

**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 advancement of medical education, research, and patient care, particularly as concerns ophthalmology and its relationships to health care, population health, and health care policy. In addition, the Corporation will encourage and support activities within ophthalmology departments that advance the academic mission. In order to accomplish these objectives, the Corporation will provide a forum for discussion of problems and for development of mutual interests and concerns to leaders within departments or divisions of ophthalmology in Liaison Committee on Medical Education (LCME)-accredited medical schools and the Commission on Osteopathic College Accreditation (COCA) 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 or by the Royal College of Physicians and Surgeons (RCPS) in Canada. The Corporation will also provide liaison between ophthalmology department or division heads and various individuals and organizations whose activities bear on the objective of the Corporation. These activities will further the objectives of the corporation, including the enhancement of relationships with other entities in ophthalmology, health care, and educational excellence. In addition, 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 Associates**

3.1 Members

Members shall include only professional and administrative leaders defined in Sections 3.2.1 through 3.2.6 in departments/divisions of ophthalmology in allopathic medical schools and osteopathic medical schools. For allopathic medical schools, accreditation by the LCME or COCA in the United States and Canada, includes departments/divisions of ophthalmology with ophthalmology residency training programs accredited by, or actively pursuing accreditation by the ACGME in other teaching institutions in the United States, or departments/divisions of ophthalmology accredited by, or actively pursuing accreditation by the RCPS in Canada and affiliated with a Canadian medical school. For osteopathic medical schools, accreditation by the COCA or actively pursuing accreditation by the COCA includes departments/divisions of ophthalmology.

Membership will not automatically be transferred to successors. Membership also incorporates the commitment of the members to uphold the principles encompassed within the AUPO Code of Conduct. Any Member who ceases to meet the criteria shall automatically cease to be a Member. Membership may be terminated for nonpayment of annual assessments as provided for in Section 9.2 of these Bylaws. In addition, membership may be terminated for cause by the affirmative vote of two-thirds of the Chair Members present and voting at the Annual Business Meeting of the Corporation. Cause shall include, but not be limited to, conviction of a major crime or misdemeanor, suspension or revocation of license to practice, as well as acts or statements that violate the Code of Conduct.

3.2 Members

There are six classes of Members: chairs, program directors, associate program directors and vice or associate chairs of education, research directors, directors of medical student education, and administrators. If a department has more than one voting member in a class, only one of the members may

vote on behalf of the department.

All Members shall be permitted to attend annual meetings of the Corporation equally.

3.2.1 Chairs

Chairs who are Members shall include only ophthalmologists who are heads of departments/divisions of ophthalmology who apply for such membership. Exceptions to the requirement that the Chair be an ophthalmologist may be considered by the Board of Trustees on a case-by-case basis. Only one such Member may represent each program.

3.2.2 Program Directors

Program directors who are 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 recognized by the ACGME as “responsible parties.” Only one such Member may represent each program. In the event the Chair is also the program director, no additional program director Members will be recognized from that institution.

3.2.3 Associate Program Directors and Vice/Associate Chairs for Education

Members may also include associate/assistant program directors and vice/associate chairs for education (or equivalent) who are ophthalmologists who apply for such membership, whose department or division head is a Member of the Corporation, and whose program director is recognized by the ACGME as the “responsible party” and is a Member of the Corporation. Associate program director and vice/associate chair for education Members cannot be the head of their department or division. Only two associate program director Members may represent each program. In addition, the vice/associate chair for education may represent each program. Associate program directors and vice/associate chairs for education are not voting members.

3.2.4 Research Directors

Members may also include research directors who apply for such membership, and whose department or division head is a Member of the Corporation. A research director as defined herein coordinates and promotes research in the broad field of vision science in their division or department of ophthalmology, notwithstanding their specific title. Only two such Members may represent each program with one voting delegate.

3.2.5 Directors of Medical Student Education

Members may also include directors of medical student education who apply for such membership, and whose department or division head is a Member of the Corporation. A director of medical student education as defined herein coordinates and promotes medical student education in the field of ophthalmology in their division or department of ophthalmology. Only two such Members may represent each program with one voting delegate.

3.2.6 Administrators

Members may also include chief administrative persons in departments or divisions of ophthalmology who apply for such membership, and whose department or division head is a Member of the Corporation. An administrator as defined herein promotes effective and professional administrative support of medical education, research and patient care within departments of ophthalmology. Only two such Members may represent each program with one voting delegate.

3.3 Associates

3.3.1 Residency Program Coordinators

Residency program coordinators who are Associates may include only individuals who apply for such membership, whose department or division head is a Member, and whose Residency Program Director is a Member of the Corporation. Associates are the chief residency program coordinators in departments or divisions of ophthalmology. A residency program coordinator as defined herein promotes effective and professional administrative support of accredited residency training programs within departments of

ophthalmology. Only two such Associates may represent each program. Residency Program Coordinators are not voting members.

3.4 Notification of Status

It is the responsibility of newly qualified individuals to notify the Chief Executive Officer of their interest in becoming a Member or Associate. The Chief Executive Officer will verify the qualifications of such prospective Members and Associates and present those who qualify to the Chair membership group 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 no more than 13 individuals:

- a) the President
- b) the President-Elect
- c) the Past President
- d) the Chief Executive Officer
- e) maximum of nine Trustees-at-Large

With the exception of the Chief Executive Officer, any Trustee who ceases to be a Chair 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 the election, except that a Trustee elected to fill a vacancy on the Board of Trustees shall take office immediately after the 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 Chief Executive Officer.

ARTICLE VI Elections

6.1 Regular Elections

6.1.1 Trustees-at-Large

The Board of Trustees shall include a maximum of nine (9) Trustees-at-Large, each of whom shall serve a three-year term. Each Trustee shall be eligible to serve one additional term; the process for nomination and selection shall be the same as the initial 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 Chair Members; or 2) The Chair Members of the Corporation may submit a petition nominating Chair Members. A written petition recommending a candidate must include the signatures of at least five (5) Chair Members and must be received by the Chief Executive Officer at least thirty (30) calendar days prior to the Annual Business Meeting.

At each Annual Business Meeting, the Chair Members will review the nominated candidates for any unfilled Trustee-at-Large positions and vote on the candidates. A nominated candidate who receives the majority vote of the Chair Members present at the Annual Business Meeting will be appointed as a Trustee-at-Large of the Corporation.

6.1.2 President-Elect

The President-Elect will be elected annually by the Chair Membership of the Corporation at the Annual Business Meeting. Candidates for President-Elect must be past or present Board members who have served a minimum three-year term and have not served as President previously. Current Board members may be nominated for President-Elect at any point during their second three-year term on the Board. If a Trustee is selected to become President-Elect before completion of their second three-year term, they will not serve any remaining years of the second term as Trustee-at-Large, and their term on the Board will conclude with completion of their year as Past President.

To stand for election, a nominee must agree in writing to serve the Corporation under these Bylaws. They may be selected in one of two ways: 1) The Board of Trustees, acting on the recommendations of the Nominating Committee, may nominate a Chair Member; or 2) The Chair Members of the Corporation may submit a petition nominating a Chair Member. A written petition recommending a candidate must include the signatures of at least five (5) Chair Members and must be received by the Chief Executive Officer at least thirty (30) calendar days prior to the Annual Business Meeting.

At each Annual Business Meeting, the Chair Members will review the candidate(s) and vote for the President-Elect. A nominated candidate who receives the majority vote of the Chair Members 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 single three-year term on the Executive Committee of the Board. 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 same individual 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) Chair Member of the Corporation for the vacancy that would occur on the ensuing April 1 in the elected office of President-Elect,
- (b) one (1) Chair Member of the Corporation for each vacancy that would occur on the ensuing April 1 in the position of Trustee-at-Large.

6.2 Vacancies

6.2.1 Vacancy in Trustees-at-Large

In the event a Trustee-at-Large is unable to complete their term, the position will be filled unless the Trustee has already begun the third year of the term. Based on the advice of the Nominating Committee, the Board of Trustees will nominate a Chair Member of the Corporation to fill the unexpired term. A vote by the Chair Members approving the nominee will be conducted at the Annual Business Meeting or by written or electronic means. Eligible ballots must be received within thirty (30) calendar days of distribution of the ballot. A successful nominee will receive an affirmative response from a majority of the eligible votes that are received within this time frame. The successor will serve the balance of the full three-year term and be eligible for re-election for one additional full three-year term.

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 Chair Member from past and current Board members who have served a minimum three-year term and who have not served as President of the Corporation to fill the unexpired term. A vote by the Chair Members approving the nominee will be conducted at the Annual Business Meeting or by written or electronic means. To be eligible, ballots must be received within thirty (30) calendar days of distribution of the

ballot. A successful nominee will receive an affirmative response from a majority of the eligible votes that are received within this time frame. The successor will serve the balance of 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 members of the 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 Chair Members must approve the nominee as the Trustee pursuant to a vote which will be conducted at the Annual Business Meeting or by written or electronic means. A successful nominee must receive a majority of the Chair Member votes that are received at the Annual Business Meeting or within thirty (30) calendar 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 their term, the President-Elect will act as President until the President is able to resume responsibility; if the President is unable to resume office, the President-Elect 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 Chief Executive Officer

If for any reason the Chief Executive Officer 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 approve the programs of the meetings of the Corporation. It shall bring to the Corporation appropriate applicants for election as Members or Associates. 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 President of the Corporation. The Chair 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 Chief Executive Officer, is responsible for the affairs of the Corporation between meetings of the Board of Trustees.

7.4 Chief Executive Officer

The Chief Executive Officer (CEO) shall be a current or past Chair Member of the Corporation and is elected to and may be removed from office by an affirmative vote of two-thirds (2/3rds) of eligible Board of Trustees members. In the event that there is a vacancy in the Office of the CEO, election will require an affirmative vote of two-thirds (2/3rds) of the Trustees. The term of office, compensation, and other provisions with respect to the CEO, to the extent not inconsistent with these Bylaws, shall be as specified in a contract with the CEO and approved by the Board of Trustees. (No individual may serve more than 10 years as CEO.) The CEO oversees the strategic and operational activities of the organization and reports to the Board of Trustees. The CEO also 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 CEO receives

all authority from the Board of Trustees, and, in turn, through its Executive Committee and Chair. The CEO 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 CEO maintains and oversees the management of the corporate office. The CEO maintains appropriate databases and files to allow access to CEO documents and other information connected with the affairs of the Corporation. The CEO 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 CEO reviews monthly statements, manages the checking accounts of the Corporation, authorizes disbursement of cash payments as appropriate, records all receipts and disbursements, and initiates the annual audit, financial statements, and tax return. The CEO 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 CEO gives notice of meetings and 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 CEO initiates the development of meeting agendas and records, prepares, and distributes minutes of annual and other meetings of the Corporation and its committees. The CEO maintains liaison with the membership, with public and private organizations that 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 CEO may represent the Corporation as appropriate at the meetings of other organizations. The CEO initiates or assists in the initiation of fundraising efforts on behalf of the Corporation. The CEO develops and implements the long-range plans of the Corporation.

7.5 Committees of the Board of Trustees

The following shall be standing Committees whose members are appointed by the Executive Committee of the Board of Trustees:

1. Audit;
2. Bylaws;
3. Finance;
4. Nominating
5. Program

In addition to these committees, the Board may vote to create or maintain ad hoc committees to serve the mission of the Corporation. Committee members may include members of the Board and other Members and Associates. Committee members will be appointed by the Chair of the Board of Trustees following approval by a majority of the Board. Ad hoc committees will be reviewed annually and either renewed or terminated as appropriate by a majority vote of the Board.

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) Chair Members of the Corporation who are former but not current-members of the Board of Trustees, to be selected by the Board
- (d) The Chief Executive Officer, 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 vote concerning their own potential recommendation by the Committee to the Office of President-Elect or the position of Trustee-at-Large.

A call for nominations for the Board of Trustees will be communicated to the Chair Members no later than 60 days prior to the Annual Business Meeting. The open positions, including additional vacancies created by resignation, will be announced to the Chair Members.

The Committee shall also function to review committee nominations and shall present recommendations for filling vacancies to the Board of Trustees for approval annually.

The Committee shall meet at the call of the President and shall terminate as a committee at the completion of its duties on March 31 of each year.

7.5.2 Ad Hoc Committees

Ad hoc committees will be formed based upon the needs of the President, Chief Executive Officer, and Board of Trustees on topics deemed important for the mission and membership of the AUPO Corporation.

ARTICLE VIII Meetings

8.1 Annual Meeting

There will be an annual meeting of the Corporation. The Board of Trustees may also approve smaller specific meetings serving the needs of the membership. Final approval of 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 the business of the Corporation and its mission. These include but are not limited to speakers, alumni, guests from other organizations, and trainees who are presenting at the meeting.

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 Chair 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 20 Chair 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 75% of the Board of Trustees or a petition signed by at least 75% of the active Chair 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 Associates shall not be permitted to send alternates or substitutes to meetings except under unusual circumstances, and only with the permission of the President. Each Chair Member may bring two professional guests to the Annual Meeting, but only if the Chair Member is in personal attendance at the Annual Meeting. Other guests are permitted at the Annual Meeting as outlined in section 8.1. Members and Associates 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 Chief Executive Officer or Chair, or upon written petition of over 50% of current Trustees. Notification of the meeting must be given by the Chief Executive Officer at least twenty-four hours prior to the meeting time. A majority of the Board of Trustees 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 Annual Assessments

9.1 Annual Assessments

The Board of Trustees shall determine the annual assessments and shall be such as the Board of Trustees may determine. The annual assessments will be applicable to a twelve (12) month period and 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. Annual assessments are not pro-rated and shall be for the time period determined by the Board.

9.2 Termination of Membership

A Member or Associate whose annual assessment for the twelve (12) month period as established by the Board of Trustees is not paid in full by December 31 of the calendar year shall be considered "delinquent." The membership in the Corporation of a delinquent Member or Associate 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 or Associate is sooner terminated as provided in Section 3.1 of these Bylaws or is extended as hereinafter provided. The Chief Executive Officer may, for good cause shown for a Member's or Associate's delinquency and upon written notice to the delinquent Member or Associate on or before the last day of that year, extend the membership of the delinquent Member or Associate beyond the last day of that year for a period not to exceed one hundred twenty (120) days. If the Chief Executive Officer extends the membership of a delinquent Member or Associate, the Board of Trustees may, before the expiration of the period of extended membership of the delinquent Member or Associate, and upon written notice to the delinquent Member or Associate, further extend the period of membership of the delinquent Member or Associate once, for an additional period which, when added to the period of extension previously granted by the Chief Executive Officer, will not exceed twelve months. The membership in the Corporation of a delinquent Member or Associate 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 or Associate whose membership has been terminated as provided in this paragraph may be reinstated by action of the Board of Trustees. Membership may also be terminated for other reasons as outlined in Section 3.1

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 they are or were a trustee, officer, employee or agent of the Corporation or who are or were 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 them in connection with such action, suit or proceeding, if they acted in good faith and in a manner they 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 their 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 they 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 their 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 that person 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 them in connection with the defense or settlement of such action or suit, if they acted in good faith and in a manner they 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 their 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, they shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by them 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 they have 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 they are 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 Chair Members or of disinterested trustees, or otherwise, both as to action in their 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 them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them 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 on its behalf, in compliance with existing legal regulatory guidelines.

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 shall be proposed by a simple majority of members of the Board of Trustees or by ten Chair Members of the Corporation and submitted to the Board of Trustees. The Board of Trustees shall have at least thirty (30) days to review the amendments or revisions and to vote on them at the following Board Meeting. Following approval by a two-thirds majority of the Board, the document shall be sent electronically to all the Chair members for review. Chair members shall be given thirty (30) days to review the amendments or revisions before voting electronically. An affirmation by two thirds of all votes cast 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, after repayment of any liabilities, to a charity, medical association, or any other nonprofit organization engaged in medical education, research, and/or patient care in the field of Ophthalmology.

Approved January 22, 2026