

**BYLAWS OF THE
ASSOCIATION OF REGULATORY BOARDS OF OPTOMETRY, INC.**

Adopted in Minneapolis, Minnesota, 1994

As amended in Las Vegas, Nevada, 2000; Orlando, Florida, 2004; Boston, Massachusetts, 2007; Seattle, Washington, 2008; Boston, Massachusetts, 2016; Washington, DC, 2017; and Denver, Colorado, 2018.

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ARTICLE I: NAME

The name of this non-profit corporation organized under the laws of the State of Nebraska shall be the Association of Regulatory Boards of Optometry, Inc. (Association).

ARTICLE II: PURPOSE

The purpose of this Association shall be to exchange information and engage in programs and joint activities relating to the professional education, licensure and continuing education of optometrists, to improve reciprocal relations and help in solving the mutual problems of the member Boards, and to engage in other activities as the Association may determine, for the purpose of improving the standards of the profession, the delivery of health services and the services of the regulatory licensing agencies, all for the welfare and protection of the general public.

ARTICLE III: DEFINITIONS AND MEMBERSHIP

Section 1. Definitions

- A. Delegate shall mean a current member or Member Board Executive of a Member Board designated by the Member Board as its Delegate to the ARBO House of Delegates.
- B. Alternate Delegate shall mean a current member or Member Board Executive of a Member Board designated by the Member Board as its Alternate Delegate to the ARBO House of Delegates.
- C. Member Board Executive shall mean the Executive Director, Board Administrator, or Chief Staff Executive of a Member Board. There is only one Member Board Executive in every jurisdiction.

Section 2. Classification and Qualification

- A. There shall be four classes of members of this Association:
 - 1. Active Member Board
 - 2. Allied Member
 - 3. Life Member
 - 4. Honorary Member
- B. Active Member Boards of this Association are the regulatory Boards of Optometry of any jurisdiction which have made application for Active Member Board membership, paid the appropriate fees, and received a majority vote of the delegates at the Association's Annual Meeting.
- C. Allied Members of this Association are non-U.S. associations or organizations which represent optometry in the public interest in a jurisdiction wherein:
 - 1. No recognized board of optometry exists, or,
 - 2. Official licensing, educational or regulatory authority for optometry has not been legislatively defined.

Applications for Allied Membership shall be made directly to the ARBO Board of Directors, receive a recommendation from the ARBO Board of Directors, and shall be approved by a two-thirds (2/3) majority vote of the delegates at the Association's Annual Meeting. Annual dues for Allied Members shall be set by the ARBO Board of Directors.

- D. Life Members of this Association are those individuals who have served as President. Life Membership will commence upon completion of their service as a member of the Board of Directors of the Association.
- E. Honorary Membership may be granted to an individual who has rendered outstanding service to the public exemplifying the Purpose of this Association. Written nomination for Honorary membership shall be made by an Active Member Board to the Board of Directors, which shall submit the nomination to the House of Delegates with a recommendation for approval or disapproval. Honorary membership shall become effective upon a two-thirds (2/3) majority vote of the delegates at the Association's Annual Meeting.

Section 3. Dues

Annual membership dues shall be determined by a majority vote of the delegates at the Association's Annual Meeting, provided, however, that Life and Honorary members shall have no dues obligation. All dues shall be payable on January 1 of each year.

Section 4. Termination

Any member in arrears for twelve (12) months shall automatically cease to be a member of the Association and shall be so notified by the Secretary-Treasurer.

Section 5. Reinstatement

Any member who has been dropped from membership for non-payment of dues may be reinstated under conditions approved by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE IV: HOUSE OF DELEGATES

Section 1. Composition

The House of Delegates shall be composed of the registered delegate appointed by each Active Member Board. All other members of the Association registered at the annual meeting may attend the sessions of the House of Delegates.

Section 2. Annual Meeting, Other Meetings, and Notice

- A. The Annual Meeting of the Association shall be held at a time and place selected by the Board of Directors.
- B. Other meetings of the Association may be called by order of the President or at the written request of ten (10) Active Member Boards of the Association.
- C. Official notice of the date, location, and purpose of the annual meeting or other meeting of the Association shall be communicated to members not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 3. Delegate, Alternate, Voting, Elections, and Debate

- A. Each Active Member Board shall communicate to the Association credentials, properly executed by the Active Member Board, naming the delegate and alternate delegate. All

delegates representing Active Member Boards shall be properly registered and have all fees paid prior to the voting at the Annual Meeting or any other meeting of the membership.

- B. Each Active Member Board shall be entitled to one (1) vote on any matter coming before the House of Delegates. The only person entitled to cast a vote for an Active Member Board will be the delegate, or the alternate in the delegate's absence.
- C. At the beginning of each business session of the House of Delegates, the Secretary-Treasurer of the Association shall confirm the presence of a quorum. A majority vote of the established quorum shall prevail unless otherwise specified within these Bylaws.
- D. The balloting for each elected position shall be conducted separately, and shall be considered in order beginning with the longest duration for the term of office for each position. Balloting for the directors of the Association shall be conducted first. For elections involving multiple candidates, in the case where the top candidate does not receive a majority of vote's casts, a run-off election shall be held between the two top candidates to provide a majority vote. Elections shall be by written ballot, except when only one candidate is nominated for a specific open position. In such a case, the Presiding Officer shall determine the method of voting. The Presiding Officer may call for a written ballot, a roll call vote, a show of hands, or a voice vote. After the balloting for the directors of the Association the balloting for the ARBO positions on the Accreditation Council on Optometric Education shall be held. Such election to select four (4) nominees shall be by written ballot with a majority of vote's cast required to select each nominee. If only four (4) candidates are presented for nomination, the Presiding Officer shall determine the method of voting. The Presiding Officer may call for a written ballot, a roll call vote, a show of hands, or a voice vote.
- E. All members of this Association shall be entitled to the privileges of the floor and to participate in debate. Only the delegate from each registered Active Member Board or that delegate's alternate shall be entitled to make motions or vote.

Section 4. Quorum

Delegates from one-third of the Active Member Boards shall constitute a quorum.

Section 5. Parliamentarian, Robert's Rules of Order

Prior to the start of any official meetings of the delegates of the Association, the President, with the consent of the Board of Directors, shall appoint a Parliamentarian who shall ensure that meetings are conducted in accordance with the current edition of Robert's Rules of Order in matters not covered by the Bylaws of this Association.

Section 6. Nominations

- A. At least ninety (90) days prior to the Annual Meeting, the President, with the consent of the Board of Directors, shall appoint a Nominating Committee, that shall ensure that there is a/are qualified candidates(s) for each open position, and facilitate the election process.
- B. The Nominating Committee shall prepare a slate for election by the House of Delegates, but this shall not preclude any delegate from making a nomination from the floor of the House of Delegates.

Section 7. Resolutions Committee

At least sixty (60) days prior to the Annual Meeting, the President, with the consent of the Board of Directors, shall appoint a Resolutions Committee. The Resolutions Committee shall consider such proposed resolutions as may be referred to it by any Active Member Board, any delegate, or the Board of Directors. If the committee modifies or changes a resolution, it shall consult the originator prior to reporting the resolution to the House of Delegates. The committee shall report

to the House of Delegates all proposed resolutions which it has approved, and a copy of each shall be made available to each delegate prior to its consideration by the House of Delegates.

Section 8. Judicial Council

- A. Prior to the Annual Meeting, the President, with the consent of the Board of Directors, shall appoint a Judicial Council to review all resolutions adopted by the House of Delegates at the immediately preceding Annual Meeting. The review shall be to ensure that any resolution is consistent with the Purpose of the Association and permitted by these Bylaws.
- B. The council shall report its deliberations to the President within sixty (60) days of the receipt of copies of the resolutions passed at the Annual Meeting. Failing a majority approval of the Judicial Council, a resolution not approved by the Council shall be held over until the next Annual Meeting, and reported on by the Council to the House of Delegates. The action of the House at the next Annual Meeting on such resolution shall be final and not resubmitted to the Council.
- C. The Judicial Council shall in 1995 and every five (5) years thereafter study and review all resolutions expressing the policy of the Association adopted by the House of Delegates then in effect and shall recommend to the House of Delegates whether each such resolution should continue in effect, be deleted or be modified.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Composition, Eligibility, Terms of Office, and Vacancies

- A. The Board of Directors of this Association shall consist of eight (8) members; provided, however, that any individual who during his/her term of service on the ARBO Board of Directors is also nominated for and accepted as a director on the National Board and whose term as a director on the National Board extends beyond the term as an ARBO Director shall serve as ex officio voting member of the ARBO Board of Directors for the remainder of such term as a director on the National Board.
- B. To be eligible, nominees for directors of this Association shall, at the time of their initial nomination and election, be a member of an Active Member Board, or has served as a member of an Active Member Board within one (1) year from the time of election, or is a Member Board Executive of an Active Member Board. However, at all times, the Board shall be comprised of one (1) Member Board Executive and seven (7) members from an Active Member Board.
- C. The term of office shall be four (4) years. Except as provided in subsection A of this Section, no director shall serve more than two (2) consecutive four (4) year terms.
- D. In the event of a vacancy occurring on the Board of Directors from among the elected members, the President, with the approval of the Board of Directors, shall appoint an otherwise eligible person to fill the vacancy until the next Annual Meeting at which time a director shall be elected for the remainder of the term.

Section 2. Powers and Duties

Subject to the provisions of the Articles of Incorporation, these Bylaws, and the laws of the State of Nebraska, the Board of Directors shall be responsible for the management of the business and affairs of the Association in accordance with approved policy and within the budget established by the House of Delegates at its Annual Meeting. The directors shall:

1. Appoint and remove all officers, agents and the Executive Director of the Association and prescribe such powers and duties for such officers, agents, and Executive Director as may be consistent with the purposes and objectives of the Association.
2. Conduct, manage and control the affairs and business of the Association, including the appointment and hiring or retaining of consultants; and to make rules for the guidance of the officers and the management of the Association.
3. Borrow money and incur indebtedness for the purposes of the Association and to execute and deliver, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt, and securities therefor.
4. Manage in such manner as they may deem best for all funds, and real and personal property received or acquired by the Association.

Section 3. Meetings and Quorum

- A. Meetings of the Board of Directors shall be held at any place selected by the Board.
- B. A majority of the elected directors shall be necessary for the transaction of business. All business transacted by a majority of the elected directors shall be regarded as the act of the Board of Directors, unless a greater number be required by law, the Articles of Incorporation, or these Bylaws.
- C. The Board of Directors may meet in any regular or special meeting conducted through the use of any means of communication by which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 4. Executive Committee

- A. The Executive Committee shall be composed of the President, the Vice-President, the Secretary-Treasurer, and the Immediate Past President.
- B. The Executive Committee shall have all the powers of the Board, except that it shall have no power to establish Board policy, fill vacancies on the Board, or to fix the compensation of the directors for serving on the Board or any committee thereof, or to amend or repeal any resolution.

Section 5. Finance/Budget Committee

The Finance/Budget Committee shall be composed of the Vice-President, who shall be chair; the Secretary-Treasurer; and a Director appointed by the President with the approval of the Board.

ARTICLE VI: OFFICERS

Section 1. Composition, Election, Terms of Office, and Vacancies

- A. The officers of this Association shall consist of the President, Vice-President, Secretary-Treasurer, and the Immediate Past President.
- B. Following the election at the Annual Meeting, the Board of Directors shall elect from the elected membership of the Board; the President, Vice-President, and Secretary-Treasurer.
- C. Officers shall serve for a term of one (1) year or until their successors are elected. Subject to the term limits of Article V, Section 1C, there shall be no limitation to the number of times an officer can be elected to the same office.

- D. Any vacancy occurring in an officer position shall be filled by the Board of Directors and such individual selected shall serve until the next election.

Section 2. Duties and Reimbursement

- A. The President shall: be the official representative and chief executive officer of the Association, subject to the control and approval of the Board of Directors; appoint, with the consent of the Board of Directors, the chair and members of all committees and subordinate bodies and fill any vacancies that may arise in such positions; with the consent of the Board of Directors, for the period of the administrative year of such presidency, establish and prescribe the functions of such special and ad hoc committees as deemed necessary; preside at all meetings of the Board of Directors and of the Association; and be an ex officio member of all committees.
- B. The Vice-President shall, in the absence of the President, perform all the duties of the President.
- C. The Secretary-Treasurer shall: keep, or cause to be kept, at the principal office of the Association or at such other place as the Board of Directors may order, a book of Minutes of all meetings of directors and members; be responsible for and shall keep and maintain all financial records of the Association; be the custodian of the funds of the Association and shall be responsible for the deposit of all monies received in the name of the Association in institutions approved by the Board; be responsible for the disbursement of monies only upon vouchers signed by a duly authorized person or as approved by the Board; within ten (10) days of the appointment of the Nominating Committee, advise the secretaries of the Active Member Boards of the composition of the committee and the offices and vacancies to be filled; and be an ex officio member of all committees.
- D. The President, Vice-President, Secretary-Treasurer, Immediate Past President, and other members of the Board of Directors shall serve without compensation other than per diem and reasonable expenses for authorized official business of the Association.

ARTICLE VII: APPOINTMENTS AND NOMINATIONS TO OTHER ORGANIZATIONS

Section 1. The National Board of Examiners in Optometry (NBEO)

Nominees for the ARBO position(s) on the NBEO shall at the time of their initial nomination be optometrists who are currently serving on the ARBO Board of Directors or have served on the ARBO Board of Directors within the preceding twelve (12) months; or are current members of an Active Member Board or served on an Active Member Board within the preceding twelve (12) months. The ARBO Board of Directors shall select the nominees for each ARBO position or ARBO vacancies on the NBEO. The term of office shall be four years or as otherwise determined by the National Board of Examiners in Optometry.

Section 2. Accreditation Council on Optometric Education (ACOE)

Nominees for the ARBO positions on the ACOE shall, at the time of their initial nomination, be current members of an Active Member Board or served on the ARBO Board of Directors within the preceding twelve (12) months. Nominees shall be approved by a majority vote of the delegates at the Association's annual meeting. The Board of Directors shall present four (4) names to the delegates for consideration as nominees for each ARBO position on the ACOE. Additional names may be presented from the floor. The term of service shall be three years or as otherwise determined by the American Optometric Association.

Section 3. Federation of Associations of Regulatory Boards (FARB)

The President shall appoint, with the consent of the Board of Directors of the Association, a person to serve as the Association's representative on the Board of Directors of the FARB. The appointee shall be a current member of an Active Member Board, serving on the ARBO Board of Directors, or the ARBO Executive Director. The term of service shall be one year or as otherwise determined by the Federation of Associations of Regulatory Boards.

ARTICLE VIII: DUTIES OF ACTIVE MEMBER BOARDS

Section 1. Reports

Each Active Member Board shall furnish such information as may be requested by the Association, including:

1. Record of that jurisdiction's newly licensed optometrists granted by examination, endorsement, reciprocity or any other means, and shall also furnish a record of all licensed optometrists whose licenses were not renewed in the past year.
2. Record of all optometrists licensed in that jurisdiction who have had any disciplinary action taken against them resulting in license suspension or revocation and any other relevant information.
3. A copy of all changes in that jurisdiction's Optometric statutes, rules and regulations and any decisions or opinions affecting the practice of optometry.

ARTICLE IX: ASSOCIATION MANAGEMENT

Section 1. Executive Director

The Board of Directors may, if desired, engage the services of and determine the compensation of a person to act as Executive Director of the Association, for a term not to exceed three (3) years, provided however, that successive contracts may be extended by agreement of the parties.

Section 2. Office Management

The Board of Directors may, if desired, engage the services of and determine the compensation of an Association Management Firm for a term not to exceed three (3) years, provided however, that successive contracts may be extended by agreement of the parties. The Management Firm shall designate, subject to Board approval, an individual as Executive Director.

Section 3. Duties

The Executive Director or the Management Firm shall administer the business and affairs, and supervise the operation of the Association under the general policy guidance of the Board of Directors. The Executive Director or Management Firm shall perform such duties as are ordinarily performed by persons or firms in similar positions and such other duties as may from time to time be assigned by the Board of Directors.

ARTICLE X: ADMINISTRATIVE PROVISIONS

Section 1. Expense Reimbursement

When on authorized official business of the Association and with prior approval, officers, directors, and chairs and members of subordinate bodies of the Association shall be reimbursed for transportation expenses and other expenditures as defined and fixed by the Board of Directors.

Section 2. Expending Association Money

No person shall, on behalf of the Association assume or incur any expenses or liability, or enter into any contract or agreement involving the expenditure of money, except in accordance with procedures established by the Board of Directors.

Section 3. Removal from Office

Any officer or director of this Association may be removed by the House of Delegates at any Annual Meeting or other membership meeting by a three-fourths (3/4) majority of the established quorum.

Section 4. Director Indemnification

The Association shall indemnify and hold harmless each officer and director, now or hereafter serving the Association, from and against any and all claims and liabilities to which the individual may be or become subject by reason of now or hereafter being or having heretofore been an officer or director of this Association, or by reason of the individual's alleged acts or omissions as an officer or director as aforesaid, and shall reimburse each officer and director of this Association for all legal and other expenses reasonably incurred by the officer or director in connection with defending against any such claims or liabilities, provided, however, that no officer or director shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of the officer's or director's own willful misconduct. The foregoing rights of officers and directors shall not be exclusive of other rights to which they may be entitled lawfully.

ARTICLE XI: FISCAL YEAR

The Fiscal Year of this Association shall be from January 1 through December 31.

ARTICLE XII: EXPULSION FROM MEMBERSHIP

Any member of this Association who violates the Bylaws of this Association may be expelled from membership upon a three-quarters (3/4) vote of the established quorum at any meeting of the House of Delegates.

ARTICLE XIII: AMENDMENTS

These Bylaws may be amended at any meeting of the House of Delegates of the Association by a two-thirds (2/3) majority vote of the Active Member Boards present. Amendments proposed by an Active Member Board shall be delivered in writing to the Secretary-Treasurer at least ninety (90) days prior to the meeting of the House of Delegates. Proposed changes are submitted in writing and notice mailed by the Secretary-Treasurer to the secretaries of member boards at least thirty (30) days prior to the meeting of the House of Delegates.