

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, heinafter referred to as NORA.

The Neuro-Optometric Rehabilitation Association, International (NORA) is an inter-disciplinary group of professionals 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 their 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 promote research in visual science.
- Encourage an interdisciplinary team approach among all professionals who provide rehabilitative services to individuals who have suffered a traumatic brain injury.

Article II – PURPOSE

The purpose of NORA is:

- a) To promote intra and inter professional understanding, guidance, and assistance for visually disabled persons as the result of neurological dysfunctions that interfere with normal neuro-physiological processes;
- b) To promote interdisciplinary cooperation, communication and to exchange information among optometrists practicing neuro-optometry, other interested professionals, parents, and families;
- c) To continue to develop improve, advance clinical visual procedures, organized protocols of testing and diagnoses, and programs of vision care for persons having neuro-physiological dysfunction;

- d) To further develop acceptable models of vision care in order to enhance the overall outcome of the rehabilitative process;
- e) To serve as a central resource for accurate materials relating to vision rehabilitation, which are developed and written as background for clinical intervention with neuro-physiologically, impaired persons (traumatic brain injured, cerebrovascular accidents, cerebral palsy, multiple sclerosis, etc.);
- f) To encourage the continued development of scientific clinical research regarding rehabilitation neuro-optometry as an integral part of the rehabilitation process which will facilitate maximum therapeutic intervention for neuro-physiologically impaired persons;
- g) To promote research and disseminate information about environmental issues and interferences that can influence the rehabilitation process;
- h) To disseminate research, clinical approaches, and results of vision rehabilitation care to the professions and the public;
- i) To promote the welfare of individuals suffering from a disability caused by acquired brain damage secondary to trauma and non-degenerative or degenerative diseases;
- j) To increase public, family, and professional awareness of the consequences of neuro-physiological impairments and neuro-optometric rehabilitation;
- k) To foster and assist in the establishment of optometric rehabilitation programs for the neuro-physiologically impaired from coma to community.

Article III – MEMBERSHIP AND MEETINGS

Professional membership – This category applies to:

- i. **MEMBERSHIP.** Membership in the NORA shall be open to all health care professionals: optometrists, physicians, and other allied health professionals, 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. Members of NORA who are also employees of the NORA shall not be entitled to vote at membership meeting, but may be invited to serve in an advisory capacity on any committee of NORA.
- ii. **MEETINGS.** The annual meeting of NORA shall be held within 240 days following the end of each fiscal year and there shall be as many additional membership meetings as the Board of Directors determines. A quorum shall consist of the members present at the membership meetings. The secretary of NORA shall ensure that notice of each meeting shall be mailed to all members at least thirty calendar days in advance thereof.
- iii. **SPECIAL MEETINGS.** Upon receipt of a request signed by twenty percent of NORA, the President shall call a special membership meeting. The

Secretary of NORA shall ensure that notice of such a meeting shall be mailed to all members at least one week in advance thereof. A quorum for such special membership meetings shall consist of twenty-five percent of the membership. At such special membership meetings, upon a motion duly made and seconded the concurrence of two thirds of those members present and entitled to vote, as action of the Board of Directors may be rescinded, provided no rights of third parties are affected.

iv. CATEGORIES OF MEMBERSHIP

Professional Members: This category applies to all optometrists. Physicians, Ph.D. or other doctoral level professionals licensed and in good standing in their respective state.

Allied Professional Members: This category applies to those professionals such as, rehabilitation therapists, educators, nurses, social workers, etc.

Institutional Members: This category applies to organizations, agencies, institutions, foundations, colleges, universities, or other legal bodies. The institutional membership will not enable members of the allied institution to hold individual membership and voting rights in NORA unless the individual applies for the appropriate membership and complies with the by-laws.

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.

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

Friends of NORA Members: 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.

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 after November 1, shall be considered pay dues in advance of the coming calendar year.

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

Any member who does not comply with the goals, purposed and/or standard of conduct outlined by the By-Laws shall be eligible for suspension or expulsion. A petition signed by at least one third of the members of NORA will require the President to call a special meeting at which time a vote of two-thirds of those members present decide the appropriate action to be taken.

Article V – 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 no more than thirteen members of who one shall be the President, one shall be the Vice-President, one shall be the Secretary, one shall be the Treasurer, and one shall be the immediate Past President.
- 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 and, in conjunction with the NORA Treasurer, for preparing the annual budget for submission to the Board of Directors for approval. 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.
- iii. DEVELOPMENT AND MEMBERSHIP COMMITTEE.** There shall be a standing committee of NORA known as the Development and Membership Committee. The President of the Association shall appoint the chairperson who will select members of the committee from among the membership of the Association and from interested community members. Under the guidance of the chairperson, this committee shall be responsible for promoting membership growth and activities to assist in fund-raising events for the benefit of all groups organized within NORA. The chairperson of the Development and Membership Committee shall report to the Board of Directors at least quarterly on the activities of the Committee. The chairperson of the Development and Membership Committee shall obtain the approval of the Board of Directors for all fund raising events undertaken on behalf of NORA.

iv. **FELLOWSHIP COMMITTEE**

There shall be a standing committee of NORA that is responsible for keeping all information relevant to the fellowship process. This shall include fees, cases, examinations, etc. as the member goes through the fellowship process. Maintenance of dues or active membership status is required to retain fellowship. This committee will work with the Level 1 and 2 chairpersons to communicate all pertinent information to the process.

v. **STUDENT/RESIDENT COMMITTEE**

There shall be a standing committee of NORA that is responsible for student/resident programs. The program shall promote the interaction of students and residents to the annual meeting by providing a vehicle to obtain student grants. The second component is developing relationships with schools of optometry and to help provide educational programs to the groups. This committee will also work with the Posters Committee in promoting the inclusion of posters at the annual meeting.

vi. **CONFERENCE COMMITTEE**

There shall be a standing committee of NORA that is responsible for planning, coordinating and overseeing the annual meeting and to set up future meetings

vii. **NOMINATING COMMITTEE.** There shall be a Nominating Committee composed of three members of NORA. One member shall be either a member of the Board of Directors who is ineligible for re-election or a member of the Board who is serving the first year of a two year term on said Board. The remaining two members shall be Association members who are not members of the Board of Directors. The members of the Nominating Committee shall be appointed annually by the President with the approval of the Board held at least two months prior to the annual meeting.

The members of the Nominating Committee shall elect from among themselves a chairperson. The Nominating Committee shall nominate individuals who have consented to serve on the Board of Directors, if elected.

Article VI – BOARD OF DIRECTORS

i. **OFFICER DIRECTORS.** There shall be the following officer directors of NORA: a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President of NORA.

The **PRESIDENT** shall appoint the chairpersons of the standing subcommittees of the Board of Directors, and such other committees as may be established from time to time. The President shall be an ex-officio member of all committees and subcommittees of NORA. The President shall also appoint all non-staff representative to local, state and national

organizations of which this NORA is a member or otherwise affiliated. The President shall appoint one member of the Board of Directors to serve as a Trustee on the NORA Endowment Foundation when established by the Board. The President shall present an annual report to the membership and shall additional reports as may from time to time be 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 by the membership. The Vice President shall be authorized to sign checks on behalf of the NORA. The Vice President shall serve as a member of the Personnel Subcommittee.

The **TREASURER** shall serve as chairperson of the Finance Subcommittee of the Board of Directors. The Treasurer shall be authorized to sign checks on behalf of NORA. The Treasurer shall present an annual report to the membership and such additional reports as may form time to time be deemed necessary. The Treasurer shall be responsible for protecting the financial well being of NORA. The Treasurer shall appoint the auditors of NORA, subject to the approval of the Board of Directors.

The **SECRETARY** shall keep the minutes of the membership and special membership meetings and of the meetings of the Board of Directors. The Secretary shall inform the members of the Board of Directors in advance of all meetings of said Board in accordance with Articles III, V, and VI.

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.

~~**COUNCIL MEMBERS**~~ **NORA ADVISORY BOARD** shall be members of the Board of Directors of NORA, and with the officer directors, shall be entitled to vote on all matters properly before the board.

SUBCOMMITTEES OF THE BOARD OF DIRECTORS. There shall be two subcommittees of the Board of Directors of NORA and such other subcommittees as the President in consultation with other members of said Board may determine.

VACANCIES. In the event of 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. The Nomination of the officers shall be subject to the approval of the membership at the next regular meeting. Pending the approval or disapproval of the individual so nominated, said individual shall exercise all the powers and authority of the office that individual has been nominated.

ELECTIONS. The elections for positions of the Board of Directors shall be held at the membership meeting not less than thirty days prior to and beginning with 1993 and annually thereafter. The term for each board member shall be for two years from the date of installation. The president shall appoint a member of NORA who is not a candidate for office to serve as election monitor. Said monitor shall announce the slate of nominations submitted by the Nominating Committee, accept nominations from the floor, and conduct the election. The successful candidates shall take office at the annual meeting. The officer directors shall be elected to serve for two year terms. The non-officer directors shall be elected to serve for two year terms. No individual shall be elected to serve on the Board of Directors for more than three consecutive two year terms. No individuals shall be elected on the Board of Directors for more than three consecutive two year terms as a non-officer director. No individual shall be elected to serve in any one officer position of more than four consecutive two year terms.

REMOVAL OF OFFICER OR DIRECTOR signed by twenty percent of NORA, the President shall call a special membership meeting to consider the removal of an officer or director of all NORA. The membership shall be notified at least one week in advance of the purpose, time, and place of such special membership meeting. A quorum for such special membership meeting shall consist of thirty-five percent of the membership. Upon a motion duly made and seconded and concurrence of two-thirds of those present, the officer or director shall be removed from office and the position declared vacant.

- ii. **FINANCIAL CONFLICTS OF INTEREST.** A transaction between NORA and one or more of its Directors (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 VII – BOARD OF DIRECTORS (Meetings)

- i. **REGULAR MEETINGS.** The Board of Directors shall hold regular meetings, at least annually, at a time, date, and place to be determined by the Board.
- 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. **SUBCOMMITTEE MEETINGS.** Subcommittee meetings shall be held from time to time as determined by the members of the respective subcommittee and approval of the Board.
- v. **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.
- vi. **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.
- vii. **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.
- viii. **ANNUAL REVIEW.** The Board of Directors, acting through the personnel sub committee, shall conduct an annual review of the performance of the Executive Director and communicate its results to the Executive Director.
- ix. **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 VIII.

Article VIII – 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 IX – 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 X – 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 XI – EFFECTIVE DATE

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

Amended by the Board of Directors, September 20, 2018