



BYLAWS OF THE VISION COUNCIL OF AMERICA, INC.

ARTICLE I

1. Name. The name of the organization is the Vision Council of America, Inc. ("The Vision Council"), a non-profit corporation incorporated in the District of Columbia.
2. Location. The principal office of the Vision Council shall be located in the Washington, D.C. metropolitan area.

ARTICLE II

Membership

1. Membership Categories. There shall be three categories of membership: Full Members, Associate Members, and Trade Media Members. All categories of membership shall pay dues, fees and assessments in accordance with procedures established by the Board of Directors. The Board may establish additional categories of membership as necessary.
2. Full Membership. Any person, firm or corporation conducting business in North America, whose primary business is the manufacturing, processing and/or distribution of optical equipment, frames, lenses, contact lenses, and other eyewear and eyecare related products, and/or services, and who exhibits at one Vision Council co-owned show per calendar year, is eligible for Full Membership in the Council. Full Members shall be entitled to receive all of the services of the Council, and shall be entitled to vote and hold office.
3. Associate Membership. Any person or company who provides services to the optical industry, or any person, firm or corporation, who meets the description of a Full Member, but who is not a current exhibitor at a Vision Council co-owned trade show, shall be eligible for Associate Membership in the Vision Council. Associate Members shall be permitted to participate in the Vision Council programs, receive services and statistical data, and attend the Vision Council meetings as determined by the Vision Council Board of Directors. Associate Members shall be entitled to vote for the election of the Vision Council Directors and Officers, and may hold office only to the extent permitted by these bylaws.
4. Trade Media Membership. Any person, firm or corporation providing trade media services to Regular, Full or Associate Members of the Vision Council shall be eligible for Trade Media Membership. Trade Media Members shall not be entitled to vote or hold office, and shall be entitled to attend the Vision Council meetings and participate in the Vision Council programs as determined by the Vision Council Board of Directors.
5. Applications for Membership. Applications for all membership categories, except Exhibitor Members, shall be in writing and shall be filed with the Vision Council CEO.
6. Dues, Fees and Assessments. The Board of Directors shall establish membership dues, fees and assessments for participation in the Vision Council activities. Members who fail to pay dues and/or assessments, as may be fixed and levied in accordance with these Bylaws, within 90 days after same are due and payable, shall automatically be suspended from membership until such time as all past due obligations are met. During the suspension period, the Member may not participate in the Vision Council activities and programs.

7. Expulsion.
 - a. A Member, who is in arrears for 6 months for payment of dues, assessments, and fees, may be expelled from membership by a two-thirds vote of the Board of Directors.
 - b. In the event the Board determines that a Member has acted contrary to the objectives of the Council, it shall notify the Board in writing that a vote will be taken at the next regular or special meeting of the Board to expel the Member. The Member shall be provided with written notice of the reasons for expulsion and given an opportunity to address the Board and respond. A two-thirds affirmative vote of the Board members present and voting at a regular or special meeting, where a quorum is present, shall be necessary to expel the Member.
8. Resignations. Resignations from membership shall be submitted in writing to the Vision Council Member Services Department and shall be acted upon by the Board of Directors, provided that no resignation shall be accepted from any Member who has not paid all dues, fees and assessments accrued through the month in which the resignation is submitted.

ARTICLE III

Committees and Divisions

1. Committees. The Board of Directors may establish standing committees or special committees as needed to carry out the business of the Council. The Board may eliminate standing or special committees if they are no longer needed. The Chairman of the Vision Council shall be an ex-officio member of all standing and special committees. The Board may establish policy, procedures, terms of reference and more detailed information for the committees to assist members in their committee participations. No action taken by any standing or special committees' shall be binding upon the Council without the approval of the Board of Directors.
2. Operating/Product Divisions. The Board of Directors may establish or eliminate operating/product divisions as needed to provide for the needs of the membership. The Divisions will focus on the specific needs of the members and provide products and services, and function in accordance with procedures and budgets established by the Board of Directors.

ARTICLE IV

Voting

1. Full Members. Every Full Member shall be entitled to cast one vote in any matter requiring a vote by the membership or in the election of the Officers and Directors.
2. Associate Members. Every Associate Member shall be entitled to cast one vote in any matter requiring a vote by the membership or in the election of the Officers and Directors except as otherwise provided in these bylaws. The Board of Directors shall determine any additional Associate Member voting privileges. Associate Members may attend meetings of the Vision Council membership in accordance with procedures determined by the Board of Directors.
3. Trade Media Members. Trade Media Members shall not have the right to vote. Trade Media Members may attend meetings of the Vision Council membership in accordance with procedures determined by the Board of Directors.

ARTICLE V

Directors

1. Authority of Directors. The governing body of the Vision Council is the Board of Directors, which has the authority, and is responsible for, establishing the policy, supervision, control, and direction of the Vision Council.

2. Composition of the Board.

- a. The Board of Directors of the Vision Council shall consist of no less than 18, nor more than 30 persons.
- b. The Board shall be composed of Directors in the following categories:

1. The Voting Directors elected by the members, who are:

- a. The officers of the Vision Council, who shall be the Chairman, the Vice Chairman, the Secretary/Treasurer, and the most Immediate-Past Chairman.
- b. The Directors-at-Large. The Board of Directors will determine the number of Board seats to be held by Directors at Large.

2. The voting Ex Officio Directors, who are:

- a. The Chair of each of the product/operating divisions.
- b. Representative, who are either the Immediate Past Chairs or Appointees, of the four (4) product/operating divisions whose members pay the largest dollar amount of Vision Council member revenue shall serve a one year term. For the purposes of this section, division member revenue will be calculated by adding the sum total of the membership dues, the Vision Expo payments, and the fees paid by the division members for Vision Council services.
- c. The category and number of Board seats to be held by the voting - Ex Officio Directors may be changed or modified as needed by a majority vote of the Board of Directors.

3. The Non-voting Ex Officio Directors who are:

- a. The Vision Council CEO
- b. The Chair of the Show Committee.
- c. Non-voting ex officio Directors will not be counted for the purpose of establishing a quorum or for establishing the minimum number of Directors required by paragraph 2a of this Article

3. Qualifications of Directors and Officers. During their term of office all Directors at Large and voting Ex Officio Directors must be officers, directors, or employees, or a designated representative, of a Vision Council *Full or Associate Member*. During their term of office all officers must be officers, directors, or employees or a designated representative, of a Vision Council *Full Member*. Ex officio non-voting Directors must be qualified in accordance with the terms and conditions of these bylaws.
4. Nominating Committee. The Vision Council Chairman will appoint a Nominating Committee that shall consist of the most Immediate Past Chair, who shall serve as Chairman; the Division Chairs; and up to three (3) Full Members who are experienced with the leadership and oversight of the organization. The Nominating Committee shall be constituted no less than 110 days prior to the Annual Meeting. The Nominating Committee shall consider the best-qualified candidates for all open positions but shall attempt to nominate candidates from all of the various industry segments and sizes of companies, and will attempt to nominate a candidate for the office of Chairman from an Operating/Product Division other than that of the sitting Chairman. The Nominating Committee shall present a slate of candidates who meet the qualifications set forth in these bylaws to the CEO of the Vision Council no less than 70 days prior to the Annual meeting. No less than 65 days prior to the Annual meeting the CEO shall submit the Nominating Committee slate to the Board of Directors for review and approval. The Chairman of the Board shall report the results of the Board review to the CEO no less than 55 days prior to the Annual meeting. The CEO shall submit the slate of nominated candidates to the membership to stand for election as Officers and Directors no less than 45 days prior to the Vision Council Annual Meeting. Nominations by the Membership. A Full Member may make nominations by submitting a nomination in writing to the CEO, which has been seconded in writing by fifteen Full Members. Such nomination must be submitted to the CEO no less than 35 days prior to the Annual Meeting of the membership. The CEO, upon determining that the candidate is qualified, shall submit the nomination or nominations to the membership no less than ten days (10) prior to the Annual Meeting.

5. Candidate Qualifications. All candidates must meet the qualifications set forth in these bylaws the office for which he or she is nominated.
6. Election and Terms of Office.
 - a. The Elected Directors, except for the CEO, BVI Director, Division Chairs, the Immediate Past Division Chairs of the largest operating divisions, shall be elected at the annual meeting of the organization by a majority vote of those Members eligible to vote, present and voting, Directors to two (2) year staggered terms. Elected Directors-at-large may serve no more than two (2) consecutive two (2)-year terms.
 - b. Division Chairs shall be elected by the division members by vote held prior to the annual membership meeting. Division Chair Directors may serve no more than three consecutive one-year terms.
 - c. The Better Vision Institute (BVI) will recommend nominees to the Vision Council Board to serve as the BVI Chair. The BVI Chair shall be selected by the Vision Council Board, and shall serve a term of one year and may serve no more than two consecutive one-year terms.
 - d. The officers will be elected and serve terms in accordance with the provisions of Article VI of these bylaws.
 - e. Vacancies. If a vacancy occurs on the Board for any reason, the Chairman, with the consent of a majority of the Board, may fill the position for the unexpired portion of the term of the vacating Board member. Persons appointed to fill vacated directors terms of less than two years shall be eligible to be elected to two more consecutive two (2) year terms.
7. Meetings.
 - a. The Board of Directors shall meet at least annually at whatever time and place it selects, and at any other times as is needed.
 - b. Meetings of the Board may be called by the Chairman, or by a written request of four or more Directors sent to the CEO of the Council.
 - c. The CEO shall provide the Directors with at least thirty (30) days notice of all regular and special meetings of the Board.
 - d. The presence of a simple majority of all Directors shall constitute a quorum. When a quorum is present, a majority of Directors is necessary to make a decision except where some other number is required by law or by these bylaws. Proxy voting is not permitted. Voting by mail, telephone and electronic mail is permitted.
8. Removal. A Director may be removed for adequate reason by a two-thirds vote of the remaining Directors.
9. Compensation. Directors may not receive compensation for their services as directors, but may receive reimbursement for reasonable expenses incurred in connection with the business of the Council, or compensation for non-director services, in accordance with procedures and policies established by the Board of Directors.

ARTICLE VI

Officers

1. Officers. The Officers of the Council are: the Chairman, a Vice-Chairman, a Secretary/Treasurer, and the most Immediate Past Chairman.
2. Qualifications. All persons nominated for, and serving as an Officer of the Vision Council, must be an Officer, Director, or employee or a designated representative of the Vision Council Full Member. No person may hold more than one office at the same time.
3. Elections and Term of Office. The voting Members of the Vision Council shall elect the Officers of the Council each year at the Annual Meeting of the Vision Council membership. The term of office for each Officer shall be one year and officers may serve no more than two consecutive terms.

4. Duties. The Officers shall perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the Chairman of the Council acts as Chairman of the Board of Directors and shall preside over all annual and special meetings of the membership and the meetings of the Board of Directors. The Vice-Chairman shall act in place of the Chairman when the Chairman is not available, and shall also be an ex-officio member of the Show Committee. The Secretary/Treasurer shall be responsible for the financial policies of the Council and shall establish financial procedures in accordance with policies established by the Board. The Secretary/Treasurer shall be responsible for the preparation of the Council's operating budget, and shall make recommendations to the Board of Directors concerning dues, fees and assessments. The Secretary/Treasurer, or his/her delegate, shall also be responsible for sending notices of meetings to the members, and keeping the minutes and records of the organization.
5. Vacancies. If a vacancy occurs among the elected Officers for any reason, the position shall be filled from the existing Board members for the remaining portion of the term by a majority vote of the Board of Directors.
6. Removal. An Officer may be removed for adequate reason by a two-thirds vote of the Board of Directors.
7. Compensation. The Vision Council may employ staff, as needed who will be compensated for their services and reimbursed for their reasonable expenses incurred in connection with the business of the Council in such amounts as the CEO determines. Other Officers will not receive compensation for their services, but may receive reimbursement for reasonable expenses incurred in connection with the business of the Council as determined by the Board of Directors.
8. CEO. The CEO of the Vision Council shall be the chief staff executive of the Vision Council and shall assume such duties as may be assigned by the Board of Directors and the Chairman and/or Executive Committee including those of assisting the Secretary/Treasurer.

ARTICLE VII

Executive Committee

1. Executive Committee. The Executive Committee of the Vision Council shall consist of the Chairman, the Vice-Chairman, the Secretary/Treasurer, the most Immediate Past Chairman, the Division Chairs, and the CEO of the Vision Council who shall serve in an ex-officio non-voting capacity.
2. Authority. The Executive Committee may only act for the Board of Directors pursuant to the delegation of authority to such Committee by the Board of Directors.
3. Meetings and Quorum. The Chairman shall call such meetings of the Executive Committee as the business of the Vision Council may require. A meeting of the Executive Committee may be called at any time on the request of three members of the Executive Committee. Three members of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. Ex-officio members of the Executive Committee may not be counted for the purpose of determining a quorum.

ARTICLE VIII

Indemnification

The Council shall indemnify any Director or Officer or employee, against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceedings in which such person is made party by reason of being or having been such Director, Officer, or employee except in relation to matters as to which the Officer Director or employee shall have been adjudged to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer or employee may be entitled, under any bylaw, agreement, and vote of Board of Directors or Members or otherwise.

ARTICLE IX

Meetings

1. Annual Membership Meetings. The Vision Council will hold an annual meeting of the membership at a place and date as the Board of Directors determines.
2. Special Meetings. The Board of Directors may call special meetings of the Vision Council membership at any time.
3. Notice. The Board of Directors must give the Vision Council Members no less than thirty (30) calendar days' notice of all annual and special meetings.
4. Quorum. The presence of 35 Full Members constitutes a quorum at any membership meeting. Where a quorum is present, a majority of those present and voting in person is necessary to make a decision, except where some other number is required by law or by these bylaws.

ARTICLE X

General Provisions

1. General Counsel. A General Counsel may be appointed or terminated by the Board of Directors.
2. Auditors. An Auditor may be appointed or terminated by the Board of Directors.
3. Rules. The Board of Directors may establish rules that are consistent with these bylaws for the policies, procedures, and programs of the Council.

ARTICLE XI

Amendments

These bylaws may be altered, revised, or amended by a majority vote of a quorum of the Vision Council Full Members, present in person or by proxy, at any regular meeting or any special meeting called for that purpose; or by a majority vote of the Full Members voting by a fifteen (15) day mail, or electronic ballot.

ARTICLE XII

Dissolution

The Council may be dissolved upon a two-thirds vote of the Vision Council Full Members. If the Council is dissolved, no Member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the Council which remains after all just debts or obligations are paid will be distributed to any other nonprofit corporation which has been determined to be exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1954, as amended.

