

BYLAWS
of the
NATIONAL ACADEMY OF OPTICIANRY, INC.
(A Not-For-Profit Corporation Under the Maryland Not-For-Profit Corporation Law)

ARTICLE I.

The registered office of the National Academy of Opticianry, Inc., (hereinafter referred to as "the Academy") shall be located in the Washington, D.C. metropolitan area. The Academy may have such other offices as the Board of Directors may designate or as the business of the Academy may require from time to time.

ARTICLE II.

The latest published and released edition of Robert's Rules of Order shall be the official parliamentary guide for all annual or special meetings when they are not in conflict with these Bylaws.

ARTICLE III.

Section 1. Membership

- (a) *Fellow.* Fellows of the Academy are voting members. They may vote and hold elective office of the Academy. Eligibility to become a Fellow shall be based on certification by the American Board of Opticianry and/or National Contact Lens Examiners, or valid state license. Only those Fellows who are present in person or who participate through real-time remote communication technology at any regular or special meeting of the membership shall be entitled to vote thereat.
- (b) *Associate of the Academy.* Associate membership is available to any person who has an interest in opticianry. An Associate is not eligible to vote or serve on a committee other than Ad Hoc Committees.
- (c) *Student.* Student membership is available to all students in an ophthalmic program. A student member is not eligible to vote or serve on a committee other than Ad Hoc Committees.
- (d) *Life and Honorary.* Life and Honorary membership may be conferred upon Fellows and non-Fellows at such time and under such terms as the Board of Directors shall determine.
- (e) *Organization.* For the mutual benefit of all, for the advancement of opticianry education, and in order to further the objectives of the Academy, the Board of Directors may establish a membership category for firms, associations, state societies, and like organizations. The Board of Directors shall have the authority to establish such terms and conditions for this category of membership as it considers desirable, except that such members shall not be eligible to vote or serve on committees.

Section 2. Applications and Admissions

Applications for membership shall be sent to the Executive Director of the Academy who shall process the application. The Board of Directors shall review and approve all candidates for membership as Fellow. Official Fellow status shall take effect no less than 60 days from the receipt of their application and fee, if the Fellow candidate meets the requirements of that membership category.

Section 3. Termination of Membership

The Board of Directors shall determine the policy regarding termination of membership for failure to pay dues.

Section 4. Resignations and Reinstatement

- (a) A member of the Academy in good standing may resign from the Academy by notifying the Executive Director of such intention in writing.
- (b) A member who has resigned while in good standing may be reinstated by requesting reinstatement from the Executive Director and the payment of all current dues and fees.

Section 5. Code of Ethics

- (a) The Board of Directors may establish, and may amend, rules and regulations pertaining to the proper conduct of Academy members.
- (b) No member of the Academy shall use the name of the Academy in any manner without written authorization by the Board of Directors, except as may be required by an officer or agent of the Academy in the performance of official duties.
- (c) Fellows of the Academy are authorized to use the initials F.N.A.O.

Section 6. Extraordinary Actions

For purposes of these Bylaws, an "Extraordinary Action" shall mean any transaction involving a merger, coalition, joint venture, partnership, purchase or acquisition of assets outside the ordinary course of business, sale or transfer of assets outside the ordinary course of business, dissolution, liquidation or amendment or revision to the Articles of Incorporation of the Academy.

ARTICLE IV. MEETINGS OF MEMBERSHIP

Section 1. Annual Meetings

An annual business meeting of the membership of the Academy for the purpose of the election of directors and for the purpose of the transaction of such other business as may properly come before such meeting shall be held at a time and place specified by the Board of Directors. Written notice of such meeting shall be given to all members not less than thirty (30) days nor more than sixty (60) days prior to the date thereof. In the event the Board of Directors proposes that the membership take action on any Extraordinary Action at such annual business meeting, the written notice shall also set forth the Extraordinary Action proposed to be taken as well as a summary of the essential terms and conditions of such proposed Extraordinary Action. If the written notice fails to so identify the proposed Extraordinary Action, such action may not be acted on at the upcoming annual meeting but must be tabled until the next properly called and notified annual or special meeting of the membership of the Academy.

Section 2. Special Meetings

- (a) Special meetings of the membership may be called at any time by the Board of Directors, to be held at such time and place as they shall fix in the call with written notice of such meeting given to all members not less than thirty (30) nor more than sixty (60) days prior to the date thereof.
- (b) Upon receipt by the President of a written request of not less than two hundred fifty (250) Fellows of the Academy the President shall call a special meeting of the Academy, to be held at such time and place as the President shall fix, with the date of the meeting not less than sixty (60) nor more than ninety (90) days after the receipt of the request by the President. The request shall state the purpose or purposes of the meeting. Notice must be given promptly to all members after receipt by the President of the request and, in any event, not less than thirty (30) days prior to the date thereof.
- (c) The notice of any special meeting shall state the purpose or purposes of the meeting and whether it is called by the Board of Directors or certain Fellows who are designated by name therein. There shall be no other business conducted at the meeting.
- (d) In the event the Board of Directors proposes that the membership take action on any Extraordinary Action at a special meeting of the Academy, the written notice shall also set forth the Extraordinary Action proposed to be taken as well as a summary of the essential terms and conditions of such proposed Extraordinary Action. If the written notice fails to so identify the proposed Extraordinary Action, such action may not be acted on at the special meeting but must be tabled until the next properly called and notified annual or special meeting of the membership of the Academy.

Section 3. Chairperson and Secretary

Each meeting of the membership of the Academy shall be presided over by the President (in accordance with the provisions of these Bylaws) or, if the President shall not be present, by the Vice President (in accordance with the provisions of these Bylaws) or, if neither the President nor Vice President shall be present, by a Director chosen by the Executive Committee. The Executive Director of the Academy shall act as secretary of each meeting of the membership or, if the Executive Director shall not be present, an Assistant Secretary designated by the Chairperson of the meeting shall act as such Secretary. The Executive Director, or substitute, shall keep minutes of the proceedings of the meeting and shall cause the same to be recorded in books for that purpose.

Section 4. Voting

At each annual or special meeting of the membership of the Academy, only those Fellows in good standing and who are present in person or participate through real-time remote communication technology shall have the right to vote. A majority vote shall be required for passage, except for those actions requiring different percentages specified elsewhere in these Bylaws, applicable provisions of the Maryland Non-Stock Corporation Law or Robert's Rules of Order. Provided, however, that any vote to approve an Extraordinary Action which is otherwise properly presented to an annual or special meeting shall require the affirmative vote of two-thirds (2/3) of the Fellows present and voting at such meeting. Voting by proxy shall not be permitted.

Section 5. Quorum

- (a) A quorum for any meeting of the membership shall consist of the lesser of:
 - fifty (50) Fellows; or
 - ten percent (10%) of the Fellows in good standing.
- (b) The Fellows present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The property, affairs and business of the Academy shall be managed by the Board of Directors, all of whom, except the Public Members, must be Fellows. It shall have the authority to review decisions made by the various committees and accept, modify or reject them. In addition to the powers and authorities expressly conferred on it by these Bylaws, the Board of Directors may exercise all such powers of the Academy and do all such lawful acts and things as are not by law, by the certificate of incorporation or by these Bylaws, directed or required to be exercised or done by the Fellows.

Section 2. Number of Directors

The Board of Directors shall consist of thirteen (13) members elected by the Fellows. At all times the membership of the Board of Directors shall consist of:

- (a) Not less than two (2) professional educators in opticianry.
- (b) Not less than six shall be active in the segment of opticianry known as ophthalmic dispensing.
- (c) The President and Vice President elected by and from the Board of Directors and the Immediate Past President.
- (d) At the discretion of the Nominating Committee, up to two members of the Board of Directors may be non-Fellows who are mutually interested parties and are a member in good standing.
- (e) All Directors must have been a member in good standing for a minimum of three (3) years prior to having been nominated to the Board of Directors and must remain a member in good standing during their term/terms.

Section 3. Term of Office

- (a) The members of the Board of Directors shall serve for three years and shall continue in office until the expiration of their term and until their successors have been elected and qualified, or until their death, resignation or removal.
- (b) The Directors shall be divided into three classes of three (3) Directors each, determined by the expiration of their terms of office, one class of Directors to be elected each year except where vacancies may need to be filled.
- (c) A director who has served two consecutive terms shall not be eligible for re-election as a Director until at least one year shall have elapsed; except as provided in Article VII, Section (3).

Section 4. Mode of Election

- (a) The Board of Directors at a meeting preceding the annual meeting of the Academy shall select the required number of candidates from those recommended by the Nominating Committee to be presented at the annual meeting of the Academy.
- (b) The Chairperson of the Nominating Committee shall present the nominees for election to the Board of Directors to the members of the Academy at its annual meeting.
- (c) Any 25 Fellows, not more than 10 from any one state, shall have the privilege of nominating a candidate for the Board of Directors by preparing and forwarding to the Chairperson of the Nominating Committee a written nomination, together with pertinent biographical information and a signed letter from the nominee confirming his willingness to serve. The nomination must be received by the Chairperson of the Nominating Committee not less than one hundred twenty days prior to the date of the annual meeting.

Section 5. Vacancies

If, for any reason other than an unexpired term, a vacancy shall occur on the Board of Directors, the Board of Directors of the Academy shall elect a replacement to fill such vacancy, which person shall serve for the remainder of the unexpired term.

Such vote to elect a replacement Director shall occur at the next meeting of the Board of Directors to occur at least ten (10) days after the event which causes the vacancy on the Board of Directors.

Section 6. Removal of Directors

- (a) Any Fellow may file a written petition with the President and the Executive Director requesting the Board of

Directors to consider removal of a Director for cause. The removal petition shall state with specificity the charges upon which the petitioning Fellow(s) base the request for removal of the Director. Except as provided in the next sentence, the Board of Directors shall take such action as it deems appropriate in the discretion of the Board of Directors. Provided, however, that if such a removal petition is filed with the signatures of at least five (5) Fellows of the Academy, the Board of Directors shall formally consider and act on the removal petition at its next meeting. In such event, the Board's action shall be reflected in the minutes of the meetings of the Board of Directors. Following such meeting, the Executive Director shall notify the five (5) Fellows in writing of the decision of the Board of Directors as to whether or not to pursue the requested removal of the Director.

- (b) Whether acting on petition of a Fellow or Fellows for removal of a Director, or on the Board of Directors own initiative, any Director may be removed, for cause, by a two-thirds vote of the Board of Directors present and voting, provided that at least a majority of the voting Directors are present at the meeting. Such Director shall receive notice of the charges at least thirty (30) days prior to any meeting to consider such charges and that procedures for removal shall be in accordance with the disciplinary procedures of Robert's Rules of Order which shall include the opportunity for such Director to speak and cross-examine in his/her own defense.

Section 7. Regular Meetings

The regular meeting of the Board of Directors shall be held not more than five (5) days before the annual meeting of the membership of the Academy.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by the President and shall be called by the President or Executive Director on the written request of three (3) Directors. Special meetings shall be held at such time and such places as shall be determined by the President or by the Directors requesting the meetings; provided, however, that the time so fixed shall permit the giving of notice as provided in Section 9 of this Article V.

Section 9. Notice of Meetings

When required by these Bylaws to be given, notice of the time and place of a meeting of the Board of Directors shall be mailed to each director, using the Director's address as it appears on the records of the Academy, at least ten (10) days before the day on which the meeting is to be held. In the event the Board of Directors proposes to take a final vote to recommend, approve or disapprove any Extraordinary Action at such Board of Directors' meeting, the written notice shall also set forth the Extraordinary Action proposed to be finally considered. If the written notice fails to so identify the proposed Extraordinary Action, such final action may not be acted on at the upcoming meeting but must be tabled until the next properly called and notified meeting of the Board of Directors.

Section 10. Quorum and Required Vote

- (a) Quorum - General Matters. At meetings of the Board of Directors, the presence in person or via conference call of at least eight (8) members shall constitute a quorum for the transaction of general business except as otherwise provided by law, by the certificate of incorporation or by these Bylaws. If a quorum shall be present, the act of the majority of the Directors shall be the act of the Board.
- (b) Quorum - Extraordinary Actions. At meetings of the Board of Directors at which final action is proposed to be taken on any Extraordinary Action, the presence in person of at least twelve (12) members shall constitute a quorum for the transaction of final actions on Extraordinary Actions. If a quorum shall be present, the act of the majority of the Directors qualified to vote on such action shall be the act of the Board.
- (c) Disqualification from Voting - Extraordinary Actions. Unless a Director shall have been a member of the Board of Directors of the Academy for at least one (1) year prior to the date of a final Board of Directors' vote to recommend, approve or disapprove of an Extraordinary Action, the Director shall be disqualified from voting on the final recommendation, approval or disapproval of the Extraordinary Action if that Director (i) is an officer, director or member of the entity or organization with which the Academy proposes to enter into such Extraordinary Action, (ii) has any direct or indirect financial or pecuniary interest in the transaction or transactions which form the basis for the proposed Extraordinary Action, or (iii) has any other legally recognizable conflict of interest or breach or appearance of breach of fiduciary duty with respect to the proposed transaction. The Director so disqualified may nevertheless (x) participate in the discussions regarding the proposed final action on an Extraordinary Action, (y) vote on any other action to properly come before the meeting, and (z) be properly counted in determining a quorum at such meeting.

Section 11. Adjournment

At any meeting a majority of the Directors present, without notice other than by announcement at the meeting, may adjourn such meeting to another time and place for any reason, whether or not a quorum is present.

Section 12. Minutes

The Executive Director shall keep minutes of all proceedings of the Board of Directors.

Section 13. Compensation of Directors

Directors shall not receive any salary or fee from the Academy for their services as Directors. Nothing in this Section shall be construed to prevent the compensation of a Director for services to the Academy in another capacity.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, as Chairperson, the Vice President, the Treasurer and the immediate Past President of the Academy, all of whom shall have the right to vote. In addition, the Executive Director shall be an ex officio member of the Executive Committee without vote.

Section 2. Powers

The Executive Committee shall have and may exercise during the intervals between meetings of the Board of Directors all powers of the Board of Directors except that the Executive Committee shall not have the power to submit to the Fellows any action or matter requiring authorization of the Fellows under the Maryland Non-Stock Corporation Law; to amend or repeal these Bylaws or adopt new Bylaws; to fill vacancies in the Board of Directors, or to dissolve, remove members or change the number of, or fill vacancies in, the Executive Committee; or to amend or repeal any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

Section 3. Review by Board of Directors

The Executive Committee shall report all actions undertaken by it at each meeting of the Board of Directors since the last meeting thereof. The Board of Directors shall have full authority, by a majority vote of the total members which the Board of Directors would have if there were no vacancies, to modify or revoke any action taken by the Executive Committee.

ARTICLE VII. OFFICERS

Section 1. Composition

All officers shall be elected members of the Board of Directors.

Section 2. Number

The elected officers of the Academy shall be a President, Vice President, and a Treasurer. In addition, there shall be an Executive Director who shall on behalf of the Academy be employed by the Board of Directors and who shall act as Secretary. The Executive Director shall not hold any elected office of the Academy.

Section 3. Election, Term of Office and Qualifications

(a) Elected officers of the Academy shall be Fellows of the Academy and shall be elected by the Board of Directors from among the membership of the Board of Directors.

However, in the event the Vice President would complete his/her term as Vice President and be ineligible for reelection to the Board as a Director by virtue of completing two terms as a Director, the Board of Directors, if so desired, may elect the Vice President as President of the Academy for a two-year term at the Director's meeting immediately following the Annual Business Meeting where the Vice President goes off the Board of Directors.

In addition, should the Vice President be elected President during the last year of his/her second term as a Director, the President may complete his/her two-year term as President.

The immediate Past President shall be a member of the Executive Committee and the Board, and is entitled to attend meetings, serve on other committees, vote, etc.

- (b) The President and Vice President shall be elected to a term of two years. Thereafter, they shall be ineligible for re-election to the same offices for a period of three years after the expiration of their terms of office.
- (c) The Treasurer shall be elected for a one-year term and shall be eligible for re-election to that office for succeeding terms.
- (d) Officers shall hold office from the time of their election until the first meeting of the Board of Directors held after the annual meeting in the year in which their terms of office are completed or until their death, disqualification, resignation or removal.

Section 4. Removal

Any member of the Executive Committee may be removed for cause by the affirmative vote of a two-thirds majority of the Board of Directors then in office. Any Board Member that is absent from two consecutive Board of Directors Meetings may be removed from the National Academy of Opticianry Board of Directors

Section 5. Vacancies

Any vacancy occurring in any office may be filled by the Board of Directors.

Section 6. The President

- (a) The President shall act as the chief executive officer of the Academy.
- (b) The President shall call and preside at all meetings of the Academy and the Board of Directors.
- (c) The President shall countersign all contracts and other instruments of the Academy except checks.
- (d) Subject to control of the Board of Directors, the President shall exercise general leadership and supervision over the affairs of the Academy in implementing its purpose; and execute such additional duties as may be from time to time assigned by the Board of Directors and by these Bylaws.
- (e) The President shall also be Chairperson of the Executive Committee.

Section 7. The Vice President

- (a) The Vice President shall assume and perform the duties of the President in the event of the absence, incapacity or resignation of the President.
- (b) The Vice President shall perform such other duties and have such other powers as may be assigned from time to time by these Bylaws or by the Board of Directors or the President.
- (c) The Vice President shall also be a member of the Executive Committee.

Section 8. The Treasurer

- (a) The Treasurer shall have custody of the funds of the Academy which shall be deposited in the name of the Academy at such depositories as the Board of Directors may specify.
- (b) The Treasurer shall countersign checks and drafts drawn on behalf of the Academy of an amount predetermined by the executive committee.
- (c) The Treasurer and all persons who have access to funds shall be bonded.
- (d) The Treasurer shall cooperate fully with a certified public accountant appointed by the President at the time of the annual audit.
- (e) The Treasurer shall also be Chairman of the Finance Committee.
- (f) The Treasurer shall be responsible for seeing that full and accurate accounts of receipts and disbursements are kept in books belonging to the Academy.
- (g) The Treasurer shall, in general, perform all duties and have all powers incident to the office of Treasurer and shall perform such other duties and have such other powers as may from time to time be assigned by these Bylaws, by the Board of Directors or by the President.

Section 9. Executive Director

- (a) The Executive Director shall be recommended by the President and approved by a vote of a majority of the members of the Board of Directors.
- (b) The Executive Director shall be given a contract and at the discretion of the Board of Directors, may be re-appointed for additional contract periods. The contract for the Executive Director may be terminated for cause by the affirmative vote of a two-thirds majority of the Board of Directors then in office.
- (c) The Executive Director shall:
 - (1) act as secretary at, and keep the minutes of, the meetings of the membership of the Academy and of the Board of Directors and cause same to be recorded in books provided for that purpose and distribute copies thereof to the Board of Directors.
 - (2) have custody of the seal, certificates of membership and other important papers of the Academy and shall have authority to cause such seal to be affixed to, or impressed or otherwise reproduced upon, all documents the execution and delivery of which on behalf of the Academy shall have been duly authorized.
 - (3) execute the duties essential to the maintenance of records and correspondence of the Academy.
 - (4) accept members into the Academy, issue certificates of membership and maintain a roster of members.
 - (5) send notice of dues and collect all fees.
 - (6) sign all checks drawn on behalf of the Academy and maintain appropriate records in connection therewith, subject to Article VII, Section 8 (b).
 - (7) attend meetings of the Executive Committee and the Education Committee, other Committee meetings as stated in the Bylaws and any and all other committees or meetings as authorized or directed by the President.
 - (8) in general, perform all duties and have all powers incident to the office of Executive Director and shall perform such other duties and have such other powers as may from time to time be designated.

ARTICLE VIII. COMMITTEES

Section 1. Review by Board of Directors

There shall be such standing committees as specified in Section 2 through 10 of this Article and ad hoc committees as may be authorized by the Board of Directors from time to time. All actions of the standing committees shall be reviewed by the Board of Directors which shall have plenary power to affirm, reverse or modify such actions.

Section 2. Education Committee

- (a) The Education Committee shall consist of not less than five members appointed by the President with the approval of the Board of Directors. At least one of the members will be actively engaged in opticianry. In addition, the Executive Director will attend meetings of the Education Committee ex officio.
- (b) The Education Committee shall:
 - (1) plan and be responsible for the educational activities of the Academy, including programs of continuing education for the opticianry profession.
 - (2) act as editor for all educational publications recommended by the Education Committee and approved by the Board of Directors.
 - (3) report past activities and future plans at meetings of the Board of Directors and the membership of the Academy.

Section 3. Nominating Committee

- (a) The Nominating Committee shall consist of at least three Board members appointed by the President with the approval of the Board of Directors. The Nominating Committee shall be appointed at least one hundred eighty (180) days, but not more than three hundred sixty (360) days, prior to the next annual meeting of the Academy. The Executive Director shall notify the members of the Directors serving on the Nominating Committee in writing at least one hundred eighty (180) days prior to the next annual meeting of the Academy. The members shall be advised in such notice to submit in writing to the Nominating Committee the names and qualifications of any candidates such members wish to be considered by the Nominating Committee not later than one hundred twenty (120) days prior to the date of the next annual meeting.
- (b) The Nominating Committee shall prepare and deliver to the Board of Directors not less than ninety (90) days prior to the date of the annual meeting of the Academy a slate of nominees for the election of directors to replace those whose terms are expiring.
- (c) A short biographical sketch for each nominee shall be prepared by the Nominating Committee and delivered to the Board of Directors along with the names of the nominees.

Section 4. Finance Committee

- (a) The members of the Finance Committee shall consist of the Treasurer as Chairperson, two other Board members appointed by the President and approved by the Board of Directors, and the Executive Director who shall serve ex officio.
- (b) The finance committee shall examine the income and expenditures of the Academy and shall be responsible for preparing the annual budget at least thirty (30) days before the start of the fiscal year. Copies of the annual budget shall be distributed to the Board of Directors prior to approval.

Section 5. Awards Committee

- (a) The Awards Committee shall consist of at least three Board members appointed by the President with the approval of the Board of Directors. This committee shall nominate persons to receive any awards authorized by the Board of Directors subject to the conditions stipulated in the award.

Section 6. Convention and Booth Committee

- (a) The Convention and Booth Committee shall consist of at least four Board members appointed by the President with the approval of the Board of Directors.
- (b) The Convention and Booth Committee shall be responsible for obtaining, and manning, exhibit booths at as many state, national, and regional meetings as possible. The Convention and Booth Committee shall also plan and operate the Academy's annual convention and meeting.

Section 7. Membership and Marketing Committee

- (a) The Membership and Marketing Committee shall consist of at least five Board members appointed by the President with the approval of the Board of Directors.
- (b) The Membership and Marketing Committee shall market the Academy and the Academy's products. The Committee shall establish and produce the various types of communications, both internal and external, necessary to promote the Academy and its goals and mission.

- (c) The Membership and Marketing Committee shall develop programs and member benefits to enhance membership in the Academy.

Section 8. Grants Committee

- (a) The Grants Committee shall consist of at least three Board members appointed by the President with the approval of the Board of Directors. The committee shall determine the proper procedures and policies for applying for grants of monies to the Academy.
- (b) The committee shall determine particular Academy projects and search for prospective grantors to be solicited for grants to the Academy.

Section 9. Bylaws Committee

- (a) The Bylaws Committee shall consist of at least three Board members appointed by the President with the approval of the Board of Directors.
- (b) The Bylaws Committee shall review the Bylaws annually and recommend changes. The Bylaws committee shall also review proposed Bylaw changes as submitted by the Fellows of the Academy.

Section 10. Technology Committee

- (a) The Technology Committee shall consist of at least three Board members appointed by the President with the approval of the Board of Directors.
- (b) The Technology Committee shall 1.) Investigate the entire range of communication channels currently available, including but not limited to telephone, email, fax, print mail, text messaging, Facebook, blogs, Twitter, Skype, LinkedIn, instant messaging, and other boards and forums. 2.) Evaluate the most effective use of these communication media by NAO. 3.) Compare new systems based on cost, performance and value versus current operations by the NAO. 4.) Develop "requests for proposal" for any new systems the committee represents.

ARTICLE IX. THE AMERICAN BOARD OF OPTICIANRY

The Board of Directors of the Academy shall have full authority, on behalf of the Academy, to designate representatives to the Board of Directors of the American Board of Opticianry and to otherwise act on behalf of the Academy in dealing with this corporation. The President shall appoint the representative(s) to the ABO Board from among the current members of the National Academy of Opticianry Board of Directors or Director(s) who have served on the NAO Board within the last three years of the appointment date with the approval of the National Academy of Opticianry Board of Directors.

ARTICLE X. THE COMMISSION ON OPTICIANRY ACCREDITATION

The Board of Directors of the Academy shall have full authority, on behalf of the Academy, to designate representatives to the Board of Commissioners of the Commission on Opticianry Accreditation and to otherwise act on behalf of the Academy in dealing with this corporation. The President shall appoint the representative(s) to the COA Board from among the current members of the National Academy of Opticianry Board of Directors or Director(s) who have served on the NAO Board or from the current list of National Academy of Opticianry Ambassadors who have been an Academy Ambassador for at least 2 years with the approval of the National Academy of Opticianry Board of Directors.

ARTICLE XI. FINANCES

Section 1. Dues and Fees

- (a) Annual membership dues shall be established by the Board of Directors and may be modified by the Board of Directors as it may deem appropriate.
- (b) The Board of Directors shall have the authority to establish and collect fees for services rendered. Such authority shall include, but is not limited to, fees for admissions to meetings, seminars, and other activities sponsored by the Academy, and for special services rendered to other interested parties. Payment of meeting registration fees shall not, however, be required for attendance at annual business or special meetings of the Academy.
- (c) Notice of dues shall be mailed by the Executive Director not less than thirty (30) days before the beginning of the fiscal year of the Academy.

Section 2. Audit and Control

- (a) All receipts and disbursements shall be made only through bank accounts authorized by the Board of Directors and administered by the Treasurer. All checks and drafts drawn on behalf of the Academy shall be

signed by the Executive Director. All checks and drafts drawn on behalf of the Academy in excess of an amount predetermined annually by the executive committee must be countersigned by the Treasurer.

- (b) All employees and officers entrusted with financial responsibilities shall be bonded with the premiums on the fidelity bonds paid by the Academy.
- (c) The financial records of the Academy shall be audited biennially with a financial review on the off year by a certified public accountant appointed by the President with approval of the Board of Directors. The Finance Committee will assist in whatever manner possible in the conduct of the audit. Results of the annual audit will be forwarded to the Board of Directors and reported by it to the membership of the Academy.

Section 3. Grants

The Academy may receive grants and contributions to help carry out its programs and objectives. Grants not restricted for a special purpose will be added to the general operating funds.

Where restrictions are imposed by the grantor, the Board of Directors shall review the grant, decide on the acceptance, and specify conditions for controlling the funds.

Section 4. Use of Funds

The Academy shall use funds collected only to accomplish objectives stated in these Bylaws. No member or group of members shall commit the financial resources of the Academy in any manner except as stipulated in these Bylaws.

ARTICLE XII. DISSOLUTION

Section 1. Vote Required

A two-thirds (2/3) vote of the Fellows present and voting at a duly called meeting at which a quorum is present shall be required in order to dissolve the Academy.

Section 2. Winding Up of Affairs

In the event that the Academy is dissolved, the Board of Directors then in office shall remain in office until all affairs of the Academy have been properly terminated.

Section 3. Disbursement of Funds Upon Dissolution

In the event the Academy is dissolved, any funds remaining after payment of debts and obligations shall be distributed to the opticianry educational programs which have been fully accredited by the Commission on Opticianry Accreditation or its predecessor agencies of the Academy which are in a state of full accreditation at the time of distribution and are tax exempt under the Internal Revenue Code. Funds shall be prorated to these programs on the basis of the number of full-time students enrolled in the program on October first of the year in which the distribution is made.

ARTICLE XIII.

The fiscal year of the Academy shall be June 1 to May 31.

ARTICLE XIV. AMENDMENTS

Section 1. Origin

Amendments to these Bylaws may be proposed by:

- (a) three members of the Board of Directors; or
- (b) petition of one hundred or more Fellows of the Academy.

Section 2. Procedure

Proposed amendments shall be submitted to the Executive Director or President.

Section 3. Voting on Amendments

These Bylaws may be amended by a two-thirds vote of those Fellows present and voting at any annual meeting or special meeting of the membership, provided notice of such amendment with the text thereof has been filed with the Executive Director and the President not less than sixty (60) days before the date of such annual or special meeting at which the said proposed amendment is to be considered and written notice has been duly given by the Executive Director to all members of such proposed amendment not less than thirty (30) nor more than sixty (60) days preceding the date of such meeting.

Adopted October 16, 1977

Amended March 4, 1979

Amended June 20, 1981

Amended January 20, 2025

Amended June 25, 1983

Amended April 8, 2026

Amended June 29, 1984

Amended June 21, 1985

Amended June 5, 1986

Amended June 26, 1987

Amended June 2, 1989

Amended June 25, 1993

Amended June 3, 1994

Amended June 29, 1997

Amended July 12, 1998

Amended July 11, 1999

Amended July 16, 2000

Amended September 19, 2003

Amended October 2, 2008

Amended December 18, 2013

Amended September 6, 2014

Amended September 26, 2015

Amended October 1, 2016