

**CONSTITUTION AND BYLAWS OF
THE ARKANSAS OPTOMETRIC ASSOCIATION, INC.
*REVISED AND ADOPTED 2021***

CONSTITUTION

ARTICLE I. NAME

The name of this corporation is the Arkansas Optometric Association, Inc. (the “Association”).

ARTICLE II. PURPOSE

The nature of the business of the Association and the objects and purposes proposed to be transacted, promoted or carried on by it are as follows:

- 1) To make available to the public higher standards of professional care.
- 2) To promote any benevolent or nonprofit enterprise relating to vision care when authorized by the Board of Directors and entered into their minutes.
- 3) To accept gifts, donations and contributions from members and non-members of the Association to be used by the Board of Directors of the Association to make available to the public higher standards of professional vision care.
- 4) To allow the Association to borrow monies in the pursuit of Association affairs.

ARTICLE III. DURATION

The period of existence of the Association shall be perpetual.

ARTICLE IV. LOCATION

The principal office or place of business of the Association shall be located in the County of Pulaski, in the City of Little Rock, 1401 W. Capitol Avenue, Suite 247, Little Rock, Arkansas 72201. The Board of Directors shall have the power to change said principal office or place of business from time to time.

ARTICLE V. REGISTERED AGENT

The name of the registered agent of the Association shall be Vicki Farmer, Executive Director, whose address is 1401 W. Capitol Avenue, Suite 247, Little Rock, County of Pulaski, State of Arkansas. The Board of Directors shall have the power to change the registered agent of the Association, however, when said agent is changed, the Secretary of State shall be furnished with the name of the registered agent and the address of the new agent.

ARTICLE VI. NONPROFIT CORPORATION

The Association is a not-for-profit organization. No part of the net earnings of the Association shall inure to the benefit of any private shareholder or individual. The purpose of the Association is not to engage in any regular business of a kind ordinarily carried on for profit. The Association shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Association, shall be distributed to its members, directors or officers.

The Association may pay compensation to its members, officers, employees, or attorneys at law for services rendered, may confer benefits upon its members in conformity with its purposes, and may make reimbursements to its members, attorneys, directors, officers, or employees for expenses incurred in attending to their authorized duties, said expenses to be evidenced by receipt or other proper document.

ARTICLE VII. INCORPORATION

The Association has been doing business under the Certificate of Incorporation and the Charter issued by the Pulaski Circuit Court and the Secretary of State on February 13, 1964, as amended on April 6, 2021.

Prior to February 13, 1964, the Association did business under the Certificate of Incorporation and the Charter issued by the Pulaski Circuit Court on July 13, 1955, since July 13, 1955, and under prior charters issued to the Association.

The Association desires to amend and substitute its constitution and bylaws as of the date hereof and to continue to do business. In addition, as of the date hereof, the Association has made an election to be governed under the Arkansas Nonprofit Corporation Act of 1993, ARK. CODE ANN. §§ 4-33-101 *et seq.*

ARTICLE VII. AUTHORITY

The Association shall have authority to maintain actions at law and in equity in its own proper name.

ARTICLE VIII. GOVERNMENT

1. Board of Directors. The administrative body of the Association shall be the Board of Directors, which shall implement the policies established by Board of Directors and the American Optometric Association, Inc. and perform such duties as are prescribed in the Bylaws.
2. Officers. The officers of the Association shall be a president, a president-elect, a vice-president, a secretary-treasurer, and an immediate past-president. Their qualifications, duties and terms of office shall be as provided in the Bylaws.

ARTICLE IX. AFFILIATION

The Association shall affiliate with the American Optometric Association, Inc. under the rules and subject to the conditions as provided in the Constitution and Bylaws of said association and as amended by such association from time to time.

ARTICLE X. PROCEDURE RULES

The Constitution may be altered or amended at any regular or called meeting of the Association by two-thirds (2/3) majority vote of members present, provided the proposed amendment or amendments or dues change has or have been submitted in writing to each member at least thirty (30) days prior to the meeting at which time it is to be presented.

Robert's Rules of Order, when not in conflict with this Constitution and Bylaws, shall be the rules of order of the Association.

ARTICLE XI. COURT ORDER

1. All constitution, rules and regulations in conflict herewith are hereby repealed.
2. The revised and substituted Constitution and Bylaws having previously been presented to, and approved by, the American Optometric Association, Inc. are hereby declared in effect in accordance with the Arkansas Nonprofit Corporation Act of 1993.

BYLAWS

ARTICLE I. MEMBERSHIP

- Section 1. Classifications of Members. The membership of the Association shall be listed similarly to the American Optometric Association, Inc. designation of membership:
- (a) Active Members. Active members must be actually engaged in the practice of Optometry, of good repute, legally qualified to practice Optometry, whose dues are timely received by the Association. Active members shall have the privilege of the floor, the right to vote, and the right to hold office in the Association.
 - (b) Distinguished Members. Distinguished members of the Association shall be those who have completed the term of office as president of American Optometric Association, Inc. and the membership of such member shall continue so long as he or she continues as a member in good standing. Immediately upon becoming Past President to the American Optometric Association, Inc., the Distinguished membership shall automatically commence. Distinguished members shall have the privilege of the floor, the right to vote, and the right to hold office.
 - (c) Life Members. Life members of the Association shall be those who have long and faithfully served as active members. A member is eligible for life membership after forty-five (45) years of membership in the American Optometric Association. Life members shall have the privilege of the floor, but not the right to vote or hold office.
 - (d) Honorary Members. Honorary members of the Association shall be those persons who have rendered some special service to the Association or who may have distinguished themselves in any branch of Optometry. A candidate for Honorary member must be reported on in the form of a written resolution listing the qualifications of the candidate and voted for by a two-thirds (2/3) majority of the members present at a regular or special meeting of the Association. The written resolution must then be forwarded to the American Optometric Association, Inc. for approval by its House of Delegates. Honorary members shall have the privilege of the floor, but not the right to vote or hold office unless he or she is also an active member.
 - (e) Federal Services Members. Federal Services members are those who are currently serving in active duty in the armed services of the United States or the Commissioned Corps of the United States Public Health Service. Federal Services members may qualify for partial practice, retired and life membership if the appropriate qualifications are met. Federal Services members shall have the privilege of the floor, but not the right to vote or hold office unless he or she is also an active member.
 - (f) Optometric Educator Members. Optometric Educators shall be those educators who are active members of the faculty or administration of a school or college of

optometry, and who work no more than sixteen (16) hours per week in the practice of optometry. Optometric Educator members shall have the privilege of the floor, but not the right to vote or hold office unless he or she is also an active member.

- (g) Retired Members. Retired members shall be those who are over the age of fifty-five (55) and are no longer receiving compensation from optometry related activities. Retired members shall have the privilege of the floor, but not the right to vote or hold office.
- (h) Partial Practice Members. Partial Practice members shall be those who are engaged in optometric practice but work no more than two (2) days per week (or 16 hours per week). Members who work more than sixteen (16) hours per week are classified as Active. Partial Practice members shall have the privilege of the floor, but not the right to vote or hold office.
- (i) Student Members. Student members are those who are students of optometry in a school or college accredited by the Accreditation Council on Optometric Education. Such student status shall continue until the student has graduated, completed his or her internship when required, and has been licensed to practice. Such student status shall not continue after the end of the calendar year in which the individual has been licensed to practice, and in no event shall continue for more than eighteen (18) months after graduation. Student members shall have the privilege of the floor at the discretion of the Chair, but not the right to vote or hold office.
- (j) Post-Graduate Members. Post-Graduate members are those who are full-time students in a graduate program. Post-Graduate members shall have the privilege of the floor at the discretion of the Chair, but not the right to vote or hold office.
- (k) Associate Members. Associate members shall include substantial interest members and Paraoptometric members as follows:
 - (i) A substantial interest member is defined as an individual, not licensed to practice optometry, who has a substantial interest in the profession of optometry, and who contributes to the advancement of the objectives of this association, and may continue so long as the person contributes to the advancement of the profession.
 - (ii) Paraoptometric members are sponsored by an optometrist who is a member in good standing of the Association. Such status shall be approved by the Board of Directors, and may continue as long as sponsored by a member in good standing.

Associate members shall have the privilege of the floor at the discretion of the Chair, but not the right to vote or hold office.

Section 2. Changes in Membership Classification. Members will be allowed to change classification only once per year. Applications for a change in membership

classification submitted between January 1 and April 30 will be retroactive to the beginning of that calendar year (including for purposes of assessing dues). Applications submitted between May 1 and December 31 will be effective January 1 of the following year. No changes in classification will be accepted for prior periods or prior years.

Section 3. Dues.

- (a) New licentiates shall be defined for the purpose of this section as being those optometrists who received license to practice Optometry for the first time and have not previously practiced in any other state.
- (b) New licentiates shall not be eligible for membership in the Association unless he or she is eligible for membership in the American Optometric Association, Inc. and has complied, or is willing to comply with, current membership policies of the American Optometric Association, Inc.
- (c) New licentiates shall not be required to pay Association dues for the remainder of the year in which his or her license is issued.

The first full year of practice – 10% of active member state association dues
The second year of practice – 20% of active member state association dues
The third year of practice – 50% of active member state association dues
The fourth year of practice – 75% of active member state association dues
The fifth year of practice, and thereafter, 100% of active state association dues

- (d) A Distinguished member shall not be required to pay dues.
- (e) An Honorary member shall not be required to pay dues, unless he or she is also an active member.
- (f) A Life member shall not be required to pay dues.
- (g) A Retired member who is no longer receiving compensation for optometric related activities may choose to be classified as retired (With Membership Benefits) and continue to pay dues of \$100 or retired (Without Membership Benefits) and pay no dues.
- (h) Partial Practice members pay sixty percent (60%) of active member state association dues.
- (i) Optometric Educators who work no more than sixteen (16) hours per week in the practice of optometry pay fifty percent (50%) of active member state association dues.
- (j) The annual dues for all categories of membership and Affiliates other than Active, Distinguished, Honorary, and Life as defined in Article I, Section 1 of these Bylaws shall be established by the Board of Directors of the Association. Increases in dues

shall be based on the CPI and at the discretion of the board, but not to exceed five percent (5%) in a given year, unless voted on by the membership during a scheduled membership meeting.

- (k) Any dues increase approved by the House of Delegates of the American Optometric Association, Inc. shall be automatically included on the dues statement which is prepared and sent by the secretary-treasurer of the Association.

Section 4. Forfeiture of Membership.

Any member of the Association may be expelled for cause from the Association by a vote of three-fourths vote of the membership present at any regular or special meeting. A member shall be expelled automatically by reason of his or her failure to pay dues or by reason of loss or revocation of his or her license as an optometrist.

Section 5. Rule of Practice.

- (a) No member shall willfully violate the Optometry Law or the Optometry Board Rulings of the state in which he or she practices.
- (b) No member holding an official position in any optometric organization shall use such position for advertising purposes or for self-aggrandizement.
- (c) No member shall do anything inconsistent with professional standards of the optometric and allied health professions.
- (d) No member shall fail to observe scrupulously the Code of Ethics and other provisions of both the Association and the American Optometric Association, Inc.

Note: it is recommended that when a member is doubtful of the ethics or advisability of any action he or she contemplates, he or she should immediately submit a detailed report to the appropriate association committee.

Section 6. Reinstatement.

- (a) Application for reinstatement of membership from one who has been expelled (except for failure to pay dues) must be submitted in writing to the secretary-treasurer and shall require a vote of three-fourths (3/4) of the members present at a regular or special meeting of the Association and payment in full of the current dues of the fiscal year in which member is reinstated.
- (b) Any member who has not paid dues for the previous year may be reinstated upon payment of current dues, subject to approval by the Board of Directors.

Section 7. Meetings.

- (a) Annual Meetings. The Association shall have two annual meetings of the membership. The annual spring meeting shall include the election and installation

of the Board of Directors and the formal reports and addresses to the membership. The annual fall meeting shall include approval of the budget of the Association. The Board of Directors may call a mid-year meeting of the membership for consideration of Association business.

- (b) Quorum and Voting. A majority of the membership shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the membership, unless the act of a great number is required by the Constitution of the Association or these Bylaws.
- (c) Special Meetings. Special meetings of the membership may be held at any time and place, upon the call of the Chair of the Board, the president or secretary of the Association by written notice delivered to each director before such meeting.
- (d) Notice of Meetings. Notice of the time and place of any meeting of the membership shall be given at least three (3) days prior thereto by written notice delivered personally or sent by mail, facsimile or other electronic transmission to each member at his or her mailing or electronic address as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or other electronic transmission, such notice shall be deemed to be delivered when the facsimile or other electronic transmission is transmitted by the sender to the member's facsimile number or electronic address. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of membership needs be specified in the notice or waiver of notice of such meeting, unless otherwise required by law.
- (e) Proxies. A member may vote in person or by proxy executed in writing by the member. No proxy shall be valid after one (1) month from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.
- (f) Participation in Meeting by Conference Telephone. Any or all members may participate in a meeting of the membership by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Composition.

- (a) The Board of Directors shall be composed of eleven (11) members: five (5) of whom shall be the officers of the Association, and six (6) of whom shall be elected as directors by the membership at its annual spring meeting.
- (b) Three (3) Directors shall be elected by the membership during a regularly scheduled business meeting at each annual spring meeting of the membership for a two (2) year term. No person shall be eligible for election to more than three (3) successive two (2) full year terms as director.

Section 2. Election of Directors; Term; Qualifications.

- (a) The directors shall be elected at a regularly scheduled business meeting of the membership at the annual spring meeting. The directors shall serve staggered two (2) year terms, or until their successors are installed.
- (b) The directors shall be elected by secret ballot in a contested race, and a majority of all votes cast shall be necessary for election of any director.
- (c) No person shall be eligible to serve on the Board of Directors who is not an active or distinguished member in good standing.

Section 3. Vacancy. In the event of a vacancy occurring on the Board of Directors from the elected directors, the next junior available past-president after the immediate past-president shall become a director, to hold such position until the next election, at which time a director shall be elected for the remainder of the term.

Section 4. Removal. A director may, in accordance with the procedure set forth in this paragraph, be removed from his or her position by a vote of three-fourths (3/4) of the Board of Directors (not including the director under consideration) for a serious or repeat violation of the policies or procedures of the Association or other serious failure to fulfill the obligations of the office to which that individual has been elected. Notice of the meeting at which a vote to remove a director will be held must be given to the Board of Directors at least thirty (30) days prior to the date of the meeting. The notice must specify that a vote to remove a named director will be held at the meeting. A director who is subject to a removal vote must be given the opportunity to present his or her position to the Board of Directors before a vote is taken. There shall be no appeal from a decision of the Board of Directors under this paragraph.

Section 5. Resignation. A director may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 6. Meetings; Quorum.

- (a) Regular Meetings. Regular meetings of the board of directors shall be held at such places, on such days and at such times as shall be fixed from time to time by the Board of Directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the Board of Directors.
- (b) Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a great number is required by the Constitution of the Association or these Bylaws.
- (c) Special Meetings. Special meetings of the Board of Directors may be held at any time and place, upon the call of the Chair of the Board, the president or secretary of the Association by written notice delivered to each director before such meeting.
- (d) Notice of Meetings. Notice of the time and place of any meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by mail, facsimile or other electronic transmission to each director at his or her mailing or electronic address as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or other electronic transmission, such notice shall be deemed to be delivered when the facsimile or other electronic transmission is transmitted by the sender to the director's facsimile number or electronic address. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs be specified in the notice or waiver of notice of such meeting, unless otherwise required by law.
- (e) Proxies. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after one (1) month from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.
- (f) Manner of Acting.
 - (i) Formal Action By Directors. Except for the removal of a director pursuant to Article II, Section 4, of these Bylaws, the act of a majority of directors in person or by proxy present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- (ii) Informal Action By Directors. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval, including electronic written approval (such as facsimile transmission or email communication), of all the directors setting forth the action so taken. Any action so approved shall have the same effect as though taken at a meeting of the directors.
- (iii) Participation in Meeting by Conference Telephone. Any or all directors may participate in a meeting of the Board of Directors by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.
- (g) Advisor. The president of the Association may appoint a past president to serve as an advisor to the board of directors. The advisor will serve as a consulting, non-voting member of the Board of Directors. The advisor's term shall end concurrently with the term of the president who made the appointment.

Section 7. Powers and Duties.

- (a) All of the business and affairs of the Association shall be managed and controlled by the Board of Directors. In carrying out its functions, the Board of Directors shall have such powers as are now or may hereafter be granted by the Arkansas Nonprofit Corporation Act of 1993 (except as such powers may be otherwise modified hereby or by the Constitution of the Association or these Bylaws), including the authority to hire and fire employees and attorneys, fix salaries and conditions and terms of employment, and set the salary and outline the duties of the Executive Director.
- (b) Except as may be otherwise provided by statute or in the Constitution of the Association or in these Bylaws, the Board of Directors is authorized to establish such organizational structure of the Association as it deems necessary or desirable for the performance of the activities of the Association.
- (c) The Board of Directors shall make and establish policies, as deemed necessary, for the operation and management of the Association.
- (d) The Board of Directors shall submit to all the members of this association at each annual fall meeting a budget for adoption which will fix the maximum sums that may be expended in the functions of the regular activities of the Association.

ARTICLE III. OFFICERS

Section 1. Election; Term; Vacancies.

- (a) The officers of this association shall be a president, a president-elect, a vice-president, a secretary-treasurer, and an immediate past-president. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority, and duties. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. The officers of this association shall comprise the Executive Committee.
- (b) The officers shall hold office for one (1) year, or until their successors are installed. No officer, except the secretary-treasurer, shall be elected to the same office for more than one (1) full successive term.
- (c) Except for the president and immediate past-president, the officers shall be elected at a regularly scheduled business meeting of the membership at the annual spring meeting. At the completion of the president's term of office, he or she shall automatically become the immediate past-president, and the president-elect shall automatically become the president.
- (d) The officers shall be elected by secret ballot in a contested race, and a majority of all votes cast shall be necessary for election of any officer.
- (e) Each officer, duly elected, shall ipso facto be a member of the Board of Directors of the Association.
- (f) If the office of immediate past-president becomes vacant for any reason, the next junior available past-president shall serve as immediate past-president for the remainder of the term. Any vacancy occurring in any other office by reason of death, resignation, or otherwise, shall be filled by the Board of Directors, and any officer so appointed shall serve until the next election. If the vacancy is in the office of president-elect, the person designated by the Board of Directors to serve as president-elect shall not automatically succeed to the office of president. At the next election, the office of president shall be deemed to be open, and the membership shall elect a person to serve as president.

Section 2. Duties.

- (a) President.
 - (i) The president shall have general supervision over the affairs of this association and over the other officers; and shall perform such other duties as are incident to this office and as directed by the Board of Directors. The president shall preside at all meetings of the Board of Directors or the general membership, shall see that all rules and regulations are observed and shall enforce and preserve order.

- (ii) The president shall appoint all committees, special committees and chairs of such committees unless otherwise provided. The president shall be directly responsible to the Association for the activity of all committees.
 - (iii) By virtue of the office, the president shall be Chair of the Board of Directors and the Executive Committee. The president shall have authority to call meetings of the Board of Directors, as well as the Association, when deemed necessary at such time and place as may be for the best interests of the Association.
 - (iv) The president shall certify all official acts of the Association. The president shall have authority, when so directed by the Board of Directors, to declare vacant any office when duly elected officers thereof shall fail to qualify, or fail, neglect, or refuse to perform the duties of said office. In such case the president shall take charge of all property that may be held by such officer, holding same until such office is duly filled.
 - (v) At the expiration of the term of his or her office, the president shall deliver to his or her successor all books, papers and other property, and effects of the association which may be in his or her possession, taking receipt thereof.
- (b) President-Elect. In the absence of the president, or in case of the president's disability or other absence, the president-elect shall perform all duties and succeed to the authority of the president as set forth in these Bylaws. In addition, the president-elect will be responsible for all duties delegated to him by the president.
- (c) Vice-President. The vice-president shall preside in the absence of the president and the president-elect and perform other duties as directed by the president.
- (d) Secretary-Treasurer.
- (i) The secretary-treasurer shall: (a) keep the minutes of meetings of the Board of Directors in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address and electronic address of each director; (e) sign with the president, or other officer authorized by the president or the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association; (f) prepare and submit an annual report as required by the Arkansas Nonprofit Corporation Act of 1993, and (g) in general perform all duties incident to the office of secretary-treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.
 - (ii) The secretary-treasurer shall have charge and be responsible for all funds and securities of the Association; receive and give receipts for moneys due

and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the revisions of these Bylaws.

- (iii) If required by the Board of Directors, the secretary-treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- (iv) In the absence of the secretary-treasurer, an assistant secretary-treasurer may perform his or her duties.

Section 3. Removal. An officer may, in accordance with the procedure set forth in this paragraph, be removed from his or her position by a vote of three-fourths (3/4) of the Board of Directors (not including the officer under consideration) for a serious or repeat violation of the policies or procedures of the Association or other serious failure to fulfill the obligations of the office to which that individual has been elected. Notice of the meeting at which a vote to remove an officer will be held must be given to the Board of Directors at least thirty (30) days prior to the date of the meeting. The notice must specify that a vote to remove a named officer will be held at the meeting. An officer who is subject to a removal vote must be given the opportunity to present his or her position to the Board of Directors before a vote is taken. There shall be no appeal from a decision of the Board of Directors under this paragraph.

Section 4. Resignation. An officer may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV. EXECUTIVE DIRECTOR

Section 1. The Board of Directors may engage the services of a person to act as executive director of the Association. Such person need not be an optometrist or a member of the Association.

Section 2. The Board of Directors shall determine the compensation of the executive director and may, on behalf of the Association, enter into a contract of employment with such executive director for a term not to exceed three (3) years; provided, however, that successive contracts may be entered into with the same person.

Section 3. Unless a contract, these Bylaws, or a law provides otherwise, the Board of Directors may remove such Executive Director at any time with or without cause at a meeting called for that purpose.

Section 4. The executive director shall have immediate and overall supervision of the operations of the Association, and shall direct the day-to-day business of the

Association, maintain the properties of the Association, hire, discharge, and determine the salaries and other compensation of all staff members under the executive director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.

Section 5. The executive director shall make such reports at the Board of Directors and Executive Committee meetings as shall be required by the president or the Board.

Section 6. The executive director shall be an ad-hoc member of all committees.

Section 7. The executive director shall assist the Budget Committee in the preparation and submission of the annual budget of the Association for approval at the annual fall meeting and shall present an annual financial report at the Annual Meeting of the membership.

ARTICLE V. SECTIONS

Section 1. The Association may, upon a vote of two-thirds (2/3) of the membership at an annual meeting duly assembled, create a section.

Section 2. The purpose and activities of each section must be within the objectives of the Association and must not conflict with the purpose or activities of any committee of the Association.

Section 3. Each section which has been duly approved shall function under the jurisdiction and control of the Association and in accordance with the rules and regulations established in the Bylaws of the Association.

Section 4. The Bylaws of each section, including a description of its scope and function, must not be inconsistent with the Constitution and Bylaws of the Association, and must be approved by the Board of Directors and a vote of two-thirds (2/3) of the membership at an annual meeting of the Association duly assembled.

Section 5. Each section shall elect its own officers in the manner provided for in its bylaws.

Section 6. Amendments to the bylaws of each section shall not become effective until approved by the Board of Directors and adopted by the Association at an annual meeting duly assembled.

Section 7. Each section shall establish an annual budget and annual dues to cover the activities of the section. Each budget and dues must be approved by the Board of Directors of the Association.

Section 8. A meeting of each section shall be held at least once a year.

ARTICLE VI. POLICIES

- Section 1. Annual “Conflict of Interest” Statement. All officers, directors, volunteers, interim appointees and staff of the Arkansas Optometric Association shall complete and file a “Conflict of Interest” statement annually or as prescribed by the Board of Directors. The original statement of renewal thereof shall be filed each year within thirty (30) days of appointment. Should any legal action arise, it will be under the jurisdiction of the state of Arkansas. The Board of Directors shall ultimately decide any resolution of a disputed conflict. Any resolution shall ultimately be decided by the Board of Directors.
- Section 2. Antitrust Policy. All officers, directors, volunteers, interim appointees, new hires, and staff of the Association shall sign an Antitrust policy stating unlawful activities and conversations that are prohibited at Association meetings. The Antitrust policy shall be signed annually or as prescribed by the Board of Directors.
- Section 3. Whistleblower Policy. The Association shall maintain a whistleblower policy setting forth guidelines for employees and staff to report financial wrongdoing or other illegal activity within the Association and prohibiting retaliation against said employees and staff.
- Section 4. Retention and Destruction of Documents Policy. The Association shall maintain a policy detailing what business records of the Association are to be kept on file and for how long and which ones should be destroyed during the regular course of business.

ARTICLE VII. MISCELLANEOUS

- Section 1. Checks, Drafts, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Association’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
- Section 2. Annual Financial Statements. Complete financial statements shall be presented to and reviewed by the Board of Directors after the close of each fiscal year.
- Section 3. Fiscal Year. The fiscal year, budget year, and dues year of the Association shall be the calendar year, unless otherwise determined by resolution of the Board of Directors
- Section 4. Borrowing. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Association.

Section 7. Seal. The Board of Directors may (but shall not be required to) provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words “Nonprofit Corporation” and the state of incorporation.

Section 8. Loans to Officers and Directors Prohibited. No loans shall be made by the Association to its officers or directors. The Board of Directors of the Association who vote for or assent to the making of a loan to an officer or director of the Association, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Association for the amount of such loan until the repayment thereof.

Section 9. Rules. The Board of Directors may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Association and the governance of its officers, agents, committees and employees.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended by a majority vote of members present at a regular or special meeting of the Association or by a vote of two-thirds (2/3) of the members of the Board of Directors of the Association.