

OPTICIANS ASSOCIATION OF WASHINGTON BY-LAWS

Updated 11/2024

ARTICLE I. NAME and OFFICE LOCATION

Section 1: Name

The name of this organization shall be the Opticians Association of Washington, a non-profit professional association incorporated in the State of Washington.

Section 2: Location of Office

The location of the principal office of the Association shall be determined by the Board of Directors.

ARTICLE II. PURPOSES

The purpose of this Association shall be:

1. to foster a broader understanding and acceptance of professional optical dispensing as indispensable to the health, comfort and welfare of the public;
2. to provide the vision-care doctor and public with an efficient optical dispensing service;
3. to encourage, establish and maintain standards of competence, knowledge and performance through the provision of educational programs, training and uniform licensing of optical dispensers;
4. to cooperate with federal, state and local governments, their agencies and other public groups for the benefit of the public and for the legal recognition of optical dispensing;
5. to cooperate with health, scientific and educational organizations in matters of interest to the optical dispensing field;
6. to conduct and promote scientific, technical and business research;
7. to promote the advancement of the science and art of Opticianry, by providing exceptional eye care to the public;
8. to foster the use of qualified optical dispensers in the dispensing of eyewear and other optical products to the public;
9. to promote and assist in the formation of local chapters;
10. to disseminate by all appropriate means accurate knowledge and information with respect to the optical dispensing field;

11. to advance the interest and general welfare of optical dispensing;
12. to promote and defend the right of every person to the freedom of choice in obtaining optical dispensing services and goods, and
13. to do any and all things that are lawful and appropriate in the furthering of these purposes.

ARTICLE III. MEMBERSHIP

Section 1: Classes of Membership and Qualifications

- (a) Licensed Membership - Licensed Membership in the Association shall be open to any person who holds a valid license in the State of Washington as a dispensing optician.
- (c) Apprentice Membership – This membership shall be open to any person who is a Washington State registered Apprentice Optician and/or is registered at a Washington State apprentice based optical school program.
- (d) Affiliate Membership - Affiliate Membership shall be open to unlicensed optical personnel, businesses or organizations wishing to acknowledge support of this Association.
- (e) Honorary Lifetime Membership – Honorary Lifetime Membership may be awarded by the Board of Directors to individuals for meritorious and distinguished service to the optical profession or to the Association.
- (f) Retired Membership – This membership shall be open to retired licensed dispensing opticians.

Section 2: Voting

- (a) Licensed Members, Apprentice members, Honorary members, and Retired members shall have one vote in the affairs of the Association. Affiliate members shall have no vote in the affairs of the Association.

Section 3: Admission to Membership

- (a) Any individual, organization or corporation eligible for membership under these By-Laws, may become a member upon payment of dues written application for membership.
- (b) A qualified applicant shall upon the payment of prescribed dues and fees and agreement to abide by the By-Laws of the Association, become a member of the Association.

Section 4: Suspension of Membership

- (a) Non-payment of dues suspends membership.
- (b) All rights, privileges and interest of a member in the Association shall cease on the suspension of membership.
- (c) Members who are under suspension for non-payment of dues or assessments after the close of

a membership year shall be terminated.

Section 5: Termination of Membership

(a) Membership in the Association may be terminated for cause. Sufficient cause for such termination of membership shall be violation of these By-Laws or any other conduct prejudicial to the Association. No member shall be terminated for cause without the member having an opportunity to be heard in answer to charges in accordance with the procedure adopted by the Board of Directors.

(b) A terminated membership may be reinstated at the discretion of the Board.

ARTICLE IV. DUES

Section 1: Dues Schedule

The annual dues schedule for each Classification of Membership shall be determined by the Board of Directors.

Section 2: Dues Payment

The Association's membership year runs from January first (1-1) to December thirty-first (12-31). All dues shall be payable on the first day of January each year. The first annual dues of a new member shall be payable and submitted in full with the Application for Membership on January first (1-1). The Monthly subscription option will only be available to sign up for in January.

Section 3: Suspension for non-payment

Members who fall 30 days past due on their monthly auto subscription dues shall be notified they are delinquent. If the dues and other obligations are still unpaid within the next thirty (30) days the delinquent member shall be suspended from the rolls and, thereupon, forfeit all rights and privileges of membership. Upon payment of delinquent dues or the member may be reinstated at the discretion of the Board.

ARTICLE V. BOARD OF DIRECTORS

Section 1: Powers (Duties)

The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the By-Laws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2: Composition

The Board of Directors is made up of the officers: President, First Vice President, Second Vice President, Secretary, Treasurer, Past President, and five (5) Directors, four (4) of which are licensed, whose terms are two (2) years. There shall be One (1) Registered Apprentice Optician elected to a 1 year term.

Section 3: Affiliation

Each member of the Board of Directors shall be an active Member of the Association.

Section 4: Term of Office

(a) Directors. The term of each elected Director shall begin at the close of the annual spring meeting of the Association. Directors' terms are for two (2) years, the exception being the Apprentice Directors' term being one (1) year. No Director shall be elected to serve more than three (3) consecutive terms on the Board, unless voted into the Second Vice President position.

(b) Elected Officers. The elective officer of this Association shall be the Second Vice President. After serving two (2) years as Second Vice President, he or she will become the First Vice President of the Association for two (2) years. After serving two (2) years as First Vice President, he or she will become the President of the Association for two (2) years. After serving two (2) years as President of the Association, he or she will become the Past President of the Association for two (2) years.

(c) Secretary and Treasurer. The Secretary and Treasurer shall be elected annually by the Board of Directors at a meeting of the Board immediately following the close of the annual spring meeting, and their terms of office are at the discretion of the Board of Directors.

Section 5: Removal

A Board member may be removed from office due to violations of the By-Laws by a majority vote of the Board of Directors. Any Board member who has been removed will not be allowed to serve as a Board member for four (4) years.

Section 6: Meetings

(a) Regular meeting. The Board of Directors shall have a regular meeting at the time and place of the Annual Meeting.

(b) Additional meetings. Additional meetings of the Board of Directors shall be upon call of the President, or a call of the majority of the Board, at such times and places as he/she or the Board may designate. Notice of all additional meetings of the Board of Directors shall be sent by mail, or electronic transmittal, to each member of the Board of Directors at his/her last recorded address at least five (5) days in advance of such meetings. However, notice of meetings may be waived by written consent of all members of the Board of Directors.

Section 7: Quorum

A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.

Section 8: Absence

If a Director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

Section 9: Resignation

Any Director may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance, thereto, as determined by the President or the Board.

Section 10: Vacancies

Any vacancies that may occur on the Board by reasons of death, resignation, or other reasons. The open Board position may be filled by a nominee chosen by the President and/or Executive Board, and ratified by the Board of Directors, for the unexpired term.

Section 11: Proxies

Absent Directors shall have no vote in the business of the Board of Directors. No proxy votes will be allowed; however, an absent Director may, in writing prior to the meeting, express an opinion on any given agenda item. Such written opinion shall be submitted to the President or Secretary and shall be read into the minutes at the appropriate time on the agenda.

Section 12: Legislative Matters

Notwithstanding the prohibition on proposing legislation found in Article XII, Section 7 of these By-Laws, the Board of Directors, the Legislative Director or the Executive Committee shall have the power to designate a member of the OAW or a lobbyist to testify, lobby, or otherwise attempt to influence legislation and/or regulations pending or proposed before the Washington State legislature or any regulatory agency that may affect the practice of opticianry. Any such testimony, lobbying, or influence shall be promptly reported to the membership through the next issue of Eyelites or other electronic means.

ARTICLE VI. OFFICERS

Section 1: President

The President shall be the principal officer of the Association. The duties of the President shall be:

- (a) to preside at meetings of the Association, the Board of Directors and the Executive Committee;
- (b) to be a regular voting member of all committees he/she is a member;
- (c) to preside at Board meetings, but be a non-voting member of the Board, aside from tie breaking votes;
- (d) to communicate at the Annual Meeting of the Association, to the Board of Directors and to the Association generally, as he/she shall deem proper, in order to convey such matters and make suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and
- (e) to perform such other duties as are necessarily incident to the Office of President as may be prescribed by the Board of Directors.

Section 2: First Vice President

The First Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The First Vice President is first in order of succession to the President. The First Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 3: Second Vice President

The Second Vice President shall perform all duties and exercise all powers of the First Vice President when the First Vice President is absent or is otherwise unable to act. The Second Vice President is second in order of succession to the President, behind the First Vice President. The Second Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4: Secretary

The Secretary will keep minutes of the all meetings of members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these By-Laws and, generally, will perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

Section 5: Treasurer

The Treasurer, working with the Executive Director (if one is currently employed), will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors and to the members as required by the Board of Directors or members or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors. All funds shall be deposited in the name of the Association.

Section 6: Immediate Past President

The Immediate OAW Past President shall be a voting member of the OAW Board of Directors. This term will end when a new Immediate Past President joins the Board.

ARTICLE VII. NOMINATIONS AND ELECTIONS**Section 1: Nominations**

(a) Nominations for Second Vice President and the required number of new Board of Directors positions shall be prepared for the membership vote at the annual meeting of the Association, preferably during the month of April, unless otherwise ordered by the Board of Directors.

(b) If there are more nominees than there are open positions, those who collect the most votes shall be judged to have won the vote. Those nominees shall have the opportunity to address the members with their reasons to be voted onto the Board prior to the actual vote. Write-in votes will be accepted.

Section 2: Election

(a) During Executive Officer Changeover Years, A Second Vice President, will be elected along with the required number of Directors, one (1) Apprentice Director. The newly elected Directors shall take office and shall immediately convene a meeting of the new Board of Directors for the purpose of establishing officers. The new Second Vice President shall perform the duties of his/her office, the previous Second Vice President becomes the new First Vice President, the previous First Vice President becomes the new President, and the previous President becomes the Immediate Past President, a two (2) year voting Board position. At the first Board meeting immediately following the general meeting the Directors will also elect a Secretary and a Treasurer if their previously designated term has ended and shall implement these By-Laws.

(b) If one or more of these positions is contested, and the resulting vote is a tie, the nominees may restate their positions and a revote may be held to break the tie.

(c) Cumulative voting is prohibited. No proxy or absentee ballots allowed.

Section 3: Electronic Voting

Upon approval of the Board of Directors, electronic voting (email, for example) may legitimately be tallied and confirmed by the Secretary.

ARTICLE VIII. COMMITTEES

Section 1: Appointed Committees

The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or sub-committees as may be required by the By-Laws or as he/she may find necessary.

Section 2: Executive Committee

There shall be an Executive Committee which shall be composed of the current President, the Immediate Past President, the First Vice President, the Second Vice President, the Treasurer and the Secretary. This committee may exercise the powers of the Board of Directors when the Board is not in session, but must report to the Board at its next meeting all actions taken. Meetings may be called by the President or two (2) of the committee members.

Section 3: Legislative Committee

The Legislative Committee shall be comprised of members of the Board of Directors and other interested Licensed Members of the Association. The Legislative Chair shall be appointed by the President, shall be directly responsible to the Board and shall be in close communication with the Board

and Association Lobbyist. The Legislative Committee shall be responsible for all legislative matters relating to Opticianry. The Legislative Committee shall keep the Association members informed in a timely manner of legislative measures using Eyalites, chapter meetings, electronic means (email, for example) or special mailings. The Committee Chair shall work closely with the Lobbyists for the purpose of legislative involvement and political training of our members.

Section 4: Budget Finance Committee

There shall be a Budget Finance Committee composed of the President, the First Vice President, the Secretary, the Treasurer and one other member appointed by the President. The Treasurer shall serve as chairperson. This committee shall counsel with the Executive Director on the annual budget of the Association and prepare written budget recommendations for submission to the Board of Directors. The committee shall also perform such other duties in connection with the finance of the Association as the Board may determine from time to time including the securing of annual audit of the financial records.

Section 5: Education Finance

This autonomous committee shall be chaired by the President or another Executive Board member chosen by this committee. A treasurer, who shall also be a grant check signer, shall be chosen for a two (2) year term for a maximum of two (2) consecutive terms. There shall be no perceived conflict of interest in the members serving on this committee. The four (4) committee members shall also have a two (2) year term with a maximum of two (2) consecutive terms. Of these four (4) committee members, two (2) shall be replaced every year by the current President. The purpose of this committee is fund raising in order to amass funds for educational grants.

Section 6: Nominating Committee

The Nominating Committee's purpose is to organize and conduct the elections. It shall be chaired by the Second Vice President, second chaired by the Immediate Past President, and the current President will appoint another member at large.

Section 7: Other Committees

The President, subject to the approval of the Board of Directors, shall appoint other committees, including, but not limited to: Multimedia, Eyalites, Chapters, Membership, Fundraising, Education, Convention, and Public Relations. Nothing in this section shall mandate that a certain committee must exist every year.

ARTICLE IX. LOCAL CHAPTERS

Section 1: Composition

The Association shall be subdivided into as many geographical area chapters as the Board of Directors may deem necessary. Each chapter shall have a Chapter Chairperson of whom is a member in good standing and appointed by the Executive Board.

Section 2: Duties

It shall be the general duty of these chapters and their Chairperson to promote optically- related education, legislative awareness and involvement, maintain an area roster and electronic transmittal list (email, for example) in order to promote OAW membership, conduct fundraisers and act as liaison

regarding all of the above between their chapter and the Board of Directors.

ARTICLE X. ASSOCIATION MEETINGS AND VOTING

Section 1: Annual

There may be an annual meeting of the Association, preferably during the month of April, unless otherwise ordered by the Board of Directors, for receiving annual reports, and the transaction of other business. Notice of such meeting shall be mailed, or electronically transmitted, to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting or posted to the official OAW website.

Section 2: Special

Special meetings of the Association may be called by the President or the Board of Directors, or shall be called by the President upon the written request of 10% of the voting Members of the Association. Notice of any special meeting shall be mailed, or electronically transmitted, to each member at his/her last recorded address at least thirty (30) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3: Quorums

For meetings of the Association, fifteen percent (15%) of the voting membership in good standing shall constitute a quorum and in case there is less than this number, the presiding officer may adjourn the meeting from time-to-time until a quorum is present. If no quorum is present questions to be considered may be referred to the membership for action by mail or electronic ballot.

Section 4: Order of Business

The order of business at the annual meeting of the Association shall be as follows:

- (a) Call to order
- (b) Reading/approval of minutes of previous meeting
- (c) Reports of Officers
- (d) Reports of Committees
- (e) Elections
- (f) Old Business
- (g) New

Business

(h) Adjournment

Section 5: Revision of Order

The order of business may be altered or suspended at any meeting by a majority vote of the professional members present.

Section 6: Rules of Order

The usual parliamentary rules as laid down in "Robert's Rules of Order - Newly Revised" shall govern all deliberations, when not in conflict with these By-Laws.

Section 7: Majority Votes

Any decision of the Association, Board of Directors or a Committee of the Association shall be by a majority vote, of those members present and in person, unless otherwise provided for in these By-Laws.

Section 8: Mail Vote

(a) Purpose and Procedure

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these By-Laws, submit such a matter to the membership in writing by mail, or electronic transmittal (email, for example), for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail, or electronic transmittal within twenty (20) days after such submission to the membership, provided that in each case votes of at least twenty (20%) percent of the members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

(b) Board of Directors and Committees

Notwithstanding any other provision of these By-Laws, the Board of Directors or an Association committee may vote by mail, or electronic transmittal, when, in the judgment of the President, it is inexpedient to call a meeting of the Board of Directors or an Association committee. Whenever the President calls for a mail or electronic vote of the Board of Directors or committee, at least five (5) days notice shall be given. A mail vote shall have the same effect as a vote of the Board of Directors or the Association committee, as the case may be; provided that a majority of those entitled to vote submit a mail or electronic vote. In the event of an emergency, the President may poll the members of the Board of Directors by phone to authorize whatever action is necessary.

(c) Mail vote methods

Whenever a mail vote is called for, votes may be cast by any of the following means:

- (i) Mailing through the U.S. Postal Service to the address specified in the notice;
- (ii) Private Delivery Service to address specified in the notice;
- (iii) Facsimile transmission to a designated facsimile machine; or
- (iv) Electronic mail (email, for example), provided that electronic mail is allowed under such conditions

as shall be prescribed by the Board of Directors.

ARTICLE XI. EXECUTIVE STAFF

Section 1: Director

There may be an Executive Director whose employment shall be approved by the Board of Directors.

Section 2: Duties

The Executive Director shall manage, supervise and direct the operation of the Association with the authority delegated to him/her by the Board of Directors. He/she shall be an ex-officio member of the Board of Directors without voting rights. The Executive Director shall serve on all committees and will serve as the assistant treasurer of the Association and shall perform all of the duties incident to that office.

Section 3: Contracts

All contracts entered into on behalf of the Association shall require the signature of the Executive Director, and that signature shall only be affixed after review and approval of the subject contract by the Board. However, the Executive Director, unless otherwise directed by the Board, shall have the privilege to negotiate all convention and Board meeting contracts for the Association.

ARTICLE XII. FISCAL AND LEGAL

Section 1: Calendar Year

The Association functions on a calendar year commencing on the Spring Annual Meeting in regards to the Board of Directors, however the membership year is a true calendar year from January 1st to December 31st

Section 2: Attorney Retention

The Board of Directors reserves the right to retain an attorney for Association business when needed upon approval of the Board of Directors or the Executive Board.

Section 3: Use and Distribution of Funds

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association.

Section 4: Financial Review

The Treasurer is to present the Board of Directors a financial review annually, at the first Board meeting after taxes are completed.

Section 5: Negotiable Instruments

All negotiable instruments shall be authorized by the Board of Directors (except checks or drafts as provided herein) and signed by the President, Vice President or Secretary and countersigned by the Treasurer.

Section 6: Incurring Indebtedness

No member, committee member, delegate, officer, committee, chairperson, chapter leader, board member or employee shall incur any indebtedness in the name of the Association or make any commitments involving the Association unless previously authorized to do so by action of the Board of Directors. Authorized expenses should be submitted to the Treasurer who will ensure the expense is warranted and within the range and scope of the Board approval. Upon approval of the Board of Directors, permission for continued negotiation and contract commitments may be given to an individual until rescinded by the Board. Where possible, requests for expenditures shall be presented in advance to the Budget Finance Committee on the appropriate form developed for this purpose and considered by the committee prior to presentation to the Board at their next regular meeting.

Section 7: Introduction of Legislation

New legislation of any type will not be introduced by the Board of Directors or any agent thereof without prior approval, by simple majority, of those members present and eligible to vote at any meeting of the membership called with thirty (30) days prior notification by mail or electronic means.

Section 8: Dissolution

On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIII. LIMITATION OF LIABILITY**Section 1: Bonding**

The Association will provide professional insurance to cover both the individual Directors of the Board and also the Association's employee, the Executive Director (if one exists).

Section 2: Indemnification

The Association may, by a majority vote of the Board of Directors, provide for a legal defense incurred by Directors or Officers, or former Directors or Officers in connection with any action, suit or proceeding which shall occur by reason of having been Directors or Officers of the Association and having acted within the parameters of their job. However, the defense costs shall be withdrawn if the defendant is convicted of negligence or misconduct in the performance of their duties as current or former Association Directors or Officers.

ARTICLE XIV. AMENDMENTS

These By-Laws may be altered, amended or repealed at any meeting of the Association by a vote of two-thirds of the Members present and entitled to vote, provided that notice of the proposed amendment shall have been sent, by mail or electronic means, to all eligible Members at least fifteen (15) days prior to the meeting at which a vote shall be taken, and provided that the revised document has been presented to the Board of Directors. If at the time of the vote the voting Members present wish to edit or change any amendment on the floor, this change may be accomplished with a two-thirds or more vote. In this case, prior notification to the Association Membership is not required.