

Bylaws

of the

Commission on Opticianry Accreditation

A Charitable Corporation under the District of Columbia Charitable Corporation Law

Director of Accreditation
Commission on Opticianry Accreditation
229 East 85th Street #194
New York, NY 10028
director@COAccreditation.com
315-742-8066

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BY-LAWS OF THE COMMISSION ON OPTICIANRY ACCREDITATION

ARTICLE I

NAME

The name of the organization shall be the Commission on Opticianry Accreditation. In this document, the Commission on Opticianry Accreditation may also be referred to as the COA or the Commission.

ARTICLE II

The Commission on Opticianry Accreditation (COA) is committed to an accreditation process that is a fair, thorough assessment of educational quality. The goal of COA as an accrediting agency is to assist the opticianry programs in producing well-trained, competent graduates to provide quality professional services to the public.

SCOPE OF ACCREDITATION

The COA accredits two-year opticianry degree programs and one-year ophthalmic laboratory technology certificate programs.

PURPOSES

The purposes of the Commission on Opticianry Accreditation shall be:

1. To undertake the accreditation functions of post-secondary opticianry educational programs.
2. To develop and maintain educational standards for accreditation, including criteria and guidelines.
3. To prepare manuals and other materials required by institutions undertaking, or planning to undertake, opticianry educational programs.
4. To provide guidelines for program planning that are not in conflict with accreditation functions that will assist educational institutions in developing opticianry programs of highest quality and to encourage self-evaluation and continued study toward improvement.
5. To apply established criteria and guidelines for the accreditation of opticianry educational programs and to revise these criteria and guidelines when advisable.
6. To recognize changing needs of individuals, the public, and opticianry in general, and to implement advances in knowledge and ability through curriculum development to meet those needs.
7. To identify educational programs adequately prepared to offer post-secondary educational programs in opticianry.
8. To publish lists of accredited post-secondary educational programs in opticianry informing individuals seeking education that such accredited opticianry educational programs provide a competent faculty, sound curricula, adequate library, and appropriate physical plant that are sufficiently capable of attaining their announced objectives.

9. To assure opticianry firms, opticians, government, and other interested parties where graduates of accredited post-secondary educational programs in opticianry have the educational background to become competent opticians.
10. To review applications for accreditation of opticianry programs in established educational institutions.
11. To schedule and undertake accreditation and/or site visitations.
12. To review site visit reports, self-study documents and other materials pertaining to opticianry post-secondary educational program quality.
13. To disseminate by such appropriate means, information regarding post-secondary educational programs in opticianry.

ARTICLE III

ORGANIZATION

- Section 1 Governing Body: The governing body of this organization shall be known as the Commission, which shall manage the business, affairs, and property of the corporation and shall have full power and responsibility to put into effect its own policies and manage its own operation in accordance with the Articles of Incorporation and these by-laws.
- Section 2 Composition: The Commission may consist of twelve voting Commissioners. Four of the Commissioners shall be appointed by the Board of Directors of the National Academy of Opticianry and four of the Commissioners shall be appointed by the Board of Directors of the Opticians Association of America. The National Federation of Opticianry Schools shall appoint two representatives from schools accredited by the Commission on Opticianry Accreditation. One Commissioner must be appointed from the public by the other members of the Commission to represent the general interest of the public, and not to exceed a total of two public members. The voting Commissioners shall, to the extent possible, be competent and knowledgeable persons, qualified by experience and training regarding the purposes of this organization, having possession of at least an Associate's Degree, and shall be selected in accordance with nondiscriminatory practices. The Director of Accreditation of the Commission shall be an ex-officio member of the Commission. In addition, the Commission may appoint other ex-officio members of the Commission.
- Section 3 Voting Rights: Each voting Commissioner shall have one vote. No ex-officio member of the Commission shall have voting rights.
- Section 4 Term of Office:
- a. The voting Commissioners, except those appointed to fill vacancies, shall serve for a term of three years. No voting Commissioner shall be eligible to serve more than two consecutive terms without a period of one year elapsing on the conclusion of the second term.

- b. Commissioners term of office shall take effect on July of the year of their appointment, except when filling a vacancy of a Commissioner, at which time they shall take office immediately upon their appointment.
- c. A Commissioner may resign at any time by presenting his/her written resignation to the Chair, and the resignation shall become effective upon acceptance by the Commission.
- d. Should a vacancy arise due to resignation, termination, or other cause exclusive of a term's ending, the succeeding Commissioner's first term shall be for the duration of his/her predecessor unless the duration of the remaining term would be one year or less. If the vacancy is one year or less then the newly appointed Commissioner would be eligible to be appointed for two (2) more complete terms as stated in sub-section (a) above.

Section 5 Meetings:

- a. The Commission shall hold at least one (1) meeting annually, at such time and place as the Commission may, determine by resolution, for the purposes of receiving the annual report, election of officers and transaction of other business.
- b. Special meetings of the Commission may be called by the Chair, or at the written request of the majority of the Commissioners, and shall be held at such time and place as are stated in the call for the meeting.
 - 1. Special meetings of the Commission may be conducted by video conference call or electronic communication and such participation by Commissioners shall constitute presence in person at such meeting.
- c. Notice of meetings of the Commission shall be emailed to each Commissioner, addressed to the Commissioner at the current address, or by electronic communication, on file in the Commission office at least ten days prior to the day on which the meeting is to be held. Attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance by a Commissioner for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 6 Quorum and Voting:

- a. At any meeting of the Commission, eight commissioners, present in person, shall constitute a quorum for the transaction of business, and except as otherwise provided by law, by the certificate of incorporation or by these by-laws, the act of the majority of the Commissioners present shall be the act of the Commission.
- b. Voting by proxy shall not be permitted at any regularly scheduled meeting.

- c. The chair may request action by the Commission or from any committee of the Commission between any regularly scheduled meetings of the Commission by telephone conference call, video calling, regular mail, or electronic communication.
 - 1. Any request for action shall constitute a regular meeting of the full Commission or committee.
 - 2. The names of the Commissioners voting by video conference call, regular mail, or electronic communication, and their votes, shall be recorded and included in the minutes of such meeting.
 - 3. A record of such vote or action taken will become part of the next regularly scheduled meeting of the Commission. Such telephone, regular mail or electronic communication vote or action, when recorded in the minutes, shall constitute presence in person at such meeting.
- d. Notice of meetings of the Commission shall be mailed to each Commissioner, addressed to the Commissioner at the current address, or by electronic communication, on file in the Commission office at least ten days prior to the day on which the meeting is to be held. Attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance by a Commissioner for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- e. The latest published and released edition of Robert's Rules of Order, Newly Revised, shall be the official parliamentary guide for all meetings when they are not in conflict with these by-laws or rules adopted by the Commission.

Section 7 Removal:

- a. Any Commissioner may be removed, with cause, when in the best judgment of the Commissioners the best interest of the agency would be served, by an affirmative vote of at least two-thirds (2/3) of the Commissioners.
- b. If a Commissioner misses 3 meetings, they become eligible for removal. This removal is optional by an affirmative vote of at least two-thirds (2/3) of the Commissioners. A Commissioner appointed to a second three-year term carries over the number of missed meetings to their second term.

Section 8 Vacancies: Newly created positions on the Commission resulting from an increase in the number of Commissioners, and vacancies occurring on the Commission for any reason shall be filled by appointment by the organization having authority under these by-laws to appoint such Commissioner. A Commissioner appointed to fill a vacancy, other than a vacancy resulting from the creation of a new position on the Commission, shall serve until the completion of their predecessor's term and until a successor shall have been appointed and qualified.

ARTICLE IV

COMMITTEES

The Commission, by resolution adopted by a majority of the Commissioners present at a meeting at which a quorum is present, may designate and appoint one or more committees or task forces which shall such authority as provided in the resolution creating the committee or task force, except that such committee or task force shall not have or exercise the authority of the Commission in the management of the corporation. Members of such committees and task forces need not be members of the Commission.

ARTICLE V

OFFICERS

- Section 1 Composition: The officers of the organization shall be a Chair, a Vice Chair, and a Treasurer.
- Section 2 Election: Officers shall be elected by the Board from Commissioners currently serving on the Board at the first meeting after July 1.
- Section 3 Term of Office: The term of each officer shall begin at the conclusion of the meeting at which they are elected. They shall serve until the next election has taken place pursuant to Section 2 of this Article and until the successor has been qualified. Each officer may be elected to a maximum of two (2) consecutive one (1) year terms.
- Section 4 Removal from Office: Any Officer may be removed, with cause, when in the best judgment of the Commissioners the best interest of the agency would be served, by an affirmative vote of at least two-thirds (2/3) of the Commissioners.
- Section 5 Vacancies: If there is a vacancy for any reason in any office, the Commissioners shall appoint from among themselves an officer to perform the duties of the vacated office by a vote of two-thirds (2/3) of the Voting Commissioners by mail ballot, mailed to the most current address as listed in the COA office.
- Section 6 Chair: The Chair shall be the president of the corporation. As such, it shall be his/her duty to supervise generally the management of the affairs of the corporation, subject to the supervision of the Commission. The Chair shall preside at all meetings of the Commission at which he/she is present. In the absence or disability of any other officer of the corporation, the Chair shall have the authority and may perform the duties of that officer. The Chair shall have such other authority and perform such other duties as are incident to the office of Chair and as the Commission may prescribe.
- Section 7 Vice Chair: The Vice Chair, during the absence, disability, or refusal of the Chair to perform his/her duties or exercise his/her powers as set forth in these by-laws or in the act under which this corporation is organized, shall perform and exercise the same and when

so acting he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the Chair. The Vice Chair shall have such other authority and perform such other duties as, from time to time, may be prescribed by the Commission or the Chair.

- Section 8 Treasurer: The Treasurer or his/her designee shall have charge and custody of, and be responsible for funds, securities, and financial records of the Commission on Opticianry Accreditation; shall be the custodian of the corporate records and of the seal of the Commission on Opticianry Accreditation; and, in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Commission.

ARTICLE VI

POLICY MAKING AND GENERAL ADMINISTRATION

Section 1 Accreditation Program

- a. The Commission shall conduct its operation in accordance with the criteria for nationally recognized accrediting agencies and associations established by the U.S. Department of Education or its successor organization.
- b. The Commission shall administer its stated criteria and guidelines for accreditation, free from any coercive factors or regimentation and dictation. The final appraisal of an educational program shall be determined by the Commission, in light of the total pattern it presents and in substantial compliance with the criteria.
- c. Any institution claiming to be aggrieved by a denial or withdrawal of approval for accreditation may appeal such action and shall have the right to appear and make a presentation to an independent appeals committee appointed by the commission and approved by the National Academy of Opticianry, Opticians Association of America and the National Federation of Opticianry Schools. The appeals committee shall be composed of non-members of the Commission. The Commission shall maintain written complaint and appeal procedures, which shall be made available to all institutions applying for accreditation.
- d. The Commission shall maintain in writing, the general requirements and minimum standards to obtain Commission approval for post-secondary educational programs in opticianry and shall provide such material to institutions applying for accreditation.

Section 2 Employment

- a. There shall be a Director of Accreditation whose employment shall be approved by the Commission. The full responsibilities of the Director of Accreditation shall be described and contained in the job description residing in the business office of the Commission on Opticianry Accreditation.

1. The Director of Accreditation shall serve as Secretary of the Association and shall perform all duties incident to that office, including any part or all of the duties of a Secretary as may have been properly delegated and approved by the Board of Commissioners.
 2. The Director of Accreditation shall have authority to sign all checks drawn on behalf of the Commission and maintain appropriate records in connection therewith. Any check exceeding \$2000.00, with the exception of payroll, shall require two signatures. The two signatures will have to be two of the following persons: Director of Accreditation, Chair, Vice Chair and/or Treasurer of the Commission.
- b. The Commission may employ one or more persons to provide administrative services and liaison facilities as may be required.
 - c. A job description for each employee of the Commission on Opticianry Accreditation will be kept on file in the Commission's business office. These job descriptions may be viewed and reviewed during normal business hours by any Commissioner and anyone else the Commission agrees upon.

ARTICLE VII

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

- Section 1 Execution of Contracts: The Commission may authorize any officer or officers, agent or agents, in the name of and on behalf of the Commission on Opticianry Accreditation, to enter into any contract or to execute and deliver any instrument and such authority that may be general or confined to specific instances. Unless authorized by the Commission, or authorized expressly by these by-laws, no officer, agent, or employee shall have any power or authority to bind the Commission on Opticianry Accreditation for any contract or engagement or pledge its credit or render it liable financially for any purpose or in any amount.
- Section 2 Loans: No loans shall be contracted on behalf of the Commission on Opticianry Accreditation unless specifically authorized by the Commission. The corporation shall make no loans to its Officers or Commissioners.
- Section 3 Checks, Drafts, etc.: All checks, drafts and other orders for the payment of money out of the funds of the corporation, and all notes or other evidences of indebtedness of the corporation, shall be signed on behalf of the corporation in such manner as shall from time to time be determined by resolution of the Commission.
- Section 4 Deposits: All funds of the corporation not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Commission may select.

- Section 5 Fees and Charges: The Commission shall determine and collect appropriate fees and charges for its application administration, evaluation administration, evaluation expenses, and other accreditation administration as may be required.
- Section 6 Non-Compensation: No voting Commissioner, except the public members acting in the capacity as Commissioner, shall receive compensation for services rendered. Commissioners may receive travel expenses personally incurred in attending to the business of the Commission.
- Section 7 Review: The Commission shall appoint an independent certified public accountant to review the financial records of the corporation and submit an annual review report, which shall be distributed to organizations, bodies, and authorized individuals who request such reports.
- Section 8 Insurance: The Commission shall obtain Directors and Officers Insurance, in an amount that is fixed by a majority of Commissioners. The cost of this insurance shall be paid by the Commission.

ARTICLE VIII

OFFICE AND BOOKS

- Section 1 Office: The office of the corporation shall be at such place as the Commissioners may deem.

ARTICLE IX

AMENDMENTS

- Section 1 Amendment of By-Laws: After establishing a quorum, the By-Laws may be amended at any regular or special meeting by an affirmative vote of two thirds (2/3) of the voting members of the Commission present at such meeting.
- A. Members of the Commission must be notified at least thirty (30) days prior to such regular or special meeting that a proposal to amend the By-Laws are to be voted upon at such meeting. Proposed changes must be sent by regular mail or acknowledged electronic communication no less than thirty (30) days prior to the vote.
- B. Any amendments to the By-Laws shall become effective immediately upon the affirmative vote of the Commission as described in Section 1, above.
- Section 2 Amendment of the Articles of Incorporation: The Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the voting members of the Commission. Changes must be mailed or sent by electronic communication to the

Commissioners at the current address on file in the Commission office no less than fourteen (14) days prior to voting.

- A. Any amendments to the articles of incorporation shall become effective immediately upon the affirmative vote of the Commission as described in Section 1 above.

ARTICLE X

GENERAL

- Section 1 The fiscal year of the Commission on Opticianry Accreditation shall be June 1 to May 31.
- Section 2 In this document, the term ‘address’ shall include email address. “Mail” shall include electronic communication for the purposes of notification of actions and / or proposed changes as well as voting between meetings.