

# Opticians Association of Massachusetts

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## By-Laws

Amended November 7, 2010

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## **ARTICLE 1**

### **NAME, LOCATION AND CORPORATE SEAL**

#### **Section 1. Name**

The name of this corporation shall be Opticians Association of Massachusetts hereinafter called OAM or the Corporation.

#### **Section 2. Office**

The Executive office of OAM shall be maintained at an address determined by the Board of Directors and may transact business at other places appointed by the Executive Committee.

#### **Section 3. Seal and Logo**

The seal and logo of the Corporation shall be in such form and contain such words as the Board of Directors may determine.

#### **Section 4. The Fiscal Year**

The fiscal year of this Corporation shall begin January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

## ARTICLE II

**PURPOSES and OBJECTIVES****Section 1. The purposes and objectives of OAM shall be:**

1. To provide educational programs to maintain standards of competence, knowledge and performance of the membership in the conduct of their profession as licensed opticians.
2. To promote the advancement of the science and art of opticianry and encourage increasing the scope of practice of licensed opticians.
3. To support licensed opticianry through legislative and regulatory efforts.
4. To promote fellowship and civic activities of the membership.
5. To encourage public opinion regarding the value of accurate and efficient optical dispensing services and defend the right of each person to have the freedom of choice in obtaining these services.
6. Have other such powers as conferred under the laws of the Commonwealth of Massachusetts as a non-profit corporation.

## ARTICLE III

### MEMBERSHIP and DUES

#### Section 1. Membership

Membership in OAM shall be open to those who are in sympathy with the purposes and objectives of the Corporation.

1. **Full Members** will consist of Massachusetts licensed opticians who will have full voting rights.
2. **Student Members** are those non-licensed persons enrolled in a formal optical educational program but will not have voting rights.
3. **Associate Members** will include apprentices, lab technicians, sales persons, wholesalers, retired opticians and others as determined by the Board of Directors but will not have the right to vote.

#### Section 2. Honorary membership

Honorary membership in this Corporation shall be limited to individuals who have rendered such distinguished service as to deem them worthy of such honor. Honorary members may be elected only by a vote of the Board of Directors.

#### Section 3. Application for membership

Application for membership shall be submitted, accompanied by the dues in effect for the membership category, to OAM for processing.

#### Section 4. Dues Schedule

The Board of Directors will establish, no later than November 30<sup>th</sup> of the preceding year, a schedule of membership dues that will be payable of January 1<sup>st</sup> each year.

#### Section 5. Unpaid Dues

Any member whose dues remain unpaid after the Annual Meeting may have their membership forfeited by a vote of the Board of Directors.

#### Section 6. By-Law Violation

Any member who intentionally violates these by-laws or the intent of these by-laws may be suspended from membership, after a hearing, by a vote of the Board of Directors. Any member so suspended may be reinstated by a vote of the Board with mutually agreed upon terms.



## **ARTICLE IV**

### **OFFICERS**

#### **Section 1. Election of Officers**

The elected officers of OAM shall be a President, Vice-President, Secretary and Treasurer. All officers must be a member of the Corporation for at least one year, shall be elected at the Annual Meeting and shall hold office until their successors be elected and qualified. The Office of President can only be held by those individuals who have served as the President-elect, Vice-President or Past-President. The President shall serve for a maximum of two consecutive one-year terms. During a second year of a presidential term, the Vice-President will become President-elect and a new Vice-President will be elected.

#### **Section 2. Executive Committee**

An Executive Committee shall exist and be comprised of all officers, the immediate Past-President, a Board appointed at-large member and the Executive Director.

**ARTICLE V**  
**BOARD of DIRECTORS**

**Section 1. Director of the Board**

A Director of the Board shall have the duty to supervise, manage and direct the affairs of OAM. The Board, of not more than twenty members, shall be composed of the Executive Committee and OAM members in good standing who are willing to actively promote the purposes and objectives of this Corporation with their time and effort.

**Section 2. Nominations**

Nominations to the Board shall be made by a Nominating Committee appointed by the President and reporting to the membership at the Annual Meeting. Further nominations from the floor may be made at this time. Any current member in good standing who has been a member for at least one year is eligible.

**Section 3. Vacancy**

In case a vacancy occurs on the Board of Directors or in an Officer's position, the remaining Board members may elect a person to fill such vacancy. This position shall be held until the next Annual Meeting or until a successor is chosen and qualified.

**Section 4. Quorum**

A quorum shall consist of greater than fifty percent of the full voting membership of the Board of Directors and voting rights shall neither be delegated to another nor exercised in proxy.

**Section 5. Officer or Director Removal**

At any Board of Directors meeting, if a quorum is present, any Officer or Board member may be removed for cause by a vote of two-thirds of the members present and voting.

## **ARTICLE VI**

### **Powers and Duties of Officers and Board of Directors**

#### **Section 1. President**

The President shall preside over all meetings of the OAM and shall call regular meetings under the direction of the Board of Directors. The President may also call special meetings as provided for in Article VII, Section 3. The President shall appoint such committees as may be deemed necessary or advisable to carry on the activities of the Corporation and shall be a member ex-officio of all committees. The President shall call all meetings of the Board of Directors and preside over all such meetings. The President shall appoint a Nomination Committee that shall report its recommendations at the Annual Meeting.

#### **Section 2. President-Elect**

The President-elect, Vice-President or Past-President shall, in the absence or incapacity of the President, perform the duties of the President.

#### **Section 3. Secretary**

The Secretary shall perform all duties that pertain to this office as well as compose minutes of all meetings of the membership and also all meetings of the Board of Directors. Once approved by the Board of Directors, these minutes will be forwarded to and preserved by the Executive Director of OAM.

#### **Section 4. Treasurer**

The Treasurer shall keep a correct account of and review all transactions made by the Executive Director and make a report available at each Annual Meeting and at such other times as the President may direct. The Treasurer will also be able to sign checks in the absence of the Executive Director. If required by a vote of the Board of Directors, the Treasurer and/or the Executive Director shall give a bond in the amount fixed by said Board of Directors. The costs of said bond shall be paid by the Corporation.

#### **Section 5. Power of the Board of Directors**

The Board of Directors shall have full power to transact all business and shall have general charge of the affairs of the Corporation, but this Board shall not act in any matter contrary to instructions contained in any vote duly enacted by the members at any meeting. The Board of Directors shall make a complete report available of its activities at the Annual Meeting. It may also make reports to any meeting of the members and shall, upon written request of twenty-five or more members, render a report at such meeting.

## **ARTICLE VII**

### **MEETINGS**

#### **Section 1. Annual Meeting**

The Annual Meeting of OAM shall be held at such time and place as the Board of Directors may determine.

#### **Section 2. Regular Meetings**

Regular meetings shall be held at such times and places as may be designated by the Board of Directors.

#### **Section 3. Special Meetings**

A special meeting shall be called by the President at the written request of twenty-five or more members.

**ARTICLE VIII**  
**RULES OF ORDER**

**Section 1. Meeting Agenda**

The agenda of the Annual Meeting for this Corporation may include, but is not limited to the following. The order of events and changes to this agenda is left to the discretion of the President.

1. Call to Order
2. Executive Director's Report
3. Treasurer's Report
4. Committee Reports
5. Scholarship Awards
6. President's Address
7. Presentation of Awards
8. Nominations Report
9. Nominations from the floor
10. Elections
11. Installation
12. New Business
13. Unfinished Business
14. Adjournment

**Section 2. Governing of Meetings**

The meeting of the Corporation shall be governed by the rules of order prescribed in Robert's Rules of Order.

**ARTICLE IX**  
**EXECUTIVE DIRECTOR**

**Section 1. Employment**

There shall be an Executive Director whose employment and term of office (*from SECTION 3*) shall be approved by the Board of Directors.

**Section 2. Job Description and Responsibilities**

The Executive Director shall manage, supervise and direct the operations of OAM with the authority delegated by the Board of Directors.

The Executive Director shall administer the financial accounts of OAM and report monthly to the Treasurer. All payments in an amount exceeding \$1,500 will require a second approval by the President or Treasurer. The Executive Director shall be an ex-officio member of the Board of Directors and all standing committees, without voting rights. Other staff and consulting personnel as may be hired to undertake such duties, responsibilities and authority as may be defined by the Board of Directors will be responsible to the Executive Director.

The Executive Director is authorized to hire, supervise, and discharge such personnel with the approval of the Board of Directors.

**Section 3. – Removal**

Whenever, in its judgment, the best interests of the Association will be served and a quorum is present, the Executive Director may be removed by two-thirds vote of the Board of Directors present and voting at any official meeting called by the President of OAM. Any such removal shall be without prejudice to the contract rights, if any, of the Executive Director so removed.

**Section 4. Annual Review**

The Executive Committee of OAM shall conduct a formal performance and salary review for this position annually, in the month of August.

**ARTICLE X**  
**AMENDMENTS**

**Section 1. Annual By-Law Review**

These by-laws shall be reviewed annually by a committee appointed by the Board of Directors. The by-laws may be altered, amended or repealed at any meeting open to the membership. Any change must be approved by a majority vote of the members present and voting provided, however, that the proposed amendment is submitted in writing to the President at least thirty (30) days before the date of said meeting and notice that the said amendment shall be considered is contained in the call of said meeting.