

CONTACT LENS SOCIETY OF AMERICA BY-LAWS

ARTICLE I. NAME AND LOCATION

Section 1. Name

The name of this organization shall be the CONTACT LENS SOCIETY OF AMERICA, hereinafter called the Society.

Section 2. Location

This Location of the principal office of the Society shall be designated by the Board of Directors

ARTICLE II. FISCAL YEAR

The fiscal year of the Society shall commence on the first day of January and end on the last day of December

ARTICLE III. OBJECTIVES OF THE SOCIETY

The objective of the Society is to promote education, mutual understanding and cooperation among all persons interested in contact lens fitting. This objective shall be achieved through the following means:

1. The dissemination of information to the membership
2. The fostering of forums for the membership to interact and exchange knowledge and information.
3. Establishment of a foundation for the promotion of research in all areas of contact lens development and improvement.
4. The promotion of the highest business and ethical standards in all phases of contact lens fitting.
5. The promotion of educational activities for fostering the use of contact lenses, the scientific research of contact lenses, and the improvement of the contact lens fitting industry.

6. To support any other means similar to, but not limited to, those listed above to meet the objective of the Society, all to be promoted, transacted or carried on without pecuniary profit.

ARTICLE IV. MEMBERSHIP

Section 1. Classes of Members

The Society shall have eight (8) classes of members. They shall consist of:

1. **Affiliate Member:** A person who does not meet the requirements for Regular Membership. This includes those individuals who provide components and/or services to the contact lens industry as well as those individuals currently pursuing an education in the contact lens field.
2. **Regular Member:** A person who possesses two years of contact lens fitting experience and/ or two years of college or advanced education above the high school level in the field of ophthalmics, who practices within the statutory requirements of the state where his/ her practice is located.
3. **NCLE Certified Member:** A person who meets the qualifications for Regular Member and who has passed the Contact Lens Registry Examination and maintains the certification requirements set forth by the National Contact Lens Examiners (NCLE).
4. **Fellow Member:** A Fellow Member is a Regular Member who successfully passes the written and oral examination monitored by the Fellow Committee.
5. **Honored Member:** A person who has significantly participated in the Society activities or has significantly contributed to the contact lens industry. To qualify, a Member must earn a minimum of two points per year for each of the preceding five years.
6. **Associate Member:** A company which provides components and/ or services to the contact lens industry and which is determined by the Board of Directors to be a company which reflects positively on the contact lens industry.
7. **Retired Member:** A person who is no longer actively involved in fitting contact lenses or eyeglasses and had been a CLSA member in good standing for at least the previous five (5) years.
8. **Honorary Member:** A person who the Board of Directors determines should receive special recognition for his/ her service to CLSA.

9. **NCLS Certified Limited Member:** A person who is a current NCLE Certificant having not yet been approved for Regular Membership.

Section 2. Application for Membership

Any person who qualifies for any member category may obtain an application form from the Society offices. Each application shall be recorded and processed by the Executive Director. The Executive Director will either provide the applicant with provisional approval or denial within thirty (30) days of receiving the application. Any provisional approval or denial by the Executive Director shall be reviewed for final determination by the Membership Committee or Board of Directors at their next regularly scheduled meeting.

Section 3. Rights and Privileges

Each Regular, NCLE Certified, Fellow or Honored Member, in good standing, is entitled to all the rights and privileges of the Society membership, including the right to hold office as an officer or director, and the right to vote upon every matter properly before the membership at any annual or special meeting of the Society. Each Affiliate, Associate, Retired, or Honorary Member, in good standing, is entitled to all the rights and privileges of Society membership except he/she shall not be eligible to hold office as an officer or director, and shall not be entitled to vote.

Section 4. Termination of Membership

The Board of Directors by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for due cause after an appropriate hearing, and may, by a majority vote of those directors present at a regularly constituted meeting of the Board, terminate the membership of any member who no longer meets membership requirements, or suspend or expel any member who shall be in default in their payment of dues. Fellow members who are expelled or suspended will have their rights and privileges as a Fellow member suspended as well. This includes the use of the designation FCLSA in any advertising and on any business cards and/or stationary.

Section 5. Leave of Absence

Any member in good standing may be granted a leave of absence from membership by submitting a written request for same, and having that request approved by the Board of Directors.

Section 6. Registration

Any member may resign by filing a written resignation with the Executive Director. Upon receipt of the written notice, all rights and privileges of the resigning member shall cease. No resignation shall relieve the member so resigning of the obligation to pay any dues, assessments, or other charges which have accrued and remain unpaid.

Section 7. Reinstatement

Upon written request by a former member and filed with the Executive Director, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to a membership category upon such terms as the Board of Directors may deem appropriate.

Section 8. Transfer of Membership

Membership in the Society is not transferable or assignable.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Society shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications

The total number of Directors shall be twelve (12). Four of the twelve Directors shall consist of the President, the President- Elect, the Immediate Past- President and Secretary/Treasurer. Seven (7) Directors shall be from member categories eligible to vote and shall be a member in good standing. One Director shall be ex-officio and from the Associate Member category. The term for an elected director shall be three years, except for the President, President-Elect, the Immediate Past-President, the Secretary/Treasurer, and the ex-officio Associate Member Director, which shall be two years. No Director, except one who is appointed or elected to serve an unexpired term, shall be eligible to succeed him or herself except the Secretary/Treasurer. The terms of at least three of the Directors shall expire at each Annual Meeting. Each Officer or Director shall expire at each Annual Meeting. Each Officer or Director shall hold office until his successor shall have been elected and qualified.

Section 3. Meetings of the Board

The Board of Directors shall have at least two meetings a year, one to be held as soon as practical after each annual meeting of the Society. The meetings shall be called at a time and place as designated by the President, at his/her discretion. Additional special meetings may be called by the President at a place and time at his/her discretion or upon the written request of

eight (8) of the Directors to the President, at a place and time selected by a majority of the Directors making the request. The highest ranking officer shall preside at all meetings. If no officer is present, then the Board of Directors shall select, by majority vote, a presiding Director.

Section 4. Notice

At least thirty (30) days written notice shall be given to all Directors of the time, place, and purpose of all regular and special Board meetings.

Section 5. Quorum

Eight (8) voting Directors shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, a lesser number of Directors may adjourn the meeting to a later date.

Section 6. Manner of Acting

The vote of a majority of the Directors present at the meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by these by-laws.

Section 7. Vacancies

Any vacancy occurring on the Board of Directors shall be filled by the President of the Society who shall appoint a voting member, in good standing, to fill the vacancy. This person shall serve until the next annual meeting of the Society, at which time a person shall be elected to serve for the remainder of the vacant term, if any.

Section 8. Compensation

Directors shall not receive any stated salary for their services as Directors, but may be reimbursed for any reasonable expenses they incur in carrying out their duties on behalf of the Society as may be determined by the Board of Directors. But, nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.

ARTICLE VI. OFFICERS

Section 1. Officers

The officers of the Society and their ranking order are: 1. President, 2. President-Elect, 3. Immediate Past-President, and 4. Secretary/Treasurer.

Section 2. Election and Term of Office

The Officers of the Society shall be Regular Members elected at the annual meeting of the Society, except for the Past-President, which shall automatically take office upon the election of a new President. All officers shall hold office for a term of two years, and shall not be eligible to succeed him/herself (except for the Secretary/Treasurer).

Section 3. Eligibility

All voting members in good standing who are engaged in the fitting of contact lenses and have served at least two years as an elected member on the Board of Directors are eligible for nomination and election to serve as President-Elect. The criteria for President-Elect is that he/she must have served at least two complete years as an elected member of the Board of Directors and be a voting member in the fitting of contact lenses. To be eligible to hold the office of President, a person must be a voting member of the Society in good standing and must have served previously as President or in the office of President-Elect.

Section 4. Vacancies

In the event that the office of President becomes vacant, it shall be automatically filled by the President-Elect for the remainder of the term. If the office of President and President-Elect become vacant at the same time, then the Board of Directors shall appoint a Past-President, who is a voting member in good standing, to act as President until the next annual meeting. If the office of President-Elect becomes vacant, it shall remain vacant until the next annual meeting of the Society, at which time the membership shall elect a President-Elect to finish the vacant term.

Section 5. Removal

Any officer may be removed by the Board of Directors by an affirmative vote of eight (8) voting members of the Board of Directors.

Section 6. President

The President shall preside at all meetings of the Society and the Board of Directors, and shall have general supervision and control of the business affairs of the Society. The President shall certify with the Secretary/Treasurer, all official acts of the Society and shall execute on behalf of the Society such contracts and other instruments as may be authorized by the Board of Directors.

The President shall make periodic reports to the Board and make annual report to the Society, and perform all such other duties as may be required by the Board of Directors. The President may appoint any advisors or special members to any committee deemed necessary.

Section 7. President- Elect

The President-Elect shall have such powers and discharge such duties as may be assigned to him/her by the President. In the absence of the President, the President-Elect shall preside at all meetings of the Society, Board of Directors, and meetings of the Executive Committee.

Section 8. Secretary/Treasurer

The Secretary/Treasurer shall oversee that all meetings of the Society and the Board of Directors are recorded and that the minutes are distributed as directed by the Board of Directors. The Secretary/Treasurer shall also oversee the collection of dues, the deposits of all monies in the name of the Society, the keeping of regular books of account, the disbursement of Society funds upon the order of the President or Board of Directors.

The Secretary/Treasurer may make such reports and perform such other duties as may be incidental to the office or as required by the President or the Board of Directors.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees

The Society shall have the following standing Committees: The Executive Committee of the Board of Directors, Nominating Committee, Fellow Committee, Ken Swanson Merit Award Committee, Education Committee, Membership Committee, Public Relations Committee, and the Member Benefits Committee. The President shall annually appoint all standing committee chairmen, except the Fellow Committee, which appoints its own Chairman from its members.

Section 2. Special Committees

The Board of Directors or the President may establish any other committees he/she deems appropriate. The President shall appoint the Chairman and members of all such special committees.

Section 3. Nominating Committee

The Nominating Committee shall consist of three members: the Immediate Past-President, the President-Elect and one Board of Directors member who is appointed by the Board of Directors.

The Immediate Past-President will act as Chairman of the Committee. It shall be the duty of the Nominating Committee to prepare and present to the annual meeting of the Society, a slate of names eligible and recommended for each Director or Officer position to be filled at the meeting.

Section 4. Executive Committee of the Board

The Executive Committee shall consist of the President as Chairman, the President-Elect, the Secretary/Treasurer and the Immediate Past-President of the Society. In addition, the Executive Director shall be an ex-officio, without vote member of the Executive Director Committee. In the absence of the President, the President-Elect shall act as Chairman. The Executive Committee shall oversee the business of the Society during the intervals between the meetings of the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at their next meeting. The Board of Directors shall either accept, modify, or revoke any actions taken by the Executive Committee. In the event of a tie vote, the President will break the tie.

Section 5. Fellow Committee

The Fellow Committee shall consist of 12 Fellow Members of the Society and each will serve a term of six years. The Fellow Committee shall serve as its own nominating committee and elect two new members each year to succeed those two members who have fulfilled their own term of six years. The Committee appointments shall be upon approval by the Board of Directors.

Section 6. Terms

The terms of all chairmen and all members of all committees shall be for one year, except for the Fellow Committee.

Section 7. Reports

The Chairman of all committees or his/her designee, shall report annually their committee's activities to the Board of Directors in writing.

ARTICLE VIII. MEETINGS

Section 1. The Annual Meeting

The annual meeting of the Society shall be held each year at a time and place to be designated by the Board of Directors. The purpose of the annual meeting shall be to conduct all the required or necessary business before the general membership of the Society.

Section 2. Special Meetings

Special meetings of the Society may be called at any time by the President, or shall be called by him/her upon the request in writing of eight (8) members of the Board of Directors.

Session 3. Executive Committee Meetings

An Executive Committee meeting may be called at any time by the President, or in the absence of the President, by the three other members of the Executive Committee. The purpose of Executive Committee meetings will be to conduct pressing business of the Society, during the intervals between meetings of the Board of Directors. Three members of the Executive Committee will constitute a quorum for the transaction of business.

Section 4. Notice

Notice of the annual meeting shall be mailed to all members of the Society at least ninety (90) days in advance of the scheduled meeting, specifying the time and place of the annual meeting.

Thirty (30) days notice of the time and place of all special meetings of the Society shall be mailed to all members of the Society, specifying the purpose of the meeting.

Section 5. Voting

Every Regular, NCLE Certified, Fellow, or Honored Member, in good standing, shall be entitled to one vote at all meetings, whether annual or special. Such right to vote shall be exercised in person and shall extend to all matters properly before the membership.

All matters properly before the voting membership at any meeting shall be determined by a majority vote of those present and eligible to vote.

Section 6. Order of Business

At the annual meeting of the Society, the following order business shall be observed:

1. Call to order by presiding officer
2. Roll Call
3. Proof of notice of meeting
4. Reading of minutes of previous meeting
5. Communications
6. Report of President
7. Report of the Executive Director
8. Report of Secretary/Treasurer
9. Reports of Committees

10. Election of Directors and Officers
11. Unfinished business
12. New business
13. Adjournment

The order of business may be suspended at the meeting by two-thirds vote of those present and eligible to vote.

ARTICLE IX. ELECTIONS AND BALLOTING

Section 1. Elections

The election of President, President-Elect, Secretary/Treasurer, and the Directors shall take place at the annual meeting of the Society. The office of Immediate Past-President shall be automatically replaced by the out-going President. The term of office of each person elected to Officer or Director status shall commence immediately after such election,

Section 2. Nominations

The procedures of nominations are as follows:

1. The Nominating Committee shall solicit nominations from the Society membership at least one hundred twenty (120) days prior to the annual meeting. All nominations must be received by the Nomination Committee in writing. Nominations will be closed ninety (90) days prior to the annual meeting.
2. Individuals appearing on the Nomination Committee's recommended slate of candidates must be contacted by the Chairman of the Nominating Committee to confirm that he/she understands and accepts the duties and responsibilities of the position and is willing to serve if elected.
3. The Nominating Committee will present to the Board of Directors at least forty-five (45) days prior to the annual meeting their recommendations for the office of Presidents, and President-Elect, Secretary/Treasurer and Director positions.
4. Within thirty (30) days the Board of Directors will respond by return mail and vote on the slate of nominations to be presented to the general membership. Approval by the Board of Directors shall consist of a majority vote.
5. All persons being nominated shall appear on the ballot for voting at the annual meeting.

Section 3. Order of Election

The Officers of the Society shall be elected in the following order: President and President-Elect. Then shall come the election of the Board of Directors. A majority vote of those eligible and present and voting shall constitute the election of the Officers of the Society. The election of the Board of Directors shall be constituted by those nominees for Director who receive the highest cumulative number of votes for the number of Director positions open. Each eligible voting

member may cast as many votes as there are Director positions open. The President shall appoint a committee to prepare, distribute, and tally the written ballots. Notification of all election results shall be made to all members by the Executive Director within thirty (30) days following the election.

ARTICLE X. STAFFING

Section 1. Staffing

The Executive Director and any other additional staff or management firm shall be hired by the Board of Directors. All staff positions or any management firm shall serve at the pleasure of the Board of Directors and shall be compensated at a rate established by the Board of Directors.

Section 2. Executive Director

The Executive Director shall attend all meetings of the Society and the Board of Directors and shall keep a record of all transactions occurring at these meetings. The Executive Director shall be an agent of the Society subject to the direction and control of the Board of Directors. The Executive Director shall direct the day-to-day business of the Society.

The Executive Director shall see that all notices required by the By-Laws are met, and shall conduct all correspondence necessary to run the day-to-day operations of the Society and carry into execution all orders, votes, and resolutions of the Board of Directors or its Executive Committee. The Executive Director shall be custodian of the Society's records and its seal, and shall assist the President and Secretary/Treasurer in the execution of their duties.

ARTICLE XI. CODE OF ETHICS

Section 1. Use of Society's Name

No Member, Officer, Director, or staff member shall use the name of the Society in any manner or in any way without authorization of the Board of Directors, except as may be required by an Officer, Director, or agent of the Society in the performance of his/ her official duties.

Section 2. Code of Ethics

The Board of Directors shall develop a Code of Ethics for the Society. The Code of Ethics shall detail that conduct which is unacceptable in the contact lens fitting industry and which if any Society member is found guilty of such conduct, after a hearing allowing due process, may be suspended or expelled from membership in the Society. Suspension or expulsion for violations of the Code of Ethics shall require the vote of two-thirds of the Board of Directors present at any properly convened meeting of the Board.

ARTICLE XII. SEAL

The Board of Directors shall adopt a Seal for the Society, in an appropriate manner and form identifying the Society.

ARTICLE XIII. DUES

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Society by members in each category. The Board of Directors may determine when all dues and fees become payable to the Society. Non-payment of all dues and fees may be cause for termination of membership by the Board of Directors provided by these By-Laws.

ARTICLE XIV. ANNUAL AUDIT

There shall be an audit of the Society's accounts and finances conducted by a Certified Public Accountant. The Audit report shall be made available to the general membership at the annual meeting. The Board of Directors shall appoint the auditing firm.

ARTICLE XV. RULES OF ORDER

All the meetings and proceedings of the Society, the Board of Directors, and all Committees shall be regulated and controlled according to the Robert's Rules of Order (revised) for parliamentary procedure when not in conflict with these By-Laws. The President shall appoint a Parliamentarian at the annual meeting to rule on parliamentary procedure.

ARTICLE XVI. CERTIFICATION OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Society, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and the Executive Director and shall be sealed with the seal of the Society.

If any certificates shall become lost, mutilated, or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

ARTICLE XVII. AMENDMENTS

These By-Laws may be amended at any meeting of the Board of Directors. Amendments must be affirmed by two-thirds of the total members of the Board of Directors. Notice of all amendment changes shall be sent within thirty (30) days of the decision by the Board of Directors to all members of the Society. All By-Law amendments shall take effect immediately upon adoption, unless otherwise specified by the Board of Directors in the language of the amendment.

ARTICLE XVIII. DISSOLUTION

The Society shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society any fund remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIX. DATE OF ADOPTION

These By-Laws shall take effect immediately after their adoption at the Board of Directors meeting held in March 1987 in Charleston, South Carolina. All previous By-Laws of the Society will be considered repealed, and null and void upon the adoption of these By-Laws.