

**ARTICLE 1  
NAME AND PURPOSE**

The name of this Association, established as a not-for-profit corporation under the laws of the State of New Hampshire, is the New Hampshire Optometric Association. The Mission of the New Hampshire Optometric Association is to influence the future of eye care by ensuring the welfare of the public and promoting the profession of optometry in New Hampshire.

**ARTICLE 2  
MEMBERSHIP**

**Section 1. Membership.** The membership of this Association shall consist of Active, Partial Practice, Honorary, Associate, Life, Student, Post-Graduate, Retired and Non-Optometrist Members. Membership is open to optometrists and others who are in compliance with the requirements of these Bylaws.

**Section 2.** The Board of Directors may authorize the Executive Director or other designee to approve applications for membership which are received in proper form.

**Section 3. Active Members.** Active Members shall be New Hampshire-licensed optometrists who have either their principal residence or their principal practice in New Hampshire.

**Section 4. Partial Practice Members.** An Active Member who spends 16 or fewer hours per week in compensated optometrically related activities shall be eligible to apply for Partial Practice membership. This membership classification shall take place upon approval by the Secretary or his/her designee, and must be re-applied for annually.

**Section 5. Honorary Members.** Optometrists and those of other professions who have contributed valuable services to optometry shall be eligible for Honorary membership. Those persons proposed for Honorary membership shall be investigated with decision rendered by the Board of Directors. To be elected they must have a vote of two-thirds of the Board members present. They shall not have the power of voting and shall not hold office.

**Section 6. Associate Members.** Active Members of another AOA-affiliated association shall be eligible for Associate membership. They shall not have the power of voting and shall not hold office.

**Section 7. Life Members.** An optometrist who has been an Active or Partial-Practice member of this Association or any other AOA-affiliated association of the American Optometric Association for forty-five years, or is disabled or incapacitated, and acceptable evidence thereof is submitted, shall be eligible for Life membership. Applications for Life membership shall be investigated by the Executive Director to determine eligibility and shall be submitted to the Board of Directors for decision.

**Section 8. Student Members.** A student at a recognized school or college of optometry may be granted Student membership in the Association. A Student Member shall not have the power of voting and shall not hold office. Student membership may continue until the end of the calendar year in which the Student Member has received the Doctor of Optometry degree.

**Section 9. Post-Graduate Members.** An optometrist who is a resident or intern at a program accredited by the Accreditation Council on Optometric Education or is a full-time enrollee in a graduate program shall be eligible for Post-Graduate Membership. Such membership may continue until the end of the calendar year in which the Post-Graduate Member has completed the qualifying program. Post-Graduate members shall not have the power of voting and shall not hold office.

**Section 10. Retired Members.** An optometrist who is an Active Member, has attained the age of 55, is no longer engaged in compensated optometrically related activities, and has not been approved for Life membership in the Association, shall be a Retired Member.

**Section 11. Non-Optometrist Members.** A person who is not an optometrist, but who wishes to support the aims and objectives of the Association, may, upon proper application, become a Non-Optometrist Member. Such member shall not have the power of voting and shall not hold office.

**Section 12.** Any member who for any reason becomes ineligible for their current membership category shall automatically be reclassified to the appropriate category, and dues shall be adjusted accordingly. Such classification changes may occur only once in a calendar year, and may not be retroactive.

### **ARTICLE 3 RESIGNATION**

Any member shall have the privilege of resigning membership in the Association, provided that the member is in good standing and the resignation is submitted in writing to the Board of Directors.

### **ARTICLE 4 OFFICERS**

The Officers of this Association shall consist of President, President-Elect, Vice President, Secretary-Treasurer (or Secretary and Treasurer) and Immediate Past President.

### **ARTICLE 5 BOARD OF DIRECTORS**

**Section 1.** The officers together with eight Directors shall constitute the Board of Directors. Six Directors shall be elected by the membership at the Annual Meeting. The President may appoint two additional Directors who shall serve during the term of the President who appointed them.

**Section 2.** The Board of Directors shall have the entire authority to conduct the business of the Association between general meetings of the Association within the limits of the budget and policy established by the Board of Directors or at general meetings of the Association. The Board of Directors shall have general authority over all committees of the Association. The Board of Directors shall have the authority to declare any office of the Association vacant after due investigation.

**Section 3.** If any vacancy occurs on the Board of Directors, through resignation or otherwise, the Board of Directors may name a successor to the position thus vacated, and such successor shall serve for the unexpired term of the person replaced.

**Section 4. Additional agents.** The Board of Directors at its discretion may appoint to function at its pleasure such other agents as it may from time to time deem favorable, and prescribe the duties of such agents.

**Section 5. The President shall be Chair of the Board, and in the absence of the President, the President-Elect and Vice President shall be Chair in their order.**

**Section 6. Meetings of the Board of Directors shall be held in such places and at such times as the Board may vote, and if so voted, no further notice thereof need be given. Meetings of the Board may be held from time to time without formal notice; provided all members of the Board are present or those not present have waived notice thereof. Such special meeting shall be held at such time and place as the call thereof may specify.**

**Section 7. Special meetings of the Board shall be held at the call of the President or at the request of five members of the Board, provided that due notice of the meeting is given as herein provided.**

**Section 8. A majority of the Board shall constitute a quorum for the transaction of business at any meeting, but a lesser number may adjourn any meeting from time to time and the same may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of those present thereat shall decide any question brought before such meeting except as otherwise provided in these Bylaws.**

**Section 9. Electronic Participation in Meetings. Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or other communications equipment with which all persons participating in the meeting can communicate in real time. Participation by such means shall constitute presence in person at a meeting.**

## **ARTICLE 6 MEETINGS OF THE ASSOCIATION**

**There shall be at least three meetings of the Association in any calendar year, one of which shall be designated by the Board of Directors as the Annual Meeting. Meeting dates shall be determined by the Board of Directors.**

## **ARTICLE 7 NOTICE OF MEETINGS**

**A written or electronic notice stating the time, place, day, and hour of all meetings shall be given by the Secretary or his/her designee at least ten days before such meeting to each member of record by sending such notice to the member's last known mailing or electronic address as appearing upon the records of the Association.**

## **ARTICLE 8 QUORUM AT MEETINGS**

**At all meetings of the Association, forty Active members shall constitute a quorum for transaction of business. A lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members present and eligible to vote (Active, Partial Practice, Life and Retired Members) shall decide any question brought before the meeting, except as otherwise provided in these Bylaws.**

**ARTICLE 9  
ELECTION OF OFFICERS AND DIRECTORS**

**Section 1.** All officers and Directors, with the exception of the Immediate Past President, shall be elected at the Annual Meeting of the association, and shall serve for the term of one year from January 1 of the year after they are elected, or until their successors shall be elected and qualify. The President may serve up to two consecutive terms in that office at a time. The retiring President shall automatically become the Immediate Past President.

**Section 2.** No person shall be eligible to serve as President unless that person has previously held the office of President-Elect.

**Section 3.** Any Active, Partial Practice, Life or Retired member may nominate him/herself, or any other member, for the offices of Director, Secretary-Treasurer (or Secretary and Treasurer), Vice President, President-Elect, and President, at the Annual Meeting.

**Section 4.** No person shall be nominated or elected to any position unless that person has agreed to serve if elected.

**Section 5.** The elections for Secretary and Treasurer shall be held separately. Nothing shall preclude the same person from being nominated or elected to both offices.

**ARTICLE 10  
DUTIES OF THE OFFICERS**

**Section 1. The President.** The President shall be the Chief Executive Officer of the Association. The President shall:

- a) Preside over all meetings of the Association and the Board of Directors.
- b) Call special meetings upon request of five members of the Board of Directors, or upon the request of ten Active members of the Association, or as otherwise provided in these Bylaws.
- c) Establish all Standing and Ad-Hoc Committees, and appoint the members of all committees in accordance with Article 16 of these Bylaws.
- d) Serve as a member of the Leadership Development Committee.
- e) Receive compensation equal or equivalent to Active Member dues for each year served.

**Section 2. The President-Elect and Vice President.** The President-Elect and Vice President shall in their order assume the duties of the next higher officer in the absence of that officer.

**Section 3. The Secretary.** The Secretary shall be the custodian of the charter of the Association, shall keep or cause to be kept a true record of all meetings of the Association, and shall perform or supervise the performance of all other duties customarily pertaining to the office of Secretary.

**Section 4. The Treasurer.** The Treasurer shall perform or supervise the performance of all duties customarily pertaining to the office of Treasurer. The Treasurer shall, at the end of each quarter, provide a

report to the Board of Directors and the membership as to the financial status of the Association. The Treasurer shall have the authority to approve dues waiver requests submitted by members in proper form and for adequate reasons, and shall report such approvals to the Board of Directors with the names of the waiver recipients redacted. The Treasurer shall report the number of members in each membership category to the Board of Directors at its meeting closest to May 1 of each year, and at any other times when requested by the President or the Board of Directors.

**ARTICLE 11  
FISCAL YEAR**

The fiscal year of the Association shall be from January 1 through December 31.

**ARTICLE 12  
ANNUAL EXAMINATION OF THE BOOKS**

A committee consisting of at least three members of the Board of Directors along with any other members appointed by the President shall annually examine the books of the Association and make a report to the Board of Directors no later than 90 days after the end of the Association's fiscal year. After acceptance by the Board of Directors, the report shall be published in the Association newsletter or otherwise distributed in writing or electronically to the membership at or prior to the next meeting of the Association. The Treasurer shall not be member of the committee but shall serve as an advisor to the committee. The committee may, if it deems necessary, engage the services of a public accountant in the examination of the books and preparation of its report.

**ARTICLE 13  
(deleted)**

**ARTICLE 14  
DUES**

**Section 1.** Dues shall be paid in a timely manner. Dues may be paid annually, quarterly, monthly or on an individual payment schedule approved by the Treasurer.

**Section 2. Active Members.** The annual dues for Active Members shall be \$625 for the year 2016 and each subsequent year, plus the affiliation fees for the American Optometric Association. The dues for new Active members shall be equal, in percentage, to the sliding scale set forth by the American Optometric Association. The Board of Directors shall have the authority to increase the annual dues no more often than once each year (for the following year) by an amount no greater, in percentage, than the Federal Government's Cost of Living Adjustment (COLA). If the Board of Directors votes to take such action, the membership shall be informed by written or electronic notice at least ten days prior to the effective date of such an increase. A special dues assessment of \$60 per year shall additionally be imposed each year commencing in 2017, with such assessment dedicated to funding the Association's costs and expenses related to maintaining Leadership State status in the AOA-endorsed Think About Your Eyes program. Such assessment shall terminate the year next succeeding the end of the Think About Your Eyes program, or at a sooner time if voted by the Board of Directors.

**Section 3. Partial Practice Members.** The dues for Partial Practice Members shall be 60% of the dues for Active Members.

**Section 4. Retired Members.** The dues for Retired Members shall be \$25.00 per year.

**Section 5. Post-Graduate Members.** Post-Graduate members shall pay no dues to the NHOA, but shall pay the Post-Graduate Member affiliation fees for the American Optometric Association.

**Section 6. Associate Members.** Dues for Associate Members who do not hold current New Hampshire licenses shall be \$25.00 per year. Dues for Associate Members who hold current New Hampshire licenses shall be \$75 per year.

**Section 7. Life, Honorary, Student and Non-Optometrist Members.** No dues shall be paid by Life, Honorary, Student or Non-Optometrist Members.

**Section 8. Waiver of dues.** In the case of a member's economic misfortune or partial or total disability, that member shall be eligible for a total or partial dues waiver. Dues waivers must be applied for annually.

**Section 9. Full dues pro-rated.** The Association dues for new and reinstated Active Members will be pro-rated on a monthly basis. Such member joining the Association shall pay Association dues on the basis of the number of full remaining months in the calendar year in which the member joins.

#### **ARTICLE 15 PENALTY FOR NON-PAYMENT OF DUES**

**Section 1.** Unless prior arrangements are requested and are approved by the Treasurer, a member's dues shall be considered in arrears:

- a) on April 30, if at least one quarter of the annual dues have not been received by the Treasurer;
- b) on July 31, if at least one half of the annual dues have not been received by the Treasurer;
- c) on October 31, if at least three quarters of the annual dues have not been received by the Treasurer;
- d) on December 31, if all of the annual dues have not been received by the Treasurer.

**Section 2.** Dues payments shall be considered as "received by the Treasurer" if they have been received by the Association office or transmitted electronically by an agent for the Association.

**Section 3.** A member whose dues are in arrears shall be notified in writing by the Treasurer, and if the arrearage is not cleared within thirty days the Board of Directors shall be informed. The Board may grant an extension for good cause, or may vote to suspend the member until the arrearage is cleared in accordance with the provisions of Article 21, Section 7.

#### **ARTICLE 16 COMMITTEES**

The President shall establish the Standing and Ad-Hoc Committees necessary to further the activities of the Association, and shall appoint the members of each committee. All Standing Committees shall report on their activities, electronically or in writing, to the membership at the Annual Meeting.

#### **ARTICLE 17**

#### **REPRESENTATION AT A CONGRESS OF THE AMERICAN OPTOMETRIC ASSOCIATION**

The President shall be the chief delegate from New Hampshire to any Congress of the American Optometric Association if able to attend. Other delegates and alternates shall be appointed by the Board of Directors, and expense allowance for delegates and alternates shall be determined by the Board of Directors.

#### **ARTICLE 18**

#### **AMENDMENTS TO THE CONSTITUTION AND BYLAWS**

This Constitution and Bylaws may be amended at any regular or special meeting of the Association by a two-thirds vote of the members present and eligible to vote (Active, Partial Practice, Life, and Retired Members), provided that the Secretary has included in the notice of the meeting stipulated in Article 7 a copy of the proposed amendment.

#### **ARTICLE 19**

#### **ACCEPTANCE OF OBJECTS AND COMPLIANCE WITH THE BYLAWS**

The payment of dues by a member is acceptance by such member of the provisions of these Bylaws and the objects, aims and ideals of the Association, and such member thereby submits to and agrees to comply with and be bound by these Bylaws. On this condition alone is a member entitled to the privileges of membership in this Association.

#### **ARTICLE 20**

#### **CODE OF ETHICS and STANDARDS OF PROFESSIONAL CONDUCT**

**Section 1.** The Code of Ethics and Standards of Professional Conduct of the New Hampshire Optometric Association are, and are hereby declared to be, the Code Of Ethics and Standards of Professional Conduct of the American Optometric Association currently in force. If the said Code Of Ethics or Standards of Professional Conduct are amended by the American Optometric Association, such amendments shall automatically be incorporated in the New Hampshire Optometric Association's Code of Ethics and Standards of Professional Conduct.

**Section 2.** In addition to the last sentence of Section 1 above, the Code of Ethics and Standards of Professional Conduct of the New Hampshire Optometric Association may be amended according to the provisions of Article 19 of these Bylaws.

**Section 3.** Admission to and continued membership in the New Hampshire Optometric Association require strict adherence to the Association's Code of Ethics and Standards of Professional Conduct. A member or applicant for membership must subscribe to the Code of Ethics and Standards of Professional Conduct.

**ARTICLE 21  
SUSPENSION AND REINSTATEMENT OF MEMBERSHIP**

**Section 1.** Causes for suspension from membership shall be violation of the Code of Ethics or Standards of Professional Conduct of the Association (violation of Article 20) or delinquency in payment of dues as defined in Article 15.

**Section 2.** All complaints of alleged violations shall be made in writing to the Secretary.

**Section 3.** Upon receipt of a complaint of alleged violation, the Secretary shall promptly notify the alleged violator of the complaint by registered mail.

**Section 4.** An alleged violator shall have the right to a hearing before the Board of Directors if he or she so requests within sixty days of receipt of the Secretary's notice of alleged violation. If no request for hearing is received by the Secretary within the sixty-day period, the alleged violator shall be automatically suspended and no action by the Board of Directors will be necessary.

**Section 5.** After a hearing, the Board of Directors shall reach one of three conclusions:

a) no violation has occurred;

b) an intentional violation has occurred, and the member is automatically suspended. If the violation is not corrected within a reasonable time limit prescribed by the Board of Directors, the member shall be dropped and no vote of the Association shall be necessary;

c) an unintentional or unavoidable violation has occurred, and the Board of Directors shall prescribe a reasonable time limit for the correction of the violation. If the violation is not corrected within the time limit, the matter shall come before the general membership, at which time the question shall be: "Shall the member be suspended?" and a two-thirds vote of the entire Association shall be necessary for passage in the affirmative. The total number of Active, Partial Practice, Life and Retired members shall be used to calculate whether or not the two-thirds level is reached.

**Section 6.** If a member is suspended under the provisions of this Article, the Board of Directors may remove the suspension at any time upon determining that the violation no longer exists.

**Section 7.** If a member is suspended for dues delinquency under the provisions of Article 15 or resigns with dues in arrears, the member may apply for reinstatement upon payment of the current year's dues in advance.

**ARTICLE 22  
EXECUTIVE DIRECTOR**

The Board of Directors may engage the services of a person to serve as Executive Director of the Association, and prescribe the duties and compensation of that person. The Executive Director need not be an optometrist or a member of the Association. The Executive Director may attend and participate in all meetings of the Association and of the Board of Directors, but may not hold office in the Association, or vote unless s/he is a member of the Association.

**ARTICLE 23  
CONDUCT OF MEETINGS**

**The current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for the Association in all cases in which it is not in conflict with these Bylaws.**