Voting

All members of the Association whose dues are paid in full to date and who are entitled to vote under Article II of these Bylaws may vote at the annual fall election. A candidate must have a majority of votes cast to be elected. In the event that there are more than two candidates for one office, and none has a

majority of votes cast in the first ballot, there shall be a second ballot taken between the top two finishers of the first ballot. Voting by proxy will not be permitted.

Section 6. Term of Office

The term of office of all officers of this Association shall be one (1) year, or until their successors are duly elected. Any officer may be elected to additional one (1) year term. Newly elected officers will assume their duties on the last day of the annual fall meeting after being duly elected.

Section 7. Vacancies

A vacancy in the office of President shall automatically be filled by the President-elect. Should a vacancy occur in any other elective office, the President shall have the power to fill such vacancy by appointment, with the approval of the Board of Directors, for the unexpired term.

Section 8. Malfeasance and Misconduct in Office

Charges may be brought forth against any elected officer or any member of this Association for malfeasance or conduct unbecoming a member of the profession of Optometry by any three or more Active members in good standing of this Association. The charges shall be submitted, in writing, to the Secretary/Treasurer. The Board of Directors shall meet within a reasonable amount of time after the charges are received and shall decide by a three-fourths (3/4) vote whether the officer should be impeached. The officers against whom charges have been brought shall have all the privileges of due process.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Members

The members of the Board of Directors shall be the duly elected officers of the Association, the Immediate Past President of the Association, and the president, or annual elected or appointed representative of each local society which adheres to the requirement of local societies as indicated in Article I, Section 2 of these Bylaws.

Section 2. Non-Voting Members

Non-voting members of the Board shall be the Executive Director of this Association.

Section 3. Duties of the Board of Directors

The Board of Directors shall be the policy making body for this Association, and it shall direct the President to initiate such steps as may be necessary for the good and welfare of the Association. Its members shall be directly responsible for the activities of the committees and actions of the Association. The Board shall act in an advisory capacity to the President in the appointment of committee chairmen, and it shall approve or disapprove all committee appointments. There shall be at least six (6) meetings of the Board of Directors each year. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at these meetings.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1. Members of the Executive Committee

The Executive Committee shall consist of the elected officers of the Association and the Immediate Past President. The President shall serve as chairman.

Section 2. Duties of the Executive Committee

The Executive Committee of the Association shall have the authority to act in the interest of the Association in the interim between regular and special meetings of the Board of Directors provided that such actions are within the scope of authority given it by the policies of the Board and with the understanding that any actions are subject to the approval of the Board at its next meeting.

ARTICLE VI - COMMITTEES

Section 1. Standing Committees

The following shall be the standing committees of the Association:

- A. Executive Committee
- B. Legal & Legislative
- C. Membership & Member Benefits
- D. Education & Convention
- E. Public Information & Public Relations
- F. Finance & Budget
- G. Nominations
- H. Awards & Recognition

Section 2. Ad hoc Committees

The Board of Directors shall have the authority to appoint special ad hoc committees or task forces.

Section 3. Sub-Committees

Any duly appointed committee of this Association shall be able to establish smaller sub-committees for specific functions provided that all decisions of the sub-committee are approved by the Committee as a whole before being referred to the Board of Directors

Section 4. Duties and Composition of Committees

A. Executive Committee

As stipulated in Article V, the Executive Committee shall consist of the elected officers of this Association and the Immediate Past President. The President shall serve as chairman. Among the duties of this committee shall be the authority to act in the interest of the Association in the interim between regular and special meetings of the Board of Directors, provided that such actions are within the scope of authority given it by the policies of the Board and with the understanding that any actions are subject to the approval of the Board at its next meeting. Further, the Executive Committee shall be responsible for the administrative affairs of the Association which shall include those concerning the internal operations of the Association and the administrative staff as well as those affecting the Constitution and Bylaws.

- B. Legal & Legislative -- The Legal & Legislative Committee shall be comprised of a chairman who shall be appointed by the President, with the approval of the Board of Directors, as well as not fewer than four other members of the Association. The presidents of all local affiliated societies shall be invited in a non-voting ex-officio position to attend all meetings of the committee or they may send representatives in their stead. The Committee shall be assigned by the President those areas of responsibility

concerned with the legal, legislative, political and judicial interest and activity of this Association. The Committee Chairman shall report directly to the President-elect and he or she shall also serve as the communication link between the Association and its legal counsel.

- C. Membership & Member Benefits -- With first consideration given to one of the two vice presidents, the President, with the approval of the Board of Directors, shall appoint a chairman of the Membership & Member Benefits Committee. It shall be the duty of this committee to assist the local societies in promoting membership and in seeing that member applications are expeditiously administered. The committee shall also be responsible for the development and implementation of various member benefits which from time-to-time may be of value to the profession including those programs associated with insurance.
- D. Education & Convention -- With first consideration given to a vice president, the President, with the approval of the Board of Directors, shall appoint a chairman of the Education & Convention Committee. This Committee shall be assigned by the President those areas of responsibility concerned with the professional, academic and educational activities of the members of the Association. In addition, it shall be assigned functions relative to the areas of research, optometric students, and the schools and colleges of optometry. It shall be charged with the responsibility of developing and providing post-graduate continuing education programs for the members and for Maryland optometrists, in general. Further, it shall be responsible for the coordination and implementation of the Association's Annual Meeting and Convention or any meeting conducted for the general membership.
- E. Public Information & Public Relations -- With first consideration given to a vice president, the president, with the approval of the Board of Directors shall appoint a chairman of the Public Information & Public Relations Committee. The duties of the Committee shall be to monitor and conduct various public information and public relations activities on behalf of the profession of optometry and the members of this Association.
- F. Finance & Budget -- The Finance & Budget shall have as its chairman the Secretary/Treasurer. Also serving on the Committee shall be the President, President-elect and the immediate past president. The Executive Director and the duly appointed accountant of the Association shall also serve in a non-voting capacity on the Committee. As called for in Article VIII, Sections 2 and 3 of these Bylaws, the Committee shall prepare and recommend an annual budget and shall be responsible for conducting an annual review of the Association's financial records or for seeing that one is carried out by an independent accountant approved by the Board.
- G. Nominations -- The Nominating Committee of this Association shall be the Immediate Past President, who shall serve as chairman, and the president of the local affiliated societies. This committee shall be responsible for presenting a slate for the election of officers during the

annual meeting and for counting ballots in any election including those associated with the balloting for recommendations to the Governor of Maryland of appointment to the State Board of Examiners in Optometry.

- H. Awards & Recognition -- Each year the president shall appoint an Awards & Recognition Committee. The Immediate Past President, if available and willing to serve, shall serve as chairman. There shall be at least one other past president, if available and willing to serve, on the committee. In addition, the president, president-elect and the two vice presidents shall serve on the committee. The committee shall be responsible for the selection of all candidates to receive awards established by the Association and for recommending other awards when appropriate.

ARTICLE VII - Meetings

Section 1. Annual Meeting

There shall be an annual meeting of the members of this Association held in the Fall of each year.

Section 2. Quorum

A minimum attendance of ten (10) percent of the Active Members of the Maryland Optometric Association shall constitute a quorum for the transaction of business at regular meetings.

Section 3. Special Meetings

Special meetings of the Association may be called by the President or upon written request to the President, signed by a local Society president acting for his or her society's membership, or by petition signed by a minimum of ten (10) percent of the Active Members. The President will thereupon instruct the Secretary/Treasurer to send notice of said special meeting, stating its purpose to all members in good standing at least two weeks in advance of said meeting.

ARTICLE VIII - FISCAL AFFAIRS

Section 1. Fiscal Year

The fiscal year of the Association shall be January 1st through December 31st.

Section 2. Budget

The income of this Association shall be applied solely for its maintenance and promotion of its purpose. The Budget Committee shall submit a budget for approval each year by the second meeting of the Board of Directors.

Section 3. Audit

There shall be an annual review and report of the Association's financial records conducted by either an Audit Committee appointed by the President with the approval of the Board or an independent accountant approved by the Board.

Section 4. Dues

The annual dues for all categories of membership and other assessments of the Association shall be established each year by the Board of Directors. At no time shall the dues of any category be increased by more than five (5) percent without first having been approved by a majority of the membership at its annual or special meeting.

Section 5. Non-Payment Suspension

A bill for dues shall be sent to each member by the Treasurer which shall be considered due and sufficient notice. Members must make dues payments

regularly, unless special arrangements or considerations have been made with the Treasurer or the Board of Directors. If the dues are not paid in full by October 31st of any fiscal year, or a satisfactory payment plan approved, the Treasurer shall notify the member and his or her local Society president of this delinquency. A delinquent member shall be automatically suspended, and shall lose all privileges of membership.

Section 6. Reserve Funds

There shall be established two (2) funds. One (1) fund shall be known as the General Fund, which shall be composed of three (3) sub-funds to be known respectively as "Operating," "Insurance" and "Convention." Funds in these categories in excess of that required for normal operation shall be invested in interest bearing accounts. The second fund shall be known as the "Emergency Fund" and shall be a savings account. All funds shall be established in institutions chosen by the Treasurer for convenience and safety of assets subject to approval of the Board of Directors.

ARTICLE IX - EXECUTIVE DIRECTOR

Section 1. Selection

The Board of Directors shall have the power and authority to engage the services of a person or organization to serve as the Executive Director and/or other staff of the Association.

Section 2. Salary

The compensation of the Executive Director and/or other staff shall be fixed by the Board of Directors within the budgeted funds.

Section 3. Duties

The functions and duties of the Executive Director shall be to administer the business and other affairs of the Association as assigned by the Board of Directors; to supervise and coordinate the operation of the committees; and to perform such other duties as are ordinarily performed by the Executive Director.

ARTICLE X - AMERICAN OPTOMETRIC ASSOCIATION

Section 1. Congress

This Association is an affiliate of the American Optometric Association and is entitled to be represented on the floor of the AOA Congress, and to vote on any issues presented to this Congress. This Association shall, therefore, send Delegates and Alternates to the AOA Congress as required.

A. Delegates and Alternates

The President shall be considered the head of the delegation to the AOA Congress; in the event he or she is not available, the President-Elect shall assume this responsibility. Remaining delegates and alternates shall be selected by the Board of Directors at the appropriate Board meeting preceding the AOA Congress.

B. Delegation Responsibility

When previously instructed by the Board of Directors of this Association, the delegation shall be governed by such instructions; in all other matters, the delegation shall make decisions with caucus at the Congress.

C. Expenses

Funds shall be budgeted annually, at the discretion of the Board of

Directors, for partial reimbursement of the Congress expenses of the delegates.

D. Reports

The delegation shall report to the Board of Directors at the next meeting following the AOA Congress and it shall prepare a written report for distribution to the members immediately thereafter.

Section 2. Other AOA Meetings

At the discretion of the Board, the president or appropriate Board officers, committee chairman or appointed representatives shall attend AOA meetings as so required. For attending such meetings, such representatives will be reimbursed travel expenses as determined by the Board.

ARTICLE XI - RESOLUTIONS

Section 1.

All resolutions must be in writing and submitted to the Secretary/Treasurer of the Association at the beginning of any regular or special meeting of the Association. Resolutions shall require a two-thirds approval of the members present for their adoption.

Section 2.

The Executive Committee, acting as a Resolutions Committee, shall review the wording of any resolution adopted by the membership to determine its compliance with the Constitution, Bylaws and Rules of the Maryland Optometric Association, and it shall report its finding to the Board of Directors at its first meeting following the adoption of the Resolution.

Section 3.

If the resolution is approved by the Board of Directors, it shall be incorporated into the Resolution of the Maryland Optometric Association. If disapproved, it shall be held over to the next regular membership meeting where a two-thirds vote shall be required for its adoption.

ARTICLE XII - STATE BOARD OF EXAMINERS

(Note: The Maryland Association of Optometrists was granted on April 28, 1955, a change of name to the Maryland Optometric Association, Inc.)

Section 1. Eligibility

No persons shall be recommended by this Association for appointment to the Board of Examiners in Optometry for the State of Maryland unless he or she holds a Maryland State Board Certificate of Examination and has been engaged in the actual practice of Optometry in this State continuously for five years least past, and is a resident thereof. No persons shall be recommended by this Association for appointment to the Board of Examiners in Optometry for the State of Maryland to serve more than two terms.

Section 2. Selection

The Association shall be governed in its selection of names for the State Board of Examiners by Chapter 343, Section 11-10 (a) Annotated Codes of Maryland (1991) and/or its successor amendments.

Section 3. Investigation

The Secretary of the Board of Examiners of Optometry for the State of Maryland shall see that a list of all optometrists eligible as per Section 1 of this Article is

submitted to the Association at least two months prior to the Annual Meeting of the Association. The Association shall survey those eligible for said election and upon the written acceptance of candidates shall prepare a ballot for distribution to all those eligible to vote. The balloting shall be done in time for votes to be counted at the Annual Meeting.

Section 4. Method and Date of Selections

Voting will be done in time for the Annual Meeting of this Association. All Maryland licensed optometrists who are actively engaged in the practice of Optometry in this state shall be presented a ballot in accordance with the election policies of the Association Board of Directors.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The meetings of this Association shall be governed by the rules of order as prescribed in "Robert's Rules of Order" insofar as the same are not superseded by the Constitution and Bylaws and have applicability.

ARTICLE XIV - AMENDMENTS

The Constitution and Bylaws of this Association may be altered or amended at any regular or special meeting of this Association by a two-thirds vote of the members present, provided that a true copy of said amendment shall have been submitted to each member by the Secretary/Treasurer not less than thirty (30) days prior to the meeting at which said amendment is to be voted upon.

ARTICLE XV - ORDER OF BUSINESS

The Order of Business for meetings of this Association shall generally be:

- A. Call to Order
- B. Approval of Minutes
- C. Review of Financial Reports
- D. Reports of Officers
- E. Reports of Committees
- F. Old Business (from Table)
- G. New Business
- H. Announcements
- I. Adjournment

ARTICLE XVI - DISSOLUTION

The Association may be dissolved by vote of the Members as prescribed by statute. If the Association should be dissolved, no member or other private individual shall receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the Association which remains after all debts or obligations have been paid shall be distributed to one or more nonprofit corporations which are then exempt from federal income taxes under the provision of Section 501 (a) of the Internal Revenue Code of 1986, as amended, and which in the sole discretion of the Board of Directors, has as all or part of its purposes or is actively engaged in activities similar to the purposes of the Association. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County Baltimore City in which the principal office of the Association is then located, to such organization or organizations as said court shall determine, which are exempt from federal income taxes under the provisions of Section 501 (a) of the Internal Revenue Code of 1986, as amended.