

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 is a non-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. All members volunteer their services.

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

ARTICLE III

Membership

Any individual who wishes to participate in furthering the purpose of the organization 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, President-Elect, Secretary and Treasurer.
- Sec. 2. Officers shall be elected by a majority vote of members present at the annual general membership meeting.
- Sec. 3. The term of office shall be two (2) consecutive years.
- Sec. 4. No officer shall hold more than one office at a time in VOSH-Illinois. The Secretary and Treasurer shall not serve more than three (3) consecutive terms in the same office. The President and President-elect

shall not serve consecutive terms in the same office.

Sec. 5. Any member of the organization is eligible to serve in any office. However, in keeping with the spirit of the organization the individual elected to the office of President-elect shall have been the leader or co-leader of at least one 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, responsible for setting goals/objectives and communicating these to the Board of Directors for action.

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

Shall appoint individuals to standing committees and create ad hoc committees.

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

Shall represent the organization as its legal head, speak for it and represent it at outside functions.

President-Elect shall be responsible for presiding over meetings and performing other duties as appropriate in the absence of the President.

In the event of a vacancy in the office of the President, the President-Elect shall fill the unexpired term.

Secretary shall be responsible for minutes of meetings and their dissemination to members.

Shall maintain current files of all business and sign corporate papers as required.

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

Shall send notices of meetings, prepare the ballot, certify elections and publicize results.

Treasurer shall be responsible for overseeing the organization's finances in the broadest sense.

Shall maintain accurate records of all funds received and disbursed in the name of the organization and shall present financial reports at meetings of the Board of Directors.

Shall advise on the budgeting process, review investments to ensure they are sound/appropriate and recommend adjustments.

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

ARTICLE V

Meetings

- Sec. 1. VOSH-Illinois shall have a minimum of one Board of Directors meeting and one 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, but without vote.
- 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 eighteen (18). Included in this number shall be the President, President-Elect, Secretary, Treasurer, Immediate Past President and the current Student VOSH President.
- The remaining twelve (12) 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, six (6) shall be elected each year to insure continuity in organization leadership.
- Sec. 3. No Director shall serve more than three (3) 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,

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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
Fund-Raising Committee
Membership Committee
Mission Manual Committee
Warehouse 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 missions.
- Sec. 2. The VOSH-Illinois Mission Manual shall govern the conduct of all missions.

ARTICLE X

Amendments

- Sec. 1. The Constitution and By-Laws may be amended at the annual general membership meeting by a two-thirds vote of those present. Members must be notified of the proposed changes at least thirty (30) days prior to the 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.

ADOPTED: OCTOBER 10, 1993
ANNUAL MEMBERSHIP MEETING