

BYLAWS

OF THE TEXAS OPHTHALMOLOGICAL ASSOCIATION As Amended and Restated April 29, 2022

ARTICLE I. PURPOSE

The purpose of the Association is to promote and advance the science and surgical arts of medicine pertaining to the eye; to encourage and foster relationships between ophthalmology and other branches of medicine; to advocate for patient safety in eye care; and to support the education of an advocacy for ophthalmology in Texas; and for any lawful purpose or purposes not expressly prohibited by law.

ARTICLE II. MEMBERSHIP

Section 1. Membership in the Association shall be open to physicians licensed by the Texas Medical Board and practicing ophthalmology. Annual dues shall be as specified in Article X, Section 1, of these Bylaws. Membership in the Association shall be in the following classifications:

- A. Provisional Members:** Provisional members are physicians licensed by the Texas Medical Board practicing ophthalmology in Texas, who have either been certified by the American Board of Ophthalmology or the American Osteopathic Board of Ophthalmology and Otolaryngology-Head and Neck Surgery or who have practiced ophthalmology for not less than three years, which shall include an approved three-year ophthalmology residency training period. They may be considered for elevation by the Executive Council to Regular membership after a one-year period of Provisional membership. They are eligible to vote, attend meetings, and receive regular mailings. They are not eligible to hold office.
- B. Regular Members:** After one-year, Provisional members may be considered by the Executive Council for elevation to Regular membership. Regular members are physicians licensed by the Texas Medical Board practicing ophthalmology in Texas, who have either been certified by the American Board of Ophthalmology or the American Osteopathic Board of Ophthalmology and Otolaryngology-Head and Neck Surgery, or who have practiced ophthalmology for not less than four years, which shall include an approved three-year ophthalmology residency training period. They have all the privileges of full membership, including the right to vote, hold office, attend scientific sessions, and receive regular correspondence from the officers regarding the activities of the Association.
- C. Military Members:** Military members are physicians serving the Armed Forces of the United States of America in the State of Texas, who practice ophthalmology. Texas licensure shall not be required. They are eligible to attend scientific meetings and receive mailings. They are not eligible to vote or hold office.
- D. Resident Members:** Resident members are physicians who are enrolled in approved ophthalmology residency training programs in the State of Texas. They are eligible to attend scientific meetings and receive mailings. They are not eligible to vote or to hold office.
- E. Lifetime Members:** Current Regular members of the Association who, because of age or any other good and sufficient reason, have withdrawn from the active practice of medicine, may be designated by the Executive Council as Lifetime members of the Texas Ophthalmological Association. A Lifetime member shall retain his or her membership even though his or her residence may change. If his or her practice of medicine is resumed, this classification of membership is automatically terminated. Lifetime members who do not pay dues shall not have the right to vote, hold office, attend meetings, or receive mailings. Lifetime members who opt to pay one-quarter Regular dues will have the right to vote, attend meetings and

receive mailings but not hold office.

- F. Honorary Members:** Honorary members are those individuals who have materially and significantly supported the practice of ophthalmology in Texas and who are approved unanimously by the Executive Council. Candidates for election to this classification are not required to be a physician or reside in Texas. They shall enjoy the privileges of membership except those of voting and holding office.
- G. Out-of-State Members:** Physicians practicing ophthalmology in another state or foreign country, who have either been certified by the American Board of Ophthalmology or the or the American Osteopathic Board of Ophthalmology and Otolaryngology-Head and Neck Surgery, or who have practiced ophthalmology for at least three years, which shall include an approved three year ophthalmology residency training period, or its equivalent, as determined by the Executive Council of the Association may be Out-of-State members. Texas licensure shall not be required. They shall be eligible to attend scientific meetings and receive mailings. They shall not be able to vote or hold office in the Association.

Section 2. Candidates for Provisional, Military, Out-of-State and Resident membership shall submit a completed application form and first year dues payment to the Secretary. After reviewing the application and confirming that the requirements for membership have been met, the Secretary shall present the application to the Executive Council for formal approval, and if approved, shall notify the applicant of his or her acceptance.

Section 3. Regular members desiring to become Lifetime members may do so by petitioning the Secretary or Treasurer. It shall be the responsibility of the petitioner to set forth that he or she is fully retired from the active practice of medicine to qualify for Lifetime membership. This request shall be made by November 1. The Executive Council shall have the authority to approve or disapprove each request for transfer to Lifetime membership.

Section 4. In the event a member no longer meets the qualifications for membership, the Secretary and the Membership Committee shall meet to determine appropriate action; provided however, that termination of membership shall not be permitted without providing the member with notice and an opportunity to be heard at a hearing of the Membership Committee.

ARTICLE III. OFFICERS

Section 1. The elected positions of this Association shall consist of its Executive Officers and Councilors and Councilors and Alternate Councilors of the American Academy of Ophthalmology. Only Regular members of the Association may be elected to any of these positions.

Section 2. The Executive Officers of the Association shall consist of the President, President-Elect, Secretary, Treasurer, and Immediate Past President. These officers shall each serve for a term of one year or until their successors are elected. These terms shall begin on June 1 and end at midnight on May 31. The President and the President-Elect shall not succeed themselves in office; however, they may be re-elected to either position after a period of not less than two years after their term ends. The Secretary and Treasurer may be re-elected to not more than five consecutive terms in office.

Section 3. There shall be nine Councilors each of whom shall serve for a term of three years or until their successors are elected. Three Councilors shall be elected each year to replace those whose terms are expiring. A Councilor may be re-elected to not more than two consecutive terms on the Council; however, he or she may be re-elected to this position after a period of not less than three years. The Councilors shall assume their duties and responsibilities on June 1 of the year in which they are elected.

Section 4. Candidates for election as Executive Officers, Association Councilors, and Councilors and Alternate

Councilors to the American Academy of Ophthalmology shall be nominated by a nominating committee. This nominating committee shall consist of the Immediate Past President of the Association as its Chair and the elected Association Councilors in their second year of service. The report of the Nominating Committee shall be submitted for approval to the Executive Council not less than 60 days prior to the Annual Business Meeting. Additional nominations for any elected office, except that of President, may be made from the floor of the assembly at the Annual Business Meeting. Election to office shall require a majority vote of those Regular and Provisional members present and voting at the Annual Business Meeting of the Association. Voting for the American Academy of Ophthalmology Councilors and Alternate Councilors shall be by voting Fellows and Members of the Academy only. If there is more than one candidate for any office, the vote on that office shall be by secret ballot.

Section 5. The Association Representative and Alternate Representative to the Texas Medical Association (TMA) Interspecialty Society Committee shall also serve as Delegate and Alternative Delegate respectively from the Association to the TMA. Both shall be TMA. members. They shall be selected prior to June 1 by a committee consisting of the Immediate Past President, the President, and the President-Elect. They shall be ex-officio members of the Association's Executive Council.

Section 6. If the President resigns or is unable to complete his or her term of office, the President-Elect shall assume the presidency. If any other office shall become vacant, the vacancy shall be filled by a majority vote of the Executive Council. In the event of a vacancy among the Councilors, the President shall appoint a member to fill the office until the next annual meeting, at which time a member shall be elected to fill the unexpired term.

Section 7. If any officer fails to attend two consecutive regularly scheduled meetings of the Executive Council the office held may be declared vacant. The officer whose position has been declared vacant may be reinstated by the Executive Council upon petition by the officer. Petition for reinstatement must be received by the Executive Council within 30 days of the time the vacancy is declared and shall be voted on at the next meeting of the Executive Council.

ARTICLE IV. ANNUAL MEETING

Section 1. The Association shall meet annually for the purpose of transacting business and for the presentation of a scientific program. Twenty-five members shall constitute a quorum.

Section 2. The meeting shall be held at a time and locality chosen by the Program Committee or the Executive Council. The Annual Business Meeting of this Association may be held separately from that of the annual meeting.

ARTICLE V. SPECIAL MEETINGS

Section 1. A special meeting of the Association may be called by the President with the consent of a majority of the Executive Council; it shall be his or her duty to call such meeting on direction of a majority of the Executive Council or upon the written request of at least twenty-five percent of the membership.

Section 2. The notice of the special meeting shall be sent to all members of the Association at least two weeks in advance, stating the time, location, and purpose of the meeting.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. The President shall preside at all sessions of the Association and shall perform all other duties

pertaining to his or her office.

Section 2. The President-Elect shall preside in the absence of the President. He or she shall be Chair of the Program Committee.

Section 3. The Secretary shall be the Chair of the Membership Committee. The Secretary shall be responsible for active and ongoing membership recruitment, shall receive applications for membership, shall determine that all conditions for membership have been met by the applicant and shall forward the eligible applicants' names to the Executive Council for formal approval. The Secretary shall be responsible for the minutes of the organization and shall maintain custody of all properties of the Association; the Secretary may delegate responsibility for the minutes of the organization and/or custody of the organization's property to the Executive Director. In the event that the organization does not have an Executive Director, the Secretary may delegate these functions to another individual or entity with the approval of the Executive Council.

Section 4. The Treasurer shall receive all monies and funds belonging to the Association and may delegate this function to the Executive Director. The Executive Director shall present a report to the Treasurer at least quarterly and for the Annual Business Meeting. In the event that the organization does not have an Executive Director, the Treasurer may delegate these functions to another individual or entity with the approval of the Executive Council. The treasury shall be reviewed by the Executive Council.

ARTICLE VII. THE EXECUTIVE COUNCIL

Section 1. The Executive Council is the executive body of the Association and is vested with the management of the affairs of the Association. It is the Board of Directors regardless of whether the term "Board of Directors" is used to designate the group, in accordance with Chapter 22, Texas Business Organizations Code. It shall be composed of the Councilors, the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and the Councilors and Alternate Councilors of the American Academy of Ophthalmology. The President shall preside at meetings of the Executive Council.

Section 2. The Executive Council shall meet annually preceding the meeting of the Association. Other meetings of the Executive Council may be held on call of the President or on request of a majority of the Executive Council.

Section 3. The Executive Council shall have the authority to hire and fix the stipend or salaries of an Executive Director, consultants, legal counsel, legislative advocates, administrative, and other support personnel deemed necessary and essential to conduct the affairs of the Association. The Executive Council shall act as the Executive Committee of the Association and shall manage the financial affairs of the Association with the usual authority of a Board of Directors. The Executive Council may appoint sub-councils or special committees to conduct specific aspects of the Association's business; each sub-council and committee shall be directly responsible to the Executive Council and shall render an annual report thereto. The Executive Council may dissolve any or all sub-councils and special committees at its discretion.

Section 4. EYE-PAC. The Executive Council shall provide general policy and operational supervision of the Texas Ophthalmological Association Political Action Committee (EYE-PAC). The EYE-PAC Committee shall report to the Executive Council and function under operating rules approved by the Executive Council. Members of the EYE-PAC Committee including its chair shall be appointed by the TOA President for a two-year term.

Section 5. Disaster Board. In the event of a Force Majeure (which many include but is not limited to war, natural disaster, pandemic, or any curtailment, order, regulation, or restriction imposed by governmental, military or lawfully established civilian authorities) which prevents the membership from acting, the Executive Council shall be considered a disaster board and shall have the authority to receive and act on the reports of officers, task forces, and committees; to legislate; and to elect and install officers and councilors.

ARTICLE VIII. QUORUM AND ACT OF MEMBERS

Section 1. Quorum of Association Members. Members of the Association holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum.

Section 2. Quorum of the Executive Council. Members of the Executive Council holding one-half of the votes entitled to be cast constitutes a quorum.

Section 3. Quorum of Other Committees or Councils. Members of any committee or council of the Association, except for the Executive Council, holding one-third of the votes entitled to be cast constitutes a quorum.

Section 4. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present is the act of the members meeting, unless the vote of a greater number is required by law.

ARTICLE IX. SCIENTIFIC PROGRAM

Section 1. The arrangement of the scientific program shall be the responsibility of the Program Committee.

Section 2. The Program Committee may work in cooperation with the Texas Medical Association or any other organization to engage in jointly sponsored guest speakers and with other groups to arrange other program matters.

Section 3. The Program Committee may invite a guest speaker only after approval by the President. The Executive Council shall authorize the reimbursement of all or part of the expenses of a guest speaker. Financing of the guest speaker's expenses may be a joint function of this Association and the Texas Medical Association or any other organization.

ARTICLE X. DUES

Section 1. Dues for membership in this Association shall be set by the Executive Council.

Section 2. Assessments for extraordinary expenses may be levied by a two-thirds vote of members present and voting at any regular or special meeting of the Association for which a quorum is present.

Section 3. Dues are payable on or before January 1 of each year. A statement for dues and assessments shall be sent to all members by the Treasurer before January 1 of each year. A member who has not paid his or her dues and assessments by February 15 shall be notified that his or hers is delinquent. Unless the delinquent member pays his or her dues and assessments prior to April 15 of that year, or unless an exception is made by the Executive Council, he or she shall be dropped from the Association and shall be so notified by the Secretary.

Section 4. A new member whose membership is approved by the Executive Council between January 1 and April 15 shall be liable for the entire dues amount for the year in which he or she is approved. A new member whose membership is approved by the Executive Council between April 16 and October 31 shall be liable for one-half the dues amount for the year in which he or she is approved. A new member whose membership is approved by the Executive Council between November 1 and December 31 shall not be liable for dues for the year in which he or she is approved.

Section 5. A member who has been dropped for non-payment of dues may be reinstated upon his or her request and approval by the Executive Council. A member who has been reinstated according to this section in a different year from that in which he or she was dropped shall be treated as a new member for the purpose of section 4 of this article. A member who has been reinstated in the same year in which he or she was dropped shall be liable for the entire dues amount for the year in which he or she was dropped and reinstated, unless an

exception is made by the Executive Council.

ARTICLE XI. STANDING COMMITTEES

The Association shall maintain the following standing committees:

1. Program
2. Budget and Finance
3. Legislative
4. Membership
5. Nominating
6. Third Party Payors and Peer Review Agencies

Except for the Nominating Committee, the membership, chairmanship and scope of each committee or task force shall be determined by the President. The President shall have the authority to appoint any additional task forces or committees as deemed necessary.

ARTICLE XII. MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY; VOTING METHODS

Section 1. A meeting of the members of the Association, the Executive Council, or any committee of the Association may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any communication of those means if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Association must: implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and keep a record of any vote or other action taken, in accordance with Section 6.002 of the Texas Business Organizations Code.

Section 2. A member vote on any matter may be conducted orally, by a show of hands, by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

ARTICLE XIII

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended at any Regular or Special meeting of the Association for which a quorum is present by a two-thirds vote by members present and eligible to vote, provided that the amendment has been submitted to the membership in writing not less than thirty (30) days prior to such meeting.