

BYLAWS

American Society of Ophthalmic Trauma March 2020

ARTICLE I. Name

The name of the organization is the American Society of Ophthalmic Trauma hereafter also called ASOT.

ARTICLE II. Purpose

ASOT is a Maryland nonprofit mutual benefit corporation, tax exempt under section 18 501(c)(3) of the Internal Revenue Code. It is the purpose of ASOT to promote and advance the ophthalmology professionals that care for patients with Ophthalmic trauma. In pursuance of its purpose, ASOT will provides various educational and scientific activities for the benefit of its members and others. In addition, the major goals of the organization are:

- Create and sponsor Ophthalmic trauma research and educational opportunities, and activities for patients, physicians and non-physician providers;
- Prepare national protocols and policies for the management of Ophthalmic trauma;
- Prepare for both domestic and international disasters and related Ophthalmic trauma.

ARTICLE III. Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, Sample Organization recruits, employs, assigns and promotes staff, terminates employment, accepts patients, volunteers and board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE IV. Membership

Section 4.01 This corporation shall have (6) classes of members, designated as follows: Regular Member, Military Member, Resident and Fellow Member, International Member, Adjunct Member and Member Emeritus.

Section 4.02 REGULAR MEMBER. Any United States or Canadian physician who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or Doctor of Philosophy who holds a valid and unrestricted license to practice medicine, and who is primarily engaged in the practice of ophthalmology, is eligible to become a Regular Member of this corporation. Regular Members shall be entitled to vote and hold offices. Regular Members shall pay dues as determined by the Executive Committee.

Section 4.03 MILITARY MEMBER. Any ophthalmologist who satisfies the requirements for Regular Membership and is on active service or is a reservist that was activated in the past year with any of the Uniformed Services of the United States or Canada may elect to become a Military Member. A Military Member is entitled to all privileges of membership, including the right to vote and hold office. A Military Member shall pay one-half the dues of a Regular Member. If a Military Member was deployed to a conflict zone in the past year, their annual dues will be waived.

Section 4.04 RESIDENT AND FELLOW MEMBERS. Those persons engaged full-time in an approved ophthalmology residency or fellowship program in any country, and certified by their

Chief of Service shall be eligible for Resident and Fellow membership. Residents and Fellows shall not pay dues. Resident and Fellow Members are entitled to all privileges of membership, except shall not have the right to vote and hold office.

Section 4.05 INTERNATIONAL MEMBERS. Any International physician who holds a medical degree and holds a valid and unrestricted license to practice medicine, and who is primarily engaged in the practice of ophthalmology, is eligible to become an International Member of this corporation. International Members shall not be entitled to vote or hold office. International Members from Europe, Australia, New Zealand, South Korea, Japan and Singapore will pay full dues. All others will pay ½ dues and the board will consider in special circumstances waiving dues.

Section 4.06 ADJUNCT MEMBER. Any other physician, optometrist, advanced practitioner and emergency medical services (EMS) provider is eligible to become an Adjunct member of this corporation. Other physicians and optometrists will pay full dues and advanced practitioners and EMS providers will pay ½ dues. Adjunct members shall not be entitled to vote or hold office.

Section 4.07 MEMBER EMERITUS. A Member Emeritus is any Regular or Military Member who retires from active practice of medicine but wishes to maintain his or her membership in this corporation. A Member Emeritus shall pay 1/4 annual dues and will be required to pay registration fees for events sponsored by this corporation, including the annual symposium. A Member Emeritus is entitled to all privileges of Regular Membership including full rights to vote, but cannot serve as President, Vice-President, Secretary or Treasurer, but may serve as a Chair or Executive committee (EC) at-large member.

Section 4.08 DUES. The Board shall set dues and fees, make assessment, and set terms of payment. Any member more than one year in arrears of dues will lose membership rights as described in Section 4.9.

Section 4.9 TERMINATION OF MEMBERSHIP. A membership shall terminate on occurrence of any of the following events: (a) Resignation of a member, on reasonable notice to the corporation; (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Executive Committee; (c) Failure of a member to pay dues or assessments as set by the Executive Committee as provided in Section 4.08 2 (d) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications; (e) Expulsion or suspension of the member, based on the good faith determination by the Executive Committee, or a committee authorized by the Executive Committee to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct which is deemed immoral, dishonorable, or unprofessional which materially and seriously prejudices the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

ARTICLE V. Officers

Section 5.01 OFFICERS and MEMBERS OF EXECUTIVE COMMITTEE. The officers of this corporation shall be the President, Vice President, Secretary, Treasurer, the Past President, Education Chair, Policy Chair, National Disaster Chair, a Society of Military Ophthalmology (SMO) Board Representative and two EC At-Large members.

Section 5.02 PRESIDENT. The President shall preside at meetings of this corporation. He may appoint ad hoc (special) committee and representatives of this corporation to other professional and governmental organizations. The President shall serve as the voting representative to the American Academy of Ophthalmology Council.

Section 5.03 VICE PRESIDENT-PRESIDENT ELECT. The Vice President-President Elect shall perform the duties of the President in the President's absence. The Vice President is the President Elect. The Vice-President shall serve as non-voting counsel to the President during the American Academy of Ophthalmology Council.

Section 5.04 SECRETARY. The Secretary shall keep or cause to be kept, all corporation records at the corporation's principal office or such other place and perform other such duties as the board may direct.

Section 5.05 TREASURER. The Treasurer, with the approval of the Executive Committee, shall arrange with a bank or trust company for the safe custody of monies and investments of the corporation. The Treasurer shall so keep the books of this corporation that a quarterly statement can be sent to each member of the EC. If requested by the EC, the Treasurer shall provide a suitable fidelity bond, at a cost to be borne by this corporation.

Section 5.06 PAST PRESIDENT. The Past President is that member of this corporation who last held (but no longer holds) the office of President in the year prior to the appointment of the current President.

Section 5.07 EDUCATION CHAIR. The education chair shall work to improve Ophthalmic trauma education.

Section 5.08 POLICY CHAIR. The policy chair shall work to improve Ophthalmic trauma national policy.

Section 5.09 NATIONAL DISASTER CHAIR. The national disaster chair shall work to improve Ophthalmic trauma care during national disasters.

Section 5.10 EXECUTIVE COMMITTEE AT-LARGE MEMBERS. There will be two executive committee at-large members, who will serve as voting members of the executive committee.

Section 5.11 SOCIETY OF MILITARY OPHTHALMOLOGY REPRESENTATIVE. There will be one SMO representative, who shall be either the SMO president or an appointee by the SMO president. This position will be held for one year.

Section 5.12 ELECTION/TERMS OF OFFICE. Every two years, the President will become the Past President, the Vice-President the President, the Secretary the Vice-President. Every other year, an election will be held for the position of Secretary.

The Treasurer and Education, Policy and National Disaster Chairs will be elected every 3 years. The EC at-large members will be voted for annually.

Section 5.13 SUBORDINATE OFFICERS. The EC may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the EC may from time to time determine.

Section 5.14 REMOVAL AND RESIGNATION. Any officer may be removed with cause at any time by a majority of the members of the EC at a regular meeting or special meeting of the EC. Any officer may resign at any time by giving written notice to the EC, to the President or to the Secretary of the corporation. Any such resignation shall take effect as of the date of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.15 VACANCIES. A vacancy in an office pursuant to Section 5.14 above may be filled by the EC at any regular meeting of the EC. Vacancies in the office of Past President shall be filled from among the members of this corporation who have previously held the office of President.

ARTICLE VI. Executive Committee/Board of Trustees

GOVERNING BODY OF CORPORATION. The governing body of this corporation is the Executive Committee. The Executive Committee ("EC") is the Board of Directors of the corporation, and subject to the limitations of the Articles of Incorporation, of the bylaws and the laws of the State of Maryland as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the EC.

Section 6.01 NUMBER AND QUALIFICATION OF EC MEMBERS. There shall be 11 voting members of the EC and are composed of the officers discussed in section 5.01. Four non-voting members may be included, one may be a representative of the International Members, one may be a representative of the Adjunct Members, and two may be Resident and/or Fellow Members. Election shall be as provided in Section 5.10. If, however, members of the EC are not elected as provided in section 5.12, they may be elected at any special meeting of this corporation called for that purpose. The quorum for the nomination of members of the EC shall be five percent (5%) of the voting power of the corporation; and the majority of the members present shall be required to elect officers or members of the EC. No at-large person may be elected in this manner as a member of the EC for more than five (5) successive terms. All elected members of the EC shall hold office at the pleasure of the members of this corporation or until their respective successors are elected and have qualified. The officers of this corporation shall be members of the EC during their term of office. The Past President shall be a voting member of the EC. A majority of the members of this corporation may, at any time, either at a regular or special meeting called for that purpose, remove any elected EC member and elect his or her successor, provided that no elected EC member may be removed (unless the entire EC is removed) when the votes cast against removal would be sufficient to elect such EC member if voted at an election at which the same total number of votes were cast.

Section 6.02 VACANCIES. A vacancy on the EC of any office may be declared by the EC in either of the following cases: (1) a member has been declared of unsound mind by court order, or convicted of a felony; (2) a member is no longer a member of the corporation; (3) a member dies; or (4) a member resigns. Vacancies in the elected membership will be filled as provided in Section 5.15.

Section 6.03 REGULAR MEETINGS. A regular meeting of the EC shall be held concurrently with the Annual Meeting of the members. The precise time and location of each such meeting shall be determined by the President.

Section 6.04 OTHER REGULAR MEETINGS. Regular meetings of the EC shall be held at such time as shall from time to time be determined by the EC. Such regular meetings may be held without notice provided the notice of any change in the determination of the time of such meeting shall be sent to all the EC members. Notice of a change in the determination of the time shall be given to each EC member in the same manner as for special meetings of the EC.

Section 6.05 SPECIAL MEETINGS. Special meetings of the EC shall be called by the President, or by any five members of the EC.

Section 6.06 NOTICE OF ADJOURNMENT. Notice of the time and place of holding of any adjourned meeting need not be given to absent EC members if the time and place be fixed at the meeting adjournment.

Section 6.07 ENTRY OF NOTICE. Whenever any EC member has been absent from any special meeting of the EC, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such EC member, as required by law and the bylaws of the corporation.

Sections 6.08 WAIVER OF NOTICE. The transactions of any meeting of the EC, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the EC members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.09 QUORUM. A majority of the authorized number of the EC members shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the EC members present at a meeting duly held at which a quorum is present shall be regarded as the act of the EC unless a greater number be required by law by the articles of incorporation.

Section 6.10 ADJOURNMENT. A quorum of the EC of the members may adjourn any EC meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum, a majority of the EC members present at any EC meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the EC.

Section 6.11 ACTION WITHOUT MEETING—WRITTEN CONSENT. Any action required or permitted to be taken by the EC may be taken without a meeting if all members of the EC shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the EC. Such written consent or consents shall be filled with the minutes of the proceedings of the EC.

Section 6.12 MEETINGS BY TELEPHONE. Any meeting may be held by conference telephone or similar communication equipment, if all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

ARTICLE VII. Committees

Section 7.01 Special and standing committees shall be established by the Executive Committee as it may deem necessary. To further the work of this corporation, in addition the President may establish special and standing committees pursuant to Section 7.

Section 7.02 CLINICAL\COORDINATING COMMITTEES (“CCs”). Clinical Committees shall be established on the approval of the Executive Committee. CCs are responsible for keeping the Executive Committee and the entire membership up to date with regard to their specific clinical areas of interest. Each CC shall be made up of no more than eight (8) members and one chairman. Terms of the chairman and members of CCs shall be determined by the CC with the approval of the Executive Committee. Participants in a CC are determined by the chairman with the approval of the Executive Committee.

Section 7.03 NOMINATING COMMITTEE. The nominating committee shall be chaired by the Vice-President and consist of not less than 5 members. Members of the nominating committee are not eligible for officer positions. The committee shall be responsible for selecting a slate of directors and officers for consideration by the full board on an annual basis. In addition, the nominating committee shall be in charge of managing the annual elections.

Section 7.04 BY-LAWS COMMITTEE. The bylaws committee shall be chaired by the Secretary and consist of not less than 5 members. The bylaws committee will be required to annually review the bylaws and make recommendations to the executive committee.

ARTICLE VIII. Meetings

Section 8.01. ANNUAL MEETING. The Annual Meeting shall be held at a time and place determined by the Board of Directors. Notice of such meeting shall be sent to the membership at least 3 months prior to the date of the meeting.

The Annual Meeting shall include:

A. A Business Meeting which shall be for the purpose of conducting Society business and the election of officers. Regular, Military and Emeritus members with voting rights may attend the annual Business Meeting

B. A Scientific Meeting shall be open to all members. Non-members who are sponsored by a member that is in attendance at the meeting may attend the scientific sessions

Section 8.02. SPECIAL MEETINGS. Special Meetings may be called by the President, the Executive Committee or five percent of the members in good standing and entitled to vote. Notice stating the time, place, and purpose of the meeting shall be sent to the members not less than ten (10) nor more than fifty (50) days before the meeting.

Section 8.03. QUORUM. Five percent (5%) of the members registered at an annual or special meeting of the Society shall constitute a quorum for the transaction of business. All members will receive notice but may not vote by proxy vote except for military members that are deployed. If less than such number is present at any such meeting, any action that could be legally taken at the

Annual or Special Meeting may be taken by the Board of Directors at a meeting of the Board called soon after the scheduled membership meeting.

Section 8.04. E-MAIL/MAIL BALLOT. Business may be transacted by e-mail or mail ballot if so ordered by the Executive Committee.

Section 8.05. REGISTRATION FEES. All members and guests must be properly registered and have paid their fees in full to attend the Scientific Session.

ARTICLE IX. Parliamentary Authority

Section 9.01. FISCAL YEAR

The designated fiscal year of this corporation shall be July 1st to June 30th.

Section 9.02 PARLIAMENTARY AUTHORITY

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the organization.

ARTICLE X. Indemnification

Section 10.01 GENERAL

Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or an authorized agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 10.02 LIMITED LIABILITY

Officers, directors and other persons who perform services for the corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE XI. Amendments

Section 11.01 AMENDMENTS

The Bylaws Committee shall review the Bylaws annually. In order to amend the Bylaws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Board of Directors at least two weeks prior to the time of the vote on the proposed amendment. The Bylaws shall be amended by a 2/3 vote of the Board of Directors.

Bylaws certified by Board of Directors:

Dated: 25 March 2020

Vice-President, Board of Directors

President, Board of Directors