

MISSION STATEMENT FOR THE GREAT WESTERN COUNCIL OF OPTOMETRY

The Great Western Council of Optometry (GWCO) is an organization of affiliated optometric associations established to provide a common voice for our members within organized optometry, facilitate communication among member associations, enhance the professional development of individual optometrists and allied professionals, and provide financial support to affiliated associations.

BYLAWS OF THE GREAT WESTERN COUNCIL OF OPTOMETRY

ARTICLE 1. NAME

1.1 Corporate Name. The name of this corporation is the Great Western Council of Optometry, sometimes referred to as “GWCO”.

1.2 State of Incorporation. The corporation will be organized under the stated laws of Oregon.

1.3 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31.

ARTICLE 2. OFFICES

2.1 Registered Office. The registered office of the corporation shall be determined by the Board.

2.2 Offices. The corporation may have such other offices, including its principal business office, either within or outside the state of Oregon, as the Board of Directors may designate or as the business of the corporation may require.

ARTICLE 3. MEMBERSHIP

3.1 Application Procedure. GWCO is composed of member state optometric associations. An application for membership requires (1) ratification of the Mission Statement and Bylaws of GWCO by the state optometric association, and (2) forwarding to GWCO evidence of the ratification by the governing body of the state optometric association, and (3) submission of a completed application. Acceptance as a member state requires a three-fourths ($\frac{3}{4}$) vote of approval by the current board of directors present at the Annual Meeting of GWCO.

3.2 Withdrawal. Any member state may withdraw from GWCO by sending written notification of its intention to withdraw to the Board.

3.3 Termination. The membership of any member state can be terminated, with good cause, by the Board by a three-fourths (¾) vote at any regular or special meeting of the Board. Good cause shall include nonpayment of dues.

ARTICLE 4. DUES

4.1 Assessment. Each member state will be assessed \$1.00 per year per active member, not to exceed \$500.00. Dues are payable January 1 of each year. Only member states with dues paid in full shall be allowed to take part in Board discussions, vote and be eligible to receive funds generated by the Annual Congress. GWCO shall pay the expenses of its each state's GWCO Director to attend GWCO Board meetings and the GWCO Annual Meeting.

4.2 Funds generated by dues shall be managed by the Treasurer. These funds are to be used for the normal expenses of the Board of Directors, as directed by the Board, including, but not limited mailings and legal expenses.

ARTICLE 5. DIRECTORS

5.1 General Powers. The property, affairs and business of the corporation shall be managed by the Board of Directors, which shall sometimes be referred to as "the Board."

5.2 Board of Directors. The Board of Directors of GWCO shall consist of one member from each of the member state associations (titled "Directors" or "Trustees"). The Directors shall be designated by each member state optometric association, and be experienced in organized optometry (e.g., past association presidents). Directors shall serve at the discretion of their state associations.

5.3 Term. Directors appointed by each member state association shall serve a three-year term, unless removed from office by their state association.

5.4 Vacancies. A vacancy in the position of Director shall be filled by appointment by the member state association for a new three-year term.

5.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

5.6 Voting. Each member state in good standing shall have one vote.

5.7 Annual Meeting. At the annual congress ("Annual Congress"), the Board shall meet for the purpose of organization, electing the officers of the corporation and for transaction of other business. Notice of such meetings shall be given to each Director and Officer in the same manner prescribed for notice of special meetings.

5.8 Regular Meetings. Regular meetings of the Board shall be held at such time and place fixed by resolution adopted by a majority of the Board. Unless notice is waived by all Directors entitled to notice, notices shall be given in the same manner as prescribed for notice of special meetings.

5.9 Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any three Directors. Unless notice shall be waived by all Directors entitled to notice, notice of the special meeting shall be given by the Secretary, who shall give at least 14 days notice to each Director by mail, facsimile, telephone, email, or in person; provided, however, the meeting may be held without waiver of notice from or giving notice to any Director while in the Armed Forces of the United States. Each Director, by attending and participating in the action taken at any Board meeting, shall be deemed to have waived notice of such meeting.

5.10 Executive Committee. The duly elected Officers of GWCO shall constitute the Executive Committee, and upon unanimous consent of the entire Board, shall have and exercise the authority of the Board in the management of the business of the corporation. Additional Directors may be appointed to the Executive Committee by unanimous consent of the Board. The Executive Committee shall act only in the interval between meetings of the Board.

5.11 Order of Business. Meetings of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order*, Revised.

5.12 Consent in Lieu of Meeting. Actions required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without meeting and notice if a consent in writing, setting forth the action so taken, is signed by all Directors entitled to vote.

ARTICLE 6. OFFICERS

6.1 Number. The officers shall include a President, President-Elect, Secretary-Treasurer, and may include other officers designated by the Board. No two offices except Secretary-Treasurer may be held by one person.

6.2 Election, Term of office and Qualifications. At the annual meeting of the Board, the Board shall elect by a simple majority a President, a President-Elect and a Secretary-Treasurer and shall serve a term of one year. Such officers shall have served on the Board for a minimum of one year prior to election. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board present and voting at any meeting of the Board. In the event of a vacancy, the Board shall elect a member of the Board to fill the office for the unexpired term until the next election.

6.3 Nominating Committee. A nominating committee ("Nominating Committee") shall submit to the Board a slate of proposed officers for election at the Annual Meeting of the Board or whenever an officer vacancy occurs. The Nominating Committee shall consist of three persons. The immediate past president of GWCO shall be a member and chair of the Nominating Committee. The chair shall select the remaining two members from persons who have any of the following qualifications: (1) any American Optometric Association officer or trustee who is from a GWCO member state; (2) any past or present member of the Board of GWCO; and (3) any past president of any GWCO member state optometric association.

6.4 President. The president shall be chief executive officer of GWCO; and, when present, shall preside at all meetings of the GWCO Board of Directors.

6.5 President-Elect. The President-Elect shall perform all executive duties, functions and other duties as shall be assigned by the President or the Board of Directors, and in the event of the failure or inability of the President to perform the duties of office, the President-Elect shall assume the duties of the President.

6.6 Secretary-Treasurer. The Secretary-Treasurer shall be present at all meetings of the Board of Directors and shall maintain an accurate record of the proceedings of such meetings. In the absence of the Secretary, a Secretary Pro-Tem shall be chosen who shall record the proceedings of the meeting. The Secretary-Treasurer shall (1) have the oversight and responsibility of all funds, valuable papers and documents of the Board of Directors; and (2) have other duties as Directors may from time to time determine. Money shall be paid from the funds of this association only by check or credit card signed by the person or persons authorized by the Board.

ARTICLE 7. ANNUAL CONGRESS

7.1 Meeting. An Annual Congress shall be conducted in the Fall of each year. The purpose of the Annual Congress is to provide high quality optometric education. The Congress is also the location and time of the annual meeting of the Board of Directors of GWCO.

7.2 Congress Committee. A congress committee shall be responsible for the planning and preparation of the Annual Congress.

7.3 The site and time of the Annual Congress shall be selected by the Board of Directors in consultation with the Congress Committee. Consideration shall be given to the education needs of the member states in determining program content.

7.4. Revenue from the Annual Congress shall be used to pay expenses associated with Annual Congress. Expenses shall include, but are not limited to: marketing, speaker fees, facilities, meals, entertainment, and any funds needed to cover Board expenses including Presidents' Council reimbursements or as an advance of funds needed to cover expenses of the next Annual Congress. The remaining funds shall be distributed as follows: (1) twenty-five percent (25%) shall be distributed equally to member states up to \$5000.00 per state; and (2) seventy-five percent (75%) shall be distributed to member states in proportion to the number of registrants at the Annual Congress from the that state. Provided, however, that no distributions shall be made to any state until an initial contingency reserve ("Contingency Reserve") is first established to cover advance expenses of a future Annual Congress of a shortfall in revenue from an Annual Congress. The Contingency Reserve shall not exceed one year's operating expense.

ARTICLE 8. FINANCES

8.1 The annual budget for the fiscal year shall be prepared by the Treasurer and submitted to the Board for adjustments and approval.

8.2 The Treasurer shall provide not less than two semiannual financial reports to the Board.

ARTICLE 9. WAIVER OF NOTICE

9.1 Requirement of Waiver in Writing. Whenever any notice is required to be given by these Bylaws in the Articles of Incorporation or any of the corporate laws of the State of Oregon, a waiver thereof in writing, signed by the person or persons entitled to notice, either before, at or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 10. INDEMNIFICATION

10.1 To the extent allowed under state law, each officer, director, board member, committee member, employee and other agent of the association shall be held harmless and indemnified by the association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which he/she may be made a party by reason of any action taken or omitted to be taken by him/her as an officer, director, board member, committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of his/her death, shall extend to his/her legal representatives. (Rationale: Bylaws should contain an indemnification clause for the protection of its board, officers, employees, et al. Requirements and language may vary according to state laws; GWCO may want language from an Oregon attorney.)

ARTICLE ~~11-10~~ AMENDMENTS

10.1 Required Board Action. These bylaws may be amended by a two-thirds vote of the Board voting in person or by proxy provided all Board members are mailed a written notice of the proposed changes at least fourteen(14) days prior to the vote.