

## **BYLAWS**

### **American Society of Ophthalmic Trauma 2021**

#### **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)(6) 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 provide 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, education, and advocacy for patients and medical 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, ASOT recruits, employs, assigns and promotes staff, terminates employment, accepts patients, volunteers and EC 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, Fellow, and Medical Student 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 or Doctor of Osteopathy, 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. In addition, researchers with a degree of Doctor of Philosophy whose primary area of study is ophthalmic trauma may become Regular Members. 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 is on active service or is a reservist in the Armed Forces of any NATO (North Atlantic Treaty Organization) Member, and was activated in the past year, may elect to become a Military Member. Ophthalmologists belonging to other nations may become Military Members at the discretion of the Executive Committee.

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 has been deployed in the past year, their annual dues will be waived.

Section 4.04 RESIDENT, FELLOW, and MEDICAL STUDENT MEMBERS. Those persons engaged full-time in an approved ophthalmology residency or fellowship program and certified by their Chief of Service or Program Director, shall be eligible for Resident and Fellow membership. In addition, Medical Students interested in Ophthalmology can join and must be sponsored by an ASOT member. Medical Students, Residents and Fellows shall not pay dues. Medical Students, Resident and Fellow Members are entitled to all privileges of membership, except shall not have the right to vote and hold office. Residents and Fellows should register as either Regular, Military, or International members within six months of graduation.

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 who are members of the American Academy of Ophthalmology (AAO) shall be entitled to be voting members and can hold office. They cannot serve as President, Vice-President, Secretary, Treasurer, but may serve as a Chair or as an Executive Committee (EC) at-large member. Non-AAO 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 1/2 dues and the EC will consider waiving dues in special circumstances.

Section 4.06 ADJUNCT MEMBER. Any other physician, optometrist, advanced practitioner, emergency medical services (EMS) provider, or researcher/research assistant is eligible to become an Adjunct member of this corporation. Adjunct member physicians and optometrists will pay full dues while advanced practitioners, EMS providers, and researchers will pay 1/2 dues. Adjunct members shall not be entitled to vote or hold office.

Section 4.07 MEMBER EMERITUS. A Member Emeritus is any member who retires from active practice of medicine but wishes to maintain his or her membership in this corporation. A Member Emeritus shall pay 1/2 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, but cannot serve as President, Vice-President, Secretary or Treasurer, but may serve as a Chair or EC at-large member.

Section 4.08 DUES. The EC 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 the 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, upon 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, and the Past President. Other members of the Executive Committee are the Education Chair, Policy Chair, National Disaster Chair, Membership Chair, Information Technology Chair, Industry Relations Chair, Research Chair, Program Chair, Society of Military Ophthalmology (SMO) EC Representative, AAO Councilor, and two EC At-Large members.

Section 5.02 PRESIDENT. The President shall set the agenda and preside at meetings of this corporation. He/she may appoint ad hoc (special) committee and representatives of this corporation to other professional and governmental organizations. The President shall serve as the ASOT Executive Director to AAO, and is the "Alternate" Councilor.

Section 5.03 VICE PRESIDENT. The Vice President shall perform the duties of the President in the President's absence. The Vice President is the President Elect. The Vice-President oversees running the Nomination Committee.

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 EC may direct. The Secretary chairs the By-laws Committee, plans the monthly EC meetings and assists in the design of the newsletters and website.

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 keep the books of this corporation such that a quarterly statement will 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 and will assist the EC at the request of the 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 MEMBERSHIP CHAIR. The Membership Chair oversees the membership list and will work with ASOT's management company to ensure timely payment of membership dues.

Section 5.11 INFORMATION TECHNOLOGY CHAIR. The Information Technology Chair is responsible for managing ASOT's server and website. In addition, the Information Technology Chair will assist ASOT's management company in technologic needs.

Section 5.12 INDUSTRY RELATIONS CHAIR. The Industry Relations Chair will work with ASOT's management company to establish an Exhibitor Prospectus and establish further relationships with various industry partners.

Section 5.13 RESEARCH CHAIR. The Research Chair will maintain a list of ASOT research projects and will update the EC quarterly on the progression of the different projects.

Section 5.14 PROGRAM CHAIR. The Program Chair will be the point of contact and primary planner for the planning of ASOT's annual meeting.

Section 5.15 EXECUTIVE COMMITTEE AT-LARGE MEMBERS. There will be 2 Executive Committee at-large members, who will serve as voting members of the executive committee. At the beginning of their term, these members will have an appointed title determined by the Executive Committee. These titles will acknowledge specific goals for that position; these goals will align with ASOT strategic missions.

Section 5.16 SOCIETY OF MILITARY OPHTHALMOLOGY REPRESENTATIVE. There will be one SMO representative, who shall be an appointee of the SMO EC. This position will be held for two years with the first transition to occur in Dec 2021/Jan 2022.

Section 5.17 AAO COUNCILOR. The AAO councilor will be elected every three years and individuals can serve up to two consecutive terms. The AAO councilor can be held by any Regular or Military Member and will be elected by the Executive Committee. This position can be held by a current member of the EC, however if not that individual will join the EC for their term as a voting member.

Section 5.18 TERMS OF OFFICE. Every two years, the President will become the Past President, the Vice-President the President, and the Secretary the Vice-President. The Past President will rotate off the EC. Every two years, an election will be held for the position of Secretary.

The Treasurer, Education, Policy and National Disaster Chairs will have their first election in Dec. 2023, the Membership and Research Chairs in Dec. 2024 and the Information Technology, Industry Relations and Program Chairs in Dec. 2025. From then on, the elections for each position will occur every three years and individuals can be re-elected for 1 additional term, and serve a maximum of two 3-year terms. The EC members at-large will be voted into office every two year with the first election to occur in Dec 2021. EC members at-large can serve up to two consecutive two-year terms.

Section 5.19 ELECTIONS. Every year in November, the Nominating Committee will present to the Executive Committee the slate of nominees. A 2/3<sup>rd</sup> vote by the EC is required to remove an individual from the election slate. Elections for Secretary and Treasurer, any new positions, and any AAO-related position will be completed by Executive Committee vote. All other elections will be completed by confidential electronic or in-person ballot at the discretion of the EC. For elections, there is no minimum to make a quorum, the majority vote wins.

Section 5.20 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 determine.

Section 5.21 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 5.22 VACANCIES. A vacancy of 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. In case of a vacancy in an office, the Nominating Committee will convene and present a new candidate to the EC within 2 months. A special election will then be held by similar means as in Section 5.19. 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. The newly elected officer shall complete the term of prior officer and that position will be subject to election as regularly scheduled.

## **ARTICLE VI. Executive Committee**

GOVERNING BODY OF CORPORATION. The governing body of this corporation is the Executive Committee (EC). The 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 up to 17 voting members of the EC. The EC is composed of the officers and chairs discussed in section 5.01. Four non-voting members may be included - one may be a representative of the International Trauma Societies, one may be a representative of the Adjunct Members, and up to four may be Medical Student, Resident and/or Fellow Members. At least two-thirds of the voting members of the EC must reside in the United States. Election shall be as provided in Section 5.19.

Section 6.02 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 6.03 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. 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 6.04 SPECIAL MEETINGS. Special meetings of the EC shall be called by the President, or by any five members of the EC.

Section 6.05 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 6.06 WAIVER OF NOTICE. The transactions of any meeting of the EC, however called and noticed or wherever held, shall be valid 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 6.07 QUORUM. A majority of the voting 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 6.09 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 6.10 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 6.11 MEETINGS BY TELEPHONE. Any meeting may be held by conference telephone or similar electronic means, 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 by majority vote. CCs are responsible for keeping the Executive Committee and the entire membership up to date with regard to their specific clinical areas of interest on a quarterly basis. Each CC shall be made up of no more than ten (10) members and two chairs. Terms of the chairs and members of CCs shall be determined by the CC with the approval of the Executive Committee. CC participants are determined by the chairman with the approval of the Executive Committee.

Current CC committees include the following:

- A. Research and Trauma Database- This shall be chaired by the Research Chair
- B. Systems of Care- This shall be co-chaired by the Policy and National Disaster Chairs

Section 7.03 NOMINATING COMMITTEE. The nominating committee shall be chaired by the Vice-President and consist of 5 members including the President. The President and Vice-President are responsible for selecting individuals to serve on the committee. The President shall select two individuals and the Vice-President one individual. No member of the Nominating Committee can be nominated for a position that year. All members must be voting members of ASOT. The committee shall be responsible for selecting a slate of directors and officers for consideration by the full EC on an annual basis in November. In addition, the nominating committee shall oversee managing the annual elections.

The Nominating Committee shall meet as designated by the Vice-President or by a majority of the Nominating Committee if the Vice-President has not so designated. Two Thirds (2/3) of the Nominating Committee shall constitute a quorum for the transaction of business and a majority vote of the members at a meeting shall be necessary to adopt any action taken by the Nominating Committee.

Section 7.04 BY-LAWS COMMITTEE. The bylaws committee shall be chaired by the Secretary and consist of 5 members including the Treasurer. The Secretary and Treasurer will nominate members of the committee annually, the Secretary will select two and the Treasurer one individual. Two members should be non-members of the EC but voting members of ASOT. 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 EC. 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.
- 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 voting members must be present at any Annual Business meeting to constitute a quorum for the transaction of business. All members will receive notice but may not vote by proxy with the exception of military members that are deployed. If less than 5% are present at any such meeting, any action that could be legally taken may be taken by the EC at a meeting of the EC called soon after the scheduled membership meeting.

Section 8.04. E-MAIL/MAIL BALLOT. Business may be transacted by electronic 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 January 1<sup>st</sup> to December 31<sup>st</sup>.

### **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 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 EC 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 EC.

Bylaws certified by EC:



Dated: 23 June 2021

Grant A. Justin

Secretary, Executive Committee

James Ben

President, Executive Committee

