CONSTITUTION AND BY-LAWS OF VOSH-ILLINOIS, INC.

ARTICLE I

Name

The name of this organization is Volunteer Optometric Services to Humanity Illinois Chapter, commonly known as VOSH-Illinois.

ARTICLE II

Purpose

VOSH-Illinois, Inc. (“VOSH-Illinois”) is an Illinois not-for-profit charitable organization composed of optometrists and other interested individuals working together to provide vision care world-wide to people who cannot afford or obtain such care. VOSH-Illinois was incorporated with the Illinois Secretary of State on October 25, 1977. All members volunteer their services.

VOSH-Illinois shall be an affiliate of the organization known as Volunteer Optometric Services to Humanity-International, and VOSH-Illinois shall operate autonomously.

ARTICLE III

Membership

Any individual who wishes to participate in furthering the purpose of VOSH-Illinois may become a member upon payment of annual dues. Term of membership shall be limited to the fiscal year in which dues are paid. Annual dues shall be set by action of members present at the annual membership meeting upon recommendation of the Board of Directors.

Privileges of membership shall include holding office in VOSH-Illinois, voting at official membership meetings and participating in missions.

ARTICLE IV

Officers

Sec. 1. There shall be four (4) officers of VOSH-Illinois, consisting of: President, Vice President, Secretary and Treasurer.

Sec. 2. Officers shall be elected by a majority vote of members present at the annual membership meeting.

Sec. 3. The term of office shall be two (2) consecutive years.

Sec. 4. No officer shall hold more than one (1) office at a time in VOSH-Illinois. The Secretary and Treasurer shall not serve more than three (3) consecutive terms in the same office unless a majority of the members present at the annual membership meeting votes to extend the consecutive terms for either the Secretary and/or Treasurer.

Sec. 5. Any member of the organization is eligible to serve in any office. However, the individual elected to the office of President shall have been the leader or the co-leader of, or a participant on, at least one (1) foreign mission.

Sec. 6. A vacancy occurring in an office other than the expiration of a term shall be filled by appointment of the President with the approval of the Board of Directors for the unexpired portion of that term until the next general election.

Sec. 7. The four (4) elected officers and the Immediate Past President shall constitute the Executive Board. Their duties shall be:

President shall be the chief administrative officer, and shall have the general powers and duties of supervision and management usually vested in the office of President; the President shall be responsible for setting goals and objectives and communicating such goals and objectives to the Board of Directors for action and implementation.

President shall call and preside over Board of Directors meetings, be responsible for setting the agenda and be familiar with the rules governing VOSH-Illinois. President shall go to any and all meetings at which VOSH-Illinois is to be represented.

President shall appoint individuals to standing committees and create ad hoc committees.

President shall serve as ex-officio member of all committees except the Nominating Committee.

President shall represent VOSH-Illinois as its President and represent VOSH-Illinois at outside functions.

Vice President shall be responsible for presiding over meetings and performing other duties as appropriate in the absence of the President or as directed by the Board of Directors.

In the event of a vacancy in the office of the President, the Vice President shall fill the President’s unexpired term.

Secretary shall be responsible for recording all the proceedings of meetings and keeping minutes of such meetings and the dissemination of minutes to members.

Secretary shall maintain current files of all business and signed corporate documents as required.

Secretary shall retain the current membership list as well as a list of existing committees and their members.

Secretary shall send notices of meetings, prepare the ballot, certify elections and publish results.

Treasurer shall be responsible for overseeing the organization's finances. Treasurer shall have the custody of the VOSH-Illinois funds and shall keep full and accurate counts of receipts and disbursements in books belonging to VOSH-Illinois. Treasurer shall deposit all monies and other valuables in the name and to the credit of VOSH-Illinois in such depositaries as may be designated by the Board of Directors. Treasurer and President shall be signatories on all of VOSH-Illinois’ bank accounts.

Treasurer shall maintain accurate records of all funds received and disbursed in the name of VOSH-Illinois, and Treasurer shall present financial reports at meetings of the Board of Directors and the annual meeting.

Treasurer shall advise the Board of Directors on the budgeting process, review investments to ensure they are sound and appropriate, and Treasurer shall recommend any adjustments.

Immediate Past President shall serve in an advisory capacity, with vote, and as Chairman of the Nominating Committee.

Sec. 8. Any officer of VOSH-Illinois may be removed, by the Board of Directors, whenever in the Board’s judgment; the best interest of VOSH-Illinois will be served by such removal of an officer.

ARTICLE V

Meetings

Sec. 1. VOSH-Illinois shall have a minimum of one (1) Board of Directors meeting and one (1) general membership meeting during each calendar year.

Sec. 2. Other meetings of the Executive Board or the Board of Directors may be called by the President. Special meetings of the general membership shall be called by the Board of Directors or by petition of at least eight (8) members of the general membership. The purpose of these meetings shall be stated in the call.

Sec. 3. The required annual meeting of the Board of Directors shall set the agenda for the annual general membership meeting. It shall result in recommendations for the following year's slate of officers and directors; schedule of missions; changes in By-Laws/procedures; other pertinent business.

This meeting shall be scheduled to allow sufficient time to inform the general membership of actions taken. Mailing should occur in time for recommendations to reach the general membership not less than thirty (30) days before the annual general membership meeting.

Sec. 4. Unless he/she is a sitting director, Past Presidents of VOSH-Illinois shall be invited to participate in all meetings of the Board of Directors in an advisory capacity, but without vote.

Sec. 5. Any member of VOSH-Illinois in good standing may attend any meeting of the Board of Directors as observer, or as a recognized participant.

Sec. 6. The President shall appoint a parliamentarian. The rules contained in the current edition of Robert's Rules of Order shall govern VOSH-Illinois, except where they are inconsistent with the Charter, Constitution and By-Laws or special rules of order which the organization may adopt.

ARTICLE VI

Board of Directors

Sec. 1. The Board of Directors shall be responsible for the general management and control of the business, property, records and affairs of VOSH-Illinois.

Sec. 2. The number of Directors shall be fifteen (15). Included in this number shall be the President, Vice President, Secretary, Treasurer, Immediate Past President and the current Student VOSH President (SVOSH)

The remaining nine (9) Directors shall be elected to two-year terms by a majority of the members present at the annual general membership meeting. Half of that number, five (5) shall be elected each year to insure continuity in organization leadership.

Sec. 3. No Director shall serve more than four (4) consecutive terms.

Sec. 4. A vacancy occurring among the Board of Directors other than the expiration of a term shall be filled by Executive Board appointment for the unexpired portion of that term until the next general election.

ARTICLE VII

Committees

Sec. 1. Nominating Committee shall consist of five (5) individuals. It shall be chaired by the Immediate Past President, with two (2) members chosen from the Board of Directors and two (2) from the general membership. Members shall be appointed by the President, with Board of Directors approval, and any vacancy shall be filled by the President.

The Committee shall nominate a sufficient number of individuals to fill expired terms of Officers and Board of Directors and present the suggested slate to the Board of Directors for approval.

Prior to finalizing the slate and presenting it to the Board of Directors, the Nominating Committee shall contact each person whom it wishes to nominate to ascertain that he/she will serve as specified if elected.

After the nomination slate is presented to the membership for election, per Article VIII, Sec. 3, and before voting takes place, the President, or presiding officer, shall call for further nominations from the floor. All nominations from the floor must have the prior acceptance of the nominee and assurance that he/she will serve as specified if elected. Nominations from the floor shall not require a second.

The Nominating Committee shall serve until the end of the current presidential term.

Sec. 2 Members of the following standing committees shall be appointed by the President and shall serve until the expiration of the presidential term:

By-Laws Committee

Domestic Missions Committee

Financial Audit Committee

Fundraising Committee

Membership Committee

Social Media Committee

Warehouse/Equipment Committee

The President may create and appoint individuals to other committees as needed to carry out the purposes of VOSH-Illinois. Tenure of such committees shall coincide with the presidential term.

ARTICLE VIII

Parliamentary Procedures

Sec. 1. A quorum at any proper and legal meeting shall be defined as those members who are in attendance. Further, except for matters that require a two-thirds vote and previous notification, any vote shall be considered carried with a simple majority count. This rule applies to all meetings of VOSH-Illinois.

Sec. 2. Membership in VOSH-Illinois is individual, personal and non-transferable. Neither proxy voting nor absentee voting shall be permitted.

Sec. 3. Election of Officers and Directors shall be by written ballot by those present at the annual general membership meeting. Vacancies on the Board of Directors created by the election at the annual meeting shall be filled by vote of the general membership at this same meeting.

ARTICLE IX

Missions

Sec. 1 The Board of Directors shall approve all locations, dates, leaders and number of student participants for all VOSH-Illinois missions.

ARTICLE X

Amendments

Sec. 1. The Constitution and By-Laws may be amended at the annual general membership meeting by a two-thirds (2/3) vote of those present, however, such action may be taken at a special meeting only if the notice of meeting specifically designates the provisions of these By-Laws proposed for amendment or repeal and such notice sets forth any new provisions proposed to be adopted. Members must be notified of the proposed changes at least thirty (30) days prior to the annual general membership meeting or special meeting.

ARTICLE XI

Liquidation or Dissolution

In the event of liquidation or dissolution of VOSH-Illinois, the Articles of Incorporation, as amended, shall be followed.