**By-Laws of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** (SVOSH name)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (SVOSH name) has 501(3)C status and is an Domestic Nonprofit Corporation with articles of incorporation filed in the State of \_\_\_\_\_\_\_\_\_ (state/province name).

Registry Number: \_\_\_\_\_\_\_\_\_\_\_\_\_

**ARTICLE I: Name**

The name of this corporation is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (SVOSH name), a/n \_\_\_\_\_\_(state/province name) non-profit corporation.

**ARTICLE II: Offices**

The corporation shall maintain in the State of \_\_\_\_\_\_\_\_\_ (state/province name) a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

**ARTICLE III: Purpose**

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations set forth in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(list appropriate state/province statues or codes) and Section 501C(3) of the Internal Revenue Code of 1954 (or their corresponding future statues).

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SVOSH Name), a/n \_\_\_\_\_\_(state/province name) non-profit corporation, is a charitable volunteer organization dedicated to provide vision care and related services to the under-served people of the world. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (SVOSH name) is a group of optometrists, optometry students, and other concerned individuals who gather together to plan, staff, and conduct vision care projects among people who are unable to provide vision care for themselves or where such clinical vision care is not available to them. Each person receiving the vision care services from a/n \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (SVOSH name) volunteer project deserves to receive the best optometric clinical procedures, diagnosis, and treatment possible under the local conditions, and to receive compassionate and dignified treatment by the practitioner and the supporting staff personnel.

**ARTICLE IV: Membership**

Section 1. Classes and Voting.

There shall be one class of members of this corporation. Each member shall be entitled one vote on all matters for which a membership vote is required by the law, the Articles of Incorporation, or the by-laws of this corporation.

Section 2. Qualifications.

Any person qualified as an optometrist, optometric assistant, or other professional, or interested lay person shall be eligible for membership upon payment of annual dues.

Section 3. Term.

The term of membership shall be limited to that fiscal year in which dues are paid.

Section 4. Expiration of Membership.

A member whose dues are not paid within the first three months of the beginning of the new fiscal year ceases to be a member of the corporation.

Section 5. Expulsion.

A member may be expelled by the Board of Directors after giving the member at least 15 days written notice of the expulsion and the reasons for the act. A member shall be given an opportunity to be heard by the Board or its designated agent, orally or in writing, at least 5 days before the effective date of the expulsion. The written notice of the expulsion shall be given by first class or certified mail, sent to the last address of the member shown in the corporation’s records. The decision of the Board or its designated agent shall be final, and shall not be subject to review or appeal by any court or other persons.

Section 6. Meetings.

Meetings of the Officers and other members will be held as needed to conduct the ongoing affairs of the Corporation at the discretion of the President or Board of Directors. At least two annual Board meetings of this corporation shall be held, one in the spring and fall of each year. The purpose of these Board Meetings will be to determine the trips to be undertaken for the year, planning, fundraising, financial status and any other business that needs the approval or consultation of the Board. All Officers and Directors should be present at Board Meetings. All other members of the corporation are allowed to attend any meetings if desired.

Section 7. Special Meetings.

Special meetings of the members of this corporation may be called by the Board of Directors or Officers, or by petition of no less than 5% of the members by a demand signed, dated, and delivered to the corporation’s Secretary. Such demand shall describe the purpose of the meeting.

Section 8. Notice.

Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meetings, or by means other than first class mail at least 30 but no more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 9. Quorum and Voting.

A majority of current Officers shall constitute a quorum in any meeting. Action is taken by an affirmative vote of a majority of current Officers,

Section 10. Proxy Voting.

There shall be no voting by proxy.

Section 11. Action by Consent.

Any action required by law to be taken at a membership meeting, or any action which may be taken at a membership meeting, may be taken without a meeting if a consent in writing, setting forth the action to be take or so taken, shall be signed by all the members. Voting by e-mail or other electronic methods shall be allowed as long as each Officer's vote is transparent to all members of the committee and the vote count and action plan is clearly stated in writing and sent to all current Officers and/or Directors.

**ARTICLE V: Board of Directors**

Section 1. Duties.

The affairs of this corporation shall be managed by its Board of Directors working closely with the President.

Section 2. Qualifications and Composition.

At least three optometrists, licenses in the State/Province of \_\_\_\_\_\_\_\_\_ (state/province name), may be elected to the Board. At least 50% of Board members shall be employees or alumni of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (affiliated school/university).

Section 3. Chair.

The Board shall elect a chairperson to conduct meetings and perform other duties imposed on him/her by the Board.

Section 4. Number.

The number of Board members may vary between a minimum of 3 and at least 3 licensed optometrists and a maximum of 9, the exact number of which shall be fixed from time to time by resolution of the Board.

Section 5. Term.

The term of office for Board members shall be three years. A Board member may be re-elected without limitation on the number of terms s/he may serve. The Board members shall elect new Directors at their annual meeting. \_\_\_\_\_\_\_\_\_\_\_\_ (affiliated school/university) has the right to elect or appoint over 50% of the current Board of Directors serving at any one time.

Section 6. Removal.

Any and all Board members may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Board Members.

Section 7. Vacancies.

Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the number of Board members then on the Board of Directors.

Section 8. Quorum and Voting.

A quorum at a Board meeting shall be a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of directors present. Where the law requires the affirmative vote of a majority of the directors in office to amend the Articles of Incorporation, to sell assets not in regular course of business, to merge, or dissolve, such action is to be taken by that majority as required by law.

Section 9. Regular Meetings.

Regular meetings of the Board of Directors shall be held at least biannually at the time and place to be determined by the Board of Directors and the President.

Section 10. Special Meetings.

Special meetings of the Board shall be held at the time and place determined by the Board. Notice of special meetings of the Board describing the date, time, place, and purpose of the meeting, shall be delivered to each Board member personally, by telephone, or by mail not less than two days prior to the special meeting.

Section 11. Meetings by telecommunications.

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Board members can hear each other. Voting by e-mail or other electronic methods shall be allowed as long as each Director's vote is transparent to all members of the committee and the vote count and action plan is clearly stated in writing and sent to all current Directors and the President.

Section 12. No Salary.

Board members shall not receive salaries for their Board service, but may be reimbursed for expenses incurred while carrying out their assigned duties for the corporation.

Section 13. Action by Consent.

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, or without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

**ARTICLE VI. Committees**

Section 1. Executive Committee.

The Board of Directors may elect an Executive Committee that will advise the President and officers to make ongoing decisions between Board meetings. The Executive Committee, President and Officers shall have the power to make financial budgetary decisions.

Section 2. Other Committees.

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions.

Any committee that exercises any function of the Board of Directors shall be composed of two or more Board members, elected by the Board of Directors by an affirmative vote of the Board members in office at that time.

Section 4. Quorum and Action.

A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by an affirmative vote of a majority of Directors present.

Section 5. Limitations on the Powers of Committees.

No committee may authorize payment of dividend or any part of the income or profit of the corporations to its directors or officers; may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation’s assets; may elect, appoint, or remove directors to fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, by-laws, or any resolution by the Board of Directors.

**ARTICLE VII: Officers**

Section 1. Titles.

The officers of the corporation shall be the President, Secretary, Treasurer and such other officers that are necessary to run the affairs of the Corporation.

Section 2. Election.

The membership shall elect all officers to serve a one-year term at an annual meeting. An officer may be re-elected without limitation on the number of terms s/he may serve.

Section 3. Vacancy.

A vacancy of an officer shall be filled not later than the first regular meeting of the President and officers following the vacancy.

Section 5. President.

The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the members, shall have responsibility for the general management of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have many of the powers and duties as may be prescribed by the Board of Directors.

Section 6. Secretary.

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recordings of the minutes of all proceedings of the Board of Directors and members meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) placing the names of all qualified persons who are members in the corporation on the membership list and removing from the membership list the names of all current members who are expelled from further membership; and (h) any other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping full and accurate accounts of all financial records of the corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) preparation of tax returns with professional help.

Section 4. Other Officers.

They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the President and Board of Directors.

Section 8. No Salary.

Officers shall not receive salaries for their services. Upon authorization by the Board of Directors or President, officers may be reimbursed for expenses incurred while carrying out their assigned duties for the corporation.

**ARTICLE VIII: Corporate Indemnity of Officers and Directors**

This corporation will indemnify its officers and directors to the fullest extent allowed by \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (state/province name) law.

**ARTICLE IX: Amendments to By-Laws**

These by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors by an affirmative vote of all directors present, if a quorum is present. Prior to the adoption of the amendment, each Board members shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the by-laws and shall contain a copy of the proposed amendment.

**Renewal of Non-Profit Status**

Each year, \_\_\_\_\_\_\_\_\_\_ (SVOSH name) receives a renewal notice in the spring from the \_\_\_\_\_\_\_\_ (state/province name) Secretary of State Corporate Division (list appropriate government agent, according to your local laws). This letter is addressed to the "registered agent" which is currently \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of registered agent). He signs the form and we then send it back with a check for the renewal fee.