

Michigan Foundation for Vision Awareness

By-Laws

Article I
NAME

The name of this organization shall be The Michigan Foundation for Vision Awareness (MFVA).

Article II
MISSION STATEMENT

The mission of The Michigan Foundation for Vision Awareness (MFVA) is to provide educational outreach to people of all ages regarding their vision and eye health; to award academic scholarships to optometric students; to help fund grants to organizations that support vision related scientific research and to award grants to organizations helping the underserved that promote eye health and well being.

MFVA is not organized for pecuniary profit of its Trustees and no part of its income and assets shall benefit any Trustee.

MFVA shall conduct its activities in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further United States Internal Revenue Law, so as to become and remain an exempt organization under said Code Section 501 (c)(3)

Article III
CONTRIBUTORS

Section 1.

- (a) Contributors in this organization consist of any optometrist, individual, or entity who provides a gift to MFVA within the fiscal year.
- (b) To be a Contributor in good standing, one must have made a gift of not less than twenty-five dollars (\$25.00) to the MFVA during the current fiscal year.

Article IV
COMPOSITION OF BOARD OF TRUSTEES

Section 1.

- (a) The Board of Trustees shall be no larger than 11 Contributors and no less than 3 Contributors, with at least one contributor who shall be an optometrist. Contributors who seek election to the Board of Trustees shall demonstrate to the Executive Committee a substantial interest in contributing to the advancement of the MFVA and its mission.

(b) The President, Vice-President, Secretary, Treasurer, and immediate Past President shall serve as Trustees and collectively serve as the Executive Committee. The President shall preside over the Executive Committee. The President shall provide no less than seven days written notice of any Executive Committee meeting to its members.

Section 2.

The remaining six Trustees shall each be elected by the Board of Trustees to serve a two year term. The two year terms shall be staggered as designated by the Executive Committee. Trustees may be re-elected for additional terms.

Section 3.

To continue as a member of the Board a person shall maintain their status as a current contributor payable prior to the end of the current fiscal year that they become a Board member. They must also be or maintain their status as a legal resident of the State of Michigan.

Section 4.

In order for an Optometrist to be elected to the MFVA Board of Trustees, in addition to fulfilling the requirements of Article III, shall be duly licensed to practice Optometry in the State of Michigan, as defined by the State Board of Examiners in Optometry and the Licensing and Regulation Agency (LARA) of the State of Michigan, without any history or occurrence of disciplinary action, malpractice, professional negligence, or criminal offense, either past or pending, whether under Michigan jurisdiction or elsewhere. Membership in the American Optometric Association, Michigan Optometric Association, and other professional associations or affiliations fitting with the mission, aims, and goals of the MFVA is highly encouraged.

Section 5.

Immediately upon completion of a term of office, each Officer and/or Trustee shall transfer to the Secretary or Treasurer a complete file of activities for the office together with any and all records and other property belonging to the MVFA.

Article V
ANNUAL MEETING

- (a) The Annual Meeting shall be held each calendar year at a time and place to be determined by the Executive Committee. The Executive Committee may reschedule the Annual Meeting within the calendar year in the event a quorum of the Board of Trustees is unable to meet.
- (b) Notice of the Annual Meeting shall be made available to Board of Trustees and Contributors according to Article VIII.
- (c) Contributors shall be encouraged to attend the Annual Meeting and be afforded the opportunity to address the Board of Trustees.

Article VI
BUDGET

- (a) The proposed budget shall be based upon the endowment assets and endowment income, and the projected charitable contributions for the next Fiscal Year. The proposed budget shall be presented by the Treasurer to, and for the approval of, the Board of Trustees at each fall business meeting. Such budget shall include the approximate sum to be expended in each organization activity.
- (b) When the Foundation's expenditures exceed 10% of the previously adopted budget for that same Fiscal Year, a majority vote by a quorum of the Board of Trustees shall be required prior to the allocation and/or payment of those expenditures.

Article VII
FISCAL YEAR

The fiscal year of the MFVA shall be from January 1 to December 31.

Article VIII
BOARD OF TRUSTEES

Section 1. Election and Term of Office. All Officers and Trustees, as recommended by the Nominating Committee, shall be elected by a simple majority vote of the current Board of Trustees at the Annual Meeting.

Section 2. Assumption of Office. The newly elected Officers and Trustees of the MFVA shall assume their elected position immediately following their election.

Section 3. Resignation and Removal. Any Trustee may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Trustee may be removed, with or without cause, by the vote of a majority of the Trustees then in office.

Section 4. Board Vacancies. Any vacancies occurring on the Board of Trustees shall be filled by an affirmative vote of a majority of those then in office and shall serve until the next Annual Meeting.

Section 5. Compensation. Trustees may not receive any salary or other compensation for their services as Trustees. A Trustee shall be reimbursed for actual out of pocket expenses incurred exclusively in the conduct of business of the MFVA.

Section 6. Regular Meetings. There shall be at least three (3) regular meetings of the Board of Trustees each year in addition to the Annual Meeting.

Section 7. Special Meetings. Special meetings may be called by the President or shall be called by the President upon request of a majority of the Board.

Section 8. Notice of Meetings. The President shall send notice of special or regular meetings of the Board at least ten (10) days prior to the meeting. Notice shall be sent to each Trustee by mail, or electronically to the last known contact information listed in MFVA records.

Section 9. Quorum. The presence of a majority of the Trustees of the Board then in office shall constitute a quorum for the transaction of any business at a meeting of the Board of Trustees. The vote of the majority of Trustees present at a meeting at which a quorum is present constitutes the action of the Board of Trustees.

Section 10. Voting. Each Trustee present shall have one vote.

Section 11. Presence at Meeting. A Trustee shall be deemed to be present in person at a meeting by use of a conference telephone or other remote communication equipment by which all persons participating in the meeting can communicate with each other, provided all participants are advised of the communication equipment and provided names of the participants in the conference call are announced to all participants.

Section 12. Obligations of Trustees.

- (a) The Board of Trustees shall attend to the general management of the MFVA, and shall have authority over the affairs of the organization between the Annual Meetings. The Board of Trustees shall attend all meetings of the Board of Trustees and be present for all business sessions unless the Trustee has notified the President, in advance, of their absence from a meeting.
- (b) The Board of Trustees shall have authority to approve or disapprove appointments made by the President, to appoint successors to fill unexpired terms of office when vacancies occur, with the exception of the President, to send a written request for resignation to any officer or trustee who in the opinion of the majority of the Board of Trustees fails to perform all duties in the best interest of the organization according to MFVA policy.
- (c) Unexcused absence of any Trustee from three (3) consecutive meetings may constitute cause for removal by a majority vote for removal by the Board of Trustees.

Section 13. Voting. Each vote by the Board of Trustees on election to the Board or for an Officer position may be made by secret ballot, at the discretion of the President. A majority vote of the Trustees present at the meeting at which a quorum is present shall be required for each elected Trustee and officer.

Article IX
DUTIES OF OFFICERS

Section 1. President

- (a) The President shall preside at all meetings of the MFVA and the Executive Committee.
- (b) It shall be his/her duty to enforce all rules and regulations of this organization; to appoint all committees and chairpersons with approval of the Executive Board. He/She shall be ex-officio member of all committees.
- (c) It shall be his/her duty to serve as liaison to the MOA and other organizations as needed.
- (d) The President shall facilitate the setting of the achievement goals for this organization and perform all duties that pertain to this office.
- (e) The President shall, no later than 120 days prior to the date of the Annual Meeting, appoint the Nominating Committee, including the Past President of the Board of Trustees to serve as Chairperson, which could include one other member of Board of Trustees and one non-Trustee Contributor of MFVA, as necessary, to assure that any open position(s) on the Board is/are filled in a timely manner.
- (f) The President shall serve for a term of two years.

Section 2. Vice President

- (a) In the absence of the President, the Vice President shall preside and perform all duties of that office. In case of a Presidential vacancy, the Vice President shall succeed to the office of President and serve until the next Annual Meeting.
- (b) The Vice-President shall develop overall design and implementation of MFVA fundraising strategies and plans including special event fundraising.
- (c) The Vice President shall serve for a term of two years.

Section 3. Past President

- (a) The Past President shall serve as Chairperson of the Nominating Committee, and as a member of the Executive Committee.
- (b) The Past President shall serve for a term of two years.
- (c) The Past President shall identify, cultivate and solicit prospects for charitable contributions to MFVA.
- (d) The Past President shall engage the Board of Trustees in the fundraising process.

Section 4. Secretary

- (a) The Secretary shall keep accurate records of all proceedings of the MFVA and the Executive Board. He/She shall publish all official correspondence as directed by the President.
- (b) In the absence of the President and Vice President, the Secretary shall preside until the election of a President pro-tem, which shall take place immediately at a meeting of the Board of Trustees or Executive Committee.
- (c) The Secretary shall serve for a term of two years.

Section 5. Treasurer

- (a) The Treasurer shall deposit in the bank in the name of the MFVA all money received from gifts and other sources. He/She shall keep accurate and complete records pertaining to receipts and disbursements, submit a financial report to the Board of Trustees at each meeting, and a financial summary as the annual report. In the absence of the Treasurer, the President shall be authorized to sign the checks.
- (b) The Treasurer shall submit to the Board of Trustees a proposed budget for the coming year.
- (c) The records of the Treasurer shall be available for inspection by any Trustee of the MFVA upon written request to the President at a mutually agreeable time between the Treasurer and requesting Trustee.
- (d) The Treasurer shall submit the appropriate annual form to IRS to maintain 501(c)(3) status.
- (e) The Treasurer shall keep an accurate account of all financial transactions of MFVA and provide a report at the end of each fiscal year.
- (f) The Treasurer shall serve for a term of two years.

Article X
Committees of the Board of Trustees

Section 1.

There shall be the following Committees to the Board of Trustees:
Donor Liaison and Support
Contributors and Charitable Donations Annual Report
Scholarships
Grants
Nominating

Section 2.

- (a) There shall be a Trustee to serve as Chairperson for each Committee who shall be recommended by the President to be approved by the Board of Trustees, except that the Past President shall serve as the Chairperson of the Nominating Committee. The Chairperson shall serve until replaced or resigns.
- (b) The Chairperson of each Committee shall be responsible to appoint Contributors to serve as members of the Committee. The Chairperson shall notify the President, in writing, of the names of the Contributors who will be serving on the Committee. Committee members shall serve one year terms and can be reappointed.
- (c) It shall be the duty of each Chairperson to provide each member of the Board of Trustees with copies of all correspondence pertaining to the MFVA activities, programs, and other materials relative to their Committee.

Article XI
DUTIES OF COMMITTEE CHAIRPERSONS

Section 1. Donor Liaison and Support

- (a) First point of contact for Contributors.
- (b) Addresses all communication to/from Contributors.
- (c) Provide information as appropriate to various contribution levels.

Section 2. Contributors and Charitable Donations

- (a) Coordinate any special awards and presentations as appropriate based on charitable contributions.
- (b) Responsible for all communications with respect to their assigned duties.

Section 3. Annual Report

- (a) Prepare and edit the Annual Report, to inform MFVA contributors of the activities and plans of the MFVA.
- (b) Encourage MFVA contributors to participate in presenting articles and information for the MFVA Annual Report and The Michigan Optometrist.
- (c) There shall be a minimum of one Annual Report per year and consideration for articles in the MOA distributed publication and or other publications between Annual Meetings.
- (d) Responsible for all communications with respect to their assigned duties.

Section 4. Scholarships

- (a) Advertise the availability of scholarships from MFVA to all optometric institutions.
- (b) Present and recommend to the Board of Trustees, the resumes of scholarship applicants who have provided the necessary forms and information for scholarship application.
- (c) Scholarships shall be awarded based upon available funds. The distribution of funds shall be decided by majority vote of the Board of Trustees.
- (d) Notify the student and recipient's institution of the scholarship award as well as inform the non-award applicants.
- (e) Be responsible for all communications with respect to their assigned duties.
- (f) The records of the Scholarship Committee Chairperson shall be available for inspection by any Board of Trustee of the MFVA upon request of the Presidents.

Section 5. Grants

- (a) Review the grant requests and seek out the appropriate expert advice and additional information from the grant applicant as needed and make recommendation to the Board of Trustees.
- (b) Submit recommendations to the Board of Trustees for its consideration and action.
- (c) Notify the grant applicants of the status of their applications and track project compliance of the applicants progress or final report(s).
- (d) Be responsible for all communications with respect to their assigned duties and maintain archival records of grant reports.

Section 6. Nominating

- (a) The Nominating Committee shall recommend a slate of officers and Trustees to be voted upon by the current Board of Trustees at the annual meeting.

Article XII
REPORTS OF OFFICERS AND TRUSTEES

Section 1.

Each Officer and Trustee of MFVA shall have available, upon request of the President, a report of their activities.

Section 2.

On an annual basis, the President shall submit to the Contributors and MOA a complete report of activities and include a summary of activities and achievements of this organization.

Article XIII
PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall be the authority on all questions not covered by the Articles of Incorporation and By-Laws.

Article XIV
AMENDMENTS

Section 1.

Proposed amendments to the By-Laws of MFVA shall be written and filed with the Secretary. The Board of Trustees must be notified of this at least thirty days prior to the next board meeting at which a vote will be taken. Such notice must include the exact wording of the proposed amendment.

Section 2.

An amendment to these By-Laws shall require the vote of not less than a majority of the Board of Trustees present at which a quorum is present.

Section 3.

Amendments to these By-Laws shall become effective immediately upon adoption.

Article XV
DISSOLUTION

Upon dissolution of the MFVA, or if the MFVA ceases to exist, any assets remaining after payment of all liabilities of the MFVA shall be given to

a qualified, non-profit, educational or charitable institution, as determined by a majority vote of the then existing Board of Trustees.

Article XVI
ENDOWMENT FUND

Section 1.

The Board of Trustees shall be responsible to employ the assistance of professionals and administrative personnel to manage the endowment; and,

- (a) Shall meet with financial planners, financial institutions, and other professionals and, as appropriate, hire professionals or other individuals to assist in managing the Endowment Fund.
- (b) Shall authorize a distribution plan for the Endowment Fund consistent with the mission of the MFVA.
- (c) Shall authorize a distribution plan that is consistent with a long-term goal of maintaining an adequate balance of funds to assure growth and/or appreciation of the Endowment Funds outlined and directed by our **Annual Endowment Grant & Scholarship Disbursement Policy adopted March 27, 2020.**

Section 2.

The Board of Trustees shall not approve any expenditure from the Endowment Funds that shall jeopardize its status as a charity under Internal Revenue Code Section 501 (c) (3), nor any expenditure for any partisan political purposes, nor any expenditure inconsistent with the mission of the MFVA, or any expenditure that would become a taxable expenditure to the MFVA.

Section 3.

Disbursements from the Endowment Funds shall be made only when authorized by a vote of the Board of Trustees. Specific disbursements from the Endowment Funds shall be co-signed by two of the three Officers: President, Vice-President or Treasurer.

ARTICLE XVII
INDEMNIFICATION

The MFVA shall indemnify and hold harmless each Officer and Trustee, now or hereafter serving the MFVA from and against any and all claims and liabilities to which he/she may be or become subject by reason of his/her service now or hereafter being or having heretofore been an Officer or Trustee of this MFVA, or by reason of his/her alleged acts or omissions as an Officer or Trustee as aforesaid, and shall reimburse each Officer and Trustee of this MFVA for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities, provided however, that no Officer or Trustee be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his/her own negligence or willful misconduct. The foregoing rights of Officers and Trustees shall not be exclusive of other rights to which they may be entitled lawfully.

By-Laws Adopted 8/25/15

Amendments :

- 1) **8/27/16** - Article VI, modified format (a), and added part (b) language to clarify what would trigger a budget review and approval or rejection of such change.
- 2) **5/22/21** - Various updates. These updates reflect current operating practices and processes of the MFVA Board - A change tracking copy version that is approved will be kept on file as well as the final version as approved.