

## Proposed OLA Bylaws Changes

- This table consolidates the changes in the Bylaws for easier review.
- The full text of the proposed Bylaws is enclosed. Page references below refer to that document.

CURRENT	PROPOSED
<b>Membership Categories</b> (page 1, Article III, Section 1)	
<p><b>Five categories:</b></p> <ul style="list-style-type: none"> <li>• Wholesale Lab</li> <li>• Retail Lab</li> <li>• Vision Plan Lab</li> <li>• International</li> <li>• Associate (supplier)</li> </ul>	<p><b>Three categories:</b></p> <ul style="list-style-type: none"> <li>• Laboratory</li> <li>• International</li> <li>• Associate (supplier)</li> </ul>
<b>Basis for Determining Dues</b> (page 4, Article IV, Section 2-D)	
<p><b>Lab Dues</b> depended on market level of lab:</p> <ul style="list-style-type: none"> <li>• <b>Wholesale</b> – based on annual sales</li> <li>• <b>Retail</b> – based on number of retail locations</li> <li>• <b>Vision Plan</b> – based on covered lives/territory</li> </ul>	<p><b>Lab Dues</b> based on Rx jobs; defined as 88% of total jobs. Reduction accounts for non-revenue-producing jobs (redos, warranties, non-adapts, comps, etc. ).</p>
<p><b>International</b> dues at % of lab dues: Canadian - 50%; other International - 33%.</p>	<p><b>International</b> dues at 50% of lab dues.</p>
<p><b>Associate</b> dues flat rate.</p>	<p><b>Associate</b> dues flat rate.</p>
<b>Dues Increases</b> (page 4, Article IV, Section 2-G)	
<p>All dues increases require balloting and approval by members.</p>	<p>After Board review and approval, annual dues increase equal to annual change in CPI. Dues increases greater than CPI change to be balloted and approved by members.</p>
<b>Leadership Representation</b> (page 5, Article V, section 2)	
<ul style="list-style-type: none"> <li>• Nine Directors</li> <li>• Six directors from wholesale labs</li> <li>• One director each from retail labs, international labs, and from suppliers</li> </ul>	<ul style="list-style-type: none"> <li>• Nine to eleven directors</li> <li>• Divided among laboratory, international, and supplier members</li> <li>• Nominating Committee to review and balance representation appropriate to the diversity of the membership</li> <li>• More than one director may be elected from a company</li> </ul>