

**BYLAWS OF THE  
AMERICAN ASSOCIATION OF DOCTORS OF OPTOMETRY,  
A California Nonprofit Mutual Benefit Corporation**

**ARTICLE 1  
NAME AND OFFICES**

**Section 1.1 Corporate Name.**

The name of this corporation is the American Association of Doctors of Optometry.

**Section 1.2 Principal Office**

The principal office for the transaction of the business of the Corporation shall be located at 5737 Kanan Road, #540, Agoura Hills, CA 91301. The Trustees may change the principal office from one location to another, and this section shall be amended accordingly.

**Section 1.3 Other Offices**

The Board of Trustees may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Corporation.

**ARTICLE 2  
OBJECTIVES AND PURPOSES**

This Corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the purposes stated in the Articles of Incorporation.

Specifically, the American Association of Doctors of Optometry is organized and shall be operated to promote the common professional interests of optometrists across the United States, all as contemplated and permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, and, in connection therewith, but only to the extent consistent with and in furtherance of that purpose, to include the following:

- (a) To improve the quality and accessibility of optometric care available to the public;
- (b) To improve public recognition and public knowledge of the optometric profession and the professional services provided by optometrists across the United States;
- (c) To promote optometric access to and equal treatment by third party payer plans;
- (d) To support and enhance education and competency in optometry;
- (e) To monitor, protect, and improve the interests of the optometric profession and optometrists generally;

- (f) To assure that doctors of optometry that have proven their competence and their ability to provide the highest quality optometric care to the public are properly recognized as such by the public, the profession, its regulators, third party payers, and the government; and
- (g) To do and engage in any and all activities that may be necessary, desirable, or incidental to attainment of any or all of the foregoing purposes.

### **ARTICLE 3 DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to mutual benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director, Trustee, or Officer of this Corporation.

On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is exempt from taxes as a non-profit under Internal Revenue Code §501(c)(3) or (6).

### **ARTICLE 4 TRUSTEES**

#### **Section 4.1 Powers**

(a) *General Corporate Powers.* The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees, which may also be known and referred to as the Board of Directors. A “Director” shall be synonymous with a “Trustee.”

(b) *Specific Powers.* Without prejudice to their general powers, the Directors shall have the power to:

(i) Select and remove the Officers and/or the Executive Staff of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation’s purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

## **Section 4.2 Number of Trustees**

The number of Trustees shall be not less than 2 nor more than 13, with the exact authorized number of Trustees to be determined by the Board within their discretion from time to time. Notwithstanding the foregoing, the Trustees, by a vote of two-thirds or more of then acting Trustees, may amend these Bylaws and increase or decrease the number of Trustees.

## **Section 4.3 Appointment of Trustees**

(a) *Initial Trustees.* The members of the Board of Trustees as of the initial meeting of the Board shall be those persons whose names are attached to these Bylaws as Exhibit A.

(b) *Chairman of the Board.* The initial Chairman of the Board shall be designated in Exhibit A to these Bylaws, and shall serve as the Chairman until replaced by two-third (2/3) vote of the Board of Trustees. The Chairman shall also serve as the President/CEO of the Corporation.

(c) *New Trustees.* New Trustees shall be appointed by a majority vote of Trustees, except that to be made Chairman there must be a two-third vote of Trustees.

## **Section 4.4 Qualifications of Board Members**

(a) To be on the Board of Trustees, an individual must:

- i. Be an optometrist licensed by any state in the United States; or
- ii. Be a full-time faculty member of an accredited college or school of optometry; or
- iii. Be a physician (M.D. or D.O.) holding a license in good standing to practice medicine (M.D.) or osteopathy (D.O.) in any state in the United States; or
- iv. Be a Doctor of Philosophy (Ph.D.) in science engaged in a field allied with or in a basic science related to optometry or a person who, in the judgment of the Board of Directors, has made significant contributions to optometry or engaged in full-time research in a science related to optometry may.

(b) Trustees need not be residents of the State of California.

(c) A Trustee whose license to practice optometry or medicine is revoked, or is suspended for more than 31 days, by a state agency that regulates the Trustee's optometric or medical practice, shall be disqualified from continuing to be a Trustee and shall, at the discretion of the Board of Trustees, be replaced as a Trustee by vote of the Board of Trustees.

(d) Notwithstanding the foregoing, a Public member of the Board of Trustees shall be a person that is not qualified under and does not meet the qualifications set forth in Section 4.4(a) above. The Board shall reserve and have the authority to designate, by majority vote, one or more Public member(s), whose qualifications to serve shall be determined in the sole discretion of the Board, provided, however there shall never be more than three Public members on the Board and Public members shall never be a majority.

## Section 4.5 Vacancies

(a) Events Causing Vacancy. A vacancy on the Board of Trustees shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Trustee.

(ii) The declaration by resolution of the Board of Trustees of a vacancy in the office of a Trustee who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and following of the California Nonprofit Corporation Law, or who has had his or her license to practice optometry or medicine suspended for more than 31 days or revoked, for any reason.

(iii) The failure of the Board, at any meeting of the Board at which any Trustee(s) is to be appointed or elected, to appoint or elect the Trustee(s) to be appointed or elected at that meeting pursuant to the provisions of Section 4.3(a).

(iv) The failure of the designator to appoint or elect any Trustee(s) pursuant to the provisions of Section 4.3(a).

(v) The increase of the authorized number of Trustees.

(b) Resignation. Except as provided in this paragraph, any Trustee may resign, which resignation shall be effective upon receipt of written notice by the Chairman of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. No Trustee may resign when the Corporation would then be left without a duly elected Trustee in charge of its affairs.

(c) Removal.

(i) Any Trustee may be removed, with or without cause, by the vote of a two thirds or greater majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 4.9. Any vacancy caused by the removal of a Trustee shall be filled as provided in Section 4.5.

(ii) Any Trustee who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The Trustee requests a leave of absence for a limited period of time, and the leave is approved by the Trustees at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Trustee suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (ii).

(C) The Board by resolution of the majority of Board members agrees to reinstate the Trustee who has missed three meetings.

(d) *Filling of Vacancies*. Any vacancy caused by the death, resignation, or removal of a Trustee shall be filled in accordance with the provisions of Section 4.3(b) or (e), whichever shall be applicable.

#### **Section 4.6 Place of Meeting; Meeting by Telephone/Video Conference**

Regular meetings of the Board of Trustees may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 4.6, a regular or special meeting of the Board of Trustees may be held at any place consented to in writing by a majority of Board members, either before or after the meeting. Trustees may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply:

- (a) each Board member participating in the meeting can communicate with all the other members concurrently;
- (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) the corporation adopts and implements means of verifying both of the following:
  - (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a Trustee entitled to participate in the board meeting; and
  - (ii) all statements, questions, actions, or votes were made by that Trustee and not by another person not permitted to participate as a Trustee.

Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

#### **Section 4.7 Annual and Regular Meetings**

The Board of Trustees shall hold an Annual Meeting once a year at a time and place designated by the Board of Trustees for purposes of electing or replacing Trustees, electing officers, designating committees, and transacting regular business. Notice of these meetings shall be in accordance with Section 4.9. The Board of Trustees shall hold Regular Meetings for the purpose of transacting regular business, but not to elect or replace Trustees or officers, at least quarterly for the purpose of transacting regular business. The General Counsel of the Corporation shall attend Annual and Regular Meetings and may participate, but not vote, on matters before the Board, provided, however, in the event any vote of the Trustees ends in a tie, the General Counsel shall then have and make the tie-breaking vote.

#### **Section 4.8 Special Meetings**

Special meetings of the Board of Trustees for any purpose may be called at any time by the Chair of the Board, the President, or any two Trustees. Notice of these meetings shall be in accordance with Section 4.9, and said meetings shall be conducted in accord with a Regular quarterly meeting as set forth in Section 4.7.

#### **Section 4.9 Notice**

Notice of any meeting of the Board of Trustees shall be given to all Trustees at least 4 days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with Section 15.2 of these Bylaws, provided that such notice may be waived by any Trustee as set forth in Section 4.10. Notice shall not be given by electronic transmission if the corporation is unable to deliver two consecutive notices to a Trustee by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

#### **Section 4.10 Waiver of Notice**

The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting before or at its commencement about lack of adequate notice.

#### **Section 4.11 Quorum**

A majority of the Board of Trustees shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.12. Every act or decision done or made by a majority of the Trustees present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Trustees, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Trustee, if any action taken is approved by at least a majority of the quorum required for the meeting.

#### **Section 4.12 Adjournment**

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### **Section 4.13 Notice of Adjournment**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 4.10.

#### **Section 4.14 Action Without Meeting**

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### **Section 4.15 Compensation of Trustees**

The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Trustee or member of a committee in carrying out his or her duties, including to attend a meeting of the Board of Trustees, plus a reasonable per diem when representing the corporation or for participation in any meeting of the Trustees. In addition, the Board may authorize annual compensation to Trustees in such amount as the Board sees fit, but not exceeding \$5,000 per year. Trustees shall not otherwise be compensated in their capacity as a Trustee. This section 4.15 may only be amended by a vote of two-thirds of the Trustees.

#### **Section 4.16 Restriction on Interested Trustees**

Not more than 49 percent of the persons serving on the Board of Trustees at any time may be “interested persons.” An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, except for compensation solely as a Trustee; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

### **ARTICLE 5 COMMITTEES**

#### **Section 5.1 Committees**

In addition to the committees set forth in this Article 5, the Board of Trustees may, by resolution adopted by a majority of the Trustees then in office, designate one or more committees to serve at the pleasure of the Board. Unless otherwise directed by the Board of Trustees, the Chair of each committee shall be a member of the Board of Trustees. Except as otherwise set forth below, Committee Chair’s shall be appointed annually by the President of the Corporation, and shall serve from Jan 1 through Dec 31 of the appointed year. Any member of any committee may be removed, with or without cause, at any time by majority vote of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board of Trustees or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;

(d) Designate any other committee of the Board or appoint the members of any committee;

(e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Trustees has a material financial interest, or (ii) between the Corporation and one or more of its Trustees or between the Corporation and any corporation or firm in which one or more of its Trustees has a material financial interest.

## **Section 5.2 Executive Committee**

Pursuant to Section 6.1, the Board may appoint 2 or more Trustees and the Chair of the Board of the Corporation, to serve as the Executive Committee of the Board. The Chair of the Board shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 5.1.

## **Section 5.3 Audit Committee**

At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least two Trustees and which may include nonvoting advisors. Trustees who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Trustee) may not serve on the Audit Committee. The President and Treasurer, if also Trustees, may serve on the Audit Committee only if such persons are volunteers and are not compensated by this Corporation. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Trustees for their service on the Board. If the Corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

## **Section 5.4 Advisory Committees**

(a) In order to provide a mechanism for the development of advice to the Board of Trustees by encouraging and facilitating liaison, open communications, cooperation, and coordination the Board shall establish the following Advisory Committees to the Board, and may establish additional committees at the discretion of the Board. The initial advisory committees and their responsibilities shall be as follows:

(i) *Finance Committee.* The Treasurer shall be the Chair of the Finance Committee. The purpose of the finance committee shall be to oversee the finances of the Corporation and report all financial matters to the Board. The Committee shall also review and make recommendations to the Board regarding the just and reasonable compensation of Trustees, Officers, the Executive Director or staff, Employees, and Agents of the Corporation.



(ii) *Communications Committee*. The purpose of the communications committee shall be to oversee the development and implementation of public relations programs regarding optometry and the work of optometrists.

(iii) *Membership Committee*. The purpose of the membership committee shall be to oversee and manage the membership of and contributors to the Corporation.

(iv) *Third Party Relations Committee*. The purpose of the third party relations committee shall be to oversee programs and activities in connection with third party access and non-discriminatory treatment, including parity in reimbursement levels.

(v) *Education Committee*. The purpose of the education committee shall be to establish, organize and run programs for optometric education.

(vi) *Legal/Enforcement Committee*. The purpose of the legal/enforcement activity shall be to oversee, monitor, and direct any legal activities of the Corporation, including legal actions to enforce laws and contracts as against non-compliance third party payers and to oversee legal activities initiated to protect the interests of optometrists.

(b) The members of any Advisory Committee may consist of Trustees or non-Trustees, and include both individuals and representatives of optometric and other eye care related organizations. The actions of the Corporation and its Board of Trustees do not bind the organizations represented on the Advisory Committee to any obligation that they do not voluntarily assume, and membership on the Advisory Committee is voluntary.

(c) Advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board. Committee members serve at the pleasure of the Board, and members may be added, removed, or replaced by the Board at any time for any reason, in the sole discretion of the Board.

## **Section 5.6 Meeting and Action of Committees**

The Board of Trustees may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6 OFFICERS**

### **Section 6.1 Officers**

The Corporation shall have the following Officers: President, Secretary, and Treasurer, and such other Subordinate Officers as the Board may designate by resolution and appoint pursuant to Article 6. Except as otherwise set forth herein, one person may hold two or more offices except as precluded by law. The President shall also be the Chief Executive Officer (CEO) and Chairman of the Board, and the Treasurer shall also be the Chief Financial Officer (CFO) and Chair of the Finance Committee.

## **Section 6.2 Designation of Officers**

The Chairman of the Board of Trustees of the Corporation shall at all times serve as its President and Chief Executive Officer. The other Officers of the Corporation, including the Secretary and Treasurer, except those appointed in accordance with the provisions of Section 6.3 of this Article, shall be chosen by the Board of Trustees, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

## **Section 6.3 Subordinate Officers and Staff**

The Board of Trustees may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, including such Vice Presidents as may be deemed necessary or beneficial to the Corporation, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Trustees.

## **Section 6.4 Removal of Officers**

Subject to rights, if any, under any contract of employment, any Officer member may be removed, with or without cause, by the Board of Trustees, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Trustees, by an Officer on whom such power of removal has been conferred by the Board of Trustees.

## **Section 6.5 Resignation of Officers**

Any Officer may resign at any time by giving written notice to the Board of Trustees, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

## **Section 6.6 Vacancies in Office**

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

## **Section 6.7 Responsibilities of Officers**

(a) *President*. The President shall be the chief executive officer (CEO) of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Trustees or these Bylaws. The President shall be responsible to the Board of Trustees, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing

any personnel policies adopted by the Board. Unless the Board shall retain an Executive Director, the President shall oversee the day to day activities of the Corporation.

(b) Secretary. The Secretary shall attend to the following:

(i) *Book of Minutes*. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Trustees may direct, a book of minutes of all meetings and actions of Trustees and committees of Trustees, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) *Notices and Other Duties*. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.

(c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(i) *Books of Account*. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Trustee at all reasonable times.

(ii) *Deposit and Disbursement of Money and Valuables*. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositors as may be designated by the Board of Trustees; shall disburse funds of the Corporation as may be ordered by the Board of Trustees; shall render to the President and Trustees, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.

(iii) *Bond*. If required by the Board of Trustees, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

## **Section 6.8 Compensation of Officers**

The Board shall authorize reasonable compensation for Officers of the Corporation as it may determine appropriate in its sole discretion, and may authorize the advance or reimbursement of actual reasonable expenses incurred by an officer in carrying out his or her duties, including to attend a meeting of the Board of Trustees.

**ARTICLE 7  
EXECUTIVE STAFF**

**Section 7.1 Executive Staff**

The Corporation shall have, at the discretion of the Board of Trustees, an Executive Staff consisting of a General Counsel, Executive Director, Assistant Executive Director, and an Administrator. Executive Staff members may, but need not be, Trustees.

**Section 7.2 Members of the Executive Staff**

(a) Executive Director. The initial Executive Director shall be the President of the Corporation, who shall remain Executive Director until changed by vote of two-third of the Board of Trustees as set forth herein. The Executive Director shall be elected to, and may be removed from, office upon the affirmative vote of two-thirds (2/3rds) of the members of the Board of Trustees. The term and compensation of, and other provisions with respect to, the Executive Director to the extent not inconsistent with these Bylaws, shall be as specified in a contract with the Executive Director approved by the Board of Trustees or its Executive Committee. The Executive Director shall be responsible for the day to day operations of the Corporation including supervision of all staff and implementation of all policies and procedures as directed by the Board of Trustees.

(b) Assistant Executive Director. The Assistant Executive Director shall be elected to, and may be removed from, office upon the affirmative vote of a majority of the members of the Board of Trustees, or may be appointed to or removed from office by the Executive Director in his or her discretion. The term and compensation of, and other provisions with respect to, the Assistant Executive Director to the extent not inconsistent with these Bylaws, shall be as specified in a contract with the Assistant Executive Director approved by the Board of Trustees or its Executive Committee. The Assistant Executive Director shall assist the Executive Director in his or her responsibilities and shall serve as the acting Executive Director during absences of the Executive Director.

(c) Administrator. The Administrator shall be elected to, and may be removed from, office upon the affirmative vote of a majority of the members of the Board of Trustees, or may be appointed to or removed from office by the Executive Director in his or her discretion. The term and compensation of, and other provisions with respect to, the Administrator to the extent not inconsistent with these Bylaws, shall be as specified in a contract with the Administrator approved by the Board of Trustees or its Executive Committee. The Administrator shall work with the Executive Director in implementing the policies and procedures of the corporation and shall be the immediate interface between the Corporation and its members and contributors.

(d) General Counsel. The General Counsel shall at all times be an attorney licensed to practice law in one or more states of the United States. The General Counsel may, subject to conflict waivers as required by the California Rules of Professional Responsibility applicable to California attorneys, be a member of the Board of Trustees, an Officer, or a member of the Executive Staff. The General Counsel may be retained, removed, or replaced upon the affirmative vote of two-thirds (2/3rds) of the members of the Board of Trustees. The term and compensation of, and other provisions with respect to, the General Counsel to the extent not inconsistent with these Bylaws, shall be as specified in a contract or retainer agreement with the General Counsel approved by the Board of Trustees or its Executive Committee. The General Counsel may

attend all meetings of the corporation and its Board, and their respective committees, and shall have all other powers, duties, and responsibilities prescribed by these Bylaws and that the Board of Trustees or its Executive Committee may determine. The General Counsel shall provide legal advice and services to the Board and the Executive Staff, and be responsible for all disciplinary and administrative matters and hearings.

### **Section 7.3 Removal of Executive Staff**

Subject to rights, if any, under any contract of employment, any Executive Staff member may be removed, with or without cause, by the Board of Trustees, at any regular or special meeting of the Board, upon the vote of two-thirds (2/3rds) of the members of the Board of Trustees.

### **Section 7.4 Resignation of Executive Staff**

Any member of the Executive Staff may resign at any time by giving written notice to the Board of Trustees. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the person is a party.

### **Section 7.5 Vacancies in Executive Staff**

A vacancy in any of the Executive Staff because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that position.

## **ARTICLE 8 RECORDS AND REPORTS**

### **Section 8.1 Maintenance of Articles and Bylaws**

The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

### **Section 8.2 Maintenance of Other Corporate Records**

The accounting books, records, and minutes of the proceedings of the Board of Trustees and any committee(s) of the Board of Trustees shall be kept at such place or places designated by the Board of Trustees, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

### **Section 8.3 Inspection by Trustees**

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Trustee may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

#### **Section 8.4 Annual Report**

Within 120 days after the end of the Corporation's fiscal year, the President shall furnish or cause to be furnished a written report to all Trustees containing the following information:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation (or its parent or subsidiaries, if any) was a party and in which any Trustee or officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and

(f) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Trustee or officer of the Corporation pursuant to Article 8 of these Bylaws, unless such indemnification has already been approved pursuant to Section 8.1.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such report may be furnished to the Trustees by electronic transmission in accordance with Section 15.2 of these Bylaws.

#### **Section 8.5 Financial Audit**

The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

**ARTICLE 9  
INDEMNIFICATION**

**Section 9.1 Right to Indemnification**

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Trustee, member of the Executive Staff, or an authorized agent of this Corporation, or is or was serving at the request of this Corporation as a Trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts, including attorneys' fees, actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Trustee, Officer, member of the Executive Staff, or an authorized agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code has been met shall be made by a majority vote of a quorum of Trustees who are not parties to the proceeding. If the number of Trustees who are not parties to the proceeding is less than two-thirds of the total number of Trustees seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 9.2 Insurance**

This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Trustee, Officer, member of the Executive Staff, or agent of the Corporation, against any liability asserted against or incurred by the Trustee, Officer, member of the Executive Staff, or agent in any such capacity or arising out of the Trustee's, Officer's, Staff Member's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 9.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Trustee, Officer, Staff Member, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233 or other applicable section(s).

**ARTICLE 10  
CONTRACTS AND LOANS WITH TRUSTEE'S AND OFFICERS**

**Section 10.1 Contracts with Trustees and Officers**

(a) No Trustee or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Trustees or Officers are Trustees or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Trustee's or Officer's financial interest in such contract or transaction and/or regarding such common Trusteeship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to

consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Trustee(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation, or in connection with a transaction with any of the organizations holding a Permanent Trustee position, if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Trustees or Officers or their families because they are in the class of persons intended to be benefitted by the educational or charitable program of this Corporation.

### **Section 10.2 Loans to Trustees and Officers**

Except with respect to the organizations holding positions as Permanent Trustees, the Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Trustee or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Trustee or Officer, provided that in the absence of such advance such Trustee or Officer would be entitled to be reimbursed for such expenses by the Corporation. The Corporation may, upon majority vote of the Board of Trustees, make a loan under terms and conditions that the Board of Trustees deems fair and reasonable under the circumstances, to any of the organizations holding positions as Permanent Trustees or other tax-exempt organizations that serve the optometric profession.

## **ARTICLE 11 FISCAL YEAR**

The fiscal year of the Corporation shall end on June 30 of each calendar year.

## **ARTICLE 12 AMENDMENTS**

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Trustees; provided, however, that amendment or repeal of Section 4.3, Section 4.5, or this ARTICLE 12 shall require the unanimous approval of the Board of Trustees.

## **ARTICLE 13 MEMBERS**

### **Section 13.1 No Voting Members**

This Corporation shall not have voting members within the meaning of the California Nonprofit Corporation Law. The Board of Trustees may admit nonvoting members of one or more classes having such rights and



obligations as the Board shall deem appropriate from time to time. The use of the terms “member” or “members” shall not confer or imply voting members and shall mean only a non-statutory member.

### **Section 13.2 Nonvoting Members**

This corporation may refer to persons or entities associated with it as “members,” even though those persons or entities are not voting members as set forth in these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code §5056. References in these bylaws to “members” shall mean non-statutory members.

### **Section 13.3 Dues, Fees, and Assessments**

Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

### **Section 13.4 Good Standing.**

Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

### **Section 13.5 Termination of Membership.**

A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (3) The member’s failure to pay dues, fees, or assessments as set by the board within sixty (60) days after they are due and payable;
- (4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (5) Termination of membership based on the good faith determination by the Board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation’s purposes and interests.

### **Section 13.6 Suspension of Membership**

A member may be suspended based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation’s rules of conduct, or has engaged in conduct materially and seriously

prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

### **Section 13.7 Procedure**

If grounds appear to exist for suspending or terminating a member the following procedure shall be followed:

- (1) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination, along with any evidence upon which the decision was based. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- (2) The member shall be given an opportunity to be heard, either orally or in writing, at the option of the member, at least five days before the effective date of the proposed suspension or termination, and the member shall be entitled to submit any evidence in support of his or her argument. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.
- (3) The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.
- (4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within six months after the date of the expulsion, suspension, or termination.
- (5) Any action to challenge a final decision of the Board, committee, or person shall be by and through binding arbitration only, in the County of Los Angeles, State of California, pursuant to the rules of the American Arbitration Association. Arbitration shall be the exclusive and sole remedy for appeal of any disciplinary decision or any action by a member against the Corporation or any one of its Trustees, Officers, or Agents, no matter the reason or basis for the action provided it arises out of or is related to the relationship between the member and the Corporation. Upon demand by the member that he or she wishes to appeal an adverse decision the Corporation shall initiate and pay the fees for the arbitration, and the arbitrator reserves the right to allocate those fees in favor of the prevailing party.

The Board of Trustees reserves the right to amend, repeal, or modify these procedural rules at any time for any reason, provided, however, that members must be provided a fair hearing including an opportunity to be told the basis of any proposed adverse action and an opportunity to be heard before a final decision is made, and all such amendments or changes shall be made in accord with the principles of good faith and fair dealing.

### **Section 13.8 Memberships as Not Transferable**

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

**ARTICLE 14**  
**SUPPORTING ORGANIZATION RESTRICTIONS**

This Corporation shall not accept any contribution from any “prohibited person.” For purposes of this Section, a “prohibited person” is:

- (i) a person who controls, directly or indirectly, either alone or with persons listed described in (ii) and (iii) below, the governing body of this Corporation or any successor organization designated pursuant to Section 4.2 of these Bylaws;
- (ii) a member of the family of an individual listed in (i) above; or
- (iii) a corporation, partnership, trust or estate more than 35% of which is actually or constructively controlled by persons described in (i) or (ii) above.

For purposes of this Section, a member of an individual’s family includes his or her spouse, ancestors, children, grandchildren, great-grandchildren, and spouses of children, grandchildren, and great-grandchildren, as well as the individual’s brothers and sisters, by whole or half blood, and their spouses.

**ARTICLE 15**  
**CONSTRUCTION AND DEFINITIONS**

**Section 15.1 Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

**Section 15.2 Electronic Transmission**

Subject to any guidelines and procedures that the Board of Trustees may adopt from time to time, the terms “written”, and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**CERTIFICATE OF SECRETARY**

I, the undersigned, the duly elected Secretary of the American Association of Doctors of Optometry, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of 19 pages were adopted as the Bylaws of the Corporation by the Trustees of the Corporation on August 1, 2013, and the same do now constitute the Bylaws of said Corporation.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this 1<sup>st</sup> of August, 2013.

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Craig S Steinberg, O.D., J.D.  
Secretary