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**VOSH/INTERNATIONAL BYLAWS**

The following are the Bylaws of “VOLUNTEER OPTOMETRIC SERVICES TO HUMANITY/INTERNATIONAL”, commonly referred to as “VOSH/International,” to be read in conjunction with the VOSH/International Constitution.

I.  NON-POLITICAL AND NON-SECTARIAN

A.  VOSH/International and all of its affiliated chapters shall be non-political and non-sectarian.

II. GOVERNANCE OF VOSH/INTERNATIONAL

A.  BOARD OF DIRECTORS. The function, composition, duties and responsibilities of the VOSH/International Board of Directors is set forth in the VOSH/International Constitution.

B. MEETINGS. The Board of Directors shall hold regular meetings as called for by the President of VOSH/International. Meetings of the Board of Directors and quorums related thereto are addressed in the VOSH/International Constitution.  There shall be at least one meeting annually, to which all Chapters are invited, which meeting shall be called the “VOSH/International Annual Meeting”. Said meeting may be held at any time of year at the preference of the Executive Committee.  There shall also be one meeting annually of the Board of Directors, which shall be held in October of every year and shall be called the “VOSH/International Board of Directors Annual Meeting”.

C. PROCEDURES FOR DIRECTORS AND VICE PRESIDENT. At a regular meeting at least two months prior to the VOSH/International Board of Directors Annual Meeting, the presiding officer shall receive nominations by members of the Board for incoming directors to replace those directors whose terms are ending at the VOSH/International Board of Directors Annual Meeting.  The nominations may be presented by a nominating committee or by Board Members sitting at such meeting or by both procedures. Seconds shall not be required to sustain a nomination. The nominations so made shall be placed on a ballot in alphabetical order and shall be voted for at a regular meeting taking place during the month following the meeting at which such nominations are received and at least one month prior to the VOSH/International Board of Directors Annual Meeting.  Sitting members of the Board of Directors shall be eligible for nomination to succeed themselves for one full term of three years following their first seating on the Board. Immediately following the vote upon nominees for Directors, as described above, then, if timely, the presiding officer shall ask for nominations by members of the Board from the then incumbent non-officer directors for an incoming Vice President to replace that Vice President who is to succeed to the Presidency at the VOSH/International Board of Directors Annual Meeting.  The nominations may be presented by a nominating committee or by Board Members sitting at such meeting or by both procedures. Seconds shall not be required to sustain a nomination. The nominations so made shall be placed on a ballot in alphabetical order and shall then be voted upon at the VOSH/International Board of Directors Annual Meeting.

D.  EXECUTIVE OFFICERS. The terms, qualifications and duties of the President, Vice  President and Past President is set forth in the VOSH/International Constitution.

E.  PAID EMPLOYEES. No officer or member of the Board of Directors shall be paid for any services rendered for VOSH/International unless specifically, with dollar amount, approved by the Board of Directors.

III.  ADMINISTRATIVE OFFICERS

A.   Pursuant to the VOSH/International Constitution, the administrative functions of VOSH/International shall be executed by the Administrative Officers appointed by the President of VOSH/International, with the consent of the Executive Committee of the Board of Directors.

B.   The Administrative Officers of VOSH/International, and the duties assigned to such officers, shall be:

1.  Executive Director, who shall supervise the administraton of the web site, answer inquiries to VOSH/International, facilitate communications between the Directors and perform and execute such other duties as may from time to time be awarded to this office by the Executive Committee.

2.  Secretary, who shall keep minutes of all meetings of the Board of Directors, be in charge of maintenance and indexing of all records, files, papers and archives of the organization and execute such other duties as may from time to time be awarded to this office by the Executive Committee.

3.  Treasurer, who shall receive and disburse the funds of VOSH/International and keep and record all financial accounts payable and receivable and report the same as required by the President; manage, submit and record all financial and tax returns and reports of and for the organization and execute such other duties as may from time to time be awarded to this office by the Executive Committee.

4.  General Counsel, who shall offer such legal advice and counsel to the Board of Directors as the circumstances may require and execute such other duties, as may form time to time is awarded to this office by the Executive Committee

C.   The Board of Directors reserves the right to add or delete additional Administrative officer positions and to change or assign additional duties to such positions as the Board may choose.

IV.   COMMITTEES

A.   The VOSH/International President on a yearly basis shall appoint committees and committee chairpersons.  Appointments and duties must be consistent with the budgetary limitations of the finances of VOSH/International.

V.   FINANCIAL

A.   FISCAL YEAR. The Fiscal Year for VOSH/International is January 1-December 31.

B.   REVENUE.  Monies collected for the operation of VOSH/International shall be used for the purposes of VOSH/International as outlined in the Constitution.  Revenue is to be used primarily for the administration and programs of VOSH/International and not for the financial support of VOSH mission trips unless their primary purpose is to train future leaders or promote additional chapters or conforms with the purpose of VOSH/International as stated in the VOSH/International Constitution.

C.  AUDIT.  A financial report shall be submitted to the Board of Directors on an annual basis.

VI.   STATE AND REGIONAL CHAPTERS (KNOWN COLLECTIVELY AS “REGIONAL” CHAPTERS)

A.   PURPOSE

In accordance with the principles set forth in the VOSH/International Constitution, one purpose of VOSH/International is to provide a forum, source of expertise and an infrastructure for humanitarian networking.  VOSH/International does NOT direct, manage, oversee, organize or have any responsibility or organizational involvement whatsoever with or in missions sponsored or organized by affiliated VOSH chapters. Such missions are solely the enterprise and responsibility of the sponsoring or organizing affiliated VOSH chapters.

B. ADMISSION OF REGIONAL CHAPTERS

I.  Pursuant to the powers vested in the Executive Committee by the Constitution, and in order to provide a firm foundation and demonstrated competence of leadership necessary to insure the sustainability new Regional chapters, The Executive Committee is hereby required to verify a prospective Regional chapter has complied with the following requirements prior to being recognized as a Provisional Regional chapter:

1) The prospective Regional chapter must submit a current membership roster indicating the name and address of at least seven currently active members, one of whom must be a licensed optometrist or ophthalmologist.  Further, the Regional chapter must submit the name and address of its proposed corporate officers (President, Vice-President, Secretary, Treasurer), eligible to be duly elected pursuant to state law, all of whom must be current members of the prospective Regional chapter.  Such proposed corporate officers shall hold corresponding offices in the organization of the proposed Provisional Regional Chapter prior to its incorporation.

2) The prospective Provisional Regional Chapter must submit a general statement of proposed activities to be carried out by the chapter for the twelve month period following the date of submission and a detailed plan of one humanitarian mission or project to be carried out during this same time period: naming a currently existing fully accredited VOSH International Regional chapter which, as a sponsoring chapter, will cooperate with or closely monitor the execution of such mission or project and report upon and evaluate the same.

Upon finding compliance with the above requirements, the Executive Committee may award the status of Provisional Regional Chapter to any group of applicants petitioning as a prospective Regional Chapter.

II.   Status as a fully accredited Regional Chapter will be awarded by the Executive Committee after a Provisional Regional Chapter has operated in satisfactory fashion as such for one year and satisfied the documentation and organizational requirements set forth below.  Acceptance as a fully accredited Regional Chapter is subject to ratification at the Annual Meeting next following such award.

The Executive Committee shall make award of status as a fully accredited Regional Chapter if Executive Committee is satisfied, upon submission of proper proof that,

1) The requirements stated above as to the Provisional Regional Chapter’s initial year of operation have been satisfied and that the Provisional Chapter has successfully executed its first mission or project as confirmed by peer review submitted by its mission or project sponsoring chapter.

2) The Provisional Regional Chapter has submitted proof of its incorporation as a non-profit corporation in the state, which will be the Regional Chapter’s primary business location.

3) The Provisional Regional Chapter has submitted copies of its articles of incorporation and corporate Bylaws and proof of assignment to the non-profit corporation of a Taxpayer Identification Number issued to the corporation by the Internal Revenue Service.

4) The Provisional Regional Chapter has submitted a copy of a current bank statement or other suitable evidence indicating the Provisional Regional Chapter has a current and operating bank account in its own name and indicating its assigned Taxpayer Identification Number.

Prospective Regional Chapters, Provisional or otherwise, located in areas outside the jurisdiction of the United States of America, due to differences in legal conventions or customs, may be unable to comply exactly with the requirements set forth above.  In such cases, the Executive Committee, with the assistance of the Administrative Officers, is empowered to design substitute requirements similar in spirit and rigor to those requirements set forth above and the Executive Committee may award provisional and accredited status to foreign Regional chapters upon accomplishment of such requirements so long as the criteria of a firm foundation and demonstrated competence of leadership necessary to insure the sustainability of a new Regional chapter is met.  However, in the case of proposed foreign Regional chapters, all serving officers and directors must be resident citizens of the governmental jurisdiction in which the prospective foreign Regional chapter shall be based.

VII.   STUDENT VOSH CHAPTERS

The Executive Board shall establish and administer all policies and procedures concerning the activities and operations of SVOSH chapters and may change said policies from time to time, as deemed necessary to promote the purpose of VOSH/International.

VIII.   INDIVIDUAL AT LARGE MEMBERSHIP

The Executive Board shall establish and administer all policies and procedures concerning the activities and operations of At Large members and may change said policies from time to time, as deemed necessary to promote the purpose of VOSH/International.  VOSH/International will encourage individuals to affiliate with a Regional Chapter.

IX.   AMENDMENT OF BYLAWS

The Bylaws may be amended by the Board of Directors at any stated meeting thereof, which action shall require six (6) affirmative votes of those Directors in attendance at such meeting and, further, providing that such vote shall not be taken unless two weeks advance notice has been given to the Board of Directors of a vote upon such proposed Bylaw amendment.

Ratified by the VOSH/International Board of Directors the 14th day of December, 2011.

Amended by the Board of Directors pursuant to Section IX on March 13, 2013.