

ADMINISTRATORS BYLAWS

ARTICLE I

Name

The name of the organization shall be UNIVERSITY ADMINISTRATORS OF OPHTHALMOLOGY, INC.; hereforth referred to as the "Administrators."

ARTICLE II

Objectives

The objectives of the Administrators shall be the promotion of effective and professional administrative support of medical education, research and patient care, particularly as it concerns Departments of Ophthalmology. In order to accomplish these objectives, the association will provide a forum for the discussion of problems and development of mutual interest and concern to the department or division of Ophthalmology administrative units in medical schools in the United States and Canada and other institutions sponsoring ophthalmic residency training programs accredited by the ACGME. The association may provide a liaison between ophthalmology administrative units and various professional organizations whose activities support or have an effect on the objectives of the Administrators. It will take other actions as deemed desirable and necessary by the Corporation/Board to accomplish the objectives of the organization, including the acceptance of funds for this purpose; especially in the area of education of the members, promoting excellence and high professional standards in department administration.

ARTICLE III

Membership

Section A – Composition: The membership shall consist of key administrative persons of departments or divisions of Ophthalmology in ACGME accredited medical schools, hospitals and other institutions throughout the United States and Canada.

Section B – Termination of Membership: Membership may be terminated for non-payment of annual dues and/or assessments.

Section C – Privileges: Members in good standing are eligible to participate fully in the activities of the Administrators' section, vote in general and in special elections, hold office or sit on a committee, board or other officially constituted body to which the individual has been duly appointed or elected.

ARTICLE IV

Organizational Structure

Section A – The Executive Committee: The Directors of the Corporation shall be the members of the Executive Committee. The Executive committee shall consist of three (3) or four (4) officers: A President, Vice-President, Secretary and Treasurer or a combination of a Secretary/Treasurer. These officers shall be elected within the Board of Directors to serve a term of two (2) years after which they can be elected to a maximum of two (2) additional two (2) year terms. All officers must be members of the Administrators' section.

Section B – The Board of Directors: The Board of Directors shall consist of no more than eight (8) members and the immediate past President. Three (3) of the eight (8) members shall be the officers of the Executive Committee elected by the Board of Directors. This may increase to nine (9) should the position of secretary/treasurer be split into two separate positions. All members of the Board of Directors shall be elected to office by the membership at large by the Administrators to serve for staggered terms. The immediate past President shall be an ex-officio member of the Board of Directors, with voting privileges. **Quorum:** A quorum of the Executive Committee shall be at least 50% of the voting members.

Section C – Vacancies-Executive Committee: If for any reason a member of the Executive Committee vacates his or her position on the Board prior to the completion of his/her appointment, an individual to complete the unexpired term will be selected by the Board of Directors; such individual will complete the unexpired term and will be eligible to be re-elected as a Board Member. In case of a disagreement, the President shall make the final decision.

Section D – Voting Privileges: All members of the Board of Directors and the Executive Committee shall have equal voting privileges. Members will absent themselves from discussions and voting in situations involving a real or perceived conflict of interest.

ARTICLE V

Duties and Privileges

Section A – The Board of Directors: The Board of Directors shall have general charge of the affairs of the Corporation. It shall prepare the programs of the meetings and shall have full authority for financial decisions. It shall be the duty of the Board to carry out the purposes of the Corporation according to the Bylaws.

Section B – President: The President shall be the chief executive officer and shall preside at all meetings of the Administrators and the Board of Directors. The President shall perform all duties customary to this office including the appointment of committees, ad hoc committees and consultants as necessary and appropriate. The President shall be ex-officio on every committee and shall have the powers and privileges usually pertaining to such office, except those specifically reserved by these bylaws to other officers. The President shall act as the spokesperson of the Administrators. The President shall be the liaison between the Association of University Professors of Ophthalmology and the Administrators. The immediate past President shall also serve on the Board of Directors following his/her last term of office until replaced by the next retiring President.

Section C – Vice-President: The Vice President serves to support the President as needed. The Vice President shall serve as Chairman of the Program Planning Committee and serves as the liaison to the Membership. In the absence of the President, the Vice-President shall assume the responsibilities and duties of the President.

Section D – Secretary/Treasurer: The Secretary/Treasurer shall be responsible for recording all the proceedings and financial transactions of the Administrators. The Secretary/Treasurer is ultimately responsible for the collection, safekeeping and appropriate distribution of all reports of the Administrators' functionaries and committees. The Secretary/Treasurer is further charged with the receipt, safekeeping, distribution and accounting of funds and real properties of the Administrators. The Secretary/Treasurer shall file an annual financial report with the Board of the Administrators and present it to the Membership at-large. Semi-annual reports of the financial status of the organization shall be given at the Board of Directors' meeting. In addition, the Secretary/Treasurer shall prepare a profit/loss statement for each function of the Administrators as well as an annual budget to be presented to the Board of Directors. Funds shall be deposited by the Secretary/Treasurer in an Administrators account with all members of the Executive Committee listed as authorized signatures; however, only one signature shall be required to withdraw funds from the account. The Secretary/Treasurer shall provide all necessary financial records for the filing of any tax returns and for any annual audit by a certified accountant for the University Administrators of Ophthalmology, Inc. Position includes distribution of meeting notices, notification of election or appointments to Committees, and coordination of the arrangements for all Board and Membership meetings.

Section E – Board of Directors: The Duties of the Board of Directors shall be to advise the Executive Committee regarding program planning, and to provide general guidance for the Administrators and the Corporation. Inasmuch as regularly scheduled meetings of the Board of Directors are necessary for efficient operation of the Administrators, all members of the Board of Directors are expected to attend the Board of Directors meetings.

Section F – Removal of Board Members: If a Board Member misses two consecutive meetings in one year, without approval by the Executive Committee, this will result in automatic dismissal. A member may be removed from the Board for an appropriate reason. This decision will be acted upon by a simple majority of votes of the Board.

Section G – Filling Vacant Positions of the Board: If (for any reason) a member of the Board vacates his or her position prior to the completion of his/her appointment, an individual to complete the unexpired term will be selected by the Board of Directors, such individual will complete the unexpired term and will be eligible to be re-elected as a Board Member. In case of a disagreement, the President shall make the final decision.

ARTICLE VI

Committees

Section A – Nominating Committee: The Nominating Committee shall consist of up to two members of the Board or general membership and a Chairman appointed by the President. The Chairman of the Nominating Committee shall be appointed by the President of the Administrators unless the appointee wishes to be considered for nomination to the Board of Directors or Executive Committee. The Chairman of the Nominating Committee will appoint the other members of the Committee from the membership or the Board of Directors. Members of the Nominating committee shall serve on an annual basis.

A nominating ballot will be presented to the membership three months prior to the annual meeting. The ballot for appointments for officers of the Executive Committee will be circulated only to the board of Directors.

Section B – Newsletter Committee: The Newsletter Committee may consist of two (2) members of the Administrators selected by the committee Chairman (or editor) appointed annually by the Board of Directors. This committee will be responsible for preparing articles and information for the newsletter, jointly published by the AUPO and Administrators.

Section C – Program Planning Committee: The Program Planning Committee shall consist of at least two (2) members and a Chairman who shall be the Vice President of the Administrators. The responsibility of the Committee shall be to prepare and present the program at the annual meeting. Members of the Program Planning Committee shall be appointed by the Vice President of the Administrators.

Section D – Membership Committee: The membership committee shall consist of a Chairman who is a member of the board and shall be appointed by the President. In addition two (2) other members may be appointed from the membership by the Committee Chair. The responsibility of the Committee shall be to distribute a current membership list to all members of the organization once a year, and to encourage membership throughout the United States and Canada.

Section E – Other Committees: Other committees may be formed on an ad-hoc basis as required by the needs of the Administrators. A chairman for each ad hoc Committee will be appointed by the President of the Administrators. The tenure of an ad-hoc committee shall not exceed a one-year duration. The President may invite the chair of any additional committees as a non-voting participant to a Board meeting.

ARTICLE VII

Meetings

There shall be at least one (1) annual meeting of the General Membership in conjunction with the Association of University Professors of Ophthalmology. If there is no annual meeting, business which normally takes place at the annual meeting shall be conducted by mail. In addition, the Board of Directors shall have at least one (1) additional meeting per year to conduct the business of the Administrators.

ARTICLE VIII

Elections

Section A – Nominations for the Board of Directors: The nominating committee of the Administrators shall solicit nominations from the membership by mail 90 days prior to the annual meeting. These nominations shall be tallied by the committee and no more than two names per position/vacancy shall be presented for the final ballot. The nominating committee shall present the final ballot to the Secretary of the Administrators at least 30 days prior to the annual meeting.

Section B – Requirement of Candidate:

- (a) Candidate must be registered and present at the annual meeting when election occurs.
- (b) Candidate must be a member in good standing prior to the election.
- (c) Consent of Nominees – For each nomination proposed for elective office, the Nominating Committee Chairman shall obtain written verification that the proposed candidate is willing to accept the nomination and serve in office.

Section C – Voting Manner: Voting shall be secret and the completed official ballots shall be performed and tallied at the annual meeting. Candidates shall be elected by a simple majority of members voting. When voting results in a tie for any office, a selection shall be made by the Executive Committee by means of secret ballot with a majority prevailing. In the case of a tie at the Executive Committee level, the President's vote shall prevail.

Section D – Term of Office: The length of the term shall be for three years and will commence on April 1 and end March 31. A board member elected or appointed as an officer of the Executive Committee shall have their length of term extended as necessary to serve their term of office.

Section E – Election of Executive Committee: Positions on the Executive Committee consisting of President, Vice President, Secretary/Treasurer shall be elected from within the Board of Directors at the annual summer/fall meeting. This will give time for an orderly transition. Should there be insufficient candidates from within the current Board of Directors to elect an Executive Committee, then nominations shall be opened to the membership by the Nominating Committee and selections from among nominees for the Executive Committee positions will be voted on by the current Board of Directors.

Section F – Vacancies and Succession to Office: Should the President vacate his/her office prior to the normal expiration of his/her term, the Vice President shall become President for the unexpired term. In the event of such a succession, or if the Vice President should for other reasons vacate his/her office prior to the expiration of the term, the Secretary/Treasurer shall succeed to the Vice President's position.

Should the Vice President not wish to succeed to the President's position, then the Secretary/Treasurer may succeed to that position and another individual from the Board appointed to the Secretary/Treasurer position. Should the Secretary/Treasurer not wish to move up in succession, then the position will be filled by an individual from the Board of Directors.

ARTICLE IX

Dues

The amount of the annual dues shall be determined by the Board of Directors. The dues for the Administrators shall be due on January 1 of each year.

ARTICLE X

Association Fiscal Year

The Administrators fiscal year will be from January 1 through December 31.

ARTICLE XI

Financial Distribution of Assets

Assets of the Corporation upon liquidation, dissolution, or any other cessation of the existence of this Corporation, shall not in any way be distributed to any of the Directors, Officers or members of the Corporation. The Board of Directors shall distribute the monies, property, etc. of the Corporation to a charity, medical association, or any other non-profit organization engaged in medical education, research and/or patient care in the field of Ophthalmology.

ARTICLE XII

Seal

The seal of the Corporation shall be as more particularly shown in the following impression.

ARTICLE XIII

Amendments to the By-Laws

Suggested revisions or additions of amendment to these by-laws shall be written and submitted to the Executive Committee at least four (4) months prior to the meeting of the Administrators. The Executive Committee shall review all proposed amendments and submit their recommendations to the membership for ratification at the annual meeting. Proposed amendments shall be adopted when approved by a two-thirds vote of the members present and voting at the

annual meeting, provided such a proposed amendment or alteration has been before the Administrators for at least twenty-four (24) hours.

ARTICLE XIV
Indemnification

The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers of the Corporation or of any other enterprise at the request of the Corporation, against any and all expenses (including, but not limited to, amounts paid upon judgments, attorney's fees, costs and amounts paid in settlement) reasonably incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, may be involved by virtue of such persons being or having been such Director or Officer, except in relation to matters as to which any such Director or Officer or former Director or Officer shall be adjudged in any action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties as such Director or Officer. As a condition for this indemnification being effective, the Corporation shall have the right, at its sole option, to control the defense and settlement of any such action. Any settlement entered into by the Corporation shall be approved by the Director or Officer being indemnified and by the Court having jurisdiction of the proceeding in which the settlement is effectuated. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders, or otherwise.