

**BYLAWS OF THE
AMERICAN SOCIETY OF OPHTHALMIC ADMINISTRATORS**
a division of the
AMERICAN SOCIETY OF CATARACT AND REFRACTIVE SURGERY
Amended December 3, 2018
Amended May 4, 2023
Revised _____

**Article I
Name and Offices**

The individuals organized under these Bylaws are known as the American Society of Ophthalmic Administrators (ASOA). ASOA is an unincorporated administrative division of the American Society of Cataract and Refractive Surgery (ASCRS), a California nonprofit mutual benefit corporation, and is not a separate legal entity. The business address for ASOA is the same as that of ASCRS.

**Article II
Purpose**

The purpose of ASOA is to empower ophthalmic leaders to elevate the business of ophthalmology through education, innovation, support, and collaboration.

**Article III
Restrictions**

All policies and activities of ASOA shall be consistent with applicable federal, state, and local antitrust, trade regulations, or other requirements and federal, state, or local tax-exempt requirements applicable to ASCRS, including the requirements that ASCRS not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

**Article IV
Membership**

1) Membership Categories - There are four (4) categories of membership:

(A) Professional - Professional membership is available to individuals actively engaged in the field of ophthalmic administration, including, but not limited to, those affiliated with private practices, academic institutions, private equity firms, and/or managed service organizations, who are directly involved in the management, administration, or oversight of ophthalmic practices, clinics, or related healthcare facilities. This definition expressly excludes individuals primarily engaged in the sale, distribution, or provision of goods or services as vendors/consultants to ophthalmic practices or organizations. Professional members may vote on ASOA matters, may stand for election to the Board of Directors (Board), and may serve on committees.

(B) Vendor/Consultant – Vendor/Consultant membership is available to individuals primarily engaged in the sale, distribution, or provision of goods or services as vendors or consultants to ophthalmic practices or organizations and not actively engaged in the field of ophthalmic administration. Vendor/Consultant members are not eligible to vote on ASOA matters or stand for election to the Board. Vendor/Consultant members are eligible to serve on committees on an ad-hoc basis.

(C) Fellow - Fellow membership is a lifetime honorary membership granted to individuals based on criteria established and periodically reviewed by the Board. The specific criteria for granting Fellow membership will be determined by the Board and may include, but are not limited to, factors such as demonstrated commitment to ASOA's mission and objectives, significant contributions to the field of ophthalmic management, outstanding achievements or leadership in ASOA, years of service and dedication to ASOA, and exceptional mentorship and support of ASOA's members. Fellow members may vote on ASOA matters, may stand for election to the Board, may serve on committees, and are exempt from paying any membership dues. Nominations for Fellow membership may be made by any member of ASOA. The application and review process will be established by the Board. The Board will convene periodically to review and evaluate nominations for Fellow membership. The frequency and timing of these reviews will be determined by the Board, and the process will ensure fairness and impartiality.

(D) Emeritus - Emeritus Membership is available to individuals who have retired from the ophthalmic profession but who have in the past been a member of ASOA. Emeritus members pay discounted dues and may not vote on ASOA matters or be elected to the Board or committees.

2) Member Eligibility - Except for Fellow members, eligibility determinations for all member categories will be made by the Executive Director of ASOA. In circumstances in which eligibility is questionable, the Board will make the determination by majority vote.

3) Resignation - Any member may resign by filing a written resignation with the Executive Director of ASOA. However, resignation does not relieve a member from liability for any accrued but unpaid dues, fees, or assessments.

4) Termination of Membership - A membership will terminate on occurrence of any of the following events:

(A) Resignation of a member, upon reasonable written notice to the Executive Director of ASOA;

(B) Expiration of the period of membership, unless the membership is renewed according to the renewal terms;

(C) Failure of a member to pay dues or assessments, as outlined in Article V.2.;

(D) Occurrence of any event which renders a member ineligible for membership or failure to satisfy membership qualifications. If a member becomes ineligible for membership due to loss of employment, the member may petition the Executive Director for a suspension of

membership requirements for up to six months. The Executive Director will grant such petitions within reason and in consultation with the Board.

(E) Expulsion or suspension of the member, based on a good faith determination by a majority of the Board or a committee authorized by the Board to make such a determination that the member has failed in a material and serious degree to observe the rules of conduct of ASOA or has engaged in conduct which is deemed immoral, dishonorable, or unprofessional and that materially and seriously prejudices the purposes and interests of ASOA.

Article V Member Dues

- 1) Dues** - The Board will establish ASOA member dues, subject to ASCRS approval.
- 2) Delinquency** - Any ASOA member who is delinquent in payment of dues for a period of thirty (30) days forfeits all rights and privileges of membership, and his or her membership will be terminated without further notice.
- 3) Refunds** - Once paid, dues will not be refunded.

Article VI Member Meetings

- 1) Meetings** -The Board may call meetings of the ASOA membership.
- 2) Notice** - At least thirty (30) days' notice of ASOA meetings will be given to all members. The notice must include a description of the business to be transacted.
- 3) Electronic Meetings** - Any meeting of ASOA may be held electronically so long as the meeting provides the opportunity for simultaneous aural communication among all participating members.
- 4) Voting and Quorum** - For the purpose of transacting business at member meetings, the presence of five percent (5%) of the ASOA voting membership constitutes a quorum. A majority of those present and voting is necessary to carry motions, except where some other number is required by these Bylaws. Notwithstanding the foregoing, pursuant to Article VII.2, members may elect Directors to the Board by electronic ballot sent by electronic mail in lieu of a meeting. Proxy voting is not permitted.

Article VII Board of Directors and Officers

1) Scope and Composition -

A) The Board has authority and responsibility for the supervision, control, and direction of ASOA, subject to the review and approval of the Executive Board of ASCRS. Board members will perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by ASOA.

B) The Board will consist of the following:

- i) A Maximum of nine (9) voting members, including:
 - a) Four (4) Officers, including a President, President-Elect, Vice-President, and Immediate Past President
 - b) Five (5) Directors
- ii) At least four (4) non-voting members, including:
 - a) Executive Director of ASOA
 - b) Representative of the ASOA Administrator Beginners Circle
 - c) Representative of ASCRS
 - d) President of the National Board for the Certification of Ophthalmic Executives (NBCOE)
 - e) Other non-voting members as may be added upon a majority vote of the Board

All voting members of the Board must be either a Certified Ophthalmic Executive in good standing or hold both a bachelor's degree and have five years of experience in ophthalmology.

2) Election and Term of Directors -

A) The election of Directors will be conducted as needed to fill rising vacancies in Director seats on the Board. Election will take place by electronic ballot sent via electronic mail to all eligible ASOA members in good standing no less than thirty (30) days prior to the ASOA Annual Meeting. For the purposes of this Article, good standing is defined as holding a dues-paid Professional or Fellow membership.

B) Nominations for Director candidates will be made by a Nominating Committee elected by the Board pursuant to Article VIII.1 of these Bylaws. Members in good standing of ASOA may also nominate write-in candidates during the balloting process.

C) Ballots for the election of Directors will contain the names of individuals put into nomination by the Nominating Committee and will contain criteria and instructions for voting for write-in candidates.

D) The Director candidates receiving the highest vote totals in the election will be elected to fill all needed Director seats on the Board. In the case that more than two candidates are presented for election, candidates may be elected by plurality vote. If a tie occurs during the election process, the Board will break the tie by majority vote.

E) Directors will begin serving their terms at the conclusion of the first Annual Meeting held after their elections. Directors will serve a term of two (2) years or until their successors have been duly elected. Directors may be eligible for re-election to serve one (1) additional consecutive term. Thereafter, a one-year interval must elapse before a previously seated Director becomes eligible for re-election as a Director.

3) Election and Term of Officers -

A) The Vice-President will be elected by majority vote of the voting members of the Board from among the Directors who have been duly elected and have served a minimum of one year as a Director at the time the Vice-President's term is scheduled to begin.

i) Eligible candidates will be invited to self-nominate by providing a written statement outlining their qualifications and rationale for consideration for the position of Vice-President.

ii) In the event more than one nomination for Vice-President is received, electronic ballots containing the names of eligible candidates will be sent via electronic mail to the voting members of the Board, and the Board will vote using preferential voting. If no more than one nomination is received, the Board may elect the candidate by voice or electronic vote.

B) The Vice-President will serve a term of one year or until his or her successor is elected, beginning at the conclusion of the first Annual Meeting after the Vice-President is elected. At the conclusion of the Vice-President's term, he or she will automatically succeed to the office of President-Elect.

C) The President-Elect will serve a term of one year or until a new Vice-President is elected, beginning at the conclusion of the first Annual Meeting after the Vice-President is elected. At the conclusion of the President-Elect's term, he or she will automatically succeed to the office of President.

D) The President will serve a term of one year or until a new Vice-President is elected, beginning at the conclusion of the first Annual Meeting after the Vice-President is elected. At the conclusion of the President's term, he or she will automatically succeed to the office of Immediate Past President.

E) The Immediate Past President will serve a term of one year or until a new Vice-President is elected, beginning at the conclusion of the first Annual Meeting after the Vice President is elected. At the conclusion of the President's term, the Immediate Past President will no longer serve as a member of the Board. Thereafter, a one-year interval must elapse before the previous Immediate Past President becomes eligible for election as a Director.

4) Duties of Officers -

A) The President will preside at all meetings of the Board and perform such other duties as custom and parliamentary usage may require. The President will call Special Meetings of the Board and convene all Special Committees. The President is an ex officio non-voting member of all Committees except for the Nominating Committee, NBCOE, and the Programming Committee.

B) The President-Elect will perform the customary duties of the office and such other duties as may be assigned, from time to time, by the President or the Board and will assume all duties of the President in the event the President is unable or unavailable to serve.

C) The Vice-President will perform the customary duties of the office and such other duties as may be assigned, from time to time, by the President or the Board. The Vice-President will chair the Program Committee for the ASOA Annual Meeting held at the conclusion of his or her term.

D) The Immediate Past President will chair the Nominating Committee and perform such other duties as may be assigned, from time to time, by the President or the Board.

5) Vacancies -

A) If a vacancy arises in the office of President, the President-Elect will assume the role of President for the remaining duration of the unexpired term. If the Presidential vacancy occurs more than halfway through the vacated President's term, then following the completion of the unexpired term, no officer elections will be held and all current officers will serve an additional one-year term in their current roles.

B) In the event of a vacancy in the office of President-Elect, the Vice-President will be elevated to the position of President-Elect, and the Board will conduct an election for Vice-President pursuant to the procedure outlined in Article VII.2.

C) Vacancies in Director seats will be appointed for the unexpired portion of the vacated Director's term by a majority vote of the Board from among all unelected candidates from the most recent Director election who are active members of ASOA and willing to be considered for the vacant Director seat. The Board will weight consideration of such nominees in the order of votes allocated to the candidate during the prior election. If no unelected candidates from the most recent Director election are active ASOA members and willing to serve, then voting Board members may nominate any ASOA member who would be otherwise eligible to run for election as a Director. Directors so appointed will have all voting rights as elected Directors but may not stand for election by the Board to the position of Vice-President. If the appointed Director fills a vacancy more than halfway through a term, then the appointed Director may stand for re-election as a Director for an additional two terms. If the appointed Director fills a vacancy less than halfway through a term, then the appointed Director may stand for re-election as a Director for only one additional term.

D) If a vacancy arises in the Office of Immediate Past President, the seat will remain vacant until the President assumes the role of Immediate Past President. Should the vacancy occur before the Nominating Committee has been seated, the Board will appoint a Chair of the Nominating Committee from among active Professional or Fellow members of ASOA that do not sit on the Board of ASOA, NBCOE, or any other Board that competes with ASOA. Should the vacancy occur after the Nominating Committee is seated, the Board will appoint a Chair from among the members of the Nominating Committee.

6) Removal -

A) Any Board member, including Directors, the Vice-President, President-Elect, President, and Immediate Past President, may be removed from his or her position with or without cause at any regular or special meeting called for that purpose by a two-thirds (2/3) vote of the Board,

excluding the member or members whose removal is being considered, in accordance with procedures developed by the Board.

B) Unexcused failure to attend fifty percent (50%) or more of any combination of required regular, special, committee, or other meetings may result in a call for a Board member's removal from office.

7) Duties of the ASOA Executive Director -

A) The Executive Director will function as the Secretary and Treasurer of the Board and will be responsible for conducting the day-to-day business of ASOA and maintenance of complete records of ASOA and the Board, including minutes of all meetings and transactions of both bodies.

B) The Executive Director will supervise the official and necessary correspondence of ASOA and the Board, notify Board and ASOA members of the time and place of all meetings and programs, and notify seated and eligible Directors sufficiently in advance of their term expirations to permit access to the re-election process.

C) The Executive Director will be responsible for collecting dues and assessments and will be the official custodian of the funds belonging to or allocated to ASOA.

D) The Executive Director will be responsible for the maintenance of an accurate record of the income and disbursements of such funds and will oversee any ASOA financial functions that fall specifically within ASOA's scope as established by ASCRS.

E) The Executive Director will perform such other duties as required or directed by the President or the Board.

8) Meetings of the Board -

A) The Board will meet annually in conjunction with the ASOA Annual Meeting, and the date and time of that meeting will be provided to the Board no less than five (5) days in advance of the meeting.

B) Other regular meetings of the Board will be held on an as-needed basis. Notice of the date and time of such meetings will be provided via electronic mail to all Board members no less than two (2) days in advance of the meeting. Fiscal responsibility, available resources, and convenience will be determining factors in choosing locations and/or methods.

C) The President may call special meetings of the Board. Notice of the time and place of special meetings must be provided to Board members no less than (2) days in advance of the meeting.

D) Any meeting of the Board may be held electronically so long as the meeting provides the opportunity for simultaneous aural communication among all participating members.

E) The business conducted at any meeting of the Board, however called and noticed and wherever held, will be valid as though conducted at a properly called and noticed meeting if a

quorum is present and if, either before or after the meeting, any absent Board member waives notice of the meeting and consents to holding such a meeting.

F) In the event that a vote of the Board results in a tie, the Immediate Past President will recuse him or herself, and a new vote will be taken among the remaining voting members of the Board. If the Immediate Past President's Board seat is vacant, then the President will recuse him or herself, and a new vote will be taken among the remaining voting members of the Board.

9) Quorum and Votes -

A) A majority of the voting members of the Board is necessary to constitute a quorum for the transaction of business by the Board.

B) Each voting member of the Board may cast one (1) vote.

C) Unless otherwise required by law or these Bylaws, a vote by the majority of Board members present and voting will be effective as an action of the Board so long as a quorum is present.

D) Notwithstanding Article VII.9.C, amendment of these Bylaws and any liquidation, dissolution, or winding up of ASOA may not occur absent approval by at least two-thirds (2/3) of all voting Board members and approval of the ASCRS Board of Directors, provided that the ASCRS Board of Directors may take such action without approval of the ASOA Board.

10) Standards of Conduct -

A) No Board member may act on behalf of the Board or hold him or herself out to the public as authorized to act on behalf of the Board without the explicit direction and consent of the Board.

B) Board members shall discharge the duties of the position in accordance with applicable law and in good faith, in a manner the Board member reasonably believes to be in the best interest of ASOA, and with the care that any ordinarily prudent person in a like position would exercise under similar circumstances.

C) In discharging the duties of the position, Board members shall act in accordance with and be guided by these Bylaws, applicable policies of the Board, as well as ASOA's mission statement. The foregoing does not limit nor preclude the authority of any Board member in good faith to propose changes to these Bylaws, the mission statement, or any policies or procedures.

11) Compensation - No Board member other than the ASOA Executive Director and the ASCRS Representative, if an ASCRS staff member, may receive monetary compensation for their services on the Board. Board members may be reimbursed for reasonable expenses incurred while acting on behalf of the Board with prior approval from the Executive Director of ASOA.

12) Simultaneous Memberships - No individual may serve simultaneously on the ASOA Board and NBCOE or the board of any organization that competes directly with ASOA, thereby protecting the integrity and confidentiality of each individual organization. Notwithstanding this provision, the ASOA Immediate Past President and the NBCOE President are granted limited authority to simultaneously serve on the ASOA Board and NBCOE.

Article VIII Standing Committees

1) Nominating Committee -

A) Scope and Composition

- i) The Association will maintain a Nominating Committee consisting of four (4) Professional or Fellow members of ASOA and the Immediate Past President for the purpose of electing Directors. The Immediate Past President will serve as Chair of the Nominating Committee.
- ii) Nominating Committee members, other than the Chair, will be elected by the Board as follows:
 - a) Prior to the start of the annual election cycle, the Board will solicit nominations for Nominating Committee members from members of ASOA.
 - b) Nominees must be Professional or Fellow members in good standing who are not currently serving on the ASOA Board, NBCOE, or any other Board outside of ASOA that competes with ASOA and must meet eligibility criteria set forth by the ASOA Board. For purposes of this Article, good standing is defined as a dues paid current membership.
 - c) Nominations may be made on behalf of someone else so long as the person being nominated is eligible to serve and has agreed to serve if elected. Any eligible person may also submit a self-nomination.
 - d) All qualified nominees will be presented by electronic ballot via electronic mail to all voting members of the Board. The Board will vote by electronic mail to select the four candidates to be seated as Nominating Committee members. The four candidates receiving the highest vote totals in the election will be seated as Nominating Committee members.
- iii) The Nominating Committee will be established annually as needed in preparation for elections and will be discharged upon election of Directors.
- iv) Nominating Committee members will serve for a term of one year. Nominating Committee members may be eligible for re-election for a maximum of one additional consecutive term. Thereafter, a one-year interval must elapse before a previous Nominating Committee member becomes eligible for re-election to the Nominating Committee.

B) Duties and Responsibilities

- i) The Nominating Committee will actively solicit nominations from ASOA's membership, including self-nominations, for candidates for Directors.
- ii) The Nominating Committee will review the qualifications and eligibility of nominees, ensuring they meet the criteria established by the Board and in these Bylaws.
- iii) Not less than 30 days before the Annual Meeting of ASOA, the Nominating Committee will present a slate of nominated candidates to ASOA's membership for election in accordance with these bylaws. The Nominating Committee will nominate at least one (1) candidate but not more than two (2) candidates for each rising vacancy in Director seats.

C) **Nomination Process** - The Nominating Committee will adhere to a transparent and impartial nomination process that includes collecting nominations from the membership, screening and evaluating nominee qualifications, verifying nominee eligibility, and preparing a final slate of candidates. The slate should be prepared to nominate the most qualified candidates while making a good faith effort to maintain a balance on the Board that reflects the diverse practice environments of ASOA members. The Nominating Committee will provide ample opportunity for members to submit nominations and ensure that the process remains confidential as necessary.

D) **Quorum and Votes** - A quorum of the Nominating Committee will consist of a majority of its members, and decisions of the Nominating Committee will be made by majority vote.

E) **Conflicts of Interest** - Nominating Committee members must disclose any conflicts of interest related to potential candidates and recuse themselves from discussions and decisions involving such candidates.

2) National Board for the Certification of Ophthalmic Executives -

A) The mission of the National Board for the Certification of Ophthalmic Executives (NBCOE) is to advance the field of ophthalmic administration by developing and maintaining criteria and procedures for conducting a valid and reliable national certification examination. NBCOE is responsible for setting policy, developing procedures, and suggesting guidelines for the Certified Ophthalmic Executive (COE) certification program in accordance with NBCOE Bylaws. The COE program is the property of the American Society of Ophthalmic Administrators (ASOA).

B) NBCOE will establish its own bylaws and will function according to those bylaws. Once approved by the NBCOE Board, the bylaws and any amendments or revisions of NBCOE bylaws must be approved by the ASOA Board by majority vote. The ASOA Board may also, by two-thirds (2/3) vote, unilaterally amend the NBCOE bylaws. When there is a discrepancy between the ASOA and the NBCOE bylaws, the ASOA bylaws supersede the NBCOE bylaws. When a discrepancy is found, NBCOE must update its bylaws to be in compliance with the ASOA bylaws.

3) Program Committee –

A) Scope and Composition

- i) ASOA will maintain a Program Committee consisting of a number of Professional and/or Fellow members of ASOA as determined by the Program Committee Chair. The Vice President will serve as Chair of the Program Committee.
- ii) Program Committee members, other than the Program Committee Chair, will be chosen using a Call for Volunteers process to all Professional and Fellow members in good standing. For the purposes of this Article, good standing is defined as holding a dues-paid Professional or Fellow membership. Responses to the Call for Volunteers will be reviewed by ASOA staff and the Program Committee Chair. Selection of Program Committee members will be made based on criteria established by the Program Committee Chair and may include, but are not limited to, practice size, number of years in practice management, past Program Committee participation, geographic location, number of prior annual meetings attended, and areas of expertise. Program Committee members may not serve on any Board outside of ASOA that competes directly with ASOA.
- iii) The Program Committee will be established annually in preparation for the following year's Annual Meeting, and Program Committee members will serve a term of one year. Program Committee members will be discharged at the conclusion of the Annual Meeting for which they were selected.

B) Duties and Responsibilities

- i) The Program Committee is responsible for the development and execution of the programming for the ASOA Annual Meeting for which it is seated. The Program Committee will work in conjunction with the Program Committee Chair and ASOA staff to choose and approve program courses and educational program elements.

Article IX Special Committees

1) **Establishment** - The President, subject to majority Board approval, may establish Special Committees as deemed necessary to further the work of ASOA. Special Committees function within the scope delegated to the Special Committee. Each such Special Committee will be discharged upon completion of its work and receipt of its final report by the Board or upon completion of the term of office for the President who appointed the Special Committee.

2) **Composition** – Special Committees may be composed of Board Members and/or ASOA members. All Special Committee members may vote on committee transactions. Special Committee decisions are recommendations only and will be presented to the Board for approval. The Board will have the discretion to direct approval decisions to the Executive Director as necessary.

Article X

Rules of Order and Procedure

1) Parliamentary Authority - The parliamentary rules contained in the latest edition of the *American Institute of Parliamentarian's Standard Code of Parliamentary Procedure* shall govern all meetings of the Board in all cases to which they are applicable and are not inconsistent with these Bylaws and the Standing and Procedural Rules and Resolutions adopted by the Board or with applicable law.

2) Procedural Rules and Administrative Guidelines - The Board may adopt Special, Standing, and Procedural Rules, Administrative Guidelines, and Resolutions as may be necessary to implement the purposes set forth in these Bylaws. These Rules, Guidelines, and Resolutions may not conflict with either the ASCRS Articles of Incorporation or these Bylaws. Adoption of Rules, Guidelines, and Resolutions requires a majority vote of the Board. Suspension, amendment, or rescission of Rules, Guidelines, and Resolutions shall occur in the manner prescribed in the Parliamentary Authority.

Article XI

Amendment to Bylaws

These Bylaws may be adopted, amended, or repealed at any meeting of the Board by a two-thirds (2/3) vote of the Board, provided that proper notice of proposed changes to the Bylaws has been given to each Board Member at least thirty (30) days prior to the meeting. Alternatively, these Bylaws may be adopted, amended, or repealed by a two-thirds (2/3) vote of the Board acting via an electronic ballot, provided that notice describing the bylaws change has been given to each Board Member in advance and Board Members are given a reasonable period of time to submit their ballots.

Article XII

Dissolution

Upon the dissolution of ASOA, the Board will, after paying or making provisions for the payment of all liabilities, transfer all assets of ASOA to ASCRS for disposition as the ASCRS board sees fit.

ARTICLE XIII

Indemnification

Directors, Officers, and other authorized employees, volunteers, or agents of ASOA will be indemnified against claims for liability arising in connection with their positions or activities on behalf of ASOA to the full extent permitted by law.