

CONSTITUTION & BYLAWS OF THE SOUTHERN COUNCIL OF OPTOMETRISTS, INC.

(Effective August 16, 1958. Amended February 10, 1959; February 2, 1960; June 1, 1962, February 24, 1964; February 12, 1968; February 14, 1970; February 15, 1971; February 18, 1974; February 24, 1978; February 22, 1980; February 25, 1982; March 1, 1985; March 1, 1991; February 26, 1993; February 25, 1994; February 24, 1995; February 29, 1996; February 27, 1998; February 25, 2000; February 23, 2001; February 24, 2006; March 6, 2009; March 2, 2012; and March 1, 2013)

(The following statement of purpose will serve as the Constitution for the Southern Council of Optometrists, Inc.)

1. To present an annual education congress (hereinafter the "Congress") for eye care providers and the benefit of the public health and advancement of the profession of optometry and to hold such educational meetings and exhibitions as may seem from time to time advisable.
2. To publish, or cause to be published, educational material relative to the profession of optometry in the form of pamphlets, booklets, other media, etc.
3. To disseminate, or cause to be disseminated, to the public or interested parties, such information regarding optometry as may seem desirable and to the public benefit.
4. To cooperate with other health professions and with municipal, state and national agencies concerned with the public health and welfare, toward the improvement of the general public.
5. To establish and maintain administrative headquarters for the conduct of the activities of the Council.
6. To purchase, rent, lease, acquire, mortgage, or otherwise obtain real or personal property of every kind and nature, necessary or incidental to the carrying out of the purpose of the Council.

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BYLAWS FOR THE SOUTHERN COUNCIL OF OPTOMETRISTS, INC.

ARTICLE I NAME AND LOCATION

- Section 1. Name of the Corporation: The name of this corporation shall be the SOUTHERN COUNCIL OF OPTOMETRISTS, INC., a non-profit corporation incorporated under the laws of the State of Georgia with the intent to qualify for tax exemption under Section 501(c)(6) of the Internal Revenue Code, hereinafter referred to as "COUNCIL."
- Section 2. Location of Offices: The offices of the Council shall be located at such places as the House of Delegates shall designate.
- Section 3. Purchase, etc., of Property: The Council shall purchase, rent, lease, acquire, mortgage or otherwise obtain real or personal property of every kind and nature, necessary or incidental to the carrying out of the purpose of the Council.

ARTICLE II MISSION STATEMENT

- Section 1. Mission of the Council: The mission of the Council shall be:
- To advance eyecare world-wide through
education, professional networking and strategic partnerships.

ARTICLE III MEMBERSHIP

- Section 1. Classes of Membership: There shall be two classes of membership in the Council: State Association Membership and Associate Membership.
- (a) State Association Membership: The AOA affiliates of the following state optometric associations are members of the Council: Alabama; Arkansas; Florida; Georgia; Kentucky; Louisiana; Mississippi; North Carolina; South Carolina; Tennessee; Virginia; and West Virginia. Individual optometrists who are licensed in these member states maintain their membership in the Council through their state associations, provided that state association maintains membership in the American Optometric Association.
- (b) Associate Memberships:
- (1) Any optometric organization that is a member in good standing of the World Council of Optometry may be conferred membership in the Council as an Associate Member upon written application to the Council, and upon a two-thirds (2/3) affirmative vote of the delegates present at any annual meeting of the House of Delegates, including votes cast by the President, or delegate appointed by the President, representing the member state association for absentee members as provided for in Article V, Section 4; provided, however, no organization shall be admitted to membership in the

Council that is not a legally established organization in the country wherein that organization is domiciled.

- (2) The following organizations may be conferred Associate Membership in the Council upon written application to the Council, and upon a two-thirds (2/3) affirmative vote of the delegates present at any annual meeting of the House of Delegates, including votes cast by the President, or delegate appointed by the President, representing the member state association for absentee members as provided for in Article V, Section 4; provided, however, no organization shall be admitted to membership in the Council that is not a legally established organization in the country wherein that organization is domiciled:

Armed Forces Optometric Association (AFOS)
American Optometric Student Association (AOSA)
Association of Schools & Colleges of Optometry (ASCO)

- (i) All members of an Organization admitted to membership as an Associate Member in the Council under Section 1., subsection (b) of this Article shall not be entitled to appoint representatives to the House of Delegates, the Board of Trustees, or to hold any elected office in the Council.
- (ii) Representatives of an Associate Member may from time to time address the Board of Trustees and the House of Delegates on matters of interest to the Council.
- (iii) Individuals who are members of the organizations contained herein under Associate Memberships maintain their membership in the Council through the Associate Member organization.

Section 2. Admission of State Association Members: The optometric association of any other state or territory of the United States affiliated with the A.O.A. not named in Section 1, subsection (a) of this Article, may be conferred membership in the Council upon written application to the Council, and upon a two-thirds (2/3) affirmative vote of the delegates present at any annual meeting of the House of Delegates, including votes cast by the President, or delegate appointed by the President, representing the member state association for absentee members as provided for in Article V, Section 4.

A state association that has been admitted to membership in the Council under Section 2 of this Article shall be entitled to appoint delegates to the House of Delegates pursuant to Article V, Section 2, of these Bylaws, and shall be entitled to appoint a representative to the Board of Trustees pursuant to Article VIII, Section 3.

Section 3. Removal from Membership in the Council

- (a) Removal of Membership: A member may be removed from membership in the Council upon a two-thirds (2/3) affirmative vote of the delegates present at any annual meeting of the House of Delegates, including votes cast by the President, or delegate appointed by the President, representing the member state association for absentee members as provided for in Article V, Section 4, provided there is a quorum as defined in Article V, Section 3.

- (b) Resignation of Membership: Any member may resign membership in the Council by filing a written notice of resignation with the Secretary of the Council, who shall then forward such notice of resignation to each member of the Board of Trustees within thirty (30) days of the date the notice was first received. Upon the effective date of resignation the resigning member and its individual members in the Council shall forfeit all rights and privileges of their respective membership in the Council.
- (c) Reinstatement of Membership: A member of the Council whose resignation was accepted by the Board of Trustees or has been removed by the House of Delegates who shall have appealed such decision of the Board to the House of Delegates, shall be reinstated to its former class of membership in good standing upon an affirmative vote of two-thirds (2/3) of the delegates at any annual meeting of the House of Delegates, provided there is a quorum as defined in Article V, Section 3.

ARTICLE IV DUES

- Section 1. Annual Dues: The amount of dues payable for individual membership in the Council shall be determined by the Board of Trustees and presented to the House of Delegates for approval.
- Section 2. Method of Paying Dues of State Association Members: On or before the annual mid-year meeting of the Board of Trustees, each member state association shall submit to the Council's Secretary a complete and up-to-date list of its members in good standing. Statements for annual dues will be issued in August (beginning of fiscal year) to each of the state association members. Payment of all membership dues shall be made no later than December 31st of that calendar year. The failure of a member state association to furnish the Council with either the full amount of dues or the list of individuals who shall have paid dues, shall affect its representation in the House of Delegates at the next scheduled annual meeting of the House, as provided in Article V, Section 8.
- Section 3. Method for Paying Dues of Other Classes of Membership: The method for paying dues, if any, by other classes of membership shall be established by the Board of Trustees.

ARTICLE V HOUSE OF DELEGATES

- Section 1. House of Delegates: The governing body of the Council shall be the House of Delegates. The House of Delegates shall be vested with the legislative and policy making power of the Council and any other such duties and responsibilities as are expressed in these Bylaws.
- Section 2. Composition. The House of Delegates shall consist of delegates from each member state association. Each member state association shall be entitled to seat one delegate or cast a vote for each twenty-five (25) individual members in the Council or major fraction thereof whose names, addresses and dues shall have been delivered to the Council pursuant to Article IV, Section 2.; provided however, that a member state association having twenty-four (24) individual members or less shall nonetheless be entitled to one delegate. The delegate count for each state association shall not change until the next annual House of Delegates Meeting. Each member state association shall select such delegates as it may be entitled by whatever process the internal governing documents of that member state association shall direct; provided, however, that no person shall serve as a delegate who shall not be an individual

member of the Council, and a member of the member state association he/she is selected to represent.

Section 3. Quorum: Those present at the annual meeting of the House of Delegates shall constitute a quorum and a majority vote of those present shall be the official act of the House of Delegates, provided three-fourths (3/4) of the member states are represented.

Section 4. Voting: Each delegate present shall have one vote. Each state shall cast its full number of allotted votes in accordance with the voting strength as determined by Article V, Section 2 and confirmed by the Council Secretary. Should a member state not have all of its allotted delegates present, the president of that state's association shall cast his or her own vote in addition to votes for the delegates not present. Should the state's president be unwilling or unable to be present at the House of Delegates meeting, the state president may appoint another delegate present to cast the votes for the delegates not in attendance up to the total number of allotted delegates for that state. No state may cast another state's vote(s).

Section 5. Annual Meeting:

- (a) The House of Delegates shall hold an annual meeting to be held at the time and place of SECO International.
- (b) Each delegate shall be given no less than fourteen (14) days notice of the time, date and place of the annual meeting. Notice printed in any official publication of the Southern Council of Optometrists, Inc., or electronic publications shall constitute sufficient notice of such meeting.
- (c) If it is in the best interest of the Council, the Speaker of the House of Delegates may hold the annual meeting of the House of Delegates, or any special meeting, by conference telephone or similar communications device, provided a majority of the House of Delegates shall give consent, and all members present may hear each other and be given the opportunity to speak on all matters before the delegates.
- (d) The House of Delegates meeting by conference telephone or similar communications device may conduct voting verbally if the vote is unanimous or by fax and/or email if there are dissenting votes.

Section 6. Special Meetings: Special meetings of the House of Delegates may be called either by: (a) a majority vote of the Board of Trustees; or (b) a petition of one-fourth (1/4) of the individual members of the Council. The Secretary shall thereupon give fourteen (14) days written or electronic notice to each member state association of the time, place and purpose of any special meeting.

Section 7. President as Speaker of the House: The President of the Council, or such other member of the Council as the President may appoint, shall be the Speaker of the House of Delegates. The Speaker of the House shall be vested with such powers and duties as are customary and appropriate for such office.

Section 8. Denial of Representation: In the event a member state association shall fail to provide the Council with a membership list and dues, pursuant to Article IV, Section 2., of these Bylaws, the delegates selected by that member state association shall be denied their seats at the next scheduled annual meeting of the House of Delegates. Such member state association may

petition the House of Delegates at that meeting for its delegates to be seated. Such a petition shall be brought before the House of Delegates as the first item of business. The state association member shall then be permitted to seat its selected delegates upon furnishing to the Secretary of the Council a complete membership list as prescribed in Article IV, Section 2, of these Bylaws; the delivery of all dues paid according to such membership list; and an affirmative vote of a majority of the delegates present and voting.

ARTICLE VI OFFICERS

- Section 1. Elected Officers: The elected officers of the Council shall be the President, President Elect, Vice President, Treasurer, Secretary and Immediate Past President. These six named officers shall constitute "The Executive Committee." All officers shall be elected by the House of Delegates at the annual meeting of that body and shall serve until their successors have been duly elected and assume office. The President Elect shall automatically succeed to the Presidency. The President shall automatically succeed to the office of Immediate Past President.
- Section 2. Qualifications for Office: Any individual who is a member in good standing of a state association which is a member of the Council shall be eligible for nomination and election to any elective office of the Council; provided he/she shall have been an individual member for at least five (5) years prior to an elective term of office.
- Section 3. Nomination and Election: In accordance with the procedure specified in Article X, Section 1., of these Bylaws, the Nominating Committee shall prepare and submit to the House of Delegates a nomination for President Elect, Vice President, Treasurer and Secretary of the Council. Any person so nominated shall have given prior consent to nomination and election as an officer.
- Section 4. Vacancies and Removal from Office: In the event a vacancy shall occur in any office, each officer may move up to fill the vacant office for the unexpired term of that office or the office may be left vacant as the Board of Trustees sees fit. The line of succession shall be as follows: (1) President; (2) President Elect; (3) Vice President; (4) Treasurer (5) Secretary. A vacancy in any elective office and succession which is not provided for above shall be filled by the Board of Trustees except the office of Immediate Past President which shall be filled by the most recent Past President willing and able to serve. The Board of Trustees may suspend any officer from office for cause by an affirmative vote of two-thirds (2/3) of the Board present and voting at any regular or special meeting of the Board. For any cause a vote for suspension from office shall occur only after the officer against whom a complaint has been lodged has been advised of the complaint against him/her and has been given reasonable opportunity to present a defense before the Board. The Officer suspended may petition the House of Delegates for final disposition.

ARTICLE VII DUTIES OF OFFICERS

- Section 1. President of the Council: The President of the Council shall be the chief elected officer of the Council, and shall serve as the Speaker of the House of Delegates and presiding officer of the Board of Trustees and Executive Committee. The President may appoint a member of the Council to serve as Speaker of the House in his/her stead. The President shall appoint committee structures subject to the approval of the Executive Committee. The President may

assign committee terms, however each President may change such terms at their discretion, with the approval of the Executive Committee. The President shall serve as ex-officio member of all committees except the Nominating Committee and the Finance Committee. The President shall be the official representative and spokesperson of the Council and SECO International in relations with all governmental, civic and professional organizations. The President shall be responsible to the Board of Trustees for the implementation of all policies and procedures of the Council.

At the annual meeting of the House of Delegates the President shall communicate to the House such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Council. The President shall perform such other duties as are essential to the office of President or as may be prescribed by the Board of Trustees.

Section 2. President Elect: The President Elect shall succeed to the Presidency. The President Elect shall serve as Director of the Department of Council Development and shall perform such other duties as are delegated by the President or Board of Trustees. The President Elect shall perform the duties of President in the event that person is unable to serve.

Section 3. Vice President: The Vice President shall serve as Director of the Department of Education and shall be responsible for such duties as are individually assigned to him/her by the President or the Board of Trustees.

Section 4. Treasurer: The Treasurer shall serve as Director of the Department of Business Affairs and shall oversee the Council's funds; the collection of members' dues; the establishment of proper accounting procedures for the handling of the Council's funds; the performance of an annual audit by a Certified Public Accountant; and further, shall report on the financial condition of the Council at all meetings of the Board of Trustees and at other times as called upon by the President or Board of Trustees.

Section 5. Secretary: The Secretary shall serve as Director of the Department of Communications and shall act as the custodian of the Council's records. He/she shall oversee the keeping of records of meetings, policies, activities, membership, as well as the minutes of all meetings of the Executive Committee, Board of Trustees and the annual House of Delegates. He/she shall perform such other duties as may be assigned by the President or Board of Trustees.

Section 6. Immediate Past President: The President of the Council shall succeed to the office of Immediate Past President. The Immediate Past President shall serve as chair of the Nominating Committee and Reserve Fund Committee. He/she shall perform such other duties as may be assigned by the President or Board of Trustees.

Section 7. Fiduciary Duty of Officers: The officers of the Council named in this Article shall perform their duties in a manner consistent with the mission statement as defined in Article II of these Bylaws, and shall at all times maintain a fiduciary duty to the Council.

ARTICLE VIII BOARD OF TRUSTEES

Section 1. Board of Trustees: When the House of Delegates is not in session, the Board of Trustees shall have supervision, control and direction of the affairs of the Council. The Board of Trustees shall determine the policies of the Council and any changes therein. The Board may in the

execution of the powers granted to it, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition: The Board of Trustees shall be composed of one representative from each member state association, hereinafter referred to as "State Trustees," and the six elected officers of the Council named in Article VI of these Bylaws.

Section 3. Appointment of State Trustees: Each member state association shall designate in accordance with its internal governing documents one representative to the Board of Trustees; provided, however, such person shall be either President, President Elect or a Past President of the member state association he/she is appointed to represent. No sitting officer of the Council as named in Article VI of these Bylaws shall be eligible to serve as a State Trustee. State Trustees to the Board of Trustees shall assume office immediately upon installation and shall serve a term of not less than two (2) years nor more than three (3) years.

Section 4. Quorum: At any meeting of the Board of Trustees, a majority of the Officers and a majority of the State Trustees of the Board present shall constitute a quorum for the transaction of business of the Council and any such business then transacted shall be valid, providing it is affirmatively passed by a majority of those present and voting. A member of the Board of Trustees participating in a meeting by conference telephone or similar communications device is considered present at the meeting. Member states may appoint an interim Trustee to any meeting if the actual Trustee is unavailable. The interim Trustee must meet the requirements of Article VIII. Section 3 (above) The interim Trustee has the same voting rights as the actual Trustee and serves only during the meeting for which he/she is appointed.

Section 5. Regular Meetings: The Board of Trustees shall hold regular meetings from time to time at such times and places as the Board may designate.

Section 6. Special Meetings: Special meetings of the Board of Trustees shall be called by the President upon the request of a majority of the Officers of the Council, or upon written request by one-third (1/3) of the members of the Board. A special meeting shall be preceded by at least fourteen (14) days written or electronic notice served to each member of the Board indicating the time, place and purpose of such meeting.

Section 7. Voting: Each member of the Board of Trustees shall have one vote. Voting rights of a member of the Board shall not be delegated to another nor exercised by proxy. Whether in an Executive Committee or full Board of Trustees meetings, the President shall only vote in the event of a tie.

The Board of Trustees may meet by conference telephone or similar communications device, provided a majority of the Board of Trustees shall give consent, and all members present may hear each other and be given the opportunity to speak on all matters before the Board.

The Board of Trustees meeting by conference telephone or similar communications may conduct voting verbally if the vote is unanimous or by fax and/or email if there are dissenting votes.

**ARTICLE IX
EXECUTIVE COMMITTEE**

Section 1. Composition: The Executive Committee shall be composed of the: President, President Elect, Vice President, Treasurer, Secretary and Immediate Past President.

Section 2. Executive Committee: The Executive Committee may act on behalf of the Board of Trustees between meetings of the Board of Trustees on matters not specifically reserved to the Board of Trustees. The Executive Committee shall be responsible for the coordination, planning and administration of the Council's activities. A copy of its minutes and all actions of the Executive Committee shall be reported to the Board of Trustees by mail within thirty (30) business days of the conclusion of each Executive Committee Meeting.

Section 3. Quorum: A majority of the Executive Committee shall constitute a quorum at any duly called regular meeting of the Committee. The President shall call such regular meetings of the Executive Committee as the business of the Council may require, or upon request of a majority of the members of the Committee; provided all such meetings are preceded by fourteen (14) days written or electronic notice served to each member indicating the time, place and purpose for which the meeting has been called. A member of the Executive Committee participating in a meeting by conference telephone or similar communications device is considered present at the meeting.

Section 4. Special Meetings: A special meeting of the Executive Committee shall be called by the President on request of three (3) members in whose judgment decision by the Committee on a particular matter cannot be delayed to comply with the notice requirements of Section 3. of this Article. However, no such meeting shall take place unless and until each member of the Committee has been notified verbally, electronically, or in writing of the time, place and purpose for which the meeting has been called.

A special majority of two-thirds (2/3) of the members of the Executive Committee shall constitute a quorum at any duly called special meeting of the Committee.

The Executive Committee may meet by conference telephone or similar communications device, provided a majority of the Committee shall give consent, and that all members present may hear each other and be given the opportunity to speak on all matters before the Committee.

The Executive Committee meeting by conference telephone or similar communications may conduct voting verbally if the vote is unanimous or by fax and/or email if there are dissenting votes.

Section 5. Vacancies: Any vacancy occurring on the Executive Committee shall be filled in the manner prescribed in Article VI, Section 4 of these Bylaws.

Section 6. Committee Appointments: The Executive Committee shall have the power to approve or disapprove all committee appointments made by the President.

ARTICLE X NOMINATING COMMITTEE

Section 1. Nominating Committee: The Nominating Committee shall consist of the State Trustees of the Board of Trustees and the Immediate Past President of the Council, who shall serve as chair of the Committee. In the event the Immediate Past President is unable to serve as chair, the State Trustees of the Board of Trustees shall select by a majority of their number a chair from among the members of the Past President's Advisory Council.

Section 2. Quorum: A majority of the State Trustees of the Board of Trustees, plus the Immediate Past President of the Council, or his or her designee, shall constitute a quorum. A member participating in the meeting by conference telephone or similar communications device is considered present at the meeting.

Section 3. Procedures: The Nominating Committee shall meet not more than once per year, nor more than seventy-two (72) hours prior to the next scheduled annual meeting of the House of Delegates.

The Nominating Committee shall nominate one candidate for each position of elected officers for the ensuing year and shall notify the Secretary of the Council, in writing or by electronic communication, of its selections not less than forty-eight (48) hours prior to the next scheduled annual meeting of the House of Delegates. No candidate for any elected office shall serve on the Nominating Committee. Should a Trustee become a candidate for an elected office, the President of that state which the Trustee represents shall make a temporary appointment to the Nominating Committee. Temporary appointments shall only be for the purposes of serving on the Nominating Committee in the absence of the candidate Trustee running for office. The President of the Council shall present nominations from the Nominating Committee to the House of Delegates at its next scheduled annual meeting. Additional nominations may be made by any delegate from the floor of the House of Delegates. Such nominations shall be placed on the ballot provided, however, the nominee is present and accepts nomination and election.

The ballot shall indicate those nominees recommended by the Nominating Committee and those nominated from the floor of the House of Delegates. The House of Delegates shall conduct an election in which each delegate present shall have one vote to cast for each officer position to be elected. Should a member state not have all of its allotted delegates present, the president of that state's association shall cast his or her own vote in addition to votes for the delegates not in attendance. Should the state's president be unwilling or unable to be present at the House of Delegates meeting, the president may appoint another delegate present to cast the votes for the delegates not in attendance up to the total number of allotted delegates for that state. Candidates receiving the greatest number of votes for each office shall be declared elected.

Section 4. Meeting by Conference Telephone: If it is in the best interest of the Council, The Nominating Committee may hold its annual meeting by conference telephone or similar communications device, provided a majority of the Committee shall give consent, and that all members present may hear each other and be given the opportunity to speak on all matters before the Committee.

The Nominating Committee meeting by conference telephone or similar communications may conduct voting verbally if the vote is unanimous or by fax and/or email if there are dissenting votes.

ARTICLE XI EXECUTIVE DIRECTOR

- Section 1. Executive Director: The Executive Committee may engage the services of a person to act as Executive Director for the Council.
- Section 2. Compensation: The Executive Committee shall determine the compensation of the Executive Director and may on behalf of the Council, enter into a contract of employment with such person for a term not to exceed three (3) years. The contract may be extended but it shall never cover more than three (3) years from the preceding annual meeting.
- Section 3. Duties: The Executive Director shall administer the business affairs of the Council and supervise the operation of the Council under the policy guidance of the Executive Committee. He/she shall perform such duties as are ordinarily performed by persons in similar positions and such other duties as may from time to time be assigned to him/her by the Executive Committee or the President.

ARTICLE XII DEPARTMENTS

- Section 1. Departments: The administrative affairs of the Council shall be organized into four (4) departments:
- (a) Department of Education
 - (b) Department of Council Development
 - (c) Department of Business Affairs
 - (d) Department of Communications

ARTICLE XIII FINANCE

- Section 1. Fiscal Period: The Executive Committee shall prescribe the fiscal period of the Council with approval of the Board of Trustees and in compliance with all sections of the Internal Revenue Code and regulations that may apply.
- Section 2. Insurance: Fidelity Insurance shall be furnished for the Treasurer, Executive Director, Secretary, and such other officers or employees of the Council as the Board of Trustees may direct. The amount of insurance shall be determined by the Board of Trustees as recommended by the Executive Committee and adjusted as may be needed by the Board of Trustees as recommended by the Executive Committee. The cost of this insurance is to be paid by the Council.
- Section 3. Budget Committee: The Budget Committee shall prepare an annual budget. The Budget Committee's proposed budget shall be submitted to the Finance Committee thirty (30) days prior to the annual Midsummer Board of Trustees Meeting. The Budget Committee shall be composed of the President, President Elect, Vice President, Immediate Past President, Treasurer and Secretary. The Treasurer shall serve as chair of the Budget Committee. Upon

completion of priority and fund allocation of the proposed budget, the Budget Committee shall submit the proposed budget to the Board of Trustees for their final approval.

Section 4. Finance Committee: The Finance Committee shall receive and review the annual proposed budget. The Finance Committee and the Budget Committee shall arrive at a mutually agreed upon proposed budget prior to its submission to the Board of Trustees. The Finance Committee shall be composed of the Treasurer of the Southern Council and two (2) Trustees independently elected by the Trustees. The two (2) Trustees shall be elected at the Southern Council annual meeting and shall have at least one (1) year remaining in their term of office. The Treasurer of the Southern Council shall serve as chair of the Finance Committee. The Finance Committee shall review the budget on a quarterly basis to ensure compliance and, if they deem necessary, report the Council's current budget status to the Board of Trustees.

Section 5. Audit: The financial accounts of the Council shall be audited not less than annually by a separate, non-affiliated Certified Public Accountant who shall be selected by the Executive Committee and reported to the Board of Trustees. The separate, non-affiliated Certified Public Accountant shall provide a report to the Board of Trustees and the Executive Committee. A copy of the latest audit shall be available at the Council office for inspection during normal business hours. The separate, non-affiliated Certified Public Accountant need not be the same from year to year.

ARTICLE XIV MISCELLANEOUS ADMINISTRATIVE PROVISIONS

Section 1. Reimbursement for Expenses: All officers, trustees and such other persons as the Board of Trustees may designate, when on authorized official business of the Council, shall be reimbursed for transportation expenses and other expenditures as defined and fixed by the Board of Trustees.

Section 2. Procedures for Contracts: The President or the Executive Director, as directed by the President, on behalf of the Council, may enter into contracts or agreements provided such actions are in accordance with procedures as shall be established by the Board of Trustees.

Section 3. Checks and Contracts: No person shall sign a check, contract, or other instrument on behalf of the Council unless all guidelines are followed as set forth in the Council's Accounting and Financial Policy.

Section 4. Annual "Conflict of Interest" Statement: All officers, trustees, volunteers, interim appointees and staff of the Council shall complete and file a "Conflict of Interest" statement annually or as prescribed by the Board of Trustees. The original statement of renewal thereof shall be filed by March 31st of each year or within 30 days of appointment. Should any legal action arise, it will be under the jurisdiction of the state of Georgia.

The Board of Trustees shall ultimately decide any resolution of a disputed conflict.

Section 5. Antitrust Policy: All officers, trustees, volunteers, interim appointees, new hires, and staff of the Council shall sign an Antitrust policy stating unlawful activities and conversations that are prohibited at Council meetings. The Antitrust policy shall be signed annually or as prescribed by the Board of Trustees.

Section 6. Whistleblower Policy: The Council shall maintain a whistleblower policy setting forth guidelines for employees and staff to report financial wrongdoing or other illegal activity within the Council and prohibiting retaliation against said employees and staff.

Section 7. Retention and Destruction of Documents Policy: The Council shall maintain a policy detailing what business records of the Council are to be kept on file and for how long and which ones should be destroyed during the regular course of business.

ARTICLE XV RESERVE FUND

Section 1. Reserve Fund: The Council shall establish and maintain a reserve fund to be known as the RESERVE FUND of the SOUTHERN COUNCIL OF OPTOMETRISTS, INC., hereinafter referred to as "Reserve Fund," the purpose of which shall be to provide through either the principal or income there from, funds which may be used to insure the continuous extension and development of the Council's activities. The principal of the Reserve Fund shall be accumulated through such sources of income as the Board of Trustees may designate.

The manner by which the principal of the Reserve Fund or any income there from shall be invested shall be determined by an affirmative vote of a majority of the Reserve Fund Committee.

Section 2. Reserve Fund Committee: The Reserve Fund Committee shall be responsible for the care and maintenance of the Reserve Fund. The Committee shall make such recommendations, as it may deem advisable to the Board of Trustees relative to the maintenance, transfer and/or disbursement of the Reserve Fund or any portion thereof.

Section 3. Composition: The Reserve Fund Committee shall consist of the President, Treasurer and Immediate Past President of the Council who shall serve as chair, plus two (2) Trustees elected by the State Trustees of the Southern Council of Optometrists. The two (2) Trustees shall be elected at the Southern Council annual meeting and shall have at least one (1) year remaining in their term of office.

Section 4. Appropriation: No appropriation shall be made from the principal of the Reserve Fund or income there from, except upon an affirmative vote of a special majority of three-fourths (3/4) of the members present and voting at any duly called meeting of the Board of Trustees. A vote for the appropriation, withdrawal or disbursement of funds from the Reserve Fund, for any reason, shall occur only after each member of the Board of Trustees has been given written or electronic notice served not less than fourteen (14) days prior to the date of the meeting at which the appropriation, withdrawal or disbursement shall be considered. Such notice shall be delivered by the Chair of the Reserve Fund and shall contain: (1) location and a time certain for the discussion of the proposed appropriation, withdrawal or disbursement; (2) the amount of the proposed appropriation, withdrawal or disbursement; (3) the rationale and purpose advanced for the proposed appropriation, withdrawal or disbursement.

Any appropriation, withdrawal or disbursement that shall pertain to the Reserve Fund and shall have been authorized by the Board of Trustees pursuant to the terms of this Article, shall bear the signatures of the Immediate Past President, President and Treasurer of the Council.

**ARTICLE XVI
EDUCATIONAL CONGRESS**

Section 1. SECO International, LLC: The Council shall coordinate, plan and administer an educational congress consistent with the Mission Statement contained in Article II of these Bylaws. Such congress shall be held not less than annually and shall be known as SECO INTERNATIONAL, LLC.

**ARTICLE XVII
RULES OF ORDER**

Section 1. Rules of Order: The rules contained in the current edition of ROBERT'S RULES OF ORDER shall govern the conduct of meetings of the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

**ARTICLE XVIII
PAST PRESIDENTS ADVISORY COUNCIL**

Section 1. Past Presidents Advisory Council: All Past Presidents of the Council shall be members of the Past Presidents Advisory Council.

Section 2. Election of Chair: The Past Presidents Advisory Council shall elect annually a chair from among its members.

Section 3. Meetings: The Past Presidents Advisory Council shall meet annually at the SECO International congress.

**ARTICLE XIX
AWARDS**

Section 1. Awards: From time to time the Council may give and bestow recognition upon worthy individuals who have served the profession of optometry.

**ARTICLE XX
AMENDMENTS**

Section 1. Amendments: These Bylaws and the Constitution may be amended at any Annual Meeting of the House of Delegates, a quorum being present, by a vote of two-thirds (2/3) of those Delegates eligible to vote, provided notice of not less than thirty (30) days of the time, place and purpose of the amendment is given to all members of the Council. Amendments shall be effective upon their passage unless otherwise stated therein.

**ARTICLE XXI
INDEMNIFICATION**

Section 1. Indemnification: The Council shall indemnify each current or former Executive Director, Officer, Trustee, employee, staff member or agent against liability and expenses, including attorneys' fees, incurred in connection with any legal action in which the Executive Director, Officer, Trustee, employee, staff member or agent is made a defendant by reason of their good faith efforts on behalf of the Council if they acted in a manner they believed to be in, or not

opposed to, the best interests of the Council and, in the case of any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful. This indemnification does not extend to conduct deemed by the Council, acting through its current Board of Trustees, to have been undertaken in bad faith or contrary to any rule or policy of the Council. As a condition of receiving indemnification, the current or former Executive Director, Officer, Trustee, employee, staff member or agent shall allow the Council to appoint legal counsel for them and shall agree to a coordinated defense to the extent deemed appropriate by the Council. Legal counsel appointed for the Executive Director, Officer, Trustee, employee, staff member, or agent may, at the discretion of the Council, be the same as counsel appointed to represent the Council and/or other current or former Executive Directors, Officers, Trustees, employees, staff members or agents. This section shall be interpreted under current Georgia law relating to the indemnification of Executive Directors, Officers, Trustees, employees, staff members and agents and shall be deemed to be automatically amended to conform to any changes in the law.

ARTICLE XXII DISSOLUTION

Section 1. Dissolution: Dissolution of the Council and distribution of its remaining assets shall be determined by the House of Delegates.

Such dissolution of this corporation shall be in conformity with current Internal Revenue code laws as they pertain to tax exempt organizations. In no event shall any assets, in whole or in part, be distributed to any individual, private member, Officer or Trustee of the Council.