
COA BYLAWS



**CALIFORNIA
OPTOMETRIC
ASSOCIATION**

Last amended February 2018

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CALIFORNIA OPTOMETRIC ASSOCIATION BYLAWS

ARTICLE I

MEMBERSHIP

Section 1. Classes of Members: The membership of the California Optometric Association (COA) shall consist of the following classes: Active, Affiliate and Associate as defined in this article.

(a) Optometrist defined: An individual who has earned a doctor of optometry degree from a school or college that has been accredited or pre-accredited by the Accreditation Council on Optometric Education or by an accrediting body that the COA Board of Trustees determines to be equivalent shall be considered an optometrist for purposes of these bylaws.

Section 2. Active Member: An optometrist who resides in the State of California and/or who practices or engages in other related optometric activities in California as outlined in these bylaws and who subscribes to the articles of incorporation, bylaws and code of ethics of this Association shall be eligible for classification as an active member.

(a) Partial Practice Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who works sixteen (16) hours or fewer per week for compensation in active optometric practice or related optometric activities shall be eligible for classification as a partial practice member.

(b) Optometric Educator Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who teaches or engages in other academic- related activities at an educational institution approved by the COA Board of Trustees and who does not otherwise engage in the practice of optometry for compensation more than 16 hours per week shall be eligible for classification as an optometric educator member.

(c) Government Service Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who is employed by a governmental entity and who is not practicing optometry for compensation in any other setting shall be eligible for classification as a government service member.

(d) Postgraduate Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who is a resident or intern in a program accredited or pre-accredited by the Accreditation Council on Optometric Education or by an accrediting body that the COA Board of Trustees determines to be equivalent or is a full-time enrollee in a graduate program related to the practice of optometry approved by the COA Board of Trustees shall be eligible for classification

as a postgraduate member. Membership may continue until the end of the calendar year in which an eligible optometrist has completed their postgraduate program

(e) Distinguished Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who has completed a term of office as president of the Association shall be classified as a distinguished member upon completion of their term(s) as president. In addition, a past president of the American Optometric Association who is residing in the State of California may be elected as a distinguished member at an annual meeting of the COA House of Delegates by a two thirds (2/3) vote of the delegates present.

(f) Retired Member:

(1) An optometrist who otherwise qualifies as an active member as provided by this Article and who is at least fifty-five (55) years old on January 1 of any membership year and who no longer receives compensation for optometric-related activities shall be eligible for classification as a retired member for that membership year provided that the optometrist is a member in good standing of the Association at the time the optometrist first becomes eligible for classification as a retired member

(2) Individuals eligible for classification as a retired member who elect to pay annual dues will receive member benefits and will be entitled to membership rights as set forth in these bylaws. Retired members electing not to pay annual dues will be members of this Association in name only, ineligible for membership benefits and rights, and will not be counted among the members used to determine delegates for the COA House of Delegates.

(g) Life Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who has been determined to have met the qualifications of life membership by the American Optometric Association shall be eligible for classification as a life member. Those members that would have met previous Life Member category requirements between the years 2000-2013 will be grandfathered into the Life Member category.

(h) Special Achievement Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who have been nominated by the COA Board of Trustees for making a significant contribution to the profession of optometry and/or the advancement of this Association over an extended period of time and elected by a two thirds vote of the House of Delegates shall be classified as a special achievement member.

(i) Clinic Practice Member: An optometrist who otherwise qualifies as an active member as provided by this Article and who qualified for this membership category as of the close of the 2010 annual meeting of the COA House of Delegates and has remained qualified since that time shall be eligible for classification as a clinic

practice member. When there are no members remaining in this category this subsection shall be repealed.

Section 3. Affiliate Member: Affiliate members are those persons who subscribe to the articles of incorporation, bylaws and code of ethics of the California optometric Association and who meet the following criteria.

(a) Student Member: An individual who is enrolled full-time in a school or college of optometry accredited or pre-accredited by the Accreditation Council on Optometric Education or by an accrediting body that the COA Board of Trustees determines to be equivalent shall be eligible for classification as a student member. Membership in this classification may continue until the end of the calendar year in which an eligible student has received the degree doctor of optometry and may be members of the affiliated Section, the Optometric Student Section.

(b) Non-California Resident Member: An optometrist who resides in a state outside California and does not engage in the practice optometry or optometric-related activities in California and is a member of the American Optometric Association through membership in an affiliated state optometric Association shall be eligible for classification as a non-California resident member

(c) Non-US resident Member: An optometrist who practices in a commonwealth, territory or possession of the United States who is a member of the American Optometric Association where there is no affiliated Association or who resides and practices in a foreign country shall be eligible for classification as a non-US resident member

(d) Paraoptometric Member: An individual who has not earned a doctor of optometry degree or who is not a licensed optometrist in California or the United States and is employed by a member doctor of optometry, as defined in Section 2 of this article or paragraphs (b) and (c) of this section, shall be classified as a paraoptometric member.

Section 4. Associate Members: Associate Members are those persons or entities who subscribe to the articles of incorporation and bylaws of the association and who meet the following criteria:

(a) Non-Optometrist Educator Member: An individual who has not earned a doctor of optometry degree and who holds a faculty position at a school or college of optometry accredited or pre-accredited by the Accreditation Council on Optometric Education or by an accrediting body that the COA Board of Trustees determines to be equivalent shall be eligible for classification as a non-optometrist educator member.

(b) Honorary Member: An individual who has not earned a doctor of optometry degree and who has been nominated by the COA Board of Trustees for making

significant contributions to the profession of optometry and/or advancement of this Association over an extended period of time and elected by a two-thirds (2/3) vote of the COA House of Delegates shall be designated an honorary member.

Section 5. Affiliate Societies: In accordance with the articles of incorporation of this association, active members shall be affiliated through incorporated or unincorporated societies.

(a) These societies shall be defined by the COA Board of Trustees of this association taking into account existing geographic and governmental boundaries and the interests and well-being of their affiliated active members, and shall be organized in conformity with, and subject to, these bylaws.

(b) Defined Affiliate Societies: Alameda and Contra Costa Counties Optometric Society; Cahuilla Optometric Society; Central California Optometric Society; Golden Empire Optometric Society; Humboldt-Del Norte Optometric Society; Imperial Valley Optometric Society; Kern County Optometric Society; Los Angeles County Optometric Society; Mojave Desert Optometric Society; Monterey Bay Optometric Society; Inland Empire Optometric Society; Orange County Optometric Society; Redwood Empire Optometric Society; Rio Hondo Optometric Society; Sacramento Valley Optometric Society; San Diego County Optometric Society; San Fernando Valley Optometric Society; San Francisco Optometric Society; San Gabriel Valley Optometric Society; San Joaquin Optometric Society; San Mateo County Optometric Society; Santa Clara County Optometric Society; South Bay Optometric Society; Tri-County Optometric Society; and Tulare-Kings Counties Optometric Society.

Section 6. Affiliation of Additional Societies: Additional societies designated by the COA Board of Trustees in accordance with Section 5 of this Article may be admitted by vote of the COA House of Delegates or, by approval of the COA Board of Trustees provided that such approval is ratified by the COA House of Delegates at its next meeting.

(a) In order to qualify for admission, a society shall:

(1) At least thirty (30) days prior to any meeting of the COA House of Delegates, submit a written application to the COA Board of Trustees, together with payment in full for required American Optometric Association and California Optometric Association dues for all its prospective members; and,

(2) At the time of submission of its application, be legally organized pursuant to a constitution or articles of incorporation and bylaws consistent with the articles of incorporation and bylaws of this association and led by a designated or elected president, secretary and treasurer provided that the offices of secretary and treasurer may be combined into the office of secretary-treasurer.

(b) Active members of one or more societies may petition the COA Board of Trustees to establish a new society by filing a written application. The application

shall set forth the names of the proposed members and boundaries of the new society, shall be signed by at least seventy-five percent (75 percent) of the current active members in the area of the proposed new society, and shall be filed with the COA Board of Trustees not later than one hundred twenty (120) days before the next meeting of the COA House of Delegates.

(c) The COA Board of Trustees shall provide copies of the application to the officers of any existing affiliate society affected by it within fifteen (15) days of receipt. Unless an existing society objects in writing within thirty (30) days of notification stating its reasons for objecting, the COA Board of Trustees shall recommend approval of the application to the COA House of Delegates as filed or with modifications by amendment to these bylaws as provided in Article XII.

Section 7. Coordinating Councils: Affiliate societies may form coordinating councils composed of representatives from all interested societies for the purpose of cooperating to achieve common objectives, subject to approval by the COA Board of Trustees. These councils shall organize and govern themselves in a manner consistent with the articles of incorporation of the association and these bylaws.

Section 8. Admission to Membership: Applications for membership shall be filed with the COA secretary-treasurer for consideration. The COA secretary-treasurer shall verify that the applicant qualifies for membership according to these bylaws, shall notify the applicant of their approval for membership, shall assign the applicant to their appropriate membership category and shall assign the applicant to their affiliate society when appropriate.

Section 9. Society Affiliation of Active Members: Active members shall be members of the affiliated society in the geographical location in which they practice optometry or are employed in other activities as described in these bylaws and as assigned by the COA secretary-treasurer. An active member may file a request with the secretary-treasurer to be a member of the affiliated society in the geographical location in which they reside.

Section 10. Affiliation Rights: Applicants who are accepted for active membership in the California Optometric Association shall be accepted as members by their assigned affiliate society without being required to meet any additional membership requirements.

Section 11. Transfers of Affiliate Society Membership: Applications for transfer by an active member to an affiliated society that is not in the geographical location in which they practice optometry or are employed in other activities as described in these bylaws and/or reside shall be filed with the COA secretary-treasurer and be approved by a vote of the COA Board of Trustees. Upon approval, the COA secretary-treasurer shall inform the affected affiliate societies. In the event the COA Board of Trustees refuses or fails to approve the transfer, the member may appeal to the COA Judicial Council. Before such transfer shall be effective, all dues

and assessments owing to the affiliate society from which the member is transferring must be paid.

Section 12. Other Memberships: Each active member of this association shall be a member of the American Optometric Association, their affiliate society and the Public Vision League.

Section 13. Resignation of Membership: Any member may resign their membership in the California Optometric Association upon notification in writing to the COA secretary-treasurer.

[Article I repealed and a new Article I added by the COA House of Delegates at February 8-9, 2013, meeting. Article I, Section 3 amended by COA House of Delegates at April 4-5, 2014, meeting.]

ARTICLE II

VOTING POWER

Section 1. Voting Power Vested in Delegates: The voting power of this association shall be vested in delegates from each affiliate society, each section and Student Members as provided for in this Article.

(a) Each affiliate society shall be entitled to representation by such delegates in the proportion of one Delegate to each thirteen (13) Active Members with an additional delegate for a fraction of at least (7) members of thirteen (13). An affiliate society with less than thirteen (13) members is entitled to one delegate. All representation shall be based on aggregated societal dues from the preceding fiscal year, calculated as of the last day of the fiscal year and counting member dues payable and not delinquent in excess of sixty (60) days by the close of the fiscal year. Each affiliate society delegate present at the House of Delegates, to which they were selected, shall be entitled to one (1) vote.

(b) Each section with approved bylaws and elected officers pursuant to Article XIII shall be entitled to two (2) delegates. Each section delegate present at the House of Delegates, to which they were selected, shall be entitled to one (1) vote.

(c) Student members at each school or college of optometry in California, accredited or pre-accredited by the Accreditation Council on Optometric Education or by an accrediting body that the COA Board of Trustees determines to be equivalent as of 120 days prior to any meeting of the COA House of Delegates, shall be entitled to two (2) delegates. Each student member delegate present at the COA House of Delegates, to which they were selected, shall be entitled to one half (1/2) vote.

[Article II, Section 1(c) amended by COA House of Delegates at February 8-9, 2013, meeting.]

Section 2. Criteria in Selecting Delegates and Alternates: Any Active Member in good standing in his or her affiliate society, any affiliate member in good standing of a section or any Student Member in good standing shall be eligible to become a delegate or alternate delegate.

(a) Delegates and alternate delegates shall be selected at least ninety (90) days prior to the date of the annual meeting, or at least twenty-one (21) days prior to the date of a special meeting, of the House of Delegates for which they are selected. Alternate delegates shall be selected on the ratio of one (1) alternate delegate for each delegate.

(b) No delegate or alternate delegate may be represented or may vote by proxy in any House of Delegates.

(c) The names of delegates and alternate delegates shall be submitted to the COA secretary-treasurer not later than ninety (90) days prior to the date of the meeting of the COA House of Delegates for which they are selected or at least 21 days prior to the date of a special meeting of the COA House of Delegates.

[Article II, Section 2(c) amended by COA House of Delegates at February 8-9, 2013, meeting.]

Section 3. Privileges of the House: Members of the COA Board of Trustees, distinguished members, and any dean or president of a school or college of optometry in California accredited or pre-accredited by the Accreditation Council on Optometric Education or by an accrediting body that the COA Board of Trustees determines to be equivalent shall have the privilege of the floor at all meetings of the COA House of Delegates.

[Article II, Section 3 amended by COA House of Delegates at February 8-9, 2013, meeting.]

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting of the COA House of Delegates: The annual meeting of the members shall be held at a location determined by the board of trustees.

(a) The date for the annual COA House of Delegates meeting shall be determined by the board of trustees. It shall be at least thirty (30) days prior to the Congress of the American Optometric Association.

(b) Notice of annual meeting of the COA House of Delegates: Written notice of the annual meeting of the COA House of Delegates (HOD) meeting shall be given to the president and president-elect of the affiliate societies, the COA Student Section Coordinating Council and section chairs not less than one hundred twenty (120) days before the date of the meeting. The notice shall state the place, date, and time of the meeting and those matters which the COA Board of Trustees intends to present for action by the HOD.

(c) No later than 45 (forty-five) calendar days prior to the first session of that year's COA HOD meeting, a notice containing the names of all those being nominated for a COA officer, trustee, HOD speaker and HOD vice speaker positions by the COA Nominating Committee pursuant to Section 7(d) of this article shall be sent to the societies.

[Article III, Section 1 title amended, Section 1(b) amended and 1(c) added by COA House of Delegates at February 8-9, 2013, meeting. Article III, Sections 1(b) and 1(c) amended by the COA House of Delegates at February 9-10, 2018, meeting.]

Section 2. Quorum: Delegates from a majority of the societies, each represented by a majority of its allotted delegates, must be present to constitute a quorum for the transaction of business at any meeting of the COA House of Delegates.

Section 3. Special Meetings: Special meetings of the COA House of Delegates may be held at such times and places as the board of trustees shall decide, or upon petition by two-thirds (2/3) of the societies.

Section 4. Notice of Special Meetings: Written notice of a special meeting shall be given to the president and president-elect of the affiliated societies, the COA Student Section Coordinating Council and section chairs not less than thirty (30) days before the date of the meeting, or not less than 45 (forty-five) days before the date of the meeting in the event amendments to these bylaws are proposed. The notice shall state the place, date, and time of the meeting and the general nature of the business to be transacted, and no other business may be transacted. The notice of any special meeting at which officers or trustees are to be elected shall include

the names of all those nominated-in accordance with Section 7(d) of this article as of the date the notice is sent. Proxy voting at any special meeting is prohibited.

[Article III, Section 4 amended by COA House of Delegates at February 8-9, 2013, meeting. Article III, Section 4 amended by COA House of Delegates at February 9-10, 2018, meeting.]

Section 5. Seating of Delegates and Non-Delegates at Meetings of the House of Delegates and Special Meetings: Delegates and non-delegates may be seated separately at all business sessions of meetings of the COA House of Delegates.

Section 6. Right of Members to Attend House of Delegates Meetings: All Active Members, Affiliate Members and Associate Members may attend any meeting of the COA House of Delegates.

Section 7. COA House of Delegates Committees: The committees of the COA House of Delegates shall be as follows:

(a) Advisory Committee. The speaker shall chair and shall appoint an advisory committee, a standing committee of the house. The advisory committee shall advise the speaker and vice-speaker with respect to the order of business of the HOD and in all other matters referred to it by the speaker, vice-speaker or the HOD, concerning the operations of the HOD.

(b) The speaker shall appoint five (5) delegates prior to the annual meeting of the COA House of Delegates to serve as the Rules Committee. The Rules Committee shall be responsible for:

(1) Preparation and submission of rules for adoption by the house.

(2) Interpretation of the Articles of Incorporation and the bylaws of the association in any issue or dispute referred to it by the house or board of trustees. A decision by the Rules Committee may be accepted or rejected upon the majority vote of the house or board of trustees, but modified only with the approval of two-thirds (2/3) of the body receiving the interpretation.

(c) Reference Committees. The speaker shall appoint as many reference committees, each consisting of three (3) or more delegates or alternates and chaired by his or her designate from among them, as the speaker determines necessary to study and report to the HOD on business before it. Each reference committee shall:

(1) Take public testimony on resolutions and matters referred to it by the HOD according to a schedule set by the advisory committee.

(2) Retire to review the testimony and other submitted information it deems relevant to each resolution or matter.

(3) Prepare and submit to the HOD a report dealing with and making recommendations on all resolutions and matters submitted to it. The report of each reference committee may be acted upon by the HOD as a whole or section by section, as the HOD determines.

(d) COA Nominating Committee. The COA Nominating Committee shall be responsible for soliciting and presenting to the COA House of Delegates qualified candidates for the COA Board of Trustees and HOD speaker and vice speaker. The COA Nominating Committee shall be composed of eight (8) active members in good standing, seven (7) of whom shall be voting members, as follows:

(1) The COA third past president who shall serve as a non-voting member and committee chair.

(2) The COA second past president who shall serve as vice chair.

(3) Six active members representing COA societies for a two (2) year term who, at the time of their appointment, shall have served as a society officer, a delegate to the COA House of Delegates or on a COA standing committee, as defined in these bylaws, in the most recent five (5) COA fiscal years.

(i) The society representatives appointed by the society shall serve two (2) year staggered terms. Three societies and three alternate societies shall be chosen at random at each COA House of Delegates meeting. A society may not serve again until each society has been selected for the committee.

(ii) Implementation of this subsection shall begin with the random society selections at the 2013 COA House of Delegates meeting.

(4) Committee members may serve one (1) term and are eligible for re-appointment after having not served one (1) full term. The one (1) term limitation shall not apply to time served on the committee as a result of filling a vacancy. However, the second and third past presidents may serve up to two consecutive terms in the event the COA president is re-elected for a second consecutive term.

(5) No current COA officer or trustee shall be eligible to serve on the committee and no more than two committee members may be members of the same society.

(6) Committee members are prohibited from seeking a COA officer, trustee, speaker or vice speaker position while serving on the committee.

(e) The speaker, with the COA House of Delegates concurring, shall have the right to appoint special committees of the house for special work concerning the house.

(f) All committees of the COA House of Delegates shall present their reports to the house in writing.

(g) The terms of all committees of the COA House of Delegates, except the Nominating Committee, shall expire with the adjournment of the COA House of Delegates meeting.

[Article III, Sections 7(a), 7(c) and 7(d) amended by COA House of Delegates at February 8-9, 2013, meeting.]

ARTICLE IV

CORPORATE POWERS AND DUTIES

Section 1. Composition of the Board of Trustees: The corporate powers of this association shall be vested in a board of no less than eight (8) and no more than ten (10) trustees. The board shall be composed of the president; president-elect; secretary-treasurer; immediate past president; and no less than four (4) and no more than six (6) trustees elected as provided in Section 3 of this Article. The officers and trustees shall be Active Members of the association throughout their terms of service.

Section 2. Election of Officers: Officers of the association shall be elected for the terms specified in Article V, Section 1 (b) of these bylaws by a majority of Delegates present and voting at the annual meeting of the House of Delegates and shall perform those duties enumerated in Article V of these bylaws.

Section 3. Election of Trustees: Trustees of the association shall be elected by a majority of delegates present and voting at the annual meeting of the House of Delegates and shall serve two-year terms beginning upon election and ending at the second annual meeting following their election. The trustees' terms shall be staggered so that at least two (2) trustees shall be elected at each annual meeting of the House of Delegates.

Section 4. Nomination and Succession: Candidates for election as an officer or trustee shall be Active Members of the association in good standing and may be nominated by the COA Nominating Committee as provided in Article III, Section 7(d) of these bylaws or from the floor at a properly convened meeting of the COA House of Delegates. The officers and trustees shall be installed at the meeting of the COA HOD at which they are elected. Each officer and trustee shall serve until a successor is elected or appointed.

[Article IV, Section 4 amended by COA House of Delegates at February 8-9, 2013, meeting.]

Section 5. Vacancies in Office: Vacancies in any of the offices of the Association shall be filled as follows:

(a) If a vacancy occurs in the office of president, the president-elect shall become president for the remainder of his or her predecessor's term. Serving the remainder of that term shall not affect the right of the president-elect to succeed to the office of the president as provided had the vacancy not occurred.

(b) All other vacancies among the officers of the association shall be filled by appointment by the president, as provided in Article V, Section 2 (c) (2) of these bylaws, until the next meeting of the House of Delegates.

(c) Officers appointed to complete the term of a vacated office shall serve until they or their successors are elected by the House of Delegates, except that an appointed secretary-treasurer shall be qualified for nomination and election to a full two-year term.

Section 6. Powers and Duties of Board of Trustees: Subject to these bylaws, the board of trustees is charged with, and shall have full power to control and manage the property and conduct the business of this corporation. The board is not prohibited from delegating authority to perform these duties, provided, that it retains full responsibility for ensuring that those duties are appropriately carried out. In furtherance of the foregoing powers, but not in limitation thereof, it shall have the power and duty:

(a) To select and remove all other officers, agents and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these bylaws; fix their compensation; and require from them security for faithful service.

(b) To conduct, manage, and control the affairs, fiscal management and business of the corporation; and to establish such policies and procedures therefore not inconsistent with law, with the Articles of Incorporation, or with these bylaws, as they may deem best. Policies and procedures for the association adopted by the board of trustees shall be recorded in a manual maintained by the board and open to inspection by any Active Member upon written request. Policies adopted by the board may be changed only by a two-thirds (2/3) vote of the board of trustees.

(c) To adopt, make and use a corporate seal; to adopt the membership application forms and membership certificate forms; and to alter the form of such seal and such membership application forms and membership certificates from time to time.

(d) To borrow money and incur indebtedness for the purpose of the corporation; and to cause to be executed and delivered therefore in the corporate name promissory notes, bonds, pledges, hypothecations*, or other evidences of debt and security therefore.

(e) To appoint, employ, and to annually evaluate the performance of the executive director. Any contract of employment of the executive director shall not exceed a three (3) year term of employment.

(f) To consider all matters relative to the business, finances, and other affairs of this association referred to it for recommendation and action.

* When a person pledges a mortgage as collateral for a loan, it refers to the right that a banker has to liquidate goods if you fail to service a loan. The term also applies to securities in a margin account used as collateral for money loaned from a brokerage.

- (g) To report in writing at the annual meeting of the COA House of Delegates all matters of significance to it. The report shall be presented to the HOD for its consideration and disposition.
- (h) To remove, by a three-fourths (3/4) vote, officers, trustees, committee chairs, committee members, or other appointees or agents who fail to perform their duties.
- (i) To authorize expenditures over and above those provided for in the budget approved by the COA House of Delegates. Any such additional expenditures must be authorized by a three-fourths (3/4) vote of the board of trustees.
- (j) To withdraw funds from COA reserves, provided, that any withdrawal of reserve funds shall require three-fourths (3/4) vote of the board of trustees.
- (k) With regard to sections created pursuant to Article XIII of these bylaws, the board shall have the power to:
- (1) Appoint a trustee member to serve as a liaison.
 - (2) Recommend to the COA House of Delegates approval or rejection of any bylaws, or changes in bylaws, which are proposed for any section.
 - (3) To exercise over any section all other powers which are not inconsistent with this association's Articles of Incorporation or bylaws.
- (l) The board of trustees shall submit an annual budget to the COA House of Delegates for approval. The budget may include proposed dues increases as authorized by the COA House of Delegates by way of a continuing resolution. The proposed dues change/budget shall not take effect until approved by the COA House of Delegates. The budget shall be submitted to affiliate societies at least 45 (forty-five) days prior to the next annual meeting of the COA House of Delegates.
- (m) The board of trustees shall contract with an independent auditor to conduct a full annual audit of the association and its entities.

[Article IV, Section 6(l) amended by COA House of Delegates at February 9-10, 2018, meeting.]

Section 7. Meetings of Board of Trustees:

- (a) Regular meetings of the Board of Trustees shall be held at least four (4) times per year at times and locations determined by the president to be necessary and convenient for the transaction of Association business.
- (b) Special meetings of the Board of Trustees shall be called by the president or upon the written request of three (3) members of the board. Special meetings of the board shall be held upon four (4) days' regular written notice or forty-eight (48) hours' notice delivered by express delivery or by electronic means.

(c) A majority of the Board of Trustees shall constitute a quorum for the transaction of business.

(d) A majority of the elected and appointed members of the trustees present, whether or not a quorum, may adjourn any meeting to another time and place.

(e) Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section of the bylaws constitutes presence in person at such meeting.

(f) Any action taken by the board consistent with these bylaws may be approved by the board without a meeting, if all of the board's members consent in writing to the action under consideration. Written consent may be obtained by mail delivered by the U.S. Postal Service or other common carrier, facsimile or e-mail. The written consent or consents shall be filed with the minutes of those proceedings of the board. Any action taken by the board without a meeting, by written consent, shall have the same force and effect as vote of the trustees at a regularly constituted meeting.

[Article IV, Section 7(f) amended by COA House of Delegates at February 8-9, 2013, meeting.]

[Article IV, Section 1 amended by COA House of Delegates at April 4-5, 2014, meeting.]

[Article IV, Section 3 amended by COA House of Delegates at April 4-5, 2014, meeting.]

ARTICLE V

OFFICERS

Section 1. Officers: The officers of this association shall be a president, president-elect, secretary-treasurer, and immediate past president. The officers of the House of Delegates shall be the speaker of the House of Delegates and vice-speaker of the House of Delegates.

(a) Each candidate for office shall be an active member of the association at the time of his or her election, and each candidate for speaker and vice-speaker shall be qualified as a delegate as provided by Article II of these bylaws. Officers shall be elected as provided in Section 2 of Article IV of these bylaws. To be eligible to hold the office of president or president-elect, a candidate shall have served as a member of the Board of Trustees for at least one (1) year immediately preceding his or her election.

(b) For purposes of this subsection, “term” shall mean a period of one (1) year, beginning upon election by the House of Delegates as provided in Article IV, Section 2, and ending at the next annual meeting of the house. Each officer shall serve one term, except that:

(1) A President may serve two (2) consecutive terms. If a president is elected to a second consecutive term, the person holding the office of president-elect during the incumbent’s first term is eligible to be nominated from the floor of the House of Delegates on the same terms as any other Active Member for election to a consecutive, one (1) year term.

(2) The secretary-treasurer shall serve a term of two (2) years, commencing with his or her election and until his or her successor is elected or appointed.

(3) A speaker who has served four (4) one-year terms in office as speaker shall not be eligible for either the office of speaker or vice-speaker, and a vice-speaker who has served four (4) one-year terms in office as vice-speaker shall not be eligible for the office of vice-speaker.

Section 2. Duties of the President:

(a) The president or, in his or her absence or incapacity, the president-elect, shall preside at all regular and special meetings of the Board of Trustees.

(b) The president may call special meetings of the Board of Trustees, as provided for in these bylaws.

(c) Subject to approval by the Board of Trustees, the president shall appoint:

(1) All committee chairs and committee members, except as otherwise provided in these bylaws.

(2) Fill any vacancies among officers, trustees, committee chairs, and committee members occurring as a result of death, resignation, or otherwise, as provided for in these bylaws.

(3) Appoint an active member of the association to be the editor of *California Optometry* magazine.

The president, shall, with the assistance of the executive director, notify all officers, trustees, committee chairs, and committee members of their election or appointment and inform them of their duties.

(d) The president shall be an ex-officio member of all committees.

(e) The president shall, in conjunction with the secretary-treasurer, certify to all official acts of the association.

(f) The president shall perform such other duties as are necessary to the conduct of the affairs of the association.

(g) The president shall attend the annual Congress of the American Optometric Association.

Section 3. Duties of the President-elect:

(a) The president-elect, in the absence or incapacity of the president, shall exercise the powers and functions of the president.

(b) The president-elect shall be an ex-officio member of all committees.

(c) The president-elect shall attend the American Optometric Association Congress if and as directed by the Board of Trustees.

Section 4. Duties of the Secretary-Treasurer: The secretary-treasurer shall record the minutes of all meetings and transactions of this association. The secretary-treasurer shall be the chief financial officer of the corporation in charge of the association's funds, investments, and records, and shall direct the preparation of financial and membership reports.

Section 5. Duties of the Speaker of the House of Delegates: The speaker shall preside at meetings of the House of Delegates and shall perform such other duties as parliamentary usage may require and shall be responsible for minutes of the proceedings of the House of Delegates. The speaker may appoint a

parliamentarian, sergeants at arms, and all committees authorized by the House of Delegates, unless otherwise provided in these bylaws.

Section 6. Duties of the Vice-Speaker of the House of Delegates: The vice-speaker shall act as speaker in the absence of or at the request of the speaker.

Section 7. Reports of Officers: The officers of the association shall report in writing to the House of Delegates at least forty-five (45) days prior to its annual meeting.

ARTICLE VI

COMMITTEES AND COUNCILS

Section 1. Board of Trustees Committees: The committees of the Board of Trustees, shall be composed of not less than five (5) nor more than (9) members each, appointed in accordance with Article IV, Section 2 of these bylaws, except as otherwise specified, as follows:

(a) The Executive Committee shall consist of the president, the president-elect, and the secretary-treasurer, with the executive director serving as an ex officio, non-voting member. The Executive Committee is authorized to exercise any of the powers and duties of the board specified in Article IV, Section 6 of these bylaws delegated to it by the board, either when the board is not in session or in circumstances where the president determines that time is of the essence and a special meeting of the full board is impractical. Any decision taken in a meeting of the executive committee shall be supported by the affirmative votes of two members reflected in written minutes and shall be reviewed by the board at its next regular meeting. The entire Board of Trustees shall be informed of decisions made by the Executive Committee as soon as practical.

(b) The Education and Clinical Practice Committee shall develop, plan, supervise the conduct of, and review meetings, programs, and other activities it determines to be beneficial for educating optometrists and paraoptometric in professional practice and advancing the interests of the association.

(c) The Finance Committee shall be chaired by the secretary-treasurer and shall review annually preliminary estimates of income, expenditures, and additions to reserves, review and submit an annual budget to the board, and review and report to the board on the financial and operational records of all association entities.

(d) The Health Care Delivery Systems Committee shall advocate for the full integration of optometrists and their patients into California's health care system by establishing relationships with and monitoring the eligibility and payment practices of public and private third party payers, and by joining with other organizations with similar objectives.

(e) The Legislation-Regulation Committee shall monitor all legislative and regulatory activity affecting the practice of optometry in California and shall have the authority to negotiate and take positions on legislation and regulations on behalf of the association, consistent with association policy.

(f) The Membership Committee shall review and recommend for approval or disapproval all applications for membership and shall investigate and recommend to the board policies or initiatives to recruit and retain members of the association,

based on periodic assessments of the needs and desires of member and non-member optometrists.

(g) The Sponsored Services Committee shall manage and perform any necessary due diligence with respect to products, services, or vendors sponsored or endorsed by the Association for its members' benefit and may investigate and recommend new ones, consistent with guidelines and policies adopted by the board.

(h) Except as otherwise provided in these bylaws, such other committees as the board deems necessary or desirable for the performance of the activities of the association.

Section 2. Judicial Council: The Judicial Council shall consist of the immediate past president, who shall serve as chair, and not less than three (3) nor more than five (5) other members appointed by the president pursuant to Article V, Section 2 of these bylaws. Appointed members shall serve no more than three (3) consecutive two (2) year terms. The Judicial Council shall:

(a) Consider proposals for amending the association's Code of Ethics that, if approved by the council shall be submitted to the Board of Trustees as specified in Article XII, Section 1 of these bylaws.

(b) Provide advisory opinions regarding interpretations of the American Optometric Association's Code of Ethics or the California Optometric Association's Code of Ethics.

(c) Consider appeals from members, applicants for membership, or members of the public concerning conduct by a member or a local society.

(d) Hold hearings and issue decisions in disputes arising between or among affiliate societies.

(e) Enforce the association's Conflict of Interest Policy adopted by the Board of Trustees.

(f) Exercise the powers of the association to discipline members, either upon its own initiative or upon request of an officer of the association, the Board of Trustees, or any society. Investigations and hearings on disciplining members shall comply with the requirements of Article VIII, Section 2 of these bylaws. Decisions of the council shall be final unless otherwise provided in these bylaws or in the bylaws of the American Optometric Association.

(g) Decisions of the Judicial Council may be appealed to the Board of Trustees.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 1. Functions and Duties of the Executive Director: The functions and duties of the executive director shall be to administer and supervise the operation of this association, in consultation with the Board of Trustees.

Section 2. Subordinate Employees: The executive director is authorized to direct the activities of all other employees in conformance with policies and procedures adopted by the Board of Trustees.

Section 3. Expenditures: The executive director and the executive director's designee are authorized to pay any obligation up to and including an amount approved by the Board of Trustees, in addition to distributions to entities, designated accounts and payroll, local, state and federal taxes which may exceed that amount. The executive director, or the executive director's designee as approved by the Board of Trustees, and the secretary-treasurer or, in the absence of the secretary/treasurer, the president, shall be authorized to pay any obligation exceeding that approved amount: provided, that such payable is documented and in compliance with the association's budget as approved by the House of Delegates.

Section 4. Attendance at American Optometric Association Congress: The executive director shall attend the annual Congress of the American Optometric Association.

ARTICLE VIII
CODE OF ETHICS

Section 1. Code of Ethics:

- (a) The Code of Ethics set forth in subsection (b) shall regulate and govern all members of this association. Any change to the association's Code of Ethics shall be made in accordance with Article XII, Section 1 (a) and (b) of these bylaws.
- (b) Upon admission to the association, the member resolves and agrees:
- (1) TO KEEP the visual welfare of the patient uppermost at all times;
 - (2) TO PROMOTE in every possible way, in collaboration with the association, better care for the visual needs of humanity;
 - (3) TO ENHANCE continuously his or her educational and technical proficiency so that his or her patients may receive the benefits of all acknowledged improvements in visual care;
 - (4) TO SEE THAT no person shall lack for visual care, regardless of financial status;
 - (5) TO ADVISE the patient whenever consultation with another optometric colleague or referral for other professional care seems advisable;
 - (6) TO HOLD in professional confidence all information concerning a patient and to use that information only for the benefit of that patient;
 - (7) TO CONDUCT himself or herself as an exemplary citizens;
 - (8) TO MAINTAIN his or her offices and practices in keeping with professional standards; and
 - (9) TO PROMOTE and maintain cordial and unselfish relationships with members of the profession of optometry and other professions for the exchange of information to the advantage of humanity.

Section 2. Suspension or Revocation of Membership for Code of Ethics

Violation: The Judicial Council shall suspend or terminate the membership of members who violate the association's Code of Ethics subject to the following requirements:

- (a) The Judicial Council shall cause fifteen (15) days' prior written notice of termination or suspension to be given to a member accused of violating the

association's Code of Ethics and his or her society, addressed to the members and society at their last known addresses.

(b) The notice shall state the right of the member and his or her society to be heard orally or in writing not less than five (5) days before the proposed date of suspension or termination.

(c) The foregoing procedure is intended to conform to the requirements of subdivision of Section 7341 of the Nonprofit Corporation Law of the State of California and shall be interpreted to conform to such requirements.

ARTICLE IX

DUES

Section 1. Method of Fixing Amount and Time of Payment of Dues: Dues or special assessments of members shall be in such amounts as prescribed by the House of Delegates and proposals for an increase in dues or any form of assessments must be presented in the same manner as amendments to these bylaws, as set forth in Article XII, Section 1 of these bylaws and shall be payable at such time or times as may be fixed by the Board of Trustees. The Board of Trustees may not increase dues or impose assessments without approval by majority vote of the House of Delegates at its next meeting.

Section 2. Suspension of Membership for Nonpayment of Dues: The Judicial Council shall establish rules and procedures governing the suspension of members for nonpayment of dues. The council's rules and procedures shall be disseminated to the societies and to the membership and at a minimum shall provide:

- (a) At least thirty (30) days written notice of the proposed date of suspension, to be sent to the member's last address appearing in the association's records and copied to the member's affiliate society;
- (b) A statement of the reasons for the suspension; and
- (c) An opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension.

Section 3. Modification of Dues: Upon petition by a society, the Board of Trustees may modify the dues requirements for an individual in cases of demonstrated hardship other than illness.

Section 4. Waiver of Dues for Ill Members: Upon notification to the executive director that a member of the association has been out of his or her office for at least thirty-one (31) consecutive days due to illness, that member's dues shall be automatically waived, retroactive to his or her first day out of the office, until such time as he or she returns to practice.

[Article IX, Section 5 repealed by the COA House of Delegates at February 8-9, 2013, meeting.]

ARTICLE X
AMERICAN OPTOMETRIC
ASSOCIATION

Section 1. Affiliation: This association shall affiliate with the American Optometric Association.

[Article X, Section 1(b) repealed and Section 1(a) renumbered by the COA House of Delegates at February 8-9, 2013, meeting.]

Section 2. Delegates to American Optometric Association Congress: The delegates and alternates of this Association to the annual Congress of the American Optometric Association shall be nominated by the president, approved by the Board of Trustees, and elected at the annual meeting of the House of Delegates preceding the Congress they are elected to attend. If delegates are not so elected, the president is authorized to appoint, subject to the approval of the Board of Trustees, the delegates and alternates to such annual Congress.

ARTICLE XI

MISCELLANEOUS

Section 1. Fiscal Year: The fiscal year of this association and all its related entities shall be determined by the Board of Trustees

Section 2. Rules of Order: Except where inconsistent with the provisions of these bylaws, the association shall be governed in all its deliberations by the current revised edition of Robert's Rules of Order, Newly Revised.

Section 3. Income and Property: The income and property of the association from whatever source derived shall be applied solely toward the promotion of the purposes of the association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise, by way of profit to the members of the association: provided, that nothing herein shall prevent the payment in good faith of any obligation to an officer or employee of the association, or any other person in return for any services actually rendered by the authority of the association, or by the Board of Trustees to promote the purposes of the association. A current asset inventory of all property of the association shall be the responsibility of the executive director and is to be submitted to the Board of Trustees on an annual basis. All property of the association shall be indemnified against loss or forfeiture by purchase of appropriate insurance, the premiums to be paid by the association.

Section 4. Bonding of Employees: Employees of the association and of its entities and officers and trustees, who owe a fiduciary obligation for fiscal management of the association or a related entity, shall be appropriately bonded by a surety company approved by the board. Each entity of the association shall adopt a similar policy.

Section 5. Severability Clause: In the event that any provision, section, or part of section of the bylaws should be declared invalid or inoperative by a court of competent jurisdiction, such declaration shall not affect the validity of the remaining provisions, sections, or parts of sections, and the remainder shall be given effect as if such invalid or inoperative provision, section, or part of section, had not been declared invalid or inoperative.

Section 6. Repeal of Prior Bylaws and Constitution: Any provision, section, or part of a section of any previously adopted bylaws inconsistent with the provisions of these bylaws is hereby repealed.

Section 7. Indemnifications of Officers, Trustees, Employees and Agents: To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and agents against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any

threatened, pending or completed civil, criminal, administrative or investigative action or proceeding, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation. "Expenses," as used in this bylaw, includes, without limitation, attorneys' fees and expenses necessary to establish any right to indemnity.

ARTICLE XII

AMENDMENTS OF BYLAWS

Section 1. Method of Amendment: These bylaws may be amended at any annual meeting of the COA House of Delegates as follows:

- (a) Societies shall submit to the COA Board of Trustees any proposed amendment not less than 60 (sixty) days prior to the date of the meeting of the COA House of Delegates or
- (b) The board of trustees may also propose amendments to these bylaws and shall submit them with those amendments from the societies to the secretary-treasurer of the association not less than 60 (sixty) days prior to the date of the annual meeting of the COA House of Delegates.

Section 2. Notice to Affiliate Societies: The secretary-treasurer shall give notice of the proposed amendments to the president and president-elect of the affiliate societies, the COA Student Section Coordinating Council and section chairs not less than 45 (forty-five) days prior to the meeting of the COA House of Delegates.

Section 3. Vote Required: A two-thirds (2/3) vote of the delegates present at the meeting shall be necessary to amend these bylaws: provided, that any amendment to Article VIII of these bylaws shall require a three-fourths (3/4) vote of the delegates present at any meeting of the COA House of Delegates.

Section 4. When Effective: Any amendment to these bylaws adopted at any meeting of the COA House of Delegates or shall become effective upon adoption.

[Article XII, Sections 1 and 2 amended by COA House of Delegates at February 910, 2018, meeting.]

ARTICLE XIII

SECTIONS

Section 1. Purpose of Sections - In General: The Board of Trustees may accept and review petitions for the creation of special purpose sections by and for the benefit of the association's members and recommend their adoption by the House of Delegates by amendment to the association's bylaws. Petitions for creation of sections shall address the following objectives:

- (a) To enhance the visual quality of life and the image of optometry.
- (b) To promote the identity of optometry within the section's area of interest.
- (c) To serve as a forum of discussion in the section's area of interest.
- (d) To educate members of the section and encourage other California Optometric Association members to become involved in the special area of interest.
- (e) To develop information for public relations and legislative activities.
- (f) To advance the level of skill or training of the members within the section's area of interest.

Section 2. Organization: The House of Delegates by two-thirds (2/3) vote may create a new section, combine existing sections, change the name of sections, or discontinue sections if the following requirements have been met:

- (a) Members of sections must be Active or Affiliate Members of the association and must meet the requirements of the Bylaws of their respective sections.
- (b) Each section shall elect its own officers in the manner provided for in its bylaws.
- (c) Amendments to the bylaws of a section shall not become effective until approved by the House of Delegates upon recommendation of the Board of Trustees.
- (d) A meeting of each section shall be held at least once a year.
- (e) Dues shall be established for the section in accordance with the section's bylaws.

Section 3. Sections – Establishment, Combination, Discontinuation or Change of Name: At least one hundred and twenty (120) days before the meeting of the House of Delegates at which action is to be taken, the proponents must file with the secretary-treasurer a proposal to establish, combine, discontinue, or change the name of a section. The association shall provide to the delegates at least ninety (90) days before the meeting copies of the proposal, setting forth:

- (a) The need for the proposed section.
- (b) The contemplated purpose of the section, which must further the objectives of and be compatible with the purposes of any association committee or entity and any other section approved by the house.
- (c) The proposed bylaws of the section, including a description of its scope and function, which must be consistent with the constitution and bylaws of the association.
- (d) The proposed budget for the section for the first year of its operation.
- (e) A list of present or prospective members of the association who have signed statements affirming that they will apply for membership in the section.

Section 4. Approved Sections—In General:

- (a) Affiliation: All sections approved pursuant to this Article and their members shall be deemed affiliated with the association.
- (b) Duties and Powers: The Board of Trustees of the association shall exercise the same duties and powers with respect to expenditure of funds and creation of obligations, by an approved Section as they do with regard or on behalf of the association and its entities.
- (c) Privileges: All actions involving the assets, policies, or procedures of the association that an approved Section proposes to take must be approved by the Board of Trustees.

Section 5. Approved Sections:

- (a) Employed Optometrist Section. The purpose of the Employed Optometrist Section is to provide a forum and resources for the identification, analysis, and solution of problems unique to the professional practice of optometry by employed optometrists. For purposes of this section, “employed optometrist” shall mean any Optometric Doctor licensed and in good standing with the State of California who practices in a business relationship other than as an independent solo or group practitioner or as an owner or shareholder of a distinct optometric corporation.
- (b) Optometric Student Section. The purpose of the Optometric Student Section is to provide a forum in which students preparing themselves for the professional practice of optometry may identify, analyze, and seek solutions to problems unique to optometric students. For purposes of this section, “optometric student” shall mean a student enrolled full-time and in good standing in a California school of optometry accredited or provisionally accredited by the Accreditation Council on Optometric Education.

(c) Low Vision Rehabilitation Section: The purpose of this Section is to improve the quality of low vision rehabilitation services provided to the public and to promote the professional development of COA member optometrists, thereby furthering the mission of the California Optometric Association.

[Article XII, Section 5 amended by COA House of Delegates at April 4-5, 2014, meeting.]