

**BYLAWS OF THE ASSOCIATION OF SCHOOLS
AND COLLEGES OF OPTOMETRY, INC.**

CHAPTER I

MEMBERSHIP

Section 1. Classification: Membership in this Association is as follows:

- a. Active
- b. Associate
- c. Affiliate

Section 2. Qualifications for Membership:

- a. Active: Any institution granting or intending to grant an O.D. degree, which has received any accredited status from the Accreditation Council on Optometric Education.
- b. Associate: Non-United States optometry schools that have received any accredited status from the Accreditation Council on Optometric Education. Non-United States schools meeting the qualifications for membership in Section 2.a. may elect to be Active Members.
- c. Affiliate: Other not-for-profit institutions and government agencies having an educational mission, may apply for affiliate membership. Non-United States optometry schools may apply for affiliate membership. United States optometry schools are not eligible for associate or affiliate membership.

Section 3. Election to Membership: Application for active, associate or affiliate membership must be filed with the ASCO administrative office. Upon adequate proof of qualification of membership and payment of dues, membership is effective.

Section 4. Termination of Membership for Cause: Membership in any classification will be automatically terminated upon failure to timely pay dues or the member no longer meets qualifications for membership (i.e., loss of accreditation status). Membership may otherwise be terminated for cause by a two-thirds majority vote of the Board of Directors, provided written notice of intent to terminate membership shall be given to the member at least 60 days prior to the proposed vote for termination and the member is given the opportunity to respond to the reason(s) proposed for termination.

CHAPTER II

BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors consists of voting members representing each of the Active member institutions. Each institutional representative is the Chief Executive Officer of the optometric school or college member institution, as designated by the governing body of the member optometric institution, or his/her designated representative.

Section 2. Powers and Duties of the Board of Directors: The Board of Directors shall have the power to elect active, associate and affiliate members of the Association; to legislate all matters properly brought to the attention of the Association; to establish the location of a national office and any branch offices; and to approve the formation of committees. The duties of the Board of Directors shall be to elect officers of the Association, to nominate Association representatives to other organizations; to approve a budget for the operation of the Association; and to conduct such other business as may be required for the good and welfare of the Association.

Section 3. Meetings: The Board of Directors shall meet periodically on dates fixed by the Executive Committee. One such meeting shall be designated as an Annual Meeting of the Association. Meetings shall be open to all membership classifications, those affiliated with a member institution or other designees. The parliamentary authority for the conduct of official meetings shall be the latest revised version of Robert's Rules of Order.

Section 4. Quorum: A quorum for the transaction of business at any meeting shall consist of a majority of the Board of Directors. Votes shall be by simple majority unless otherwise specified.

CHAPTER III

COMMITTEES

Section 1. Committees: There shall be nine standing Committees of the Association. These are: the Academic Affairs Committee, the Clinical Affairs Committee, the Financial Affairs Committee, the Government Affairs Committee, the International Education Committee, the Nominating and Awards Committee, Diversity and Cultural Competency Committee, the Residency Affairs Committee and the Student Affairs Committee. The purposes of these Committees shall be to implement the policies as determined by the Board of Directors. The Committees shall, in general, be concerned with matters pertaining to, but not limited to, the following areas:

- Academic Affairs - Curriculum, faculty, teaching methods, research and evaluation.
- Clinical Affairs - Clinical education, clinic administration, clinical services, clinical research and program development.
- Optometry Diversity and Cultural Competency - Promotion of diversity and cultural competency in optometric education.

- Financial Affairs - Fiscal policies of the Association, including budget and investments.
- Government Affairs - Legislative and governmental aspects of optometric education and the profession of optometry.
- International Optometric Education - Relationships, projects, and policies related to international optometric education.
- Nominating and Awards - Identification of individuals to serve in the elected positions of the Association.
- Residency Affairs - Residency training, program development, data collection and information resource, and liaison to the Department of Veterans Affairs for residency programs and other entities.
- Student Affairs - Recruitment, financial aid, placement and student activities.

Each Standing Committee shall consist of no more than five individuals and a Chairperson who shall be appointed by the President with the concurrence of the Executive Committee. Representation on such committees shall be open only to Active members. The Chairpersons of these Committees shall be members of the Board of Directors and will act as the Committee liaisons with the Executive Committee. Members of the Executive Committee, with the exception of the Secretary/Treasurer who serves as the Chairperson of the Financial Affairs Committee, the Immediate Past-President, who serves as the Chairperson of the Nominating and Awards Committee and the At-Large Member, may not serve as Chairpersons of these Committees. Additional committees, including ad hoc committees and task forces, may be appointed to expedite the transaction of Association activities as necessary. Such committees and task forces shall be open only to Active members.

Section 2. Quorum: A quorum for the transaction of business at any committee meeting and conference call shall consist of a majority of Committee members. Votes shall be by simple majority of those present.

CHAPTER IV

EXECUTIVE COMMITTEE

Section 1. Composition: The Executive Committee consists of the elected officers of the Association, plus the Immediate Past President and the Executive Director, both of whom are ex officio members of the Executive Committee. The Immediate Past President is a full voting member of the Executive Committee. The Executive Director does not have Committee voting privileges.

Section 2. Powers and Duties: The Executive Committee is the administrative body of the Association. The powers of the Executive Committee shall be to establish ad interim policies when the Board of Directors is not in session, provided that all such policies are presented for review at the next meeting of the Board of Directors. The duties of the Executive Committee include, but are not limited to, providing for maintenance and supervision of the National Office, recommending to the Board of Directors a qualified person to act as Executive Director, and determining place and time of each Annual Meeting of the Association.

Section 3. Quorum: A quorum for the transaction of business at any meeting shall consist of a majority of the members of the Executive Committee in office.

CHAPTER V

ELECTIVE AND APPOINTIVE OFFICERS

Section 1. Elective Officers: The Board of Directors shall elect a President, President-Elect, Secretary-Treasurer, and an At Large Member, all of whom shall be Directors. All officers shall serve for a term of one year and may serve a maximum of two successive terms in each office until their respective successors shall be elected by the Board of Directors. Any officer may be removed by a vote of two-thirds majority of the Board of Directors. Vacancies among the officers shall be filled by the Board of Directors. The officers of the Association shall have such duties as generally pertain to their respective offices, as well as powers and duties as from time to time may be delegated to them by the Board of Directors or imposed by these Bylaws. The Secretary-Treasurer or his/her designee shall collect all fees and dues owing to the Association and shall be the custodian of the Association's accounts, and shall cause to be deposited in the name of the Association all monies or other valuable effects in such banks, trust companies, or other depositories as shall be approved from time to time by the Board of Directors.

Section 2. Appointive Officers: The Executive Director shall be appointed by the Executive Committee with the concurrence of the Board of Directors. The Executive Director shall be the person in charge of the National Office and its branches and shall engage all employees and consultants. He/she shall cooperate with, advise and coordinate the activities of all Committees and shall be an ex officio member of all such committees of the Association. The Executive Director does not have voting privileges.

Section 3. Reports: The President, Secretary-Treasurer, Executive Director, and Committee Chairpersons shall provide reports to the Association at the Annual Meeting.

CHAPTER VI

FINANCES

Section 1. Membership Dues: The Executive Committee shall consider the finances of the Association along with the projected budget and propose the dues for each category of membership at least one year prior to the effective date. The dues structure thus proposed shall be submitted to a regular meeting of the Board of Directors for adoption by at least a two-thirds majority vote. Dues thus established shall be payable by September 30 of the year for which they are due.

Section 2. Penalty for Non-Payment of Dues: Notwithstanding any other provision of these Bylaws, any members, regardless of classification, in arrears at the time of the Annual Meeting will automatically be dropped from membership in the Association.

Under unusual circumstances an institution that is in arrears at the time of the Annual Meeting may upon the recommendation of the Executive Committee be permitted to attend the meeting without vote. No individuals may be nominated, elected or appointed to an office unless their institution is in good standing.

Section 3. Reinstatement after Payment of Arrears: Memberships that have been forfeited for the non-payment of dues may be reinstated by complying with arrangements approved by the Executive Committee.

CHAPTER VII

ANNUAL MEETING

The Annual Meeting of the Association shall be held at a time and place designated by the Executive Committee. Each active, associate and affiliate member is encouraged to register representatives from their faculties and student bodies to attend the Annual Meeting. These representatives are to have full rights to the floor of the meeting, but only members of the Board of Directors will have voting privileges.

CHAPTER VIII

AMENDMENTS

Section 1. Any proposal to amend these Bylaws shall be submitted in writing to the Chairperson of the Executive Committee not later than forty days prior to the Annual Meeting of the Association, and a copy of such proposed amendment shall be made in writing or delivered by electronic transmission by the Chairperson or his/her designee to each institutional member not later than thirty days prior to the said Annual Meeting. Such amendment shall, upon receiving at a regular Annual Meeting a two-thirds majority vote of the voting membership, become part of the Bylaws.

Section 2. Amendments to these Bylaws shall become effective immediately upon being accepted by vote of the legislative body at the Annual Meeting.

CHAPTER IX

DISSOLUTION

Upon dissolution, assets shall be distributed as provided in Article III of the Constitution.

CHAPTER X

INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, an officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights that such member of the Board, officer or employee is entitled.

Approved as amended by the Board of Directors June 22, 1995
Approved as amended by the Board of Directors June 23, 1998
Approved as amended by the Board of Directors June 22, 1999
Approved as amended by the Board of Directors June 26, 2001
Approved as amended by the Board of Directors June 22, 2004
Approved as amended by the Board of Directors June 20, 2006
Approved as amended by the Board of Directors June 26, 2007
Approved as amended by the Board of Directors June 24, 2008
Approved as amended by the Board of Directors June 15, 2010
Approved as amended by the Board of Directors June 14, 2011
Approved as amended by the Board of Directors June 25, 2014
Approved as amended by the Board of Directors June 24, 2015