

**BYLAWS
ASSOCIATION OF UNIVERSITY PROFESSORS OF OPHTHALMOLOGY, INC.**

**ARTICLE I
Name**

The name of the Corporation shall be "Association of University Professors of Ophthalmology, Inc."

**ARTICLE II
Objective**

The objective of the Corporation shall be the promotion of medical education, research, and patient care, particularly as concerns ophthalmology. In order to accomplish this objective, the Corporation will provide a forum for discussion of problems and development of mutual interests and concerns to heads of departments or divisions of ophthalmology in medical schools in the United States and Canada and in other institutions sponsoring ophthalmology residency training programs accredited by the Accreditation Council for Graduate Medical Education (ACGME) in the United States. The Corporation will provide liaison between ophthalmology department or division heads and various individuals and organizations whose activities bear on the objective of the Corporation. It will take other actions as deemed desirable and necessary by the Corporation to accomplish the objective of the organization, including the acceptance of funds for this purpose.

**ARTICLE III
Members and Associate Members**

3.1 Members

Members shall include only ophthalmologists who are heads or co-heads of departments or divisions of ophthalmology in medical schools accredited by the Liaison Committee on Medical Education (LCME) in the United States, heads or co-heads of departments or divisions of ophthalmology with ophthalmology residency training programs accredited by the ACGME in other teaching institutions in the United States, and heads or co-heads of departments or divisions of ophthalmology accredited by the Royal College of Physicians and Surgeons (RCPS) in Canada and affiliated with a Canadian medical school. Members may also include ophthalmologists who are heads or co-heads of departments or divisions of ophthalmology with ophthalmology residency programs that have merged or of merged or otherwise combined departments or divisions of ophthalmology in situations where at least one of the merged or combined departments prior to the merger or combination either was affiliated with a medical school accredited by the LCME or conducted an ophthalmology residency training program accredited by the ACGME. Any Member who ceases to be a head or co-head of a department or division of ophthalmology shall automatically cease to be a Member. Membership may be terminated for nonpayment of annual assessments as provided for in Sections 9.2 and 9.3 of these Bylaws. In addition, membership may be terminated for cause by the affirmative vote of two-thirds of the Members present and voting at the Annual Business Meeting of the Corporation.

3.2 Associate Members

Associate Members shall include only ophthalmologists who apply for such membership, whose department or division head is a Member of the Corporation, and who are program directors, or are recognized by the ACGME as “responsible parties” of accredited ophthalmology residency training programs accredited by the ACGME in the United States or RCPS in Canada. Associate members may not be the head of their department or division. Associate Members shall be permitted to attend meetings of the Corporation whether or not the head of the Associate Member's department or division is present. Any Associate Member who ceases to be qualified as noted above shall automatically cease to be an Associate Member. Associate Membership may be terminated for nonpayment of annual assessments as provided for in Sections 9.2 and 9.3 of these Bylaws. In addition, membership may be terminated for cause by the affirmative vote of two-thirds of the Members present and voting at the Annual Business Meeting of the Corporation.

Associate members may also include research directors in departments or divisions of ophthalmology in medical schools in the United States and Canada and in other institutions sponsoring ophthalmology residency training programs accredited by the Accreditation Council for Graduate Medical Education in the United States. A research director as defined herein coordinates and promotes research in the broad field of vision science in his or her division or department of ophthalmology. Research directors as associate members may attend meetings of the corporation even if the head of the Associate Member's department or division is absent. Any associate member who ceases to be a research director shall automatically cease to be an associate member. Associate membership may be terminated for non-payment of annual assessments as provided for in sections 9.2 and 9.3 of these bylaws. In addition, membership may be terminated for cause by the affirmative vote of 2/3 of the members present and voting at the annual business meeting of the corporation.

3.3 Notification of Status

It is the responsibility of newly-qualified individuals to notify the Executive Vice President of their interest in becoming a Member or Associate Member. The Executive Vice President will verify the qualifications of such prospective Members and Associate Members and present those who qualify to the membership for election to the appropriate membership category.

ARTICLE IV Board of Trustees

4.1 Directors

The Directors of the Corporation shall be the members of the Board of Trustees.

4.2 Composition of the Board of Trustees

The Board of Trustees shall comprise eight (8) individuals:

- a) the President
- b) the President Elect
- c) the Past President
- d) the Executive Vice President
- e) four (4) Trustees-at-Large

With the exception of the Executive Vice President, any Trustee who ceases to be a Member of the Corporation shall automatically cease to be a Trustee.

4.3 Voting Privileges

All Trustees will have equal voting privileges. Trustees will absent themselves from discussions and voting in situations involving a real or perceived conflict of interest.

4.4 Terms of Trustees

The term of office for each Trustee-at-Large shall begin on the first day of April following election except that a Trustee elected to fill a vacancy on the Board of Trustees shall take office immediately after election.

ARTICLE V Officers

The officers of the Corporation shall be the President (who shall also serve as Chair of the Board of Trustees), the President Elect, and the Executive Vice President.

ARTICLE VI Elections

6.1 Regular Elections

6.1.1 Trustees-at-Large

The Board of Trustees shall include four (4) Trustees-at-Large, each of whom shall serve a four-year term. Candidates for Trustees-at-Large may be selected in one of two ways: 1) The Board of Trustees, acting on the recommendations of the Nominating Committee, may nominate a Member; or 2) The Members of the Corporation may submit a petition nominating a Member. A written petition recommending a candidate must include the signatures of at least five (5) Members, and must be received by the Board of Trustees at least thirty (30) days prior to the Annual Business Meeting.

At each Annual Business Meeting, the Membership will review the candidates for any unfilled Trustee-at-Large position and hold an election. A nominated candidate who receives the majority vote of the Membership present at the Annual Business Meeting will be appointed as a Trustee-at-Large of the Corporation. The effective date of the appointment will be the first day of April immediately following the election.

6.1.2 President Elect

The President-Elect will be elected annually by the Membership of the Corporation at the Annual Business Meeting. Candidates for President-Elect may be selected in one of two ways: 1) The Board of Trustees, acting on the recommendations of the Nominating Committee, may nominate a Member; or 2) The Members of the Corporation may submit a petition nominating a Member. A written petition recommending a candidate must include the signatures of at least five (5) Members, and must be received by the Board of Trustees at least thirty (30) days prior to the Annual Business Meeting.

At each Annual Business Meeting, the Membership will review the candidates and vote for the President-Elect. A nominated candidate who receives the majority vote of the Membership present at the Annual Business Meeting will be appointed as the President-Elect of the Corporation. The effective date of the appointment will be the first day of April immediately following the election. The elected individual will serve a three-year term. During the first year, the elected individual will serve as President-Elect. During the second year, the President-Elect will serve as President of the Corporation. During the third year, the President will serve as Past President of the Corporation.

6.1.3 Nominations for President Elect and Trustee-at-Large

Prior to each Annual Business Meeting of the Corporation, the Board of Trustees, acting on the recommendations of the Nominating Committee, shall nominate:

- (a) one (1) Member of the Corporation for the vacancy to occur on the ensuing April 1 in the elected office of President Elect,
- (b) one (1) Member of the Corporation for each vacancy to occur on the ensuing April 1 in the position of Trustee-at-Large.

6.2 Vacancies

6.2.1 Trustees-at-Large

If a vacancy occurs for any Trustee-at-Large position prior to the time said Trustee has begun his or her final year of the four-year term, the Board of Trustees, acting on the recommendations of the Nominating Committee, will nominate a Member of the Corporation to fill the unexpired term. A vote of the Membership approving the nominee will be held at the next Annual Business Meeting. A successful candidate will receive the majority vote of the Members present at the Annual Business Meeting. The elected individual is eligible for reelection as a Trustee-at-Large only if the unexpired term was two years or less. If a vacancy occurs for any Trustee-at-Large after the time the Trustee has begun his or her final year of the four-year term, such vacancy will remain unfilled until the next Annual Business Meeting.

6.2.2 Vacancy in President Elect

If a vacancy occurs in the position of the President Elect, the Board of Trustees will nominate a Member of the Corporation to fill the unexpired term. A vote by the Membership approving the nominee will be conducted by written ballot. Eligible ballots must be received within thirty (30) days of distribution of the ballot. A successful nominee will receive an affirmative response from a majority of the eligible votes. The successor will serve the full three year term, regardless of the portion of the term completed by the previous President Elect.

If the nominee for the vacant office of the President Elect is selected from the current Board of Trustees, a nominee will be selected by the Board of Trustees to fill the unexpired term of that Trustee, and a majority of the Membership must approve the nominee of the Trustee pursuant to vote which will be conducted by written ballot. A successful nominee must receive a majority of

the Member votes that are received within thirty (30) days of distribution of the ballot.

6.2.3 Vacancy in Presidency

If for any reason the President is unable to serve or complete a portion of his or her term, the President Elect will act as President on a temporary basis, or will complete the unexpired term of the President and will then serve a full-term as President.

6.2.4 Vacancy in Past Presidency

If for any reason there is a vacancy in the position of Past President, such vacancy on the Board of Trustees will remain unfilled until the current President becomes the Past President.

6.2.5 Vacancy in Executive Vice President

If for any reason, the Executive Vice President is unable to serve or to complete a term of service, the Board of Trustees will fill such vacancy in the manner described in Section 7.4.

ARTICLE VII Duties and Power of Officers and Trustees

7.1 The Board of Trustees

The Board of Trustees shall have general charge of the affairs, funds, and property of the Corporation. It shall prepare the programs of the meetings of the Corporation. It shall bring to the Corporation appropriate applicants for election to membership and associate membership. It shall have full power and it shall be its duty to carry out the purpose of the Corporation according to the Bylaws. A majority of its members shall constitute a quorum.

7.2 Chair of the Board of Trustees

The Chair of the Board of Trustees is the Chief Executive Officer and President of the Corporation. He/she shall preside at all meetings, call all meetings, and perform all duties customary to this office including the appointment of committees of the Board of Trustees, ad hoc committees, and consultants as necessary and appropriate.

7.3 Executive Committee

The Executive Committee, consisting of the President, President Elect, Past President, and the Executive Vice President, is responsible for the affairs of the Corporation between meetings of the Board of Trustees.

7.4 Executive Vice President

The Executive Vice President shall be a current or past Member of the Corporation and is elected to and may be removed from office by an affirmative vote of at least two-thirds (2/3rds) of the Trustees. The term of office and compensation of and other provisions with respect to the Executive Vice President, to the extent not inconsistent with these Bylaws, shall be as specified in a contract with the Executive Vice President approved by the Executive Committee. (No individual may serve more than 10 years as Executive Vice President.) He/she serves as the Chief Operating Officer of the Corporation and reports to the Board of Trustees. The Executive Vice President serves as an officer of the Corporation, a member of the Board of Trustees (ex-officio with vote), and a member of the Executive Committee. The Executive Vice President receives all authority from the Board of Trustees, and, in turn, through its Executive Committee and Chair. The Executive Vice President is responsible for the ongoing activities of the Corporation and implements and carries out all actions and policies established by the Board of Trustees and its Executive Committee. The Executive Vice President maintains and manages the

corporate office. He/she maintains appropriate databases and files to allow access to documents and other information connected with the affairs of the Corporation. The Executive Vice President manages the financial activities of the Corporation in accordance with policies established by the Board of Trustees and, as appropriate, with the advice and counsel of the auditor, accountant, investment advisor, and Finance Committee. The Executive Vice President reviews monthly statements, manages the checking accounts of the Corporation, disburses cash payments as appropriate, records all receipts and disbursements, and initiates the annual audit, financial statements, and tax return. The Executive Vice President obtains legal opinions from the Corporation Counsel as part of the business of the Corporation and when asked to do so by the Board of Trustees or by the Chair. The Executive Vice President gives notice of meetings. He/she plans, coordinates, and implements all preparations for the conduct of annual and other meetings of the Corporation and its committees including the preparation and distribution of information and reports. The Executive Vice President initiates the development of meeting agendas and records, prepares, and distributes minutes of annual and other meetings of the Corporation and its committees. He/she maintains liaison with the membership, with public and private organizations which support vision research, with specialty organizations within ophthalmology, and with organizations within medicine having similar goals and objectives to or having an impact on the Corporation. The Executive Vice President represents the Corporation as appropriate at the meetings of other organizations. The Executive Vice President initiates or assists in the initiation of fund raising efforts on behalf of the Corporation. He/she develops and implements, in accordance with the Long Range Planning Committee, methods to carry out the long range plans of the Corporation.

7.5 Committees of the Board of Trustees

The following shall be Committees whose members are appointed by the Chair of the Board of Trustees:

1. Bylaws;
2. Finance;
3. Nominating;
4. Long Range Planning.

7.5.1 Nominating Committee

The Nominating Committee shall comprise:

- (a) the Past President serving as Chair,
- (b) the President and President Elect
- (c) two (2) Members of the Corporation who are not members of the Board of Trustees, to be selected by the Board
- (d) The Executive Vice President, who shall be a non-voting Member of the Nominating Committee

This Committee shall function as the Nominating Committee of the Board of Trustees for candidates for the office of President Elect and Trustees-at-Large. No member of the Nominating Committee shall participate in any discussion or vote concerning that member's potential actual recommendation by the Committee to the Office of President Elect or the position as Trustee-at-Large. The Committee shall meet at the call of the President and shall terminate as a committee at the completion of its duties at the end of the fiscal year.

ARTICLE VIII

Meetings

8.1 Annual Meeting

There will be an annual meeting of the Corporation. Additional meetings may be proposed by the Board of Trustees or by any Member and must be approved by 75 percent of the Members present and voting at the Annual Business Meeting. The program of the annual meeting will be the responsibility of the Board of Trustees. They may invite a small number of non-members who may have some special contribution to make.

8.2 Annual Business Meeting

The Annual Business Meeting of the Corporation shall be held at a time and place selected by the Board of Trustees. Only Members of the Corporation and all members of the Board of Trustees may attend and vote at the Annual Business Meeting. All business of the Corporation will be conducted at the Annual Business Meeting or at additional business meetings as described in Section 8.2.2.

8.2.1 Quorum

At least 25 Members of the Corporation shall constitute a quorum for the Annual Business Meeting.

8.2.2 Additional Business Meetings

An affirmative vote by at least 7/8ths of the Board of Trustees or a petition signed by at least 75 Members of the Corporation will be required to call a business meeting of the Corporation other than the Annual Business Meeting.

8.3 Attendance at Annual Meeting

Members and Associate Members shall not be permitted to send alternates or substitutes to meetings except under unusual circumstances, and only with the permission of the President. Each Member may bring one guest to the Annual Meeting, but only if the Member is in personal attendance at the Annual Meeting. Associate Members are not permitted to bring guests. Except as provided for in Section 8.1, other guests are not permitted at the Annual Meeting. Members and Associate Members considered delinquent for non-payment of annual assessments as provided for in Article IX of these Bylaws hereinafter shall not be allowed to register for or attend the Annual Meeting.

8.4 Other Meetings

Meetings of the Board of Trustees and/or the Executive Committee may be held from time to time upon call of the Chair or upon written petition of five (5) Trustees-at-Large. Notification of the meeting must be given by the Executive Vice President at least twenty-four hours prior to the meeting time. A majority of qualified participants will constitute a quorum. Meetings held by electronic or other means whereby all participants are able to simultaneously communicate with one another shall be treated as if the participants were all present at the same location.

ARTICLE IX
Member and Associate Member Annual Assessments

9.1 Annual Assessments

The annual assessments shall be such as the Board of Trustees may fix. The Annual Assessments will be applicable to a twelve (12) month period as determined by the Board of Trustees. The Annual Assessments will be considered delinquent if not paid by June 30 of the calendar year. The Annual Assessments shall be credited in the name of the medical school or other teaching institution and are payable only once annually even if there is a change in the individual representing the medical school or other institution. The Annual Assessments shall be payable at the time or times that the Board of Trustees shall determine.

9.2 Termination of Membership

A Member whose annual assessment for the twelve (12) month period as established by the Board of Trustees is not paid in full by June 30 of the calendar year shall be considered "delinquent." The membership in the Corporation of a delinquent Member whose delinquent annual assessment is not paid in full by the last day of the calendar year shall automatically terminate on the last day of that year unless the delinquent Member is sooner terminated as provided in Section 3.1 or 3.2 of these Bylaws or is extended as hereinafter provided. The Executive Vice President may, for good cause shown for a Member's delinquency and upon written notice to the delinquent Member on or before the last day of that year, extend the membership of the delinquent Member beyond the last day of that year for a period not to exceed one hundred twenty (120) days. If the Executive Vice President extends the membership of a delinquent Member, the Board of Trustees may, before the expiration of the period of extended membership of the delinquent Member, and upon written notice to the delinquent Member, further extend the period of membership of the delinquent Member once, for an additional period which, when added to the period of extension previously granted by the Executive Vice President, will not exceed twelve months. The membership in the Corporation of a delinquent Member whose membership has been extended as herein provided and whose delinquent annual assessment has not been paid in full by the last day of extended membership shall automatically terminate on the last day of extended membership. A Member whose membership has been terminated as provided in this paragraph may be reinstated by action of the Board of Trustees.

9.3 Termination of Associate Membership

Associate Members shall be considered delinquent and shall be subject to termination of membership or reinstatement in a manner identical to that described for Members in Section 9.2 of these Bylaws.

ARTICLE X
Indemnification and Insurance

10.1 Proceedings Not on Behalf of Corporation

The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a trustee, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement

actually and reasonably incurred by him in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

10.2 Proceedings on Behalf of Corporation

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

10.3 Expenses

To the extent that a trustee, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 10.1 and 10.2 or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

10.4 Specific Authorization

Any indemnification under Sections 10.1, 10.2, and 10.3 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstance because he/she has met the applicable standard of conduct set forth in Section 10.1 or 10.2. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested trustees so directs, or, if there are no disinterested Trustees, by independent legal counsel in a written opinion requested by the Chair of the Board of Trustees.

10.5 Advance Indemnification

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this

Article X.

10.6 Other Risks

The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or of disinterested trustees, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.7 Insurance

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article X.

ARTICLE XI Miscellaneous

11.1 Compensation

The Board of Trustees shall be authorized and empowered to establish and pay reasonable compensation, consultant fees, per diem, and expenses for all officers, trustees, employees, and agents of the Corporation for services rendered in its behalf.

11.2 Fiscal Year

The fiscal year of the Corporation shall be determined, as permissible under law, by the Board of Trustees.

11.3 Meeting Minutes

The minutes of all annual or special meetings of the Corporation and its Board of Trustees shall be reviewed and corrected by the Board of Trustees before they are approved and filed.

ARTICLE XII Changes to the Bylaws

Amendments to or revisions of the Bylaws may be made in the following manner: The amendments or revisions shall be proposed and signed by 5 members of the Board of Trustees upon the affirmative vote of 2/3 of its Members present and voting or shall be proposed and signed by ten Members of the Corporation and submitted to the Board of Trustees at least sixty (60) days before the Annual Business Meeting of the Corporation. Amendments or revisions, whether proposed by ten Members of the Corporation or by the Board of Trustees must be mailed to the membership at least 30 days in advance of the Annual Business Meeting at which the amendment or revision will be voted upon. Two-thirds of all votes cast at the closed Annual Business Meeting shall be necessary for the adoption of the amendment or revision.

ARTICLE XIII 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, Trustees, or members of the Corporation. The Board of Trustees shall distribute the monies, property, etc., of the Corporation to a charity, medical association, or any other nonprofit organization engaged in medical education, research, and/or patient care in the field of Ophthalmology.

Revised January 2007 Annual Business Meeting