



CONSTITUTION AND BYLAWS
NEW YORK STATE OPTOMETRIC ASSOCIATION, INC.

AMENDED MAY 21, 2017

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NOTE: This outline is for informational purposes only and is not a part of the Constitution.

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NEW YORK STATE OPTOMETRIC ASSOCIATION CONSTITUTION

Article I. Name

The name of this Association is the New York State Optometric Association, Inc.

Article II. Purpose

The purposes of this Association are to improve the vision care and health of the public and to promote the art and science of the profession of optometry.

Article III. Organization

Section 3.01 Affiliated Societies

Affiliated societies shall be those local optometric societies located in New York State that are, or may hereafter be, recognized by this Association as constituents of and affiliated with the New York State Optometric Association. The SUNYCO Society and the Student Optometric Society shall, for the purposes of this Constitution, also be considered Affiliated Societies.

Section 3.02 Membership

The membership of this Association shall consist of licensed optometrists in New York State and other persons whose classification, qualifications, privileges, and obligations shall be as established in this constitution.

Article IV. Affiliated Societies

Section 4.01 Local Optometric Societies

The State shall be divided into zones, each containing one local optometric society.

Section 4.02 SUNYCO Society Affiliation

There may be a SUNYCO Society whose members shall be those optometrists who are employed by SUNYCO and otherwise satisfy the requirements for membership in this Society as determined by the Board of Trustees.

Section 4.03 Affiliation with the New York State Optometric Association

- (a) Affiliated optometric societies may be eligible for affiliation with this Association when properly organized, named and officered by a president, president-elect or vice president, secretary and treasurer, and whose members have subscribed to a constitution or a

constitution and bylaws consistent with the constitution of this association. The office of secretary and treasurer may be held by the same individual.

- (b) An affiliated society so organized shall be eligible to affiliate with this Association, upon filing with the Secretary thereof a letter of request for affiliation which contains the names of the members of the society and a copy of the society's constitution or constitution and bylaws. After investigation by, and upon a favorable report of, the Board of Trustees, the society shall be granted a charter and thenceforth conduct its affairs as an affiliated society.
- (c) Charter Revocation. Upon the request of an affiliated society or where the affiliated society has otherwise ceased to operate, the charter of an Affiliated Society may be revoked by a two-thirds vote of the House of Delegates at the Annual Meeting.

Section 4.04 Duties of Each Affiliated Society

Each affiliated society shall:

- (a) Keep such records as may be required by this constitution or the NYSOA Board of Trustees;
- (b) Notify the NYSOA Secretary of changes made in its constitution or bylaws, and in its roster of members and their addresses;
- (c) Have a fiscal year coincident with that of this Association;
- (d) Act upon proposed amendments to this constitution as outlined in Article XI, Section 1;
- (e) Have the power to suspend, expel or otherwise discipline any member of the Affiliated Society according to procedures adopted by the Affiliated Society.

Section 4.05 Limitation on Local Membership

A local optometric society may enroll as a member an optometrist who resides in its zone or who practices in the zone of another local optometric society. A member may designate a primary affiliation with a local optometric society or with the SUNYCO Society and may also maintain a secondary non-voting affiliation with a different local optometric society or with the SUNYCO Society upon payment of such dues as may be required by the society with which he or she seeks the secondary affiliation. A member must conform to the rules of practice of any local optometric society in whose zone he or she maintains a practice and may only exercise voting privileges with the society with which the member has a primary affiliation.

Section 4.06 Student Society

- (a) There may be a Student Optometric Society of New York State whose members shall be those persons qualified under Article IV, Section 6A of this constitution.
- (b) The constitution, or the constitution and bylaws of the Student Optometric Society shall be consistent with the constitution of this Association.
- (c) The Student Society shall be entitled to one vote at the annual meeting and shall be entitled to attend Board of Trustees meetings.

Article V. Membership

Section 5.01 Membership Classification

Membership in this Association shall be composed of active, optometric educator, partial practice, post-graduate, special class, life, honorary, federal services, retired with benefits, retired without benefits, and student members.

- (a) Active members shall be:

Those optometrists, duly licensed and registered by the State of New York who maintain an active practice of optometry over sixteen (16) hours per week, who pay full dues or sliding scale dues as established by this constitution, and who are members in good standing of an affiliated society in New York State.

- (b) Optometric Educator members shall be:

- 1) An optometrist who is a full-time educator primarily engaged in school related activities such as teaching, research and administration at a school or college in New York, accredited or pre-accredited by the Council on Optometric Education.
- 2) An optometrist, not licensed in New York to practice optometry, who holds an administrative, academic or clinical position in an educational institution or program accredited by the Council on Optometric Education, and who contributes to the advancement of the objectives of this Association.
- 3) An individual who is not an optometrist, who holds an administrative, academic or clinical position in an educational institution and who contributes to the advancement of the objectives of this Association, subject to the approval of an affiliated society.

- (c) Partial Practice members shall be:

An optometrist who works sixteen (16) or fewer hours per week in compensated optometric related activities.

(d) Life Members:

- 1) Must have 45 years of cumulative AOA membership. Student membership is included in the accumulative years. Retired without benefits is not included in the accumulative years.
- 2) Must be a current member in good standing for at least one year prior to the transition into life membership. Member cannot transfer from retired without benefits to life membership.
- 3) If member does not meet the membership requirements as stated above, but has been named a life member of the affiliated association, a written explanation is required from the affiliate as to the rationale or circumstance for wanting the member to become a life member. The final decision on whether the member may then become a life member of the Association is subject to approval by the Secretary.
- 4) Members who provide medical certification of terminal or other serious debilitating illness may have the years of membership requirements waived, subject to the approval of the Secretary.
- 5) Those who attained life membership prior to September 30, 2012 shall remain life members subject to the conditions under which they were awarded.

(e) Honorary members shall be:

Those whom the Association desires to honor for outstanding service rendered to optometry or this Association. Honorary membership may be conferred only at the Annual Meeting of this Association upon the prior recommendation of the Board of Trustees.

(f) Federal Services members shall be:

Those optometrists on active duty in the armed services of the United States 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 federal governmental entity. Federal Services members must be in good standing with the American Optometric Association and shall pay local society dues only.

(g) Retired with benefits members:

- 1) Must be 55 years of age or older as of January 1 of the current membership year.
- 2) Must no longer be engaged in compensated optometric related activities.
- 3) Must be a current member in good standing for at least one year prior to the transition into retired with benefits membership.
- 4) Member cannot transfer from retired without benefits to retired with benefits membership.
- 5) Annual dues are \$30.

(h) Retired without benefits members:

- 1) Are members in name only and are not eligible to receive any benefits or member discounts.
- 2) Must be 55 years of age or older as of January 1 of the current membership year.
- 3) Must no longer be engaged in compensated optometric related activities.
- 4) Must be a current member in good standing for at least one year prior to the transition into retired without benefits membership.
- 5) Member cannot transition from retired without benefits to retired with benefits or life membership.

(i) Student members shall be:

- 1) Those students, who are not licensed optometrists and are regularly enrolled in courses leading to the O.D. degree at school or college of optometry in New York State accredited by the Accreditation Council on Optometric Education, or are residents of New York State similarly enrolled in any school or college accredited by the Accreditation Council on Optometric Education, or
- 2) Non-practicing licensed optometrists who are full-time students at an accredited institution of higher education.
- 3) Student membership shall become effective on admittance to the Student Optometric Society of New York and may continue until the student has graduated, completed his or her internship when required by law and has been licensed to practice. Student membership shall not continue for more than six (6) months after graduation, and in the case of non-practicing optometrists, six (6) months after the end of the period of

attendance at the institution of higher education. Student membership shall affiliate through the Student Optometric Society of New York State.

(j) Post-graduate members must be:

- 1) A resident or intern in any program accredited or pre-accredited by the Accreditation Council on Optometric Education or by an accrediting body that the Board of Trustees, in its sole discretion, determines to be equivalent, and/or;
- 2) A full time enrollee in a graduate program.

(k) Public members:

An individual who is not an optometrist, but has a substantial interest in the profession of optometry and contributes to the advancement of the interests of this Association, may be eligible for membership as a Public Member of this Association. The American Optometric Association shall be given 30 days' notice to object to any application prior to the granting of Public Member status by this Association. Public members shall not have a vote in NYSOA matters.

Section 5.02 Requirements in Applying for Membership

A candidate for voting membership in this Association shall state in his or her application his or her:

- (a) Year of graduation;
- (b) New York State license number and year of issue.

In addition, the candidate shall agree to observe, support and be governed by all the provisions of the Constitution or the Code of Ethics and the Rules of Practice adopted by this Association.

Section 5.03 Privileges of Members

Active members in good standing, partial practice members, and optometric educator members who are licensed optometrists shall be entitled to debate and vote on all questions before the Association, and only such members shall be entitled to vote. Active members and optometric educators are accorded one full vote. Partial Practice members are accorded one-half vote. All other members are permitted to participate in all deliberations and activities of the Association as non-voting members and may be accorded privileges of the floor.

Section 5.04 Resignation

A member in good standing may resign upon making a request in writing to the Board of Directors of the affiliated society. The member must notify the Board of Directors of the affiliated society of this decision by May 1. If the member wishes to be reinstated, he or she must present the affiliated society a check for the affiliated society, state and AOA dues owed for any portion of a prior year for which no dues have been paid, pro-rated from the commencement of that year

through the date of the member's resignation request, subject to a waiver of all or a portion of the affiliated society and state dues, as may be deemed by the Association.

Section 5.05 Suspension

- (a) Automatic Suspension. After prior notification by ordinary mail, a member in arrears for any assessment or whose current annual dues have not been paid (or are not otherwise current in accordance with the provisions for installment payment of dues of section 2 of Article IX) by December 31 shall be automatically suspended from membership.
- (b) After being given reasonable notice of the scheduled vote and the opportunity to be heard, a member may be expelled from the Association by a 2/3 vote of the NYSOA Board of Trustees for the following reasons:
 - 1) Conviction of a felony.
 - 2) Conviction of a misdemeanor that may relate to the member's fitness to practice optometry and to the member's professional responsibility.
 - 3) Suspension or revocation of the member's license to practice optometry as a result of actions by the Office of Professional Discipline of the State Education Department.
- (c) Readmission of Suspended or Expelled Members. A member expelled or suspended, for reasons other than nonpayment of dues or assessments, shall not be eligible to reapply for membership until three years after the date of expulsion or suspension, unless the Board of Trustees or the membership at its Annual Meeting has otherwise ruled at the time of the expulsion or suspension.

Article VI. Dues, Assessments, Expenses, Fiscal Year

Section 6.01 Dues

- (a) Except as provided elsewhere in this Article, the annual dues of each active member shall be the applicable annual dues of the American Optometric Association, the annual dues of each affiliated society, plus the annual dues of the New York State Optometric Association as set by the Board of Trustees.
- (b) The annual dues of student members shall be set by the Board of Trustees.
- (c) Optometric educator members shall pay the dues of the local society with which they affiliate and the full dues (and any assessments) of the AOA, of which 50% shall be retained by the NYSOA.
- (d) The annual per capita dues of a new licentiate who applies for membership during the first year in which s/he is licensed shall be:

Graduation year	0%
1st full year following graduation	10%

2nd full year following graduation	20%
3rd full year following graduation	50%
4th full year following graduation	75%
5th full year and thereafter	100%

- (e) Military Moratorium: If a member is called into the armed forces, the time of his/her service shall be deemed a moratorium; upon his return to civilian life his/her dues status shall be that of the time he entered the armed forces. Should such a member for any reason permit his membership to lapse, upon readmission to membership, he shall pay the full per capita dues of an active member.
- (f) No payment of dues shall be required of life, retired without benefits and honorary members. Retired with benefits shall pay \$100 to AOA and \$30 to NYSOA. Such members wishing to continue AOA membership shall remit the applicable AOA annual dues to the NYSOA business office.
- (g) Partial practice members shall pay sixty percent (60%) of the AOA dues and NYSOA dues.
- (h) If the spouse of a member is eligible for membership, then the spouse shall pay dues as the less of:
 - 1) 50% of the NYSOA dues paid by the member or
 - 2) 100% of the NYSOA dues that would otherwise be paid by the spouse as a member of the Association.
- (i) The annual dues of public members shall be set by the Board of Trustees.

Section 6.02 Discretionary Dues Waiver

A member may request, in writing, a dues waiver for reasons of economic misfortune. Economic misfortune is defined as a member's inability to pay dues because of extraordinary conditions over which the member has no control. Mode of practice, employment, relocation of practice, or part-time practice are not, in and of themselves, sufficient to be deemed economic misfortune. Dues waivers will be granted for one year only.

Section 6.03 Installment Payments

Installment payments of dues may be authorized by the Board of Trustees provided that:

- (a) It establishes equitable regulations governing such payments;
- (b) Payments will be completed within the current fiscal year;
- (c) Receipt by this Association of the instrument promising subsequent payment shall be construed as full payment wherever that is required by the Constitution.

Section 6.04 Member in Good Standing

Membership in Good Standing will be assessed at the end of every quarter. A member achieves good standing when his/her dues obligation for that quarter is paid in full by the end of that quarter.

Section 6.05 Dues Collection and Transmittal

Affiliated Society, State and AOA dues shall be collected by the NYSOA business office.

Section 6.06 Assessments

- (a) When in the opinion of the Board of Trustees funds must be raised by assessing the membership, notice of these reasons shall be sent to each affiliated society not less than sixty (60) days prior to the Annual Meeting. A 2/3 vote of the active members both present and represented by proxies at the meeting shall be necessary to impose the assessment.
- (b) No payment of assessment shall be required of life or honorary members.

Section 6.07 Expenses

- (a) The necessary traveling expenses of counsel and the Association's elected officers and its elected Regional Trustees incidental to attending the Annual Meeting, any meeting of the Board of Trustees and expenses necessary to carry out the Association's business shall be paid by this Association. The Board of Trustees, with proper regard for the Association's best interest may, on occasion, authorize similar payments to other members.
- (b) No expenses incurred by the holding of committee meetings not specifically authorized by the President shall be paid.
- (c) Expenses shall be kept within reason.
- (d) Claims for reimbursement must be accompanied by receipts.
- (e) Bills shall be properly dated, contain definite information, and be rendered promptly in such form as may be required.

Section 6.08 Fiscal Year

The Fiscal Year of the Association shall be the calendar year.

Article VII. Officers, Board of Trustees, Executive Committee

Section 7.01 Officers

The Officers of this Association shall be a president, a president-elect, a vice-president, an immediate past president, a secretary and a treasurer, all of whom, except the president and the immediate past president, shall be elected by the membership at the Annual Meeting. The office of secretary and the office of treasurer may be held by the same individual. The officers shall serve for a one-year term.

Section 7.02 Presidential Succession

At the conclusion of the President's term, the President-elect shall become President and the President shall become Immediate Past President. If the Immediate Past President cannot serve or continue to serve, the next junior Past President eligible shall automatically become Immediate Past President. A vacancy occurring in the office of President-elect shall be filled for the unexpired term at the next Annual Meeting, by an election.

Section 7.03 Board of Trustees

There shall be a Board of Trustees consisting of those Officers named in Section 1, the seven (7) Regional Trustees authorized by section 9 of this Article and the non-elected Vice President(s), authorized by Section 3, if any. The representative(s) of the Student Society shall be invited to attend Board of Trustees meetings, but shall not be entitled to a vote.

Section 7.04 Duties of Officers

(a) The President shall:

- 1) Preside at all board meetings, the Annual Meeting, and special meetings of the Association.
- 2) Call special meetings as provided in the Constitution.
- 3) Authorize the call for all committee meetings that will incur expenses.
- 4) Appoint all committees not otherwise provided for.
- 5) Serve, ex-officio, as a member of all committees.
- 6) Certify, together with the Secretary, to official acts of the Association.
- 7) Appoint all officers except a president-elect or an immediate past president to fill vacancies, unless otherwise provided for in the Constitution.

(b) The President-elect shall:

- 1) Assume the duties of the President in the event of the failure or inability of that officer to perform them, and should the president die, assume his or her office.
- 2) Name the time and place of the meetings of the Board of Trustees.

(c) The Vice President shall assume the duties but not the office of the President–elect, should that officer be absent or incapable.

(d) The Secretary shall:

- 1) Record or have recorded the minutes of all meetings and all transactions of the Association.
- 2) Notify the affiliated societies of the Annual Meeting not less than thirty days, and of all special meetings not less than five days before the meeting.
- 3) Notify members, officers and committees of their election or appointment.
- 4) Certify with the President, to all official acts of the Association.
- 5) At the Annual Meeting, render a detailed report of the membership of the affiliated societies and read or cause to be read the minutes of the preceding Annual Meeting,

unless excused therefrom by a majority vote of the membership and approve credentials, including proxies, seat members and authorize proxies.

- 6) Conduct all the corporate correspondence of the Association, under the direction of the President.
 - 7) Assume the duties of the President, except at the Annual Meeting, in the absence of the President, the President-elect, and the elected Vice President.
- (e) The Treasurer shall:
- 1) Serve as the custodian of the funds of the Association.
 - 2) When required, the Treasurer shall attend meetings of any committee, to act upon the financial business of the Association.
 - 3) Render a detailed financial report to the Association at all meetings of the Association.
 - 4) Prepare a proposed budget of income and disbursements for the ensuing year and submit it at the regular meeting of the Board of Trustees which immediately precedes the end of the calendar year.
- (f) Other Duties:

In addition to those specified above, each officer will perform such duties as may be usual to his or her office, or assigned to him or her by the Board of Trustees or the President.

Section 7.05 Duties of the Board of Trustees

- (a) All matters relating to the policies and business affairs of this Association shall be determined by the Board of Trustees, except as they may have been decided by the membership at an annual or special meeting. The members of the Board are expected to act ethically at all times and to acknowledge their adherence to the policies and procedures governing conflict of interests and ethical conduct contained within the Board's Code of Conduct. In accordance with such Code, every member must represent the best interests of the members of the NYSOA; exhibit high standards of integrity, commitment and independence of thought and judgment; dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties; and comply with every provision of the Board's Code of Conduct, including recusing him- or herself from any decision on which a conflict of interest exists or on which an appearance of a conflict of interest may exist.
- (b) The Board may conduct the necessary business of the Association by correspondence, electronic mail, or facsimile transmission.
- (c) The Board or any one or more members of the board or any committee thereof may participate in a meeting by means of a conference telephone or similar communications

equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

- (d) When not inconsistent with provisions of the Constitution, the Board shall act as the supreme governing body between Association meetings. Unless reversed at the next annual or special meeting, its acts and decisions shall have full force and effect.

Section 7.06 Regional Trustees

- (a) There shall be seven (7) Regional Trustees, elected on a regional basis by the membership of the Association, who shall each serve staggered three (3) year terms, such that two (2) Regional Trustees' terms shall expire every year. The election of the Regional Trustees shall take place by mail or electronic means through which the entire membership within the designated regions shall be entitled to vote for the Regional Trustee(s) from their region. Procedures for the nomination and election of candidates for Regional Trustee shall be determined at the Annual Meeting prior to the next election.
- (b) The initial election of the Regional Trustees shall assign one and two-year terms to designated Regional Trustee positions in order to stagger the expiration of the terms of these offices. No Regional Trustee shall be eligible to serve more than two (2) consecutive three-year terms. The election for the Regional Trustees shall take place at least thirty (30) days prior to the Annual Meeting of the Association and Regional Trustees' terms shall run from the commencement of the Annual Meeting in the year of their election and expire at the commencement of the Annual Meeting at the end of their term.
- (c) The seven (7) Regional Trustees shall be elected by members from the following regions and shall reside or practice within the region that elects them to office:
 - 1) Region 1 (Metropolitan): Three regional trustees shall be elected by the members of OSCONY, SUNYCO, Nassau and Suffolk Societies;
 - 2) Region 2 (Hudson-Mohawk): Two regional trustees shall be elected by the members of the Westchester-Rockland-Putnam, Hudson Valley, Eastern, Mohawk Valley, Northern and South Central Societies;
 - 3) Region 3 (Finger Lakes-Niagara): Two regional trustees shall be elected to by the members of the Central, Rochester, Western, Southern Tier and Southwestern Societies.
- (d) In the event that a regional trustee resigns or is removed from office, the office shall be filled by election at the next time designated for such elections.
- (e) The Regional Trustees shall be responsible for serving as liaisons between the Board of Trustees and the local societies they represent, shall endeavor to attend the meetings of local societies and shall otherwise maintain close communication with the local societies and their leadership. The Regional Trustees shall serve as voting members of the Board of

Trustees and shall be assigned such other duties as may be deemed appropriate by the Board of Trustees or the President.

Article VIII. Committees

Section 8.01 Committees

There shall be such committees, in addition to those prescribed by this Constitution, as designated by the President. All committee members shall be appointed by the President.

Section 8.02 Nominating Committee

- (a) A nominating committee to propose candidates for positions as officers shall be appointed at the Annual Meeting of the preceding year and shall be composed of three local society presidents or their representatives. The three local societies shall be selected at random, and the Secretary shall notify the affiliated societies of the appointment, requesting that nominations be submitted to the Committee. The Nominating Committee will be charged with the following:
 - 1) Seek out and encourage potential candidates,
 - 2) Interview candidates, and
 - 3) Issue a report of all qualified candidates.
- (b) Not less than sixty (60) days before the Annual Meeting, the Nominating Committee shall cause to be sent to each affiliated society, either by letter or by other means, a list of all the candidates, the respective office to which each is seeking, biographical notes of each candidate and such other information it deems pertinent.
- (c) At the Annual Meeting each candidate shall be interviewed by the Nominating Committee. The Nominating Committee shall report all qualified candidates for election to office to the House of Delegates prior to the election. The report of the Nominating Committee shall

not preclude any delegate from making a nomination for any office from the floor of the House of Delegates.

Section 8.03 Audit and Management Committees

- (a) The Audit Committee shall be appointed by the President and shall consist of the President-Elect, the Immediate Past President, the Treasurer of this Association, and two Regional Trustees.
- (b) The Audit Committee shall meet at least once a year with the auditor, either in person or by telephone.
- (c) The Management Committee shall consist of the President-Elect, Immediate Past-President, the Secretary/Treasurer of the Association and two Regional Trustees appointed by the President.
- (d) The Management Committee shall meet with the Executive Director at least three times a year.
- (e) Not less than once per year, the Audit and Management Committees shall report their findings to the Board of Trustees at a duly convened meeting of the Board.

Section 8.04 Awards Committee

- (a) An Awards Committee shall be appointed by the President no later than December 15th of the year preceding the granting of the annual awards of the Association and shall be composed of three (3) members selected by the President at random from among the presidents of the affiliated societies and an additional member selected by the President at random from among the Regional Trustees of the Association. The Secretary shall notify the affiliated societies of the appointment, requesting that nominations be submitted to the Committee not less than sixty (60) days before the Annual Meeting;
- (b) Not less than thirty (30) days before the Annual Meeting, the Awards Committee shall review the nominations received and select the honorees for each annual award.
- (c) Honorees shall be announced at the Annual Meeting.
- (d) The annual awards of the Association shall consist of the following: (1) New York State Optometrist of the Year Award, (2) New York State Young Optometrist of the Year Award, (3) Public Service Award, (4) Communications Award, (5) Leadership Award, and (6) Optometric Educator of the Year Award.

Article IX. Meetings

Section 9.01 Annual Meeting

This Association shall meet at least once annually to transact business and to elect and

install officers.

- (a) Representation. Each affiliated society shall be entitled to representation at the Annual Meeting of this Association by one vote for each member in good standing as represented by dues actually paid to the Association no later than December 31st of the prior fiscal year. An affiliated society may be represented by a delegate at the annual meeting. Such delegate shall have the power to carry the proxies of the individual members of his or her affiliated society.
- (b) Voting. All matters voted upon at the Annual Meeting (including the annual election of officers) shall require the affirmative vote of a majority of the membership present or represented by proxy or, in case of an amendment to the Constitution, 2/3 thereof; and shall require the affirmative vote of a majority of the affiliated societies present or, in the case of an amendment to the Constitution, 2/3 thereof.
 - 1) In the society vote, each society represented in person by an authorized delegate shall receive one (1) vote, except that The Optometric Society of the City of New York (OSCONY) shall receive five (5) votes, reflective of the former societies of the five boroughs of the City of New York. Only the votes of OSCONY may be split in the society vote on matters at the Annual Meeting or between candidates in the case of a contested election.
 - 2) In the membership vote, each society shall receive one vote for each equivalent full dues-paying member in good standing as represented by dues actually paid to the Association no later than May 1st of the current fiscal year. These votes may be split on matters at the annual meeting or between candidates in the case of a contested election and may be cast via duly authorized proxy through the representative of another local society delegate present in person at the election.
 - 3) In a contested election, one candidate must receive a simple majority of the votes cast in each phase of the voting in order to be elected. If the initial vote is deadlocked or split between society vote and member vote, votes will be recast until one candidate has received the majority in both votes. At the discretion of the Chair, a recess may be called prior to any recasting of votes. If a contested election cannot be resolved by the process, the seat may be declared vacant and subsequently filled by the President according to Article VI, Section 6(g) of this Constitution.

Section 9.02 Board of Trustees Meetings

The Board of Trustees of this Association shall meet at least six (6) times a year either by face-to-face meetings or by video or telephone conference calls.

- (a) Representation. Each Regional Trustee and the elected officers shall be entitled to cast one vote at the Board of Trustees meetings.
- (b) Voting. Except as may be otherwise required by the Constitution, all matters coming before the Board of Trustees shall be determined by a majority of the votes cast.

Section 9.03 Special Meetings

- (a) A Special Meeting of this Association may be called by the President upon the written request to him or her of a majority of the Board of Trustees. The time and place of Special Meetings shall be decided by the President. The date set by the President for any Special Meeting requested by a majority of the Board of Trustees must be within thirty (30) days of the President's receipt of the written request, unless that majority has specified a later date.
- (b) The voting strength at a Special Meeting shall be the same as existed at the previous annual meeting.

Section 9.04 AOA Delegates

- (a) Representation at the AOA Congress shall be by funded delegates, who shall be elected at the Annual Meeting. The number of such funded delegates shall be determined with due consideration of the amount allocated for their expenses in this Association's annual budget.
- (b) Funded delegates shall include the President, President-Elect, and such additional delegates as determined by the NYSOA House of Delegates. Funded delegates are required to be in attendance at all times when the AOA House of Delegates is in session. Funded delegates are charged with coming to consensus decisions with respect to matters requiring a vote. In the absence of a consensus, votes will be allocated proportionate to the will of each delegate. Each delegate is charged with carrying out the will of the membership of

NYSOA. The President will poll the funded delegates and allocate NYSOA votes accordingly.

- (c) A funded delegate will nominate or second a nomination for elected office of the AOA upon direction of the NYSOA House of Delegates, or upon majority consent of funded delegates.
- (d) NYSOA members in good standing with AOA, upon adequate notice to the NYSOA and when an AOA delegate opening is available, are encouraged to attend and participate in the AOA House of Delegates as a non-funded delegate.
- (e) NYSOA represents a diverse cohort of optometry. Funded delegates are encouraged to caucus collectively with all NYSOA members present to ensure a broad perspective.

Section 9.05 Quorums

- (a) At the Annual Meeting delegates representing a majority of the affiliated societies shall constitute a quorum.
- (b) At Board of Trustees meetings Trustees representing a majority of the affiliated societies shall constitute a quorum.

Section 9.06 Parliamentary Procedure

Robert's Rules of Order shall be in effect at all meetings of this Association.

Article X. Executive Director

Section 10.01

The Board of Trustees shall have the power and the authority to contract, for a period not exceeding three years, for the services of an Executive Director of this Association.

Section 10.02

The compensation of this person shall be fixed within the budget of this Association.

Section 10.03

The duties of the Executive Director shall be to administer the business and other affairs of this Association as directed by the President; to perform such duties that are ordinarily performed by persons in similar positions, together with such duties as may, on occasion, be assigned by the Board of Trustees or the President; and to execute, but not to establish, the policies of the Association.

Article XI. Amendments and Resolutions

Section 11.01 Constitutional Amendments

- (a) This constitution may be amended at the Annual Meeting of this Association. Affiliated Societies or the Board of Trustees shall submit proposed amendments to the NYSOA business office not less than thirty (30) days prior to the Annual Meeting, which shall send notice of these proposed amendments to all affiliated societies not less than thirty (30) days prior to the Annual Meeting. When such an amendment is properly before the membership for consideration, it may, before final action thereon, be changed or amended by a majority sub-vote, provided the changes offered are germane to the subject covered by the amendment as proposed.
- (b) This Constitution may be amended at times other than the annual meeting of this Association. Amendments may be proposed at a duly constituted meeting of the Board of Trustees. A vote of the majority of the Trustees in favor of a proposed amendment shall be required in order for such proposed amendment to be voted upon by the affiliated societies through the instrument of a ballot. Such ballot shall be mailed to each affiliated society within thirty (30) days of Board approval. The vote of each affiliated society shall be forwarded to the State Association headquarters within sixty (60) days of receipt of the ballot. Each affiliated society shall be accorded a weighted vote based upon the number of votes it was accorded at the most recent Annual Meeting of this Association. The adoption of the amendments shall require an affirmative vote of 2/3 of the weighted vote of each affiliated society as well as an affirmative vote of 2/3 of the affiliated societies.

Section 11.02 Resolutions

- (a) Resolutions that are to be voted upon at the Annual Meeting shall be submitted to the Resolutions Committee not less than sixty (60) days prior to the Annual Meeting. The Resolutions Committee shall send a copy of each such resolution to the affiliated societies not less than thirty (30) days before the Annual Meeting. By a unanimous vote of the members present or by proxy at the Annual Meeting, these provisions may be waived. For a resolution to pass, it shall require a majority vote of the voting membership.
- (b) Resolutions that are to be voted upon at Board of Trustees meetings shall require a majority vote of the Board of Trustees.

Article XII. Indemnification

The Association shall indemnify and hold harmless each officer and trustee, now or hereafter serving the Association, from and against any and all claims and liabilities to which the individual may be or become subject by reason of now or hereafter being or having heretofore been an officer or trustee of this Association, or by reason of the individual's alleged acts or omissions as an officer or trustee as aforesaid, and shall reimburse each officer and trustee of this Association for all legal and other expenses reasonably incurred by the officer or trustee in connection with defending against any such claims or liabilities, provided, however, that no officer or trustee shall be indemnified against or be reimbursed for any expenses incurred in defending

against any claim or liability arising out of the officer's or trustee's own negligence or willful misconduct. The foregoing rights of officers and trustees shall not be exclusive of other rights to which they may be entitled lawfully.

Article XIII. Separability

In the event that any provision, section or part of section of this Constitution 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 remaining shall be given effect as if such invalid or inoperative provision, section, or part of section, had not been declared invalid or inoperative.