

Neuro-Optometric Rehabilitation Association™, International, Inc.

By-Laws

Article I – NAME/MISSION

Name: The name of this association is the Neuro-Optometric Rehabilitation Association™, International, hereinafter referred to as NORA.

The Neuro-Optometric Rehabilitation Association, International (NORA) promotes interdisciplinary cooperation, communication and information exchange among optometrists, ophthalmologists, occupational therapists, physical therapists and others who provide rehabilitative services to individuals who have suffered an acquired brain injury. It is dedicated to providing patients who have physical or cognitive disabilities as a result of an acquired brain injury with a complete ocular health evaluation and optimum visual rehabilitation education and services to improve quality of life. NORA is committed to advancing the art and science of rehabilitation, with particular emphasis on treatment modalities designed to optimize visual-motor, visual-perceptual and visual information processing dysfunction among neurologically affected persons.

OUR MISSION

- Increase public and professional awareness and understanding of the need for and where to find Neuro-Optometric Rehabilitation services.
- Advance professional knowledge and understanding of Neuro-Optometric care and encourage research in visual science.
- Promote interdisciplinary cooperation, communication and exchange of information among all professionals

Article II – MEMBERSHIP AND MEETINGS

Professional membership – This category applies to:

- i. **MEMBERSHIP.** Membership in NORA shall be open to all health care professionals: optometrists, ophthalmologists, Ph.D or other doctoral level professionals, physicians, and other allied health professionals and rehabilitation therapists including occupational, physical, and speech therapists, educators, and lay persons upon application and payment of the annual dues. The Board of Directors may waive this fee at its discretion.
- ii. **MEETINGS.** NORA holds an annual conference open to all members. The conference is planned and executed by a member committee, who determines location, content and other key decisions.
- iii. **BOARD MEETINGS.** The Executive Board meets monthly. The full board, including the Advisory Board, meets bi-monthly with special meetings as needed. A quorum of the Board must be present to vote upon decisions.

iv. CATEGORIES OF MEMBERSHIP

Professional Members: This category applies to all optometrists, ophthalmologists, physicians, Ph.D. or other doctoral level professionals licensed and in good standing in their respective states, provinces or countries.

Allied Professional Members: This category applies to health care professionals involved in providing rehabilitation services including but not limited to rehabilitation therapists, physical therapists, occupational therapists, speech therapists, educators, nurses, social workers, etc.

Family and Survivor Members: This category applies to families and /or survivors being physically disabled, mentally incapacitated, or otherwise those who have suffered a neurological insult as a result of traumatic brain injury, cerebrovascular accident, cerebral palsy, multiple sclerosis, etc., as well as those persons who wish to support the activities and efforts of NORA but who do not qualify for any of the above membership categories.

First Year Practitioner: This category applies to practitioners who graduated or completed their residency within the last year.

Student/Residency Members: This applies to students and residents enrolled in rehabilitation education programs such as a certified college of optometry, allied health profession education and rehabilitation program or fellowship, or in an optometric residency or fellowship program.

Friends of NORA Members/Retirees: This category applies to those persons who wish to support the activities and efforts of NORA but who do not qualify for any of the above membership categories (including retirees).

Sustaining Members: The category applies to those persons who wish to financially support NORA in a special manner.

v. TERMS OF MEMBERSHIP

Membership shall be based on a calendar year. Each person becoming a member in conjunction with or after the annual meeting shall pay dues in advance of the coming calendar year (when held from September on).

vi. DUES

Dues shall be established by the Board of Directors. Members will be required to submit yearly dues as of January 1 each year. All those members who have paid their dues by February 1 will be considered members in good standing.

vii. SUSPENSION OR EXPULSION

The president calls a special meeting. If reprimanded, suspended or expelled, the full Board must agree on the appropriate action. Ethical, inappropriate

behavior or a misrepresentation of NORA or individual credentials are examples of actions that might result in Board action.

Article III – ORGANIZATIONAL STRUCTURE

- i. **BOARD OF DIRECTORS.** There shall be a Board of Directors of NORA. The Board shall bear the ultimate collective responsibility for achieving the purposes of NORA and shall exercise all powers not otherwise delegated under the By-Laws. The Board of Directors shall consist of not less than seven and no more than nine members. Those serving as President, Vice-President, Secretary, and the immediate Past President constitute the Executive Board. Other positions serve in an advisory capacity to the Executive Board, and have voting rights. All members of the Executive and Advisory Board oversee the work of committees,
- ii. **EXECUTIVE DIRECTOR AND STAFF.** The Board of Directors shall be responsible for appointing an Executive Director as deemed necessary. The Executive Director shall advise and consult with the Board of Directors in the development of policies and programs that reflect the purposes, philosophy and mission of the NORA. The Executive Director shall be responsible for implementing NORA policies and administering NORA programs. The Executive Director shall have responsibility for all other staff members and shall direct the day-to-day operations of NORA. The Executive Director shall work in conjunction with the standing committees of the NORA, the Board of Directors, and subcommittees of the Board of Directors. The Executive Director is responsible for the day to day expenditures within the Board approved budget and may be authorized by the Board of Directors to sign checks on behalf of the NORA within limits established by the Board of Directors, sign contracts, and enter into agreements with prior approval of the Board of Directors. Special appropriations for committees remain a Board decision.
- iii. **MEMBERSHIP COMMITTEE.** There shall be a standing committee of NORA known as the Membership Committee. The President of NORA shall appoint the chairperson who will select members of the committee from among the membership of the Association. This committee is responsible for developing and executing a plan to sustain and increase membership and recommend activities that grow interdisciplinary membership in NORA. In conjunction with the responsible Board member, the chairperson of the Membership Committee shall report to the Board of Directors at least quarterly on the activities of the Committee.
- iv. **FELLOWSHIP COMMITTEE.** There shall be a standing committee of NORA that is responsible for continuously monitoring, planning, executing and updating the fellowship program. The President of NORA shall appoint the chairperson who will select members of the committee from among the membership of the Association. This committee also works closely with those participating in the fellowship program. The fellowship process is outlined on the NORA website and is periodically reviewed by the Fellowship Committee

and the Board. Quarterly updates are provided to the Board in conjunction with the Board member responsible for this committee's activities.

v. **STUDENT/RESIDENT COMMITTEE.** There shall be a standing committee of NORA that is responsible for student/resident programs. The president of NORA shall appoint the chairperson who will select members of the committee from among the membership of the Association. The program promotes the participation of students and residents in the annual meeting. The second component is developing relationships with health care professional schools, colleges and programs such as schools of optometry, occupational, physical and speech therapy. Educational programs on optometric rehabilitation are given at these educational institutions with the goal of growing understanding of the profession and recruiting NORA members. This committee will also work with the Conference Committee in promoting the inclusion of posters at the annual meeting to students and residents. This committee reports progress to the Board quarterly in conjunction with the responsible Board member.

vi. **EDUCATION COMMITTEE.** There shall be a standing committee of NORA that oversees educational activities. It is responsible for planning, coordinating and overseeing the annual meeting and to set up future meetings in conjunction with the Executive Director. This committee sets meeting agenda, recruits speakers, and provides input on venue, determines and promotes poster sessions, and supports overall planning. The Committee also oversees the work of the Medical Director as educational programs are planned in addition to the annual meeting. The president of NORA shall appoint the chairperson who will select members of the committee from among membership of the Association.

vii. **NOMINATING/AWARD COMMITTEE.** There shall be a Nominating/Award Committee composed of three members of NORA. A NORA Board member is directly responsible for this committee given its importance to ensure organization longevity. Other members may be other Board members or members of NORA. This committee is appointed by the president. The committee operates continuously, and focuses on cultivating talent and building a pipeline of leaders. Potential Board candidates, committee chairs, and other potential leadership candidates are raised and discussed at least two times per year at Board Meetings. The goal is seamless leadership transitions given the ongoing focus on identifying, mentoring and training future leaders. The committee gathers recommendations from members for NORA awards recipients, solicits feedback on nominations, and makes award decisions.

Article IV– BOARD OF DIRECTORS

OFFICER DIRECTORS. There shall be the following officer directors of NORA, making up the Executive Board. These include a President, Vice President, Secretary, and the Immediate Past President of NORA. Other members of the Board will constitute the NORA ADVISORY BOARD with responsibility for overseeing and supporting the work of committees.

The **PRESIDENT** shall appoint the chairpersons of the standing subcommittees of the Board of Directors, taking into account interests and

strengths of other Board members. These Board members are directly accountable for overseeing and supporting committees as described above and such other committees as may be established from time to time. The President shall present an annual report to the membership and other reports as deemed necessary. The President shall preside at membership meetings and at meetings of the Board of Directors.

The **VICE PRESIDENT** shall exercise all the duties and powers of the President in the absence or inability of the President and shall succeed to that office in the event that the President resigns or is removed. The Vice President directly oversees the Nominating Committee given its importance to the organization's future. The VP also is a "check and balance" for NORA finances working with the Executive Director.

The **SECRETARY** shall keep minutes of the Annual Membership Meeting and meetings of the Board of Directors. The Secretary shall inform the members of the Board of Directors in advance of all meetings.

The **IMMEDIATE PAST PRESIDENT** shall be an ex-officio officer of the board of Directors of NORA. In that capacity, the Immediate Past President shall be entitled to attend all meetings of the Board of Directors, including executive sessions of the Board, and shall be entitled to vote on any matter coming before the Board.

VACANCIES. If a vacancy occurs among any of the non-officer directors of NORA, the officers of NORA shall, by majority vote, nominate an individual to assume the vacant position for the balance of the term. If a position opens on the Executive Board, a member of the Advisory Board will be selected to fill the vacancy.

BOARD MEMBER TERMS OF OFFICE. The term for an Executive Board member shall be for two years from the date of installation, and no more than 3 years. Potential Executive Board members must serve on an Advisory Board for 2 years before becoming eligible for the Executive Board. Board members must serve on a committee before assuming a Board position

REMOVAL OF OFFICER OR DIRECTOR The President shall call a special Board meeting to consider the removal of an officer or director. If the issue involves the President, the Vice President shall call the meeting. A quorum of the Board must be present. Final decisions need full Board approval.

FINANCIAL CONFLICTS OF INTEREST. A transaction between NORA and one or more of its Board members or Executive Director (or any entity in which one or more of its Directors has a financial interest) shall bind NORA only if (1) the fact of the such financial interest is disclosed (or known) to the Board, (2) the interested Director (or Directors) does not participate in any vote on the transaction, and (3) the transaction is beneficial to the NORA.

Article V– BOARD OF DIRECTORS (Meetings)

- i. **REGULAR MEETINGS.** The Executive Committee of the Board will meet monthly, The full Board (Executive and Advisory) will meet bi-monthly.
- ii. **ADDITIONAL MEETINGS.** Additional Board meetings may be held at the discretion of the President (or in the absence of the President, the senior responsible officer).
- iii. **SPECIAL MEETINGS.** Within one week after receipt of a written request signed by four members of the Board of Directors, the President (or in the absence of the President, the senior responsible officer) shall call a special meeting of the Board of Directors. Such request shall state the specific purpose or purposes for which such special meeting is to be held and only such business as it is stated therein shall be transacted at the special meeting.
- iv. **NOTICE.** Notice of all regular and additional meetings of the Board of Directors shall be sent to all directors at least one week prior to the regular or additional meeting. Notice of all special meetings of the Board of Directors shall be sent to all directors at least three days prior to the special meeting.
- v. **QUORUM.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at all regular and additional meetings. A majority plus two members of the Board of Directors shall constitute a quorum for the transaction of business at all special meetings.
- vi. **ATTENDANCE.** Records of attendance at all Board meetings shall be maintained by the Secretary. In the event a member is absent for three consecutive meetings, the member shall be deemed to have resigned and the position declared vacant unless the Board by a majority vote excuses the absences for cause.
- vii. **ANNUAL REVIEW.** The Executive Committee of the Board of Directors shall conduct an annual review of the performance of the Executive Director and communicate its results to the Executive Director.
- viii. **ANNUAL REVIEW OF NORA BY- LAWS.** The Board of Directors shall conduct annual reviews of the By-Laws and recommend any appropriate revisions to the membership in accordance with Article II.

Article VI – AMEMDMENT OF THE NORA BY-LAWS

These By-Laws may be amended from time to time in accordance with the manner and to the extent authorized in the Certificate of Incorporation of NORA.

Article VII – DISSOLUTION

In the event NORA is dissolved as an organization within the State of Connecticut, and ceases to exist based on the stated purposes, the certificate of dissolution shall be filed with the Secretary of State in accordance with the statutes of the State governing the dissolution of the non-profit organization, and such assets as remain shall revert to an escrow account for a period of three

years to allow time for reorganization. If reorganization is not accomplished within that length of time, such assets shall revert to a federal income tax exempt agency or organization serving citizens who are physically / neurologically affected as directed by the last elected Board of Directors of NORA.

Article VIII – PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert’s Rule of Order, shall govern the conduct of all meetings of NORA, its Board, committees, and subcommittees, in all cases in which they are applicable, and in which they are not inconsistent with the By-Laws.

Article IX – EFFECTIVE DATE

These By-Laws were established on August 7, 1991 and shall continue in effect until duly amended as provided herein.

Amended by the Board of Directors, April, 2023