

Texas Optometric Association, Inc. Bylaws

Article I—Definitions

I.A—A term shown in *italics* is expressly defined in an Article within these bylaws. The meaning of any such term shall, throughout these bylaws, be that meaning contained within the defining Article.

I.B—All other terms are used in the sense ordinarily understood in general use.

I.C—All terms followed by an abbreviation, or shorten term, in parentheses shall thereafter be referred to by the abbreviation or shortened term.

Article II—Constitution

The Constitution of the *Texas Optometric Association, Incorporated*, a Texas Non-Profit Corporation (“TOA”), shall be the Corporate Charter, as amended or restated from time to time in compliance with all applicable Texas and Federal laws, and recorded by the Texas Secretary of State.

Article III—Purpose

The purpose of the TOA shall be to care for, and to improve, the visual welfare of all Texans by uniting Texas optometrists; by improving the art and science of optometry; by elevating unceasingly the ethical standards of the optometric profession; by protecting the right of freedom of choice in choosing one’s health care providers; by urging the passage and the enforcement of laws that prevent those who are not trained, qualified, and licensed from practicing optometry, or any part thereof; and by coordinating efforts with other health care professions to achieve common goals.

Article IV—Membership

IV.A—Member—A *member* of the TOA (“*member*”) shall be a Doctor of Optometry (“an *OD*”), or an individual, who is eligible for membership (IV.B); and who has been nominated for membership, or has applied for membership; and who has been accepted for membership (IV.C), and who, when applicable, remains in *Good Standing* (IV.E) in his or her *Constituent Society* (“*Society*”) (IX.A) and in the TOA, and the *American Optometric Association* (“AOA”).

IV.B—Membership Classes—An *OD* (IV.A), or an individual, shall be eligible to become a *member* (IV.A) of the TOA if he or she meets the requirements of one of the following membership classes:

IV.B.1—Active—An *OD* who maintains a valid Texas optometric license, and who lives and practices optometry in Texas.

IV.B.2—Partial Practice—An *OD* who maintains a valid Texas optometric license, and who lives and practices optometry in Texas, and who practices optometry twenty four (24) or fewer hours per week, and who has curtailed his or her activities in the practice of optometry due to health, age, or other factors.

IV.B.3.a—Federal Service—An *OD* who is on active duty in the United States Armed Services, or on active duty in the Commissioned Corps of the United States Public Health Service, or a full-time employee of the Veterans Administration or other entity of the Federal Government.

IV.B.3.b—A Federal Service member shall be stationed in Texas, or shall maintain a valid Texas optometric license.

IV.B.3.c—Federal Service membership shall expire at the end of the calendar year in which the *member* leaves full-time Federal service.

IV.B.4.a—Distinguished—A *member* who has completed the term of office of *TOA President* (V.A).

IV.B.4.b—Distinguished membership shall begin immediately upon completion of the term of office.

IV.B.4.c—Distinguished membership shall continue so long as he or she remains a *member*.

IV.B.5—Optometric Educator—An *OD* not involved in the health care industry, or eligible for *Federal Service* membership, and shall include an *OD* who is engaged in school related activities such as teaching, research, or administration at a school or college of optometry in the United States, accredited or pre-accredited by the Accreditation Council of Optometric Educators, or engaged in school related activities such as teaching, research and administration at a school or college in the United States, and who is directly compensated by such school or college, shall be eligible for classification as an Optometric Educator Member of this Association. Such optometric educator members are permitted to engage in the practice of optometry for no more than 16 (sixteen) hours per week.

IV.B.6.a—Retired—An *OD* who has been an *Active*, or a *Partial Practice*, or a *Federal Service*, or a *Special Class member*, and who is no longer engaged in compensated activities related to optometry, and who has not been approved for *Life* membership in the *TOA*, and who is age fifty-five (55) or older.

IV.B.6.b—A *Retired member's* status shall be certified by the member's *Society*. If no *Society* exists in the area where the *Retired* member lives, then the *Board of Trustees* ("*Board*") (V.B) shall certify the status of *Retired* members annually.

IV.B.7—Life—An *OD* who has long and faithfully served the *TOA*; and is a *Retired member*, or a *Partial Practice member* who has accumulated forty-five (45) or more years of membership in the *AOA*; or an *Active member*, regardless of age or practice status who is permanently disabled."

IV.B.8.a—Affiliated—An *OD* who maintains a valid Texas optometric license, and who lives and practices outside of Texas, and who meets all other requirements, and who is a member of their resident State Association.

IV.B.8.b—An optometric educator who is not licensed in Texas, and who is an active member of the faculty or the administration of an accredited Texas school or college of optometry.

IV.B.8.c—A Paraoptometric staff member who is in the continued employ of a *member*.

IV.B.9.a—Student—An individual who is a student at a school or college of optometry that is accredited by the Council of Optometric Education of the *AOA*, and who is in good standing with the Student Texas Optometric Association at his or her school college of optometry, if one exists.

IV.B.9.b—An *OD* who is not practicing, and who is a full-time student at an accredited institution of higher education.

IV.B.9.c—*Student* membership shall continue while the optometry student is in good standing as an optometry student, and until he or she has graduated, and he or she has completed an internship and/or a residency program, as prescribed by law; or while the *OD* is not practicing, and while he or she is a full-time student.

IV.B.10—Spouse—The spouse of each *member*, active in the *TOA*, shall be encouraged to join the American Foundation for *Vision Awareness* ("*AFVA*").

IV.B.11—Associate—An individual, or a company, in the eye care industry; or other individual that is interested in supporting optometry and the *TOA*.

IV.B.12—AOA Past-Presidents—Any *Member* who has distinguished himself or herself by serving as an *AOA President* shall thereafter, as long as he or she remains in *good standing*, be honored by a waiver of all State Affiliate dues and assessments.

IV.B.13—*Affiliated*, *Spouse*, and *Associate members* shall neither hold office, nor have voting privileges in the *TOA*.

IV.C—Applications and Nominations for Membership—An *OD* (IV.A), or an individual, eligible to become a *member* (IV.A), shall apply, or shall be nominated, according to the following:

IV.C.1—Application for Membership or Reinstatement—An *OD* applying for membership or reinstatement as an *Active* (IV.B) *member*, or a *Partial Practice* (IV.B) *member*, or a *Retired* (IV.B) *member*, or as a *Federal Service* (IV.B) *member*, or a *Special Class* (IV.B) *member*, or an optometry student applying for membership or reinstatement as a *Student* (IV.B) *member*, or an individual, or a company, applying to become an *Associate* (IV.B) *member*; or a spouse of a *member* (IV.A) applying for membership to *AFVA*; shall submit a written application directly to the *Board* (V.B).

IV.C.2—Nomination for Membership—A *Society* nominating an *OD for Life* (IV.B) membership, or an individual for *Honorary* (IV.B) membership, shall submit a written nomination to the *Board*.

IV.C.3—The *TOA* (II) shall make available Application Forms and Nomination Forms to applicants and *members*.

IV.C.4—Nominations for *Honorary* (IV.B) membership that are approved by the *Board* shall be referred to the *House of Delegates* (“the House”) (VI.A) for deliberation. If it is in the best interest of the *TOA* for an *Honorary* membership to be granted before the *House* meets again, then the *Board* is authorized to approve the *Honorary* membership.

IV.C.5.a—The *Board* shall deliberate all applications and nominations in a timely manner.

IV.C.5.b—Upon approval by the *Board*, membership shall begin immediately.

IV.C.5.c.i—The *Board* shall assign *Active, Partial Practice, Distinguished, Special Class, Retired, and Life members* to the *Society* in which they live.

IV.C.5.c.ii—*Societies* shall accept for membership in the *Societies* all new *members*.

IV.D.1—Member Privileges—A *member* (IV.A), unless limited by their respective membership class, shall be privileged to participate in *TOA* and *Society* activities or functions; to claim membership in the *TOA* and *Society*; to be an *Officer* (V.A), a *Trustee*(V.B), or a *Delegate* (VI.A) of the *TOA*; to attend conventions of the *House* (VI.A); to represent the *TOA* and *Society* when appropriate; and to utilize any and all services offered by the *TOA* and *Society*, subject to the specific requirements of each service or benefit.

IV.D.2—A *member* may request permission to address the *House*. If granted by the presiding official, the member shall limit his or her address to the specific subject matter before the House at the time of the request.

IV.E—Good Standing—A *member* (IV.A) shall be in *Good Standing* if he or she has paid all *dues* (IV.F) owed to the *TOA* and to the *AOA*, and if the *member* is not under current censure, suspension, or expulsion for misconduct (IV.G) from the *TOA* or the *AOA*.

IV.F—Dues—Each *member* (IV.A) shall pay *dues* annually according to the following:

IV.F.1.a.Active Member Dues—Withstanding the limits set forth in the following sections, the *House* (VI.A) shall, by a two-thirds (B) majority vote, determine the annual *dues* for an *Active* (IV.B) *member*.

IV.F.1.b—The *Board* (V.B) shall notify the *members* of a proposed dues change sixty (60) days or more prior to the next meeting of the *House*.

IV.F.2—The *Board* shall set the annual dues for all other *membership classes* (IV.B).

IV.F.3.a—Therapeutic Optometrist Dues—For each *member* who is a Therapeutic *OD* (IV.A), as defined by the Texas Optometry Act, the annual dues shall be \$300.00 more than the annual dues of a *member* who is not a Therapeutic *OD*.

IV.F.3.b—If a Therapeutic *OD*, who is not a new licensee becomes a *member* during a portion of a year, then his or her annual dues shall be prorated as follows: during the first quarter of the year, the dues shall be \$225.00 more than a *member* who is not a Therapeutic *OD*; during the second quarter, \$150.00 more; during the third quarter, \$75.00 more; during the fourth quarter, no more.

IV.F.4.a—New Licensee Dues—A newly licensed *Active member* or *Special Class* (IV.B) *member*, shall not be required to pay annual *dues* during the calendar year in which he or she receives his or her a license to practice optometry.

IV.F.4.b—The annual *dues* for each of the first, the second, the third, the fourth, and the fifth calendar years thereafter shall be: ten percent (10%), twenty-five percent (25%), fifty percent (50%), and seventy-five percent (75%), and one-hundred percent (100%) respectively of the annual *dues* otherwise applicable.

IV.F.4.c—If a *member* has always paid full *dues*, then he or she may, at his or her discretion, elect to defer the ascending *dues* (**IV.F.3.b**) schedule to a later time period.

IV.F.5—New Member Dues—A new *member*, who is not a new licensee, shall, during the calendar year in which he or she joins, pay annual *dues* that is prorated according to the following: If a new *member* joins during the first quarter of the year, then he or she shall pay seventy-five percent (75%) of the annual *dues* otherwise applicable, during the second quarter—fifty percent (50%), during the third quarter—twenty-five percent (25%), and during the fourth quarter—no *dues* shall be paid.

IV.F.6.a—Dues Waiver—The *Board* may waive or reduce the annual *dues* for a *member* because of an economic misfortune, or because of a partial or total disability. An “economic misfortune” shall be defined as a *member’s* inability to pay annual *dues* due to extraordinary financial hardship resulting from an external condition over which the *member* has no control. Mode of practice, or employment, or relocation of practice, or part-time practice shall not be, *per se*, deemed an “economic misfortune.”

IV.F.6.b—A *member* shall request a waiver from his or her *Society* (IX.A). The *Society* shall verify the merit of the waiver request.

IV.F.6.c—The *Board* shall only consider written waiver requests submitted by a *member’s Society*. A *Society* shall only submit written *dues* waiver requests when the *Society* has also waived or reduced any applicable *Society* dues.

IV.F.6.d—The *Board* may establish a procedure for waiving or reducing the annual *dues* of a *member* who temporarily reduces his or her hours of practice due to a family leave or a medical leave.

IV.F.7—Reinstatement—A *member* who is reinstated by the *TOA*, and who has not been a *member* during the previous two (2), shall have his or her annual *dues* prorated in the manner described in **IV.F.5.**

IV.F.8—Active Members Aged Seventy and Older—For each *Active member* who is aged seventy (70) or older, the annual *dues* shall, during the first full calendar year after the *member’s* seventieth birthday, be reduced to seventy-five percent (75%) of the annual *dues* otherwise applicable; during the second year thereafter, reduced to fifty percent (50%); and for each year thereafter, reduced to twenty-five percent (25%).

IV.F.9—Methods of Payment—A *member* may pay annual *dues* on an annual or a monthly basis.

IV.F.10.a—Delinquency—*Dues* paid on an annual basis shall be considered delinquent if not paid in full within the first ninety (90) days of the calendar year. Monthly dues payments shall be considered delinquent if not paid within forty-five (45) days of the scheduled due date.

IV.F.10.b—A delinquent *member* shall be notified by registered mail of his or her delinquent status and impending suspension. A *member* who has not made payment arrangements within thirty (30) days of the notification date shall be automatically suspended.

IV.F.10.c—A suspended *member* who does not pay all delinquent dues within nine (9) months of the notification date shall be dropped as a *member* by a vote of the *Board*.

IV.F.10.d—A *member* who has been dropped for non-payment of dues may be reinstated by paying, in full, all current annual *dues* and by applying for reinstatement in the manner described in **IV.C.1.a** of these bylaws.

IV.G—Member Discipline—A *member* (IV.A) may be disciplined in the following manner:

IV.G.1.a—The *Board* (V.B) shall, without a hearing, expel any *member* who is required to, but fails to, maintain a valid Texas optometric license.

IV.G.1.b—The *Board* may, without a hearing, expel any *member* who is not in Good Standing in their respective *Society* (IX.A).

IV.G.2—The *Board* may, after a proper hearing, suspend, or expel, a *member* who has violated any state or federal law, or violated any state law regarding the practice of optometry, or violated a rule of the *TOA*.

IV.H.1—Constituent Society Dues—*Constituent Societies* shall neither assess nor collect *dues*.

IV.H.2—Of the *Annual Dues* collected, the *TOA* shall hold \$24.00 per active member, per year as dues for the benefit of each *Constituent Society*.

IV.H.3—Any member in *good standing* with the *TOA* shall be considered in *good standing* with their *Constituent Society*.

IV.H.2—The *TOA* shall account for dues collected for each respective *Constituent Society*, and shall disburse such funds, from time-to-time, in a manner directed by the *Society President* and *Society Secretary* through joint, written request.

IV.H.3—A *Constituent Society* may charge fees to its *members* and guests for the attendance at meals or similar events or for other purposes, but failure by a *member* to pay such fees shall not affect the *member’s good standing* or *privileges*.

Article V—Officers and Board of Trustees

V.A.—Officers—The *Officers* of the *TOA* (II) shall be the *President*, the *President-Elect*, the *Immediate Past-President*, and the *Secretary-Treasurer*.

V.A.1—President—The *President* shall have the following responsibilities, and such other responsibilities as prescribed by the *parliamentary authority* (XIV) adopted by the *TOA* and these bylaws:

V.A.1.a—Preside at all *TOA* meetings, or appoint a *member* (IV.A) to do so.

V.A.1.b—Call special conventions of the *House* (VI.A) upon the written request of the *Board* (VI.B), unless two (2) or more members of the *Board* dissent.

V.A.1.c—Call all regular meetings of the *Board*; and call special meetings of the *Board* upon the written request of four (4) or more members of the *Board*; and serve as the presiding officer of the *Board* in the absence of the *President-Elect*.

V.A.1.d.i—The *President* shall have the authority to create and empanel any ad hoc committee deemed desirable or necessary for the proper functioning of the *TOA*.

V.A.1.d.ii—Appoint all committee chairs, *standing* (VIII) and ad hoc, not otherwise impaneled in these bylaws; and serve as an ex-officio, non-voting member on all committees.

V.A.1.d.iii—All committee chair appointments shall be subject to *Board* approval.

V.A.1.e—Together with the *Secretary-Treasurer*, certify all official acts of the *TOA*.

V.A.2—President-Elect—The *President-Elect* shall have the following responsibilities, and such other responsibilities as prescribed by the *parliamentary authority* adopted by the *TOA* and these bylaws:

V.A.2.a.i—Serve as the Chair of the *Board*, and preside over all meetings of the *Board*.

V.A.2.a.ii – Serve as an ex-officio, non-voting member on all committees.

V.A.2.b.i—Assume the duties of *President*, in the event that the *President* is unable, or unwilling, to do so.

V.A.2.b.ii—The *President-Elect* shall serve the remainder of the unexpired term, and the full term thereafter.

V.B.2.c—With the advice and consent of the *President*, the *President-Elect* shall plan and prepare for the implementation of the programs and the committee chair appointments so desired to take immediate effect upon becoming *President*.

V.A.3—Secretary-Treasurer—The *Secretary-Treasurer* shall have the following responsibilities, and such other responsibilities as prescribed by the *parliamentary authority* adopted by the *TOA* and these bylaws:

V.A.3.a—Keep accurate records and minutes of *TOA* meetings and *Board* meetings.

V.A.3.b—Give proper notice of all *TOA* meetings and *Board* meetings.

V.A.3.c—Provide the *TOA*, at the request of the *Board* (V.B), with a \$5,000 surety bond, which shall be paid for by the *TOA*.

V.A.3.d—Provide the *Board* with quarterly financial reports that show the receipt and itemized expenditures, and the balance of each fund created in the budget. The *Secretary-Treasurer* shall make special reports when requested by the *Board*.

V.A.3.e—Certify, together with the *President*, all official acts of the *TOA*.

V.A.3.f—Act as the custodian of the *TOA* funds, and shall deposit all monies received by the *TOA* into financial institutions approved by the *Board*.

V.A.3.g—Disburse funds only upon the signed order of the *President* and the *President-Elect*, provided that the expenditure is within the approved budgetary limits, or has been specifically approved by the *Board*.

V.A.3.h—Maintain an accounting of the annual dues payable to the *AOA*, and make proper payments to the *Secretary-Treasurer* of the *AOA* not later than the end of each quarter fiscal year.

V.A.3.i—At the end of his or her term of office, transfer to the next *Secretary-Treasurer*, or any other person that the *Board* shall designate, all funds, books, records, and property of the *TOA* in his or her possession.

V.A.3.j – Serve as an ex-officio, non-voting member on all committees.

V.A.4—Term of Office—The *Officers* shall serve a one-year (1) term that shall begin at the closing of the *Annual Convention* (XI) at which the *Officers* are elected, and shall end at the closing of the next *Annual Convention*.

V.B—Board of Trustees—Shall be composed of the *TOA Officers*, the *Consulting Past-President* (VI.F) when elected, and eleven (11) *Trustees* elected by the *House* (VII.D).

V.B.1-Governing Authority—The *Board* shall act as the governing body when the *House* is not convened. All actions of the *Board* shall be fully effective until reversed, modified, or approved by the *House*.

V.B.2—Budget—The *Board* shall adopt a financial budget for the *TOA* that provides for the maintenance of prudent reserve funds.

V.B.3.a—Other Responsibilities—The *Board* shall specifically authorize any expenditure not included in the approved financial budget.

V.B.3.b—The *Board* may order the *President* to call an emergency convention of the *House*, unless two (2) or more members of the *Board* dissent.

V.B.3.c—The *Board* shall meet immediately prior to, and immediately after, the *Annual Convention* (XI) for the purpose of executing the mandates of the *House*.

V.B.3.d.i—Upon the written request of four (4) members of the *Board*, the *President* shall call a meeting of the *Board*.

V.B.3.d.ii—The time and place of such a meeting shall be that which is determined to best suit the purpose of the meeting.

V.B.4—Board Quorum— Seven (7) members of the *Board* shall constitute a quorum. If a quorum is not present at a given meeting, then that meeting may be adjourned and reconvened in the manner prescribed by the *parliamentary authority* (XIV) adopted by the *TOA*.

V.B.5.a—Term of Office—*Trustees* shall serve a three-year (3) term that shall begin at the closing of the *Annual Convention* at which the *Trustees* are elected, and shall end at the closing of the third *Annual Convention* thereafter.

V.B.5.b—No *Trustee* shall serve more than two (2) consecutive three-year terms.

V.B.6.a—Interim Vacancies—The *Board* shall appoint a *member* (IV.A) to fill any vacant *Trustee* position.

V.B.6.b—The *Interim Trustee* shall serve until the closing of the next *Annual Convention* of the *TOA*.

V.C.1—Removal of an Officer—The *House* (VI) may, by a three-fourths (H) majority vote when convened in regular or special session, remove or discharge any *Officer*, *Trustee*, *Employee* (XII), or other Agent of the *TOA*.

V.C.2—The *House* may, by a two-thirds (B) majority vote when convened in regular or special session, remove or discharge for cause any *Officer*, *Trustee*, *Employee*, or other Agent of the *TOA*.

V.C.3—The *Board* (V.B) may, by a two-thirds (B) majority vote, remove or discharge, for cause, any *Employee* or other Agent of the *TOA*.

Article VI—House of Delegates and Voting

VI.A.1—House of Delegates—There shall be a *House of Delegates*, which shall be composed of *Delegates* representing the respective *Societies* (IX.A) and *Student Affiliated Societies* (IX.B), and each *Distinguished* (IV.B) *member*.

VI.A.2—Governing Authority—The *House* is the supreme governing body of the *TOA* (II), and shall possess all powers not specifically delegated by the *Articles of Incorporation* (II) and these bylaws.

VI.A.3—Delegates—The *Delegate(s)*, and alternate *Delegate(s)*, representing a *Society* shall be elected, appointed, or otherwise selected annually by each respective *Society*, from among the *members* (IV.A) within each respective *Society*, in a manner prescribed by the bylaws of each respective *Society*.

VI.A.4—Affiliation—The *President* and *Secretary* of each *Society* (IX.D) shall certify each *Delegate(s)* representing their respective *Society*. The statement of certification shall affirm that the *Society Affiliate Dues* (IX.E) have been paid to the *TOA*.

VI.A.5—House Quorum—A *Quorum* of the *House* in convention shall be *Delegates* present representing twenty-five percent (25%) or more of the *TOA Societies*. If a quorum is not present at a convention of the *House*, then that convention of the *House* may be adjourned and reconvened in the manner prescribed by the *parliamentary authority* (XIV) adopted by the *TOA*.

VI.A.6—Replacing Delegates—The President of a *Society*, or his or her appointed agent, may appoint and certify a new *Delegate* to fill a vacancy in the event that a *delegate* is absent, and no alternate had been appointed.

VI.B.1.a—Constituent Society Voting—Each *Society* (IX.A) shall have one (1) vote for each ten (10) *members* (IV.A), or fraction thereof, who are in *Good Standing* in the *TOA*.

VI.B.1.b—Student Affiliate Society Voting—Each *Student Affiliated Society* (IX.B) shall have one (1) vote for each fifty (50) *members* (IV.B), or fraction thereof, who are in *Good Standing* in that *Student Affiliated Society*.

VI.B.1.c—Federal Service Member Voting—*Federal Service* (IV.B) *members* shall have one (1) vote for each ten (10) *Federal Service members*, or fraction thereof, who maintain a valid Texas optometric license.

VI.B.2.a.i—Casting Votes—During the *Election of Officers and Trustees* (“*Elections*”) (VII), only those *Delegates* present during a convention of the *House* shall cast a vote. *Delegates* present shall cast one vote per *Delegate*, and shall not cast block votes.

VI.B.2.a.ii—For all other votes cast, a *Society* may cast a block vote.

VI.B.2.a.iii—Proxy Voting—A *Delegate* present at a convention of the *House* may cast a vote by proxy only if that proxy is certified by The President of the *Delegate’s Society*, or his or her appointed agent.

VI.B.2.b.i—Distinguished Member Voting—Each *Distinguished* (IV.B) *member* shall have one-half (1) vote.

VI.B.2.b.ii—Only *Distinguished members* present at a convention of the *House* shall cast votes. *Distinguished members* shall not cast votes by proxy.

VI.B.2.b.iii—*Distinguished member* votes shall be cast and recorded immediately after the votes of the *Societies* have been cast and recorded.

VI.B.3.a—Certifying the Number of Delegates—The first day of the month prior to the month of the *Annual Convention* (XI) shall be the date on which the voting strength of each *Society* and *Student Affiliated Society* shall be determined.

VI.B.3.b—The *Secretary-Treasurer* (IV.B) shall, on the first day of the month prior to the month of the *Annual Convention*, certify the number of members in each *Society* and *Student Affiliated Society*, and report that number in writing to the President of each *Society* and *Student Affiliated Society*.

VII—Elections

VII.A.1—Nominations—Nominations for *Officers* (V.A) and *Trustees* (V.B) shall be made by the *Nominations Committee* (VIII.F).

VII.A.2—The *Board* may nominate *Members* for the *Constituent Society Trustee(s)* (VII.D).

VII.A.3—Nominations may be made from the floor of the *House* (VI.A) at the *Annual Convention* (XI) by a *member* (IV.A).

VII.B.1—President-Elect—The *House* shall, by a majority vote at the *Annual Convention*, elect the *President-Elect* (V.A).

VII.B.2—A *member* shall be eligible to serve as *President-Elect* only after he or she has served two (2) or more years on the *Board* (V.B).

VII.C—Secretary-Treasurer—The *House* shall, by a majority vote at the *Annual Convention*, elect the *Secretary-Treasurer* (V.A).

VII.D.1—Trustees—The *House* shall, by a plurality vote at the *Annual Convention*, elect *Trustees* to serve staggered terms. Three (3) *Trustees* shall be elected each year, not counting the two (2) *Constituent Society Trustees* (VII.D.2.a).

VII.D.2.a—Constituent Society Trustees—There shall be two (2) *Trustees*, one *Trustee* from two (2) different *Constituent Societies* (IX), who serve a one-year term on the *Board* (V.B).

VII.D.2.b.i—The various *Constituent Societies* may nominate, to the *Board*, a *Society officer* to run for the position of *Constituent Society Trustee*.

VII.D.2.b.ii—The *Board* and/or the *President* may nominate *Society Officers* to run for the position of *Constituent Society Trustee*.

VII.D.2.b.iii—The *Board* shall select from those so nominated a slate of candidates for the position of *Constituent Society Trustee* which shall then be presented to the *House*.

VII.E.1—Elections—Votes cast in contested races shall be by secret ballot.

VII.E.2—Elections shall follow the rules prescribed by the *parliamentary authority* (XIV) adopted by the TOA.

VII.F.1—Consulting Past-President—The incoming *President* (V.A) shall, at his or her discretion, have the option of nominating a Past-President to serve as a voting member of the *Board* and the *Executive Committee* (VIII.A).

VI.F.2—A Past-President, so nominated, may, by a majority vote of the *House* at the *Annual Convention*, be elected.

VI.F.3—A Past-President, so elected, shall serve a one-year (1) term that shall begin at the closing of the *Annual Convention* (XI) at which the Past-President is elected, and shall end at the closing of the next *Annual Convention*.

VIII—Standing Committees

VIII.A.1—Executive Committee—There shall be an *Executive Committee* composed of the *Officers* (V.A); the *Consulting Past-President* (VI.F), when elected; and an at-large *Board* (V.B) member elected by and from among the non-officer *Trustees* (V.B).

VIII.A.2—The *Executive Committee* shall take, or direct, action on matters of such an emergency nature that it is not practicable to wait for the next *Board* (V.A) meeting.

VIII.A.3—All actions taken by the *Executive Committee* shall be reported to the *Board* at its next meeting.

VIII.B.1.a—Finance Committee—There shall be a *Finance Committee* composed of the *Officers* (V.A); the *Consulting Past-President* (VI.F), when elected; and an at-large *Board* (V.B) member elected by and from among the non-officer *Trustees* (V.B).

VIII.B.1.b—Excluding the *Secretary-Treasurer*, the *President* shall appoint the Chair of the *Finance Committee* from the remaining *Finance Committee* members

VIII.B.2—The *Finance Committee* shall supervise and examine the finances of the TOA, and the accounts of the *Secretary-Treasurer* (V.A), and any individual or committee that receives or holds TOA funds, and shall make recommendations to the *Board* (V.B) on financial and budgetary matters.

VIII.B.3—The Chair of the *Finance Committee*, with the advice and consent of the *President*, shall, if necessary, appoint *members* to serve on the *Finance Committee* as needed to carry out the functions of the committee.

VIII.B.4—The *Finance Committee* may be described as the “Finance Center.”

VIII.B.5—The Chair of the *Finance Committee* shall report the activities of the committee to the *Board* at meetings of the *Board*.

VIII.C.1—Audit Committee—The *President* (V.A) shall appoint an *Audit Committee* composed of three (3) *Board members* (V.B) and any other *members* (IV.A) as deemed necessary.

VIII.C.2—The *Audit Committee* shall audit the books of the *Secretary-Treasurer* (V.A), and shall report its findings to the *House* (VI.A) at the *Annual Convention* (XI).

VIII.D.1—Credentials Committee—On the first day of each *Annual Convention* (XI), the *President* (V.A) shall appoint a *Credentials Committee* composed of three (3) or more *members* (IV.A)

VIII.D.2—The *Credentials Committee* shall verify the credentials of all *Delegates* (VI.A) to the *House* (VI.A), and report its findings to the *House* (VI.A) at the *Annual Convention* for the purpose of seating *Delegates*.

VIII.E.1—Resolutions Committee—The *President* (V.A), not later than the first day of the *Annual Convention* (XI), shall appoint a *Resolutions Committee* of three (3) or more *members* (IV.A).

VIII.E.2—All resolutions submitted to the TOA (II) at the *Annual Convention* shall be referred to the *Resolutions Committee* for review and recommendation by report to the *House* (VI.A) at the *Annual Convention*.

VIII.E.3—Resolutions that receive an unfavorable recommendation from the *Resolutions Committee* may be introduced from the *House* floor for deliberation.

VIII.F.1.a—Nominations Committee—There shall be a *Nominations Committee* consisting of six members who shall each serve two-year (2) terms in two staggered groups of three.

VIII.F.1.b—The *President* (V.A), with the consent of the *Board* (V.B), shall appoint three members to the *Nominations Committee*.

VIII.F.1.c—The *Nominations Committee* shall be comprised of past presidents and current or former *Trustee* (V.B) members.

VIII.F.2.a—No *Society* (IX.A) shall have more than one (1) *member* on the *Nominations Committee*.

VIII.F.2.b—No *Society* shall have a *member* on the *Nominations Committee* in two (2) consecutive terms.

VIII.F.2.c—New committee members shall be appointed to the committee at the time the *President* assumes office each year.

VIII.F.3—The *Nominations Committee* shall meet to consider candidates for the *Officer* (V.A) and *Trustee* (V.B) positions that are up for election, and shall, on or before the day prior to the date on which the election is to be held, submit to the *House* (XI) at the *Annual Convention* a slate of candidates for its consideration.

VIII.G.1—Legal and Legislative Committee—The *President*, with the consent of the *Board*, shall appoint a Chair of the *Legal and Legislative Committee* no later than the last day of the *Annual Convention*.

VIII.G.2—The Members of the *Executive Committee* shall serve on the *Legal and Legislative Committee*.

VIII.G.3—The Chair of the *Legal and Legislative Committee*, with the advice and consent of the *President*, shall, if necessary, appoint *members* to serve on the *Legal and Legislative Committee* as needed to carry out the functions of the committee.

VIII.G.4—The *Legal and Legislative Committee* may be described as the “Legislative Center.”

VIII.G.5—The Chair of the *Legal and Legislative Committee* shall report the activities of the *Committee* to the *Board* at meetings of the *Board*.

VIII.H.1—Third Party Committee—The *President*, with the consent of the *Board*, shall appoint a Chair of the *Third Party Committee* no later than the last day of the *Annual Convention*.

VIII.H.2—The Chair of the *Third Party Committee*, with the advice and consent of the *President*, shall, if necessary, appoint *members* to serve on the *Third Party Committee* as needed to carry out the functions of the committee.

VIII.H.3—The *Third Party Committee* may be described as the “Third Party Center.”

VIII.H.4—The Chair of the *Third Party Committee* shall report the activities of the committee to the *Board* at meetings of the *Board*.

VIII.I.1—Communications Committee—The *President*, with the consent of the *Board*, shall appoint a Chair of the *Communications Committee* no later than the last day of the *Annual Convention*.

VIII.I.2—The Chair of the *Communications Committee*, with the advice and consent of the *President*, shall, if necessary, appoint *members* to serve on the *Communications Committee* as needed to carry out the functions of the committee.

VIII.I.3—The *Communications Committee* may be described as the “Communications Center.”

VIII.I.4—The Chair of the *Communications Committee* shall report the activities of the committee to the *Board* at meetings of the *Board*.

VIII.J.1—Membership Committee The *President*, with the consent of the *Board*, shall appoint a Chair of the *Membership Committee* no later than the last day of the *Annual Convention*.

VIII.J.2—The Chair of the *Membership Committee*, with the advice and consent of the *President*, shall, if necessary, appoint *members* to serve on the *Membership Committee* as needed to carry out the functions of the committee.

VIII.J.3—The *Membership Committee* may be described as the “Membership Center.”

VIII.J.4—The Chair of the *Membership Committee* shall report the activities of the committee to the *Board* at meetings of the *Board*.

VIII.K.1—Convention and Meetings Committee—The *President*, with the consent of the *Board*, shall appoint a Chair of the *Convention and Meetings Committee* no later than the last day of the *Annual Convention*.

VIII.K.2—The Chair of the *Convention and Meetings Committee*, with the advice and consent of the *President*, shall, if necessary, appoint *members* to serve on the *Convention and Meetings Committee* as needed to carry out the functions of the committee.

VIII.K.3—The *Convention and Meetings Committee* may be described as the “Meetings Center”.

VIII.K.4—The Chair of the *Convention and Meetings Committee* shall report the activities of the committee to the *Board* at meetings of the *Board*.

IX—Constituent Societies

IX.A.1—Constituent Societies—The *Board* (V.B) shall divide Texas into geographical areas that roughly follow legislative boundaries. The *member OD's* (IV.B) that live within each of these areas shall be organized into *Constituent Societies*.

IX.A.2.a—The *Board* may submit changes to these boundaries to the *House* (VI.A) for its deliberation.

IX.A.2.b—The *House* may consider changes to *Society* boundaries through a mailed ballot to the *Delegates* (VI.A).

IX.B—Student Affiliated Societies—Ten (10) or more *Student members* (IV.B) who attend an accredited Texas school or college of optometry may apply to the *Board* (V.B) for a charter as a *Student Affiliated Society* of the TOA (II).

IX.C.1—Society Bylaws—Each *Society* and *Student Affiliated Society* shall prepare and adopt bylaws that are in concert with these bylaws.

IX.C.2—The *Board* (V.B) must approve each *Society's* proposed bylaws and any changes proposed thereto.

IX.D.1—Society Officers—Each *Society* and *Student Affiliated Society* shall elect, at the first meeting of each year, a President, a Vice-President, a Secretary-Treasurer, *Delegate(s)* (VI.A) and such other officers as may be required.

IX.D.2—Each *Society Officer* shall serve a one-year (1) term.

IX.D.3—Each *Society* and *Student Affiliate Society* shall install its Officers in accordance with its bylaws.

IX.E—Society Affiliation—To maintain its affiliation with the TOA (II), each *Society* and *Student Affiliated Society* shall, on an annual basis at least two (2) weeks before the *Annual Convention* (XI), Submit two (2) copies each of a current Membership Roster and a list of the Officers, and *Delegates* (VI.A), and alternates for the ensuing year. One copy shall be given to the *President* (V.A), and the second copy shall be given to the *Credentials Committee* (VIII.D).

IX.F—Incorporating a Society—*Societies* and *Student Affiliated Societies* may incorporate under Texas law, but only when the *Board* (V.B) has granted its prior approval.

IX.G—Changing Societies—A *member* (IV.A) may transfer to a *Society* that is contiguous to the *Society* in which he or she lives, provided that the *Society* in which the *member* lives certifies that he or she is in good standing in the TOA, and the *Board* (V.B) approves the transfer.

IX.H—Parliamentary Authority—The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern all *Societies* in all cases to which they are applicable and in which they are not inconsistent with the bylaws of a particular *Society* or these bylaws.

X—Fiscal Accountability

X.A—Fiscal Year—The fiscal year of the TOA (II) shall be the calendar year.

X.B.1—Accountability—All individuals or committees that handle or hold TOA funds shall, fifteen (15) or more days before the *Annual Convention* (XIV), submit to the *Secretary-Treasurer* (V.A) a written report accounting for said funds.

X.B.2—The *President* (V.A) may, at any time, request such a written accounting report.

X.C.1—Expenses—All *Officers* (V.A), *Trustees* (V.B), and administrative personnel who may be required to be absent from their practice by order of the *President* (V.A) or the *Board* (V.B), may be reimbursed for transportation expenses and a per diem for other expenditures as defined by the *Board*.

X.C.2—No person shall, on behalf of the *TOA* (II), assume or incur any expense or liability, or enter into any contract or agreement involving the expenditure of funds without the expressed prior approval of the *Board*.

XI—Annual Convention

XI.A—Annual Convention—There shall be an *Annual Convention* of the *members* (IV.A). The *Board* (V.B) shall determine the location and the time.

XI.B—The *Secretary-Treasurer* (V.A) shall, forty-five (45) or more days prior to the first day of the *Annual Convention*, send a written notification of the *Annual Convention* to the *members* (IV.A).

XI.C—The *House* (VI.A) shall meet at the *Annual Convention*.

XII—Executive Director

XII.A.1—Executive Director—The *Board* (V.B) may employ an individual, who may or may not be an *OD* (IV.A), to serve as the *Executive Director* of the *TOA* (II).

XII.A.2—Contract—The *Board* may enter into an employment contract with the *Executive Director*, the term of which shall not exceed three (3) years.

XII.B—Compensation—The *Board* (V.B) shall determine the compensation of the *Executive Director*.

XII.C—Duties—The *Executive Director* shall supervise and administrate the operation and the business affairs of the *TOA* (II), and shall perform such duties as may, from time to time, be assigned by the *Board* (V.B) or the *President* (V.A).

XIII—Sections

XIII.A—*Members* (IV.A) may propose the formation of a *Section* in the following manner:

XIII.A.1—Proposing a Section—Those *members* wishing to form a *Section* shall, ninety (90) or more days before a convening of the *House* (VI.A) at which said proposal will be deliberated, file with the *Secretary-Treasurer* (V.A) a statement containing the need for the proposed *Section*; the purpose of the proposed *Section*, which shall not conflict with the purpose of the *TOA* (II) or any existing *TOA Committee* or *Section*; the bylaws of the proposed *Section*, which shall not conflict with these bylaws; the first-year fiscal budget of the proposed *Section*; and a roster of *members*, or prospective *members*, who affirm that they will join the proposed *Section*.

XIII.A.2.a—The *Secretary-Treasurer* shall, sixty (60) or more days before a convening of the *House* at which a proposal to form, combine, change the name of, or eliminate a *Section* will be deliberated, send written notice of the proposal to the *members*.

XIII.A.2.b—The *House* may, after a report from the *Board* (V.B), and by a two-thirds (B) majority vote, form, combine, change the name of, or eliminate a *Section*.

XIII.B—*Section* members must be *TOA members* (II).

XIII.C—Each *Section* shall elect officers in the manner prescribed in the *Section* bylaws.

XIII.D—Each *Section* shall meet one (1) or more times per year.

XIII.E.1—Each *Section* shall establish an annual fiscal budget and annual dues to cover the activities of the *Section*.

XIII.E.2—The *Board* (V.B) shall approval all proposed *Section* budgets and dues.

XIII.F—The *Board* (V.B) shall approve all proposed changes to *Section* bylaws.

XIV—Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the TOA (II) in all cases to which they are applicable and in which they are not inconsistent with the TOA Articles of Incorporation, these bylaws, or any State or Federal statute applicable to the TOA.

XV—Professional Conduct

XV.A—All *members* (IV.A) shall comply with the Texas Optometry Act, other statutes governing the conduct of an *OD* (IV.A), and the interpretations of these statutes by the courts and by the Texas Optometry Board.

XV.B—The TOA Code of Ethics, as amended from time to time, shall serve as a guide for the professional conduct of the TOA.

XV.C.1—The Standards of Conduct of the AOA, as amended from time to time, shall serve as a guide for the professional conduct of the TOA.

XV.C.2—In such Standards of Conduct, the terms “shall” and “should” are to be construed as “recommended” standards, rather than “mandatory” standards of conduct, except where state optometry laws require standards of conduct to be mandatory.

XVI—Judicial Council

XVI.A.1—The TOA (II) shall have a *Judicial Council* consisting of nine (9) members.

XVI.A.2—The *Immediate Past President* of the TOA shall automatically serve on the *Judicial Council* and act as the Chair.

XVI.A.3—Three (3) or more members of the *Judicial Council* shall be TOA *Past Presidents*.

XVI.A.4—The *President* (IV.A), with the consent of the *Board* (IV.B), shall fill vacancies on the *Judicial Council*.

XVI.A.5—Members of the *Judicial Council* shall serve three-year (3) terms.

XVI.B.1—Within thirty (30) days of the close of the *Annual Convention* (XIV), all resolutions adopted by the *House* (VI.A), shall be mailed to the members of the *Judicial Council* for study and review.

XVI.B.2—Within sixty (60) days of the close of the *Annual Convention*, the *Judicial Council* shall meet by some method, to discuss and to vote on whether each resolution is to become effective, or whether, by a two-thirds (B) majority vote, a resolution is to be referred back to the *House* for reconsideration.

XVI.B.3—If, within sixty (60) days after receipt of a resolution, the *Judicial Council* affirms it, or, if after sixty (60) days, the *Judicial Council* fails to act on it, then that resolution shall take effect.

XVI.B.4—The *Judicial Council* shall not change any resolution, except to correct grammatical errors.

XVI.B.5—If a resolution is referred to the *House* for reconsideration, then the result of the action taken by the *House* with respect to that resolution shall be final and shall not be subject to review by the *Judicial Council*.

XVII—Electronic Meetings

XVII.A—Except as otherwise provided in these bylaws, the *Board* may, from time-to-time, elect to meet via either video-conference or audio-conference.

XVII.B—*Standing Committees* and *ad hoc Committees* may, from time-to-time, elect to meet via video-conference or audio-conference.

XVII.C—Such meetings shall be considered meetings in executive session.

XVII.D—Such meetings shall use an appropriate technology that ensures compliance with quorum, debate, and voting.

XVIII—Amendments

XVIII.A—A *member* (IV.A) may propose an amendment to these bylaws, only when nine (9) or more *members* subscribe to it.

XVIII.B—Proposed amendments to these bylaws shall be submitted to the *TOA* (II) in one of the following two (2) manners:

XVIII.B.1.a—With Prior Notice—A *member* (IV.A) may submit, to the *Secretary-Treasurer* (V.A), ninety (90) or more days prior to the *Annual Convention* (XIV), a proposed amendment to these bylaws in the exact form in which it is to be deliberated by the *House* (VI.A).

XVIII.B.1.b—The *Secretary-Treasurer* shall, sixty (60) or more days prior to the *Annual Convention*, send a copy of the proposed amendment to all *members*.

XVIII.B.1.c—The *Resolutions Committee* (VIII.E) shall, after due consideration, lay out the proposed amendment before the *House*.

XVIII.B.1d—The *House* may pass, by a two-thirds (B) majority vote, a proposed amendment submitted with prior notice.

XVIII.B.2.a—Without Prior Notice—A *member* may submit, to the *Board* (V.B) at the pre-convention *Board* meeting (V.B), a proposed amendment to these bylaws in the exact form in which it is to be deliberated by the *House* (VI.A).

XVIII.B.2.b—The *Board* shall, after due consideration and approval, lay out the proposed amendment before the *House*.

XVIII.B.2.c—The *House* may, by a three-fourths (H) majority vote, pass a proposed amendment submitted without prior notice.