

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; POWERS.

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

1.2 State of Incorporation. The Corporation is organized under the laws of the state of Oregon.

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

1.4 Powers. Except as otherwise specifically provided in GWCO’s Articles of Incorporation or these Bylaws, GWCO shall have all powers which are now or may hereafter be conferred by law upon a professional nonprofit association organized under Oregon law, or are necessary or incidental to such powers, or are conducive to the achievement of the organization’s purposes.

ARTICLE 2. OFFICES

2.1 Registered Office. The registered office of the corporation shall be determined by the Board of Directors of the Corporation (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 Classes of Membership: There shall be two classes of membership in the Council: State Association Membership and Associate Membership.

(a) State Association Membership: State Optometric Associations shall constitute the State Association Membership.

(b) Associate Membership: A legally established non-profit optometric organization or affiliate may

be eligible for membership in the Council as an Associate Member. Associate Members shall not be entitled to appoint representatives to the Board of Directors. However, Representatives of an Associate Member Association may from time to time address the Board of Directors and the Presidents' Council on matters of interest to the Council.

3.2 Application Procedure. An application for membership require approval of the Mission Statement, , and forwarding to GWCO evidence that the governing body of the optometric association desires to seek membership status. Acceptance as a State Association member requires a three-fourths ($\frac{3}{4}$) vote of approval by the Board in accordance with Article V below.

3.2 Withdrawal. Any member may withdraw from GWCO by sending written notification of its intent to withdraw to the Board. Such withdrawal will be effective thirty (30) days following the Board's receipt of such notice.

3.3 Termination. The membership of any Member can be terminated by the Board by a three-fourths ($\frac{3}{4}$) vote at any regular or special meeting of the Board.

ARTICLE 4. DUES

4.1 State Association Member Assessment. Each State Association Member will be assessed dues of \$1.00 per year per dues paying member optometrist within its organization, 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 each state's GWCO Director to attend GWCO Board meetings and the GWCO Annual Congress.

4.2 Associate Member Assessment: Each Associate Member Association will be assessed dues of \$100.00 per year. Dues are payable January 1 of each year. Associate member associations with dues not paid in full by June 1 are subject to termination. The GWCO Board of Directors may waive or reduce an associate member association's dues obligation by a majority vote at any regular or special meeting of the board.

ARTICLE 5. DIRECTORS

5.1 General Powers. The property and business of the corporation shall be managed by the Board. The Board may, by resolution, delegate any of its powers to an individual (including but not limited to an Executive Director), a committee, or other governing body.

5.2 Board of Directors. The Board of Directors of GWCO shall consist of one Director from each of the

State Association Member states. Each Director shall be designated by his or her member state optometric association, but must be experienced in organized optometry (e.g., past association presidents). Directors shall serve at the discretion of their state associations.

5.3 Term. Directors 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. The newly-appointed Director shall serve for the unexpired portion of the existing term.

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

5.6 Voting. Each Director in good standing shall have one vote.

5.7 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is specifically required by these Bylaws, the Articles of Incorporation, or applicable Oregon law.

5.8 Meetings; Voting by Communications Equipment. Board members may participate in Board meetings by any communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.9 Presumption of Assent. A Director present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless: (1) his or her dissent or abstention is entered in the minutes of the meeting; or (2) such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting.

5.10 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.

5.11 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.

5.12 Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any three Directors. At least (5) days notice shall be given to each Director.

5.13 Executive Committee. The duly elected Officers of GWCO shall constitute the Executive Committee, and upon the 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.

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

5.15 Action by Board Without a Meeting; Electronic Voting. Subject to the provisions of the laws of the State of Oregon, any action that is required or permitted to be taken at a Board meeting may be taken without such a meeting if approved by either (a) written consent; or (b) electronic voting.

(a) Written Consent. Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if the Board members holding at least the minimum number of votes that would be necessary to authorize or take such action at a meeting (at which all Board members entitled to vote on the action were present and voted), approve of the action. Such written consents may be given in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

(b) Electronic Voting. An action may be approved by electronic voting if the Board members holding the minimum number of votes that would be necessary to authorize or take action express their approval of the action in an e-mail sent to an address designated by the Board.

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. The Secretary-Treasurer as custodian shall keep, or cause to be kept, all books, papers, documents, and other property of the Association. The Secretary-Treasurer may delegate such duties to association staff.

ARTICLE 7. ANNUAL CONGRESS

7.1 Meeting. An Annual Congress shall be conducted each year. 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. The Congress Committee shall be appointed by the Board.

7.3 Site; Time. 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. Revenue from the Annual Congress shall be used to pay expenses of the association. The remaining funds shall be distributed as follows: (1) twenty-five percent (25%) shall be distributed equally to State Association members up to \$5000.00 per state; and (2) seventy-five percent (75%) shall be distribution to State Association members in proportion to the amount of revenue generated by registrations from the 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 or a shortfall in revenue from an Annual Congress. The Contingency Reserve shall not exceed one year’s projected operating expense.

ARTICLE 8. FINANCES

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

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

8.3 Investment. Funds not used for current operating expenses may be invested at the discretion of the GWCO Board of Directors.

ARTICLE IX LIMITATION OF LIABILITY; INDEMNIFICATION

9.1 Limitation of Liability.

(a) Members, Directors, and Officers.

The liability of all of the Corporation's Directors, Officers, and Members shall be limited to the full extent permitted by the Oregon Nonprofit Corporation Act, as amended.

(b) Directors and Officers.

Without limiting the generality of the foregoing, no Director or Officer shall have any liability for monetary damages arising from conduct as a Director or Officer, except for acts or omissions that fail to meet the requirements of ORS §65.391(1) or any corresponding provision of succeeding law. If the Oregon Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Oregon Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

10.2 Indemnification.

(a) Right to Indemnification.

Each person who is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a

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director, trustee, officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.

The right to indemnification conferred in this subsection (a) shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this subsection (a) or otherwise.

(b) Right of Claimant to Bring Suit.

If a claim for which indemnification is required under Section 9.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

(c) Nonexclusivity of Right.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested directors or otherwise.

(d) Indemnification of Employees and Agents of the Corporation.

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Oregon Nonprofit Corporation Act, or otherwise.

(e) Insurance, Contracts and Funding.

The Corporation may maintain insurance at its expense to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Oregon Nonprofit Corporation Act. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

ARTICLE 11 MISCELLANEOUS PROVISIONS

11.1 Amendments to Bylaws.

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

11.3 Severability.

If any term or other provision of these Bylaws is found to be invalid, illegal or incapable of being enforced by any rule of law or public policy, all other provisions of these Bylaws shall nevertheless remain in full force and effect.

Adopted this 22nd day of June, 2023

By:
Gabby Marshall, OD
President