



VOSH/INTERNATIONAL CONSTITUTION

ARTICLE I NAME

The name of the organization shall be known as “VOLUNTEER OPTOMETRIC SERVICES TO HUMANITY/INTERNATIONAL”. It may commonly be referred to as VOSH/International.

ARTICLE II PURPOSE

To foster and promote volunteer optometric services to humanity around the world for people who are unable to provide vision care for himself or herself or who do not have ready access to vision care. Efforts dedicated to this purpose shall include the planning, creation, development, maintenance and/or support of institutions or projects designed to provide sustainable optometric services to such people.

ARTICLE III MEMBERSHIP

A. REGIONAL CHAPTER MEMBERSHIP

Any State or Regional Chapter (jointly referred to herein as “Regional Chapters”) which has been or will be admitted into affiliation with VOSH/International, as provided by the applicable procedures set forth in the Bylaws, shall be a voting member of VOSH/International and shall have one vote on all such occasions as Regional Chapters shall have the right to vote as conferred by this Constitution. Terms and conditions of affiliation of Regional Chapters shall be those as are set forth in the Bylaws. The Board of Directors shall assess uniform annual dues upon each Regional Chapter and may

change the amount of such annual dues, effective the following year, at the VOSH/International Board of Directors Annual Meeting.

B. INDIVIDUAL AND AT LARGE MEMBERSHIP

Any person interested in the purposes of VOSH/International may join any Regional Chapter of VOSH/International and thus become a non-voting member of VOSH/International or may choose not to become a member of a Regional Chapter, but instead, to be an "At Large" member of VOSH/International. Terms and conditions of affiliation of individuals shall be those as are set forth in the Bylaws.

C. STUDENT VOSH MEMBERSHIP

Student VOSH ("SVOSH") Chapters shall be formed in conjunction with schools of optometry as chapters directly auxiliary to VOSH/International and such chapters may be formed and attached to any nationally recognized school of optometry, domestic or foreign. The individual members of such SVOSH Chapters shall be non-voting individual members of VOSH/International but may become At Large members under applicable procedures. Terms and conditions of affiliation of SVOSH Chapters shall be under the sole direction of the Board of Directors and those as are set forth in the VOSH/International Bylaws.

ARTICLE IV BOARD OF DIRECTORS

A. FUNCTION

The function of the Board of Directors is to elect the officers of the organization, set the direction of the organization by making policy directives, supervising financial matters of and implementing policies or directions as may be initiated by vote at the VOSH/International Board of Directors Annual Meeting or otherwise. Each member of the Board of Directors, unless otherwise noted herein, shall have one vote on matters requiring a vote by the Board of Directors.

B. COMPOSITION

The VOSH/International Board of Directors, including officers, shall consist of no less than fourteen (14) individuals.

VOSH/International Board of Directors, shall have three classes of Directors:

- 1) Executive Committee Directors
- 2) Designated Directors
- 3) Regular Directors

Executive Committee Directors:

The Executive Committee Directors shall be comprised of three Directors serving as President, Vice-President and Past President. Their terms as Directors shall be the same as their terms of office, i.e. two years for each office held. The President and Vice President must be licensed or retired ODs. The sitting President does not have a vote unless necessary to break a tie.

Designated Directors:

One of the Designated Directors shall be the VOSH/International Treasurer.

One of the Designated Directors shall be known as the Optometry Giving Sight (OGS) Director, who shall be designated by the National Board of Optometrists Giving Sight and approved by VOSH/International and sits until replaced by OGS or VOSH/International. The OGS Director shall not be eligible to hold any office in this organization. The OGS Director shall be exempt from all other conditions of office as a director imposed herein.

The Designated Directors shall be entitled to vote at all Board meetings.

Regular Directors:

The Regular Directors shall be comprised of no less than Nine Directors. The Regular Directors, when required herein, shall be elected, in timely fashion, during the VOSH/International Board of Directors Annual Meeting by the incumbent Board of Directors sitting at the time of such election. Such election shall constitute the first order of business at the VOSH/International Board of Directors Annual Meeting. Nominations to the position of director shall be made following that procedure specified in the Bylaws.

The term of office of any Regular Director not serving as an officer shall be three years and the initiation of such terms shall be staggered so that there shall be three directors, newly elected or re-elected, at every VOSH/International Board of Directors Annual

Meeting to serve for a term ending at the VOSH/International Board of Directors Annual Meeting three years after such election. A sitting director may be re-elected to serve one additional full term immediately following an initial full or partial term as a director.

Sitting officers shall not stand for election to the Board of Directors and shall remain as members of the Board during their term as an officer of the organization.

The election of directors and officers at the VOSH/International Board of Directors Annual Meeting shall be conducted under the procedures set forth in the organization's Bylaws to insure that there is always a full panel of a minimum of fourteen (14) directors, including officers, serving after the ratification of all new directors elected at the VOSH/International Board of Directors Annual Meeting.

C. DUTIES AND RESPONSIBILITIES

The Board of Directors shall:

- 1) Elect VOSH/International Officers;
- 2) Establish or amend VOSH/International Bylaws by a majority vote;
- 3) Establish and administer policies for VOSH/International by a majority vote at a convened meeting or by use of the other procedures as specified in the Bylaws;
- 4) Establish and approve the budget for VOSH/International and oversee its financial affairs;
- 5) Amend this Constitution by an absolute two-thirds vote;
- 6) Execute such administrative functions of VOSH/International as it may assign to itself with the approval of the Executive Committee.

ARTICLE V OFFICERS

A. EXECUTIVE OFFICERS AND ADMINISTRATIVE OFFICERS

There shall be both Executive Officers and Administrative Officers of VOSH/International. The powers, terms of office and selection procedures of each class of officers shall be as set forth below or as provided in the VOSH/International Bylaws.

B. EXECUTIVE OFFICERS - TERMS AND QUALIFICATIONS

1) The Executive Officers of VOSH/International shall consist of three persons:

President, Vice President and Past President. All Executive Officers shall be members of the Board of Directors when elected to such office and shall remain as members of the Board of Directors during their term of office. All Executive Officers shall be elected by the Board of Directors and every Executive Officer must hold the degree of OD, or equivalent, conferred by a fully accredited school of optometry.

2) All Executive Officers shall serve a two-year term, commencing at their installation at the VOSH/International Board of Directors Annual Meeting at which they are elected, or succeed to their officer position. Upon installation as an officer, the term of an officer's service as a director shall be extended until that officer has progressed through all offices as provided for in this Article. Upon expiration of the term of office of the incumbent President, the then incumbent President shall become the Past President, and the then incumbent Past President shall retire from the Board of Directors. Upon expiration of the two-year term of the Vice President, the then incumbent Vice President shall become the President. The then incumbent Board of Directors shall then proceed to elect a Vice President from the persons available for such election, pursuant to the procedure as set forth in the Bylaws.

C. EXECUTIVE OFFICERS-DUTIES

1) President

The President shall be the Chief Executive Officer and carry out organizational policy established by the Board of Directors and direction as articulated by the Regional Chapters as specified in this Constitution. The President shall appoint committees and chairpersons. The President shall preside at meetings of VOSH/International and at meetings of the Board of Directors and shall execute such other duties customarily executed by Presidents of similar organizations.

2) Vice President

The Vice President shall stand ready to serve as President in event of vacancy and shall acquaint himself or herself with the duties and responsibilities of the office of President and, further, shall assist the President in the discharge of his duties as requested. The Vice President shall execute such other duties customarily executed by Vice Presidents of similar organizations and accept such other duties as may be assigned by the President.

3) Past President

The Past President shall assist the President and give counsel and support to the President, the Executive Committee and the Board of Directors and accept such duties as assigned by the President.

D. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Executive Officers listed in this article. Duties of the Executive Committee shall be:

- a. To make recommendations to the Board of Directors
- b. To carry out the policies and directives of the Board of Directors
- c. To approve or remove for just cause a Regional Chapter or SVOSH Chapter from VOSH/International affiliation

E. APPOINTMENT AND TERMS OF ADMINISTRATIVE OFFICERS

The Administrative Officers of VOSH/International shall be as established by the Bylaws. The Administrative Officers shall be appointed by the President, from time to time, and with the consent of the Executive Committee. Administrative Officers shall not have a vote on matters of VOSH/International. Administrative Officers of VOSH/International shall serve at the pleasure of the President.

ARTICLE VI MEETINGS AND QUORUMS

Meetings of the Board of Directors, the Executive Committee, or any committee formed by any action of either, may be held by any telephonic or electronic procedure authorized by applicable law. At any such meeting, a quorum shall be formed by the presence of a majority of the members of the body or committee holding the meeting, save and except for votes of the Board of Directors taken to amend this Constitution, pursuant to Article IVC(5) above, which action shall require eight (8) 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 Constitutional amendment.

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

Amended pursuant to Article VI by the VOSH/International Board of Directors the 2nd day of February 2016.