

By-Laws of the World Council of Optometry

1. In these By-Laws:
 - a. “Constitution” means the Constitution of the World Council of Optometry;
 - b. “WCO” means: The World Council of Optometry;
 - c. “Member” means the Country Members, Affiliate Members, Individual Members and Corporate Members, each a “Member”;
 - d. As defined in the Constitution, the Country Members are National Associations, the Affiliate Members are academic and other organisations, the Individual Members are optometrists, optometry students, vision science researchers and educators, and others deemed appropriate, and the Corporate Members are vision and eye health corporations and agencies.
 - e. “Good Standing” refers to a Member that is in compliance with payment in full of all fees and grants owing to the WCO, and meets the requirements of members outlined in the By-laws;
 - f. “Regions”, as provided for in the Constitution, are groupings of Country Members (Country Organisations) by geographical proximity and affiliation.
 - g. “Officers” means the President, President-Elect, Treasurer and Immediate Past-President of the WCO, each an “Officer”;
 - h. “Director” means the representative of an Country Member that sits on the Board;
 - i. “Board of Directors” or “Board” means the Directors and Officers of the World Council of Optometrists.

Classes of Membership

2. As per the Constitution, there shall be four classes of membership in the WCO as follows:
 - a. Country Members, who shall be the national associations of optometrists of each Region as set out in the Constitution. Country Members shall be voting Members at General Assemblies. All the Country Members representing a country shall jointly appoint a delegation to the General Assembly of up to three individuals (Delegates), collectively known as the National Delegation. Each National Delegation will be eligible for one vote at the Assembly.
 - b. Affiliate Members shall be academic institutions or other organisations as determined by the Board. Affiliate Members are non-voting.

- c. Individual Members shall be optometrists, optometry students, vision science researchers and educators and others deemed appropriate. Individual Members are non-voting.
- d. Corporate Members shall be corporations and agencies that provide goods and/or services related to eye health and vision care. Corporate Members are non-voting.

Termination of Membership

3. A Membership in the WCO may be terminated, as follows:
 - a. A Member may terminate its membership by written notice.
 - b. The WCO may terminate the membership of a Member if it is determined that the Member is not in Good Standing, which may be by failing to abide by the terms of the Constitution, the By-laws, and the Policies of the WCO, including failure to pay dues.

Membership Fees

4. All classes of Members shall pay annual fees in such amount as shall be determined by the Board and outlined in the Policies. The Board may determine a sliding scale of fees that reflect economic conditions in various countries.

Regions

5. The Country Members shall be grouped into geographical Regions, consisting of Africa, Asia Pacific, Europe, Eastern Mediterranean, Latin America, and North America. Where country organisations are constituted into a regional body, that body will coordinate the appointment of Directors and the nomination of candidates for President-Elect. Where there is not a formal regional body, the country organisations shall collaborate for such appointments and nominations.

Executive Committee

6. The Officers and the Chairs of the Standing Committees shall constitute the Executive Committee, which will conduct the affairs of the WCO on behalf of the Board. The Executive Committee shall meet, in person or remotely, as often as deemed necessary. The President shall Chair the meetings of the Executive Committee, and the President-Elect shall substitute as Chair when the President is unavailable. The Executive Committee shall share minutes of meetings and other reports with the Board, and maintain other communication with the Board to ensure that the Board is fully informed and maintains confidence in the Executive Committee.

Officers

7. When the current President's term has expired, the current President-Elect becomes the President. The previous President will become the Immediate Past-President. The President, President-Elect, and Immediate Past-President shall serve a maximum of one term of two years.

8. The National Delegations, at a General Assembly, shall elect a new President-Elect from the current Directors.
9. The Directors shall elect, from amongst their numbers, the Treasurer, who will serve a term of two years, and who may be re-elected to a maximum of three terms of two years.
10. Once becoming an Officer, an individual will no longer be an appointee of their Region, and a new Director will be appointed by the Region to replace them.
11. In the event of the President vacating the position, the President-Elect shall assume the role of Interim President, until the President may return, or until the next General Meeting at which a new President-Elect may be elected, and the Interim President shall become the President.
12. In the event of the President-Elect or the Treasurer vacating their position, the Board, at its next meeting, shall elect a replacement Officer from amongst the Directors. At the next General Assembly, the President-Elect's election shall be ratified or new Officers Elected.
13. In the event that the Immediate Past-President vacates their position, they may be replaced by the next most recent Past-President.
14. In the event that a Director who is an Officer is removed from the Board pursuant to these By-Laws, such Director shall automatically be terminated as an Officer on such removal.

General Assembly of Delegates

15.
 - a) As outlined in the Constitution, the General Assembly of Delegates (General Assembly) is the highest organ of the WCO. In accordance with State and Federal laws governing non-profit organisations there shall be an Annual General Assembly, which shall be held at intervals of not less than 10 months and not more than 14 months with at least 60 days' notice.
 - b) A Special General Assembly may be called to deal with issues that may arise, with at least 60 days' notice.
 - c) A General Assembly must have a quorum to transact any business of WCO. Quorum shall be at least 25% of the National Delegations, from at least 50% of the Regions.
 - d) An Annual General Assembly has the following authorities:
 - i. Amendments to the Constitution and Bylaws
 - ii. Adoption of the financial reports
 - iii. Elections
 - iv. Redress of the Board of Directors and Executive Committee decisions
 - v. Country Member's motions
 - vi. Dissolution of the association
 - e) Affiliate, individual and corporate members shall not have any voting rights but are welcome to attend and contribute to open sessions including the General Assembly.

Board of Directors

16. The affairs of the WCO shall be governed by a Board of Directors which shall oversee and supervise activities of the WCO. The Board shall consist of three appointees from

each Region, known as Directors, together with the President, the President-Elect, the Immediate Past-President, and the Treasurer of the WCO, known as Officers, as well as Standing Committee Chairs that are not already Directors. Directors and Officers shall hold the office for a term of two (2) years or until they resign or are removed. A Director may serve a maximum of three (3) consecutive terms. A previous Director that has served a maximum number of terms may return to the Board after a minimum of one (1) year absence.

17. WCO membership is required to serve on Committees and the Board of Directors. This requirement shall be met through maintaining individual WCO membership in good standing, and/or being a member of a country WCO member in good standing.
18. The President shall be the Chair of all Board meetings. In the President's absence, the President-Elect shall be the Chair of Board meetings. In the President and the President-Elect's absence, the Immediate Past-President shall be the Chair of Board meetings.

Removal of Directors

19. In the event that one or more Directors believes that a Director should be removed from the Board, they shall provide written notice to all Directors that they will be raising such issue for consideration at the next meeting of the Board. Such written notice must be provided at least seven (7) days in advance of the Board meeting at which such issue will be considered. Such Board meeting may be a special meeting, as provided for in these Bylaws.
20. The Board may remove a Director by a majority of votes cast in favour of such removal at a Board meeting.
21. In the event that a Director is removed pursuant to this By-Law, such individual may not be re-appointed to the Board for a period of two (2) terms of office, or four (4) years from the date of their removal, whichever is longer in duration.

Meetings of the Board of Directors

22. The Board shall determine the time and location for its regular meetings, which shall occur at least once per year. Notwithstanding this, special meetings may be set additionally as the need arises. A special meeting shall be convened when requested by the President, or by a majority of the Board. Any meeting may be held in person, or by telephonic or electronic means, or a combination.
23. Notice of each regular meeting, together with an agenda for the meeting together with background documents when appropriate, shall be given at least fourteen (14) days before the meeting. For special meetings, shorter but reasonable notice may be given.
24. A majority of the Directors shall constitute a quorum.
25. A decision by the Board for all questions will require a majority of the Directors present, in person or remotely.

Reimbursement of Directors

26. The Executive Committee and one Director from each Region shall be reimbursed reasonable travel and accommodation expenses for each meeting. An allowance for all expenses in transacting the business of the WCO may be provided for in the Policies.

Committees

27. The Board may from time to time appoint or disband any committee or other advisory body as necessary.

Standing Committees

28. The WCO will have five Standing Committees: the Public Health Committee; the Education Committee; the Legislation, Registration and Standards Committee; the Membership Committee; and the Congress Committee. Terms of reference are outlined in Policies.

Parliamentary Authority

29. Roberts' Rules of Order or such other Rules of Order as may be approved by the Board shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and By-laws of the WCO.

Indemnity

30. Every Director or other person who has undertaken or is about to undertake any liability on behalf of WCO, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the WCO from and against:
 - a. all costs, charges and expenses whatsoever which such Director or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director or other person, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by such Director or other person, in or about the proper execution of the duties of such Director or other person's office or in respect of any such liability;
 - b. all other costs, charges and expenses which a Director or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's or other person's own willful neglect or willful default.
 - c. In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced herein, the Board may approve such advance.

Execution of Documents

41. The Board shall determine who may sign and execute documents.

Amendment of By-Laws

42. The By-Laws may be amended by the Board provided that notice of the proposed amendment has been circulated to all Directors at least thirty (30) days prior to the meeting of Board at which the amendment will be voted upon. Notice of any proposed amendment may be dispensed with on the unanimous vote of the Directors present at the meeting. Any amendment shall require for adoption a majority vote of Directors. Upon adoption, the amendment shall be effective until the next Annual General Assembly or Special General Assembly where it may be approved or revoked by the Members. Notice of amendments to By-Laws passed by the Board shall be given to all Members at least thirty (30) days before the next General Assembly.

Approved by the Board – September 9, 2017