



**NEW YORK STATE SOCIETY OF OPTICIANS, INC.
INCORPORATION and BY-LAWS
As Amended 2008**

ARTICLE I - NAME AND OBJECT

Section 1. Name

The name of this non-profit organization initially incorporated May 20, 1936 as the Society of Dispensing Opticians and changed to The New York State Society of Opticians as of July 11, 1981 shall be hereinafter called the "Society."

Section 2. Location of Offices

The offices of the Society shall be in the State of New York in such locations as the Board of Directors may from time to time decide.

Section 3. Objectives and Purposes

The objectives and purposes of the corporation are to:

- A. Advance and improve the services of the New York State Licensed Ophthalmic Dispenser and the New York State Certified Contact Lens Practitioner to the public.
- B. Establish and elevate the standards and ethics of the profession of the New York State Licensed Ophthalmic Dispensers and the New York State Certified Contact Lens Practitioners.
- C. Encourage and cooperate with the New York State Education Department in the improvement and the expansion of the art and science of Ophthalmic Dispensing and Contact Lens Fitting.
- D. Encourage, cooperate and promote the enhancement and enlargement of the scope of practice for all Opticians.
- E. Approve continuing education speakers and their respective courses, for the proper continuing education credits needed by New York State Licensed Ophthalmic Dispensers and New York State Certified Contact Lens Practitioners.

ARTICLE II - MEMBERSHIP

Section 1. Classes of Membership

There shall be six (6) classifications of membership:

- 1. Active Members
- 2. Associate Members
- 3. Life Members
- 4. Honorary Members

5. Corporate Members

6. Student Members

ACTIVE MEMBERS: Any person who possesses a valid New York State Ophthalmic Dispensing License is eligible to become an Active Member.

ASSOCIATE MEMBERS: Any person who does not qualify for active membership but is supportive of opticianry shall be eligible to become an Associate Member, and is entitled to all the rights of an Active Member, except voting, and may participate in all activities of the Society unless specifically excluded by the Board of Directors.

LIFE MEMBERS: Any Active Member in good standing who has paid dues for a period of twenty years and is no longer engaged in the dispensing field shall be eligible to become a Life Member under such terms as may be determined by the Board of Directors.

HONORARY MEMBERS: Honorary membership may be conferred upon individuals at such time and under such terms as may be determined by the Board of Directors.

CORPORATE MEMBERS: Any proprietorship or corporation that maintains 51% of its licensed opticians as members of the New York State Society of Opticians, Inc. and will uphold the by-laws and constitution of said society is eligible for Corporate Membership. A Corporate Member is entitled to all the rights of an Active Member, except voting, and may participate in all activities of the Society unless specifically excluded by the Board of Directors.

STUDENT MEMBERS: Any person who is an enrolled student in a New York State accredited program for Ophthalmic Dispensing is eligible for Student Membership and is entitled to all the rights of an Active Member, except voting, and may participate in all activities of the Society unless specifically excluded by the Board of Directors.

Section 2. Approval

All membership other than Active or Associate Membership must be approved by the Board of Directors.

Section 3. Rights and Privileges

Each member of the Society in good standing shall be entitled to all the rights and privileges pertaining to such membership, as herein provided, including holding office, except that only Active Members may vote and serve as Regional Director, serve on the Board of Directors, or hold a State Society office.

Section 4. Resignations and Reinstatements

- A. Resignations - Any member of this Society may resign in good standing. Resignations shall be made in writing to the Executive Secretary.
- B. Suspension and Removal - A member may be dropped or suspended by a two-thirds vote of the Board of Directors after fifteen (15) days notice in writing stating the cause for such action. Except in cases of non-payment of dues or criminal convictions pertaining to the profession as established by the New York State Education Department, an opportunity for a hearing before the Board of Directors shall be given.
- C. No member shall be entitled to any cancellation or refund of dues upon resignation or expulsion from the Society.

Section 5. Non-Payment of Dues

- A. Dues must be paid in accordance to Article III, Section 2 of this organization’s Bylaws. Three months of non-payment will result in the loss of membership and all privileges thereof. A member, who seeks special consideration (i.e. for health), must contact the Executive Secretary within 30 days of final notice.

Section 6. Reinstatement

Members who have resigned in good standing may be reinstated by a majority vote of the Board of Directors upon payment of the reinstatement fee and dues for the current year. Members who have been dropped for non-payment of dues may be reinstated by a majority vote of the Board of Directors upon presentation of satisfactory reason. Reinstatement fee will be determined by the Board.

ARTICLE III - DUES AND INITIATION FEES

Section 1. Dues

Each class of member shall pay dues assessments and initiation fees as determined by the Board from time to time.

Section 2. Dues - How Payable

- A. Dues for each year are due and payable on the first day of any fiscal year as established by the Board of Directors.

ARTICLE IV - GOVERNMENT

Section 1. Board of Directors

The Board of Directors is entrusted with and shall have general charge and management of the property, affairs, business and concerns of the Society and shall manage the same in conformity with the laws under which this Society is incorporated and the provisions of these By-Laws.

A Board Member must be in good standing in the Society for a period of two (2) years, approved by the local Region and selected by the Nominating Committee. The Region and State Nominating Committee may waive the two (2) year membership requirement. A Board Member cannot serve as an officer or director of any other not-for-profit organization that seeks to represent opticians in any particular area of the state, or the entire state.

Section 2. Membership of the Board of Directors

The Board shall consist of elected members, the President, the Vice President, the Immediate Past President, the Secretary and the Treasurer, and all the Regional Directors. All members of the Board shall be Active Members in good standing.

Section 3. Term of Office and Directors

- A. Elected Directors shall be elected for three (3) successive three (3) year terms as their terms expire. Directors elected for three (3) successive three (3) year terms shall not be eligible for re-election in the year in which their third term shall expire or be eligible for appointment to a vacated or same office for a period of one (1) year. Upon election, Directors shall immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.
- B. In the event that a directorship shall become vacant, the remaining Board shall appoint an eligible successor for the remainder of the term, a member from the same Region.
- C. Board members shall automatically be considered as having resigned from the Board of Directors and the office considered vacant for any of the following reasons:
 - 1. Not a member in good standing due to non-payment of dues or criminal convictions pertaining to the profession as established by the New York State Education Department.
 - 2. Absent without sending a substitute from Board Meetings. For purposes of clarifying absence, no more than one absence in one elected year shall be allowed to any Director. Absence due to serious illness or unforeseen circumstances may be excused by a two-thirds vote of the remaining Board of Directors. Such excuse shall be heard at the following Board Meeting.
- D. The Board of Directors shall review these requirements for Board members and immediate action shall be taken at each meeting.

Section 4. Meetings of the Board

- A. Meetings of the Board of Directors shall be called by the President. At least two (2) meetings must be called during the year, at a time and place designated by the President. Two weeks notice shall be given via telephone, conference call, fax communication, in writing or in person.
- B. At Board meetings the President shall act as Chairman and a Recording Secretary designated.

Section 5. Special Meetings of the Board

Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the President upon a request in writing of ten (10) members of the Board of Directors.

- A. In the event that the President shall neglect or refuse to do so, ten (10) Board members may call a meeting of the Board of Directors.
- B. A special meeting of the Board of Directors may be held on seven (7) day's notice, however, two-thirds (2/3) of the Board members may waive notice.
- C. Notification to Board members shall be at their last known address.

Section 6. Quorum of the Board of Directors

Thirty-three percent (33%) of the Board of Directors shall constitute a quorum for the transaction of business. In the event that the President and the Vice-President, the Secretary and the Treasurer are absent, the quorum may choose a Chairman for the meeting.

Section 7. Honorary Board Members

All past State Presidents of the Society in good standing, other than the Immediate Past President, shall be Honorary Members of the Board of Directors. Such Honorary Members shall have the right to attend all Board meetings and to enter into all discussions but have not the right to vote.

Section 8. Assessments and Expenses

- A. The Board may, when necessary, establish special funds and/or assessments for specific purposes, each of which shall be administered as directed by the Board.
- B. Non-payment of such an assessment shall be subject to the same penalties and actions as non-payment of dues.

Section 9. Majority Vote

Except as otherwise specifically provided herein, the act of a majority of the members of the Board present at any properly convened meeting thereof shall be the act of the Board.

Section 10. Local Region Organization

- A. The State of New York shall be divided into Regions as determined by the Board of Directors. From time to time, the population of a Region may have to be redistricted. This shall be approved by a two-thirds (2/3) vote by the Board of Directors.
- B. A Region may be dissolved only for good cause by the Board of Directors upon a two-thirds (2/3) vote of those present.

Section 11. Student Chapter Organization

- A. On application to the Board of Directors by students in a New York State accredited Ophthalmic Dispensing program, a Student Affiliation to a Region as determined by the Board of Directors, may be organized upon approval of the Board.
- B. A Student Affiliation may be dissolved only for good cause by the Board of Directors upon two-thirds (2/3) vote of those present.

ARTICLE V - OFFICERS AND APPOINTEES

Section 1. Officers

The Officers will be elected by the Board of Directors, and all officer candidates must be elected Regional Directors whose terms do not expire at the end of that membership year. The Nominating Committee for the election shall be chaired by the Immediate Past President.

- A. Officers of the Society shall be a President, Vice President, Secretary and Treasurer. The term of office for each officer shall be one year.
- B. Each and every officer shall be an Active Member of the Society in good standing and, except in the case of death, resignation or removal, shall hold office until his/her successor shall have duly qualified. No officer, except one who is appointed or elected to serve for the unexpired term of his/her predecessor, shall be eligible to succeed himself/herself for more than two (2) consecutive terms.
- C. If, for any reason other than an expired term, a vacancy occurs in the office of the President or Vice President, Secretary or Treasurer, the Board of Directors shall, as soon as practical, appoint an eligible person to fill such vacancy for the unexpired term and such person shall be installed immediately after such appointment.

- D. The President:
1. The President shall preside at the meeting of the Society and Board of Directors.
 2. The President shall communicate to the members, the Board of Directors meetings and at any other time that he/she shall deem proper, such matters and such suggestions as may, in his/her opinion, tend to promote the interests and increase the usefulness of this Society, and shall perform such other duties as are necessary or incident to the office of President of the Society. The President shall present his/her report showing the general condition of the Society and a general statement of the proceedings of the Board of Directors meetings held during the year.
 3. The President shall from time to time and as often as directed submit reports to the Board of Directors and give such information touching the affairs of the Society as may be required and make such recommendations as he/she may think proper.
 4. Qualifications for Executive Board - He/She must have served one year membership on the Board of Directors.
- E. The Vice President
1. The Vice President shall assume the duties of the President in the absence of the President.
 2. The Vice President shall assist the President in all his/her duties and perform such other duties as may be required of him/her by the Board of Directors.
- F. The Secretary
1. The Secretary shall be responsible for conducting the general correspondence relating to the business of the Society other than financial and shall perform such duties as are designated by the President or the Board. The Secretary shall maintain complete minutes of all meetings of the Society and of the Board. The Secretary shall maintain a complete roster of members. The Secretary shall be responsible for issuing meeting notices to members and he/she shall turn over all records to his/her successor. The Secretary may delegate those duties as appropriate to an Executive Director as approved by the Board.
- G. The Treasurer
1. The Treasurer shall have charge of all monies, bank accounts and valuable property of the Society, and shall perform all the usual duties relating to the office of Treasurer and any other duties as are designated by the President or the Board. The Treasurer shall maintain in the name of the Society a bank account in a bank designed by the Board. All funds collected shall be deposited in such account, and all disbursements made therefrom. The Treasurer shall make disbursements as authorized by the Board. Payments will be supported by vouchers or invoices approved by a member of the Board other than self. The Treasurer shall maintain a complete record of receipts and disbursements and shall submit an annual report in writing. Interim reports shall be submitted in regular meetings of the Board as required. All monies, records, files and other property in the Treasurer's possession shall be turned over to his/her successor effective at the close of the annual meetings or when such successor is chosen and qualified. A budget shall be prepared by the Treasurer and submitted for approval by the Board at its meeting starting each new fiscal year. The Treasurer may also form an Audit Committee or arrange for a private audit to be presented to the Board each year. The Treasurer may delegate those duties as appropriate to an Executive Director as approved by the Board.

Section 2. Appointees

- A. The Executive Director shall be appointed by the Board of Directors for a period of one year, and shall serve according to the conditions and terms of a written contract to be reviewed by the Board each year. Resignations or removal shall require thirty (30) days notice.
- B. The Legal Counsel and/or other positions may be appointed by the Board of Directors for a period of one year (same as Executive Secretary).

Section 3. Notice of Meetings

At least ten (10) days notice shall be given of the place, day and hour of all meetings of the Society to members of the Society by telephone, conference call, fax communication or in writing to the last known address of the member or in person.

Section 4. Voting

Voting privileges shall be in accordance with Article II. Further nominations may be made from the Board of Directors after the report of the Nominating Committee.

- A. Proxies - Members entitled to vote may submit proxies duly executed. A proxy form must be mailed thirty (30) days before the date of the meeting and returned to the Secretary ten (10) days before the meeting. Members not returning proxies delegate the Secretary to hold that proxy to declare a quorum.

Section 5. Order of Business

The order of business at Society meetings shall be as follows:

1. Calling the roll (Attendance)
2. Proof of notice of meeting
3. Reading of minutes of previous meeting
4. Communications
5. Report of President
6. Report of Executive Director
7. Report of Committees
8. Elections
9. Old Business
10. New Business
11. Adjournment

Any questions as to priority of business shall be decided by the chair without debate.

Section 6. Regional Meetings

Regional meetings shall be in accordance with these By-Laws which are only necessary in the following instances:

- A. Regional Symposiums for continuing education credit.
- B. It shall be the duty of the Regional Directors to call special meetings whenever twenty (20) members of the Region shall make written application to the Regional Director.
- C. Order of Business at Regional Meetings shall be as follows:
 1. Call to order
 2. Communications
 3. Reports of Committee
 4. Elections
 5. Unfinished Business
 6. New Business
 7. Adjournment

Section 7. Regional Officers

Three (3) Regional Directors shall be elected by their own Region's members.

- A. Elections shall be held as a Director's term should expire, prior to the first day of the next fiscal year.
- B. The Directors may delegate to other Members, such duties as collection of all monies through PAC fund raising efforts, dues or continuing education fees, etc. In doing so, forwarding all such monies to the Society Treasurer's office.
- C. Such delegations shall not conflict with any rules, policies or By-Laws of the Society.

ARTICLE VI - FISCAL PROCEDURES

Section 1. Fiscal and Membership Years

The fiscal and membership years of the Society shall be fixed by the Board of Directors.

Section 2. Funds and Securities

The Treasurer along with the Executive Board shall invest and manage funds and securities of the Society within policies established by the Board of Directors.

Section 3.

The President, Treasurer, or any other person entrusted with the handling of funds or property of the Society shall furnish, at the expense of the Society, a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

Section 4. Contracts, Letters of Intent

All contracts, releases, agreements, letters of intent or commitments made in the name of or on behalf of the Society shall be submitted to the Board of Directors for appropriate review and signature by duly authorized person or persons.

No contract may be made which would bind the Society for amounts in excess of those provided in the current budget for that purpose unless approved by the Board of Directors.

Section 5. Non-Compensation

No voting member of the Board of Directors shall receive compensation for services rendered.

ARTICLE VII - COMMITTEES

Section 1. Executive Committee

- A. The Executive Committee shall consist of the President and Vice President, the Secretary, Treasurer and Immediate Past President.
- B. The Executive Committee shall function as the Board of Directors between Board meetings.
- C. The Executive Committee shall meet at least three (3) times a year.

Section 2. Other Standing Committees

The following are standing committees: Nominating Committee, Audit Committee, By-Laws Committee, Legislative Committee, Education Committee and Membership Committee.

- A. The Chairman of these standing committees and any other committees except for the Audit Committee shall be appointed by the President, and all chairmen shall be members of the Board of Directors.

Section 3. Other Committees

The President may from time to time appoint such committees as he deems necessary.

ARTICLE VIII - CODE OF ETHICS

Section 1.

The Board shall establish and may from time to time amend rules and regulations pertaining to the proper conduct of Society members.

Section 2.

No member, officer or Director of the Society shall use the name of the Society in any manner or in any way without authorization of the Board, except as may be required by an officer, Director or agent of the Society in the performance of official duties.

Section 3.

Any member may be found guilty of conduct inimical to the purposes of the Society and censured or disciplined by the Board of Directors. A member who is found guilty of such conduct may be suspended by a two-thirds (2/3) vote of the Directors present by telephone, conference call, fax communication, in writing or at any properly convened meeting thereof; provided, that except in the case of non-payment of dues or criminal convictions pertaining to the profession as established by the New York State Education Department, before a member shall be expelled he/she shall be given an opportunity to answer against him/her either in person, in writing or by proxy.

Section 4.

In any proceeding for expulsion, the Board shall not be governed by the usual rules of evidence, but any determination in any such proceeding shall be based on reasonably conclusive evidence.

ARTICLE IX - RESIGNATION AND RECALL

Section 1.

If any officer or Director of the Society desires to resign his/her office, he/she shall submit his/her written resignation to the Secretary who shall present such resignation to the Board.

Section 2.

Any officer or Director may be removed from his/her office for cause by a two-thirds (2/3) vote by telephone, conference call, fax communication, in writing or at any properly convened meeting of the Board of Directors.

Section 3.

Before any action for removal from office shall be considered at any meeting, a notice of such proposed action shall have appeared in the notice of such meetings, and the respective officeholder shall be given an opportunity to enter an answer to any charges upon which such proceedings may be based, in person, by writing or by proxy.

ARTICLE X - AMENDMENTS

Section 1. Voting

These By-Laws may be amended at any meeting of the Board of Directors, by a vote of two-thirds (2/3) of the members present.

Section 2. Notice of Proposed Amendments

Notice of any proposed amendment shall be furnished to the Executive Secretary in writing by not less than five (5) Board Members and copies thereof shall be in writing to every Board member with the notice of the special or Board meeting.

ARTICLE XI - RULES OF ORDER

Section 1. Robert's Rules of Order

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings of the Society not in conflict with its incorporation, policies or By-Laws.

Last Amended: April 2008