

Alberta Association of Optometrists

Bylaws Changes and Background

Special Resolution – Notice to AAO members **Bylaw Amendments**

Background to Bylaw Changes

The Alberta Association of Optometrists (AAO) Council is recommending a series of amendments to the AAO Bylaws that:

- a) Update the language to match technology and/or the delivery of information to the members. (throughout the bylaws)
- b) Amend the election process such that on years where there may be both 1- or 2-years terms up for election, the person(s) with the most ballots will fill the 2-year term position(s), with the 1-year term being filled by the person with the next highest number of votes. This allows for the filling positions that may have been vacated with a year remaining, while providing balance in the number of Council positions up for election annually. (Section 1 / Article 4)
- c) Should there be a Council meeting, an officer (President, President Elect, or Past President) must be present for the meeting to proceed. (Section 1 / Article 4)
- d) Affiliates will be able to obtain from the Association different forms of communications based upon decisions by Council. This will accommodate any technological changes or formats in communications. (Articles 4 & 5).
- e) Renumbering sections where subsections may have been added or deleted.

Specific Amendments to Bylaws

The bylaws have been reviewed by Council on two occasions based upon the recommendations provided by a Task Force who reviewed them. Additionally, legal counsel was consulted to ensure their appropriateness.

- **Blue** text denotes additions
- **Red** text denotes deletions

SPECIAL RESOLUTION – Motion Dealing with Specific Amendments

The amendments noted below to the respective existing articles of the Alberta Association of Optometrists' bylaws are repealed and are replaced by the amendment to the said articles of the Association's bylaws which read:

Section 1: Definitions and Interpretation

Article 1: Definitions

~~"Mailing Address" means the physical or electronic address specified by the Member from time to time, as the address where the member wishes to receive all communications from the Association.~~

1.1.15 "Member" means a Full Time or Part Time member who is an optometrist in good standing with the Association.

1.1.16 "New Graduate" means an optometrist practicing in their first or second year of optometry.

1.1.17 "Optometrist" means a person licensed to provide optometric care in accordance with the Optometric Profession Regulation under the *Health Professions Act*.

1.1.18 "Province" means the province of Alberta in Canada.

1.1.19 "Seal" means the official seal of the Association.

1.1.20 "Special Meeting" means any meeting of the Association called pursuant to these Bylaws, except the Association's Annual General Meeting.

1.1.21 "Special Resolution" means a resolution passed at a meeting by a vote of not less than 75% of Members entitled to vote.

1.1.22 "telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data including, without limitation, telephone calls, fax, e-mail, SMS automated touch-tone telephone system, computer or computer networks.

Article 2: Other Powers, Duties, and Functions of the Council

2.2.5 The Council shall have the power and duty to ensure that Association policies are implemented through the monitoring of compliance with policies.

Article 4: Election of the Council Members

2.4.4 All members of the Council, except the President, President Elect, the immediate Past President and any ex-officio members appointed by the Council, may shall be elected for a term of one (1) or two (2) years as determined by Council.

2.4.13 In the event that there are more Members nominated for the Council than there are vacancies, the Members who receive the most votes shall be considered elected to the Council. In the event of a 1 or 2 year terms, the individual(s) garnering the greater number of votes shall be assigned the 2 year term(s) on Council.

Article 8: President Elect

~~2.8.2 In the absence of the President and President Elect, the Chair for a Council meeting shall be elected by a majority vote of Council members present.~~

- 2.8.2.3 If the President Elect resigns or is unable to act, the Council shall elect, from among themselves, a person to fill the office for the remainder of the then current term of the President Elect's office. If the Council is unable to agree upon a replacement President Elect from among themselves, the Council shall seek nominations from the Members and the President shall convene a Special Meeting at which the replacement President Elect shall be elected by the Members.

Article 10: Council Meetings

- 2.10.5 A quorum of Council is five (5) Members, one of whom shall be an officer of the Association ~~the President or President Elect.~~

Article 11: Compensation of the Council, Committee and Other Members

- 2.11.1 The Council may establish a committee to review and establish the amount a member of the Council, a Council committee, individual or committee delegated by the Council is entitled to be compensated and/or reimbursed. Reimbursement will be provided for reasonable travel and living expenses, as well as reasonable disbursements while engaged in the Association's business.

This committee will undertake a review and make recommendations concerning the remuneration ~~per diem~~ rate for the Council and committee members. Per diem rates should be reviewed at least every four (4) years.

Section 4: Meetings of the Members

Article 1: Annual General Meetings

- 4.1.1 An Annual General Meeting of the Members shall be held at least once in every calendar year, at a time and location determined by the Council. The Council may determine that the meeting shall be held by telephonic and/or electronic means that permits all participants to communicate adequately with each other during the meeting.

Article 2: Notice of Annual General Meetings and Election

- 4.2.1 The Chief Executive Officer shall notify every Member of each Annual General Meeting of the Association by providing by ~~delivering a hardcopy or electronic~~ mail notice of the date, time and location of the Annual General Meeting as determined by the Council, at least thirty (30) days prior to the Annual General Meeting.

Article 4: Special Meetings

- 4.4.4 Notice of a Special Meeting shall be provided by ~~sent by hardcopy or electronic~~ mail to each Member at least fifteen (15) days prior to the meeting, and shall include:

- 4.4.4.1 reasons for which the Special Meeting is being called;
- 4.4.4.2 the time, date and location of the Special Meeting; and
- 4.4.4.3 a list of candidates, if applicable to the purpose of an election at the Special Meeting.

- 4.4.6 Attendance at Special Meetings is limited to Members in good standing, ~~Honorary Members, Council members~~, the Chief Executive Officer and guests invited by the Chief Executive Officer on

behalf of the Council.

Article 4: Out-of-Province Affiliate

- 5.4.3 An Out of Province Affiliate is eligible to attend Association functions and events, but not to hold office or vote. ~~An Affiliate is eligible for the "member fee" at Association functions.~~
- 5.4.4 An Out of Province Affiliate will receive appropriate Association correspondence, ~~and~~ information, ~~and member programs as decided by Council.~~

Article 5: Student and Resident Affiliates

- 5.5.4 A Student Affiliate or Resident Affiliate shall receive appropriate Association ~~correspondence, information and member programs as decided by Council.~~ ~~general mailings.~~

Section 6: Management and Administration of the Association

Article 5: Chief Executive Officer

- 6.5.2 The Chief Executive Officer shall carry out their responsibilities in accordance with, and subject to, Council-approved motions and policies. These responsibilities include but are not limited to:
- 6.5.2.13 preparing a financial report that identifies the Association's financial status as at fiscal year end for presentation at each Annual General Meeting, ~~and providing by mail mailing~~ a copy of the financial report including audited financial statements to each Member;

Article 6: Finances

- 6.6.4 The Council shall establish fees by resolution for the following categories of members or affiliates:
- 6.6.4.4 Student ~~and Resident~~ Affiliates.
- ~~6.6.4.8 Resident Affiliates~~

Section 7: Amendment of Bylaws

- 7.1.1 Proposed changes to these Bylaws must be ~~provided by mailed hardcopy or by electronic~~ mail to all Members in good standing at least thirty (30) days prior to an Annual General Meeting, at which time the amendment to the Bylaws shall be considered, or a Special Meeting at which the amendment to the Bylaws shall be considered.
- 7.4.1 The Association Bylaws approved by the Members on October ~~20, 2022~~ ~~14, 2020~~, are hereby repealed.

Moved: Dr. Sophia Leung
Seconded: Dr. Monica Bell