

Bylaws of the Oklahoma Academy of Ophthalmology, Inc.

Amended October 22, 2012

Article One: Name and Purpose

1.01 Name. The name of the society shall be the Oklahoma Academy of Ophthalmology, Inc. (the Corporation); and it shall be a not-for-profit corporation chartered under the laws of the State of Oklahoma.

1.02 Mission. The mission of the Corporation shall be to advocate and facilitate excellent ophthalmic care for the people of Oklahoma through education of physicians, the general public, and government leaders.

1.03 Purposes. The purposes of the Corporation shall be:

- a. To support continuing education programs for the ophthalmic community.
- b. To support educational programs for patients, the public, government officials, and physicians.
- c. To promote the effective utilization of scientific knowledge.
- d. To enhance professional communication and cooperation among Oklahoma ophthalmologists.
- e. To serve as an advocate for the eye care needs of Oklahomans.
- f. To encourage high ethical standards for ophthalmic care.
- g. To provide professional resources and services to members.
- h. To serve as the voice of ophthalmology in Oklahoma.
- i. To support, promote, and cooperate with the American Academy of Ophthalmology.

Article Two: Membership

2.01 Classification. The classes of membership shall be: Active, Resident/Fellow, and Life (collectively the "Members").

2.02 Active Members. Active members shall, at all times during membership:

- a. Hold the degree Doctor of Medicine or Doctor of Osteopathic Medicine.

- b. Maintain a current and unrestricted license to practice medicine and surgery or osteopathic medicine and surgery in the State of Oklahoma.
- c. Be engaged in the practice of ophthalmology in the State of Oklahoma.
- d. Maintain the ethical standards of the Corporation.

2.03 Resident/Fellow Members. Resident/Fellow members shall, at all times during membership:

- a. Hold the degree Doctor of Medicine or Doctor of Osteopathic Medicine.
- b. Maintain a current license to practice medicine and surgery or osteopathic medicine and surgery in the state of Oklahoma.
- c. Be engaged full time in an accredited ophthalmology residency training program or fellowship in the state of Oklahoma.
- d. Maintain the ethical standards of the Corporation.

2.04 Life Members. Life members shall, at all times during membership:

- a. Hold the degree Doctor of Medicine or Doctor of Osteopathic Medicine.
- b. Be retired and no longer engaged in the practice of ophthalmology, or over age 70.
- c. Have been an active member of the Corporation for twenty years.
- d. Maintain the ethical standards of the Corporation.
- e. Initially be elected to Life Membership by the Board. Life Membership is not automatic and is granted by the Board.

2.05 Dues. The dues for each category of member shall be set from time to time by the Board. The dues shall be for the fiscal year of the Corporation, and shall be due on the first day of the fiscal year. Dues not paid three months after the state of the fiscal year shall be delinquent and shall result in cancellation of the individual's membership. Dues shall be waived for the first partial year of membership for ophthalmologists moving to Oklahoma during the last half of the fiscal year. Dues may also be waived or reduced by the Board in other circumstances.

2.06 Special Assessments. Special assessments may be levied by the Board as necessary in unusual circumstances. Special assessments shall be voluntary.

2.07 Admission and Expulsion. Admission of new members shall be at the sole discretion of the Board, which may, however, delegate routine admissions to one or more officers or the Membership Chairman. Either the President, President-Elect, Secretary/Treasurer or

Membership Chairman are each authorized to accept new members for admission in routine circumstances. If they question an applicant's qualifications, they shall refer the matter to the Board. Admission may be denied; or a member may be expelled, suspended, or censured; by a 65% vote of the Directors voting upon the issue. No refund of dues shall be paid to a censured, suspended, or expelled member. The Board will consider issues such as failure to meet the required qualifications, failure to meet ethical requirements, and behavior that seriously impairs or is seriously at variance with the purposes and goals of the Corporation.

Article Three: Ethics

3.01 Standards. The ethical standards of the Corporation shall be those of the American Academy of Ophthalmology and other adopted by the Board.

Article Four: Meetings of Members and Voting

4.01 Annual Meeting. An annual meeting shall be held at a time and place specified by the Board.

4.02 Special Meetings. Special meetings shall be held at times specified by the Board.

4.03 Notice. All voting members shall be notified of all general membership meetings at which voting may occur through regular United States Postal Service mail with the postmark at least twenty days before the date of the meeting. This shall not preclude alternate notification of other meetings or gatherings at which voting may occur, such as for educational purposes.

4.04 Mail Ballots. Any matter which the members may consider or decide at a meeting, including, without limitation, election of Directors, may also be decided by mail ballot. The ballot shall be sent to all voting members through regular United States Postal Service mail with the postmark at least thirty days before the date by which the ballots are required to be returned. The ballot shall contain the motion or election to be voted upon, a discussion of the matter if needed, the person and address to whom the ballot is to be returned, and the date by which the ballot must be received by such person for it to be counted in the voting. The Board may establish the method of authenticating ballots.

4.05 Quorum. A quorum for any matter which the general membership may consider, at any meeting, shall be ten voting members. If a Quorum does not exist at a meeting, such meeting may be adjourned to a specified time and place when any business that may have been properly brought before the adjourned meeting may be considered without the requirement of further notification.

4.06 Voting Members. The voting members shall be the Active, Resident/Fellow, and Life Members who were members thirty days before the notification of the vote, and who remain members at the time of the vote, each of whom shall have one vote which must be voted by that individual, and not by a proxy.

Article Five: Board of Directors

5.01 Duties: The Board of Directors of the Corporation (the Board") shall have those powers, duties, and responsibilities normally granted to a corporate board of directors by law or custom, unless specifically contradicted by these Bylaws. Additionally, the Board shall have any other corporate administrative powers, duties, and responsibilities not specifically reserved by these Bylaws for the officers or members.

5.02 Composition. The Board shall be composed of Directors consisting of the President, the President-Elect, the Secretary/Treasurer, the Immediate Past-President, the Councilor, the Chairman of the Oklahoma Ophthalmology Political Action Committee (the PAC Chairman), the Chairman of the University of Oklahoma Department of Ophthalmology (the Department Chairman), the Chief Resident or other third-year resident at the University of Oklahoma Department of Ophthalmology (the Resident Representative), (collectively the Ex Officio Directors), and up to six other Directors selected from among the voting members (the At Large Directors).

5.03 Qualifications. The At Large Directors shall be selected from among the voting members, with no more than one at any time from among the Resident members and no more than one at any time from among the Life Members. The Ex-Officio Directors shall meet the qualifications for their individual offices.

5.04 Term. The At Large Directors shall serve a two-year term beginning with the start of a new fiscal year falling in an even numbered calendar year and may be re-elected to more than one term of office. The term of each Ex-Officio Director shall coincide and be congruent with the term of such Directors qualifying office as an Ex-Officio Director.

5.05 Election. The At Large Directors shall be elected by the Ex-Officio Directors upon nomination by the president.

5.06 Removal. At Large Directors may be removed from office by a 75% vote of the voting members; after referral of the matter to the membership by either a 65% vote of the other members of the Board or a petition signed by 50% of the voting members.

5.07 Vacancies. Any vacancy among the At Large Directors shall be filled by election by the Ex-Officio Directors upon nomination by the President.

5.08 Meetings. The Board shall meet annually and at other times as called by the Board during a previous meeting, by the President, or by 33% of the Directors. The Board may establish the required notice for meetings, and procedures for mail, telephone, and written voting consistent with applicable law and fair treatment of all Directors. Any matter which the Board may consider or decide in a meeting may also be considered or decided without a meeting if all members of the Board consent thereto in writing and the writing or writings are filed with the minutes of the Board.

5.09 Quorum. The required quorum for a meeting of the Board shall be 33% of the Directors for general business, or 50% of the Directors to propose removal of or to replace an Officer or Director. If a Quorum does not exist at a meeting, such meeting may be adjourned to a specific time and place when any business that may have been properly brought before the adjourned

meeting may be considered without the requirement of further notification.

Article Six: Officers

6.01 Positions. The elected officers shall be the President, the President-Elect, the Immediate Past President, and the Secretary/Treasurer. One Councilor, the Chairman of the Oklahoma Ophthalmology Political Action Committee (the PAC Chairman), the Resident Representative, and the Chairman of the University of Oklahoma Department of Ophthalmology (the Department Chairman) shall also serve as officers although they are selected differently than the elected officers.

6.02 Election. The elected officers shall serve a term of two years beginning at the conclusion of the annual membership meeting of the Academy during an odd-numbered calendar year and shall be elected by the voting members during the six-month interval before the beginning of their terms of office at a time set by the Board. They may be re-elected to more than one term of office.

6.03 Qualifications. The elected officers shall be active members.

6.04 Removal. Elected officers may be removed from office by a 75% vote of the voting members; after referral of the matter to the membership by either a 65% vote of the other members of the Board or a petition signed by 50% of the voting members.

6.05 Vacancies. The President-Elect shall become Acting President upon vacancy in the office of President; but the President-Elect shall not forfeit his/her unexpired term as President by filling the vacancy in the office of President, unless the President-Elect shall voluntarily resign the office of President-Elect upon becoming Acting President. A vacancy in the office of President-Elect, shall be filled by the voting members at a time to be set by the Board. If no succeeding officers are available to fill the vacancy in the office of President, the Board may select an Acting President to serve until such officers may be elected by the voting members. Vacancies in the office of Secretary/Treasurer shall be filled by the Board.

6.06 President. The President shall be generally responsible for the affairs of the Corporation under the direction of the Board. The President shall propose the permanent committee structure and membership for consideration by the Board. The President shall nominate At Large Directors who shall assume that position upon confirmation by the Ex-Officio Directors. The President shall establish and appoint the Temporary Committee structure and membership to exist during the President's term of office.

6.07 President-Elect. The President-Elect shall assist the President in managing the business of the Corporation and shall perform other duties as directed by the Board. The President-Elect shall become President at the next regular term of office.

6.08 Immediate Past President. The Immediate Past President shall be the individual who was President immediately before the current President, if such individual is still an active member; shall assist the President in managing the business of the Corporation; and shall perform other duties as directed by the Board.

6.09 Secretary/Treasurer. The Secretary/Treasurer shall maintain the financial and non-financial records of the Corporation, ensure the safekeeping of funds, and perform other duties as directed by the Board.

6.10 Councilor. The Councilor shall be the individual who serves as the Oklahoma representative to the Council of the American Academy of Ophthalmology (or a similar succeeding body). The Councilor shall be selected, removed, and replaced as specified by the rules of the American Academy of Ophthalmology.

6.11 PAC Chairman. The PAC Chairman shall be an active member who also has been selected as Chairman of and by the Oklahoma Ophthalmology Political Action Committee (or a similar succeeding body) if such an individual exists. The PAC Chairman shall be selected, removed, and replaced as specified by the Bylaws of the Oklahoma Ophthalmology Political Action Committee and shall serve as PAC Chairman, as used in these Bylaws, only if also an active member. If no individual meets this description, the office of PAC Chairman, as used in these Bylaws, shall be vacant.

6.12 Department Chairman. The Department Chairman shall be an active member who also serves as Chairman of the University of Oklahoma Department of Ophthalmology, if such an individual exists. This individual shall serve as Department Chairman, as referred to in these Bylaws, only if also an active member. If no individual meets this description, the office of Department Chairman, as used in these Bylaws, shall be vacant.

6.13 Resident Representative. The Resident Representative shall be a Resident member who also serves as the chief resident at the University of Oklahoma Department of Ophthalmology, if such an individual exists. This individual shall serve as Resident Representative, as referred to in these Bylaws, only if also a Resident member. If no individual meets this description, the Department Chairman may recommend another third-year resident at the University of Oklahoma Department of Ophthalmology, or the position shall be vacant.

Article Seven: Committees

7.01 Nominating. The Nominating Committee shall consist of the Board. The duties of the Nominating Committee shall consist of nominating the elected officers of the Corporation and such other duties as may be designated by the Board from time to time.

7.02 Permanent Committees. The Board may establish one or more Permanent Committees which shall continue until disbanded or altered by the Board. Committee members and presiding officers shall be selected and removed by the Board upon recommendation by the President. The Permanent Committees may consist of:

- a. Legislative/PAC

- b. Membership
- c. Optometric Liaison
- d. Public & Professional Information
- e. Third Party Liaison
- f. Such other committees that may be established by the Board

7.03 Temporary Committees. The President may establish one or more Temporary Committees which shall continue at the option of the President no longer than the beginning of the next President's term of office, but may be re-established at that time. Committee members and presiding officers shall be selected and removed by the President.

Article Eight: Finances

8.01 Fiscal Year. The Fiscal Year shall begin on January 1 and end on December 31.

8.02 Signatures. Unless otherwise determined by the Board, ordinary business affairs may be conducted, and documents signed, by any one of the elected officers. Extra-ordinary documents outside the normal course of business shall require both the signatures of either the President, President-Elect, and the Secretary/Treasurer. Unless otherwise determined by the Board, the Treasurer and the President shall each be authorized, individually, to sign checks. Unless otherwise determined by the Board, the Executive Director shall be authorized to sign checks in the amount of up to \$500 in the normal course of business.

8.03 Deposits. Funds of the Corporation shall be deposited in a bank; in securities issued by or carrying the explicit or implicit guarantee of the Government of the United States; in investments secured by such instruments; or in mutual funds substantially composed of such securities. Such banks or funds shall be approved by the Board.

8.04 Accountants. Upon recommendation by the Secretary/Treasurer, the Board shall arrange for a Certified Public Accountant to file proper tax returns although an audit leading to an opinion letter shall not normally be required. The Board may arrange for other audits as it deems necessary.

Article Nine: Adoption and Amendment

9.01 Adoption. Upon adoption of these Bylaws, all previous Bylaws and any conflicting Policies or Rules are revoked and canceled.

9.02 Amendment by Voting Members. These Bylaws may be amended by a 65% vote of the voting members; after referral of the matter to the membership by either the Board or a petition signed by 25% of the voting members.

9.03 Amendment by Directors. These Bylaws may also be amended by a two-thirds vote of the Board of Directors at a meeting of the Board duly called for such purpose; provided that any proposed amendments to these Bylaws shall be submitted to all Directors at least seven days prior to the date of the meeting.