

CODE OF BY-LAWS
THE INDIANA ACADEMY OF OPHTHALMOLOGY, INC.

ARTICLE I

Name and Purpose

Section 1.01. Name. This Corporation shall be known as THE INDIANA ACADEMY OF OPHTHALMOLOGY, INC.

Section 1.02. Purpose. The purpose of this Corporation shall be:

- a. To bring together the physicians of Indiana who principally limit their practices to ophthalmology to the end that harmony and scientific advancement may be promoted.
- b. To enlighten the public and doctors of medicine or osteopathy in matters pertaining to ophthalmology.
- c. To encourage and provide for the continuing education of practitioners of ophthalmology.
- d. To cultivate and maintain high standards of professional excellence, and high ethical standards, in the practice of ophthalmology.
- e. To act as the official voice of ophthalmology in Indiana.
- f. To encourage and provide for better patient care in Indiana in ophthalmology.
- g. To engage in such other activities in furtherance of the common professional interests of practitioners of ophthalmology as are incidental or related to the foregoing purposes.

ARTICLE II

Membership

Section 2.01. Classes of Members. The Corporation shall have six classes of members: (a) Active Members; (b) Resident Members; (c) Honorary Members; (d) Retired Members; (e) Inactive Members and (f) Out-of-State Members.

Section 2.02. Active Members. Active Members shall have the following qualifications:

- a. They shall be doctors of medicine or osteopathy, maintaining a current and valid license as such in the State of Indiana, and shall be in good standing with the Medical Licensing Board of Indiana. An Active Member will be deemed to be in "good standing" with the Medical Licensing Board of Indiana if no sanctions have been imposed upon him or her pursuant to Indiana Code Sections 25-1-9-4 and 25-1-9-9.
- b. They shall be actively engaged in the practice of the specialty of ophthalmology in the State of Indiana in accordance with subparagraph a. hereof.
- c. They shall meet such standards of professional competence as the Board of Directors may from time to time establish.

Anyone who meets the foregoing qualifications shall, upon application, be granted active membership; provided, however, that he or she shall first have filed with the Membership Committee an application for membership on such form or forms, and providing such information, as the Board of Directors may from time to time prescribe. The Membership Committee shall investigate the qualifications of applicants for active membership and report to the Board of Directors regarding same. Applications for active membership shall be granted or denied by the Board of Directors after receipt of such report.

Section 2.03. Resident Members. Resident Members shall have the following qualifications:

- a. They shall be doctors of medicine or osteopathy, maintaining a current and valid license as such in the State of Indiana, and shall be in good standing with the Medical Licensing Board of Indiana. A Resident Members will be deemed to be in "good standing" with the Medical Licensing Board of Indiana if no sanctions have been imposed upon him or her pursuant to Indiana Code Sections 25-1-9-4 and 25-1-9-9.
- b. They shall be actively pursuing an approved residency program in the specialty of ophthalmology in the State of Indiana in accordance with subparagraph a. hereof.
- c. They shall meet such standards of professional competence as the Board of Directors may from time to time establish.

Anyone who meets the foregoing qualifications shall, upon application, be granted resident membership; provided, however, that he or she shall first have filed with the Membership Committee an application for membership on such form or forms, and providing such information, as the Board of Directors may from time to time prescribe. The Membership Committee shall investigate the qualifications of applicants for resident membership and report to the Board of Directors regarding same. Applications for resident membership shall be granted or denied by the Board of Directors after receipt of such report. The membership of a Resident Member shall terminate automatically at the close of the calendar year in which he or she

abandons or completes his or her residency program. Resident Members may not hold office in, or vote at meetings of, the Corporation.

Section 2.04. Honorary Members. By vote of the Active Members, honorary membership may be conferred on any person who has attained distinction in any field of science or medicine or who is otherwise deserving of the title of Honorary Member. Honorary Members may not hold office in, or vote at meetings of, the Corporation.

Section 2.05. Retired Members. Any Active Member who retires in good standing from the practice of medicine shall, upon application, be granted retired membership. Retired Members may not hold office in, or vote at meetings of, the Corporation.

Section 2.06. Inactive Members. An Active Member whose active membership terminates for non-payment of dues or special assessments shall thereupon become an Inactive Member. In the event such Inactive Member is later reinstated as an Active Member, such inactive membership shall thereupon terminate. Inactive Members may not hold office in, or vote at meetings of, the Corporation.

Section 2.07. Out-of-State Members. Out-of-State Members shall have the following qualifications:

- a. They shall be doctors of medicine or osteopathy, maintaining a current and valid state license as such, whose primary practice is located in any U.S. state other than Indiana, and shall be in good standing with their State Medical Licensing Board or governing body. An Out-of-State Member will be deemed to be in "good standing" with their State Medical Licensing Board or governing body if no sanctions have been imposed upon him or her pursuant to their State Board's governing statutes or regulations.
- b. They shall be actively engaged in the practice of the specialty of ophthalmology in their respective state and must be a member in good standing in the state ophthalmology society where their primary practice is located.
- c. They shall meet such standards of professional competence as the Board of Directors may from time to time establish.

Anyone who meets the foregoing qualifications shall, upon application, be granted out-of-state membership; provided, however, that he or she shall first have filed with the Membership Committee an application for membership on such form or forms, and providing such information, as the Board of Directors may from time to time prescribe. The Membership Committee shall investigate the qualifications of applicants for out-of-state membership and report to the Board of Directors regarding same. Applications for out-of-state membership shall be granted or denied by the Board of Directors after receipt of such report. Out-of-State members may serve on committees and may vote, but may not chair committees nor hold elective office.

Section 2.08 Annual Membership Dues. Active Members and Resident Members shall pay such annual membership dues as may be established from time to time by recommendation of the Board of Directors and vote of the membership. Such dues shall be payable to the Treasurer on or before the last day of January of the calendar year for which they are payable. New Active Members and new Resident Members shall be required to pay their membership dues for an entire calendar year in which their membership becomes effective; provided, however, new Active Members and new Resident Members who have never previously been members of the Corporation and who become new members of the Corporation during the last six months of a calendar year shall only pay the appropriate pro rata membership dues for such calendar year in which their membership becomes effective. The dues established for Resident Members may be less than the dues established for Active Members, and the dues established for Active Members may be unequal as between different categories of Active Members depending upon number of years in practice or other factors deemed relevant by the Board of Directors. Honorary Members, Retired Members and Inactive Members shall not be required to pay any annual membership dues.

Section 2.09. Special Assessments. Special assessments may be levied upon the Active Members by recommendation of the Board of Directors and vote of the membership. Any such assessment may be unequal as between different categories of Active Members depending on number of years in practice or other factors relevant to ability to pay. Any such assessment shall become due and payable to the Secretary/Treasurer in accordance with the resolution therefor so adopted by vote of the membership. Resident Members, Honorary Members, Retired Members and Inactive Members shall not be required to pay any special assessments.

Section 2.10. Non-Payment of Dues and Assessments. In the event an Active Member or Resident Member fails to pay his or her annual membership dues or any lawful assessment within 30 days after the same becomes due and payable, the Secretary/Treasurer shall notify such Active Member or Resident Member of the fact and amount of such delinquency and demand payment thereof within 20 days. In the event such Active Member or Resident Member fails to comply with such demand, his or her active or resident membership shall automatically terminate without liability for payment of such delinquency.

Section 2.11. Resignation and Expulsion of Members. Active Members, Resident Members, Honorary Members, Retired Members and Inactive Members may resign at any time. An Active Member, Resident Member, Honorary Member, Retired Member or Inactive Member may be expelled for good cause by two-thirds (2/3) vote of the directors present and voting at a properly constituted meeting of the Board of Directors. Good cause for expulsion shall include: (a) failure on the part of an Active Member to meet or continue to meet all of the qualifications for active membership set forth in Section 2.02. above; (b) failure on the part of a Resident Member to meet or continue to meet all of the qualifications for resident membership set forth in Section 2.03. above; (c) conduct on the part of an Active Member, Resident Member, Honorary Member, Retired Member or Inactive Member that seriously impairs the ability of the Corporation to function effectively in furtherance of the purposes for which it is organized; (d) gross misconduct of an Active Member, Resident Member, Honorary Member, Retired Member

or Inactive Member in relation to the Corporation or to his or her profession or to the public at large; and (e) violation by an Active Member, Resident Member, Honorary Member, Retired Member or Inactive Member of any reasonable rule of ethics promulgated by the Board of Directors. The Board of Directors shall make such regulations in relation to the procedure for expelling members as may be necessary to insure fairness to all such matters. A member who has been expelled shall not be eligible to reapply for membership for a period of five years thereafter unless the Board of Directors, in its discretion, shall determine that a shorter waiting period is appropriate. An Active Member who shall resign or be expelled shall not be entitled to a refund of his or her annual membership dues and special assessments, or any part thereof. An Active Member who shall resign or be expelled shall not be liable for any annual membership dues or special assessments theretofore accrued but unpaid. A Resident Member who shall resign or be expelled shall not be entitled to a refund of his or her annual membership dues, or any part thereof. A Resident Member who shall resign or be expelled shall not be liable for any annual membership dues theretofore accrued but unpaid.

Section 2.12. Discipline of Members. An Active Member, Resident Member, Honorary Member, Retired Member or Inactive Member may be disciplined for good cause by two-thirds (2/3) vote of the directors present and voting at a properly constituted meeting of the Board of Directors. Good cause for discipline shall include (a) conduct on the part of an Active Member, Resident Member, Honorary Member, Retired Member or Inactive Member that seriously impairs the ability of the Corporation to function effectively in furtherance of the purposes for which it is organized; (b) gross misconduct of an Active Member, Resident Member, Honorary Member, Retired Member or Inactive Member in relation to the Corporation or to his or her profession or to the public at large; and (c) violation by an Active Member, Resident Member, Honorary Member, Retired Member or Inactive Member of any reasonable rule of ethics promulgated by the Board of Directors. Discipline may consist of the administration of a private reprimand to the member, administration of a public reprimand to the member, or suspension of the member for a period of up to one year. A member who is suspended shall have none of the rights and privileges associated with membership during the period of his or her suspension but shall be automatically reinstated to normal membership status when the period of suspension has ended provided he or she has not been guilty of any act or omission during the period of his or her suspension which would constitute good cause for discipline. The right of the Board of Directors to discipline a member under this section shall not supplant or limit in any way the right of the Board of Directors to expel that member under Section 2.10. of these by-laws, if applicable. All regulations made by the Board of Directors in relation to the procedure for expelling a member shall be applicable to proceedings to discipline a member. The Board of Directors may make such additional regulations relating to discipline of members as it deems necessary to insure fairness.

ARTICLE III

Meetings of Members

Section 3.01. Annual Meetings. The annual meetings of the members of the Corporation shall be held at such places within or without the State of Indiana as may be determined by the Board of Directors. The annual meeting shall be held on such date and at such time as is determined by the Board of Directors of the Corporation.

Section 3.02. Special Meetings. Special meetings of the members of the Corporation may be called by the President, by a majority of the members of the Board of Directors, or by written petition signed by at least one-tenth (1/10) of all the Active Members of the Corporation.

Section 3.03. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the members, and in the case of special meetings, the purpose for which any such meeting is called, shall be delivered or mailed by the President, or by the directors or persons calling the meeting, to each Active Member of the Corporation, at the address which appears on the records of the Corporation, at least 10 days before the date of such meetings.

Section 3.04. Waiver of Notice. Notice of any meeting may be waived in writing by an Active Member if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

Section 3.05. Voting. Subject to Section 3.07. below, each Active Member shall be entitled to one vote on any matter submitted to a vote of the members. Resident Members, Honorary Members, Retired Members and Inactive Members shall have no voting rights. Active Members may vote only in person and may not vote by proxy or any other writing; provided, however, that Active Members may, at the discretion of the Board of Directors, be permitted to vote by mail for the election of directors and officers, this by appointing a proxy for the limited purpose of casting their absentee ballots as provided in Section 4.03.; provided further, that Active Members may, at the discretion of the Board of Directors, be permitted to vote by mail in favor of or in opposition to any action proposed by the Board of Directors, this by appointing a proxy for the limited purpose of voting for or against such proposal. In the event the Board of Directors adopts a proposal and determines to permit Active Members to vote by mail on such proposal as aforesaid, a copy of the proposal, together with a form which may be used by an Active Member to appoint a proxy and to instruct such proxy to vote for or against such proposal shall be delivered or mailed by the Secretary/Treasurer to each Active Member, at the address of such Active Member which appears on the records of the Corporation, not less than 21 days prior to the date of the meeting of the members at which such proposal is to be acted upon. No proxy shall be valid unless it is received by the Secretary/Treasurer at least seven days prior to the date of such meeting.

Section 3.06. Quorum. The presence in person of 10 Active Members, or of one-third (1/3) of all the Active Members in the event the total number of Active Members shall be less than 30, shall be necessary to constitute a quorum for all purposes at any meeting of the members of the Corporation, and the act of the majority of the Active Members present at any meeting at which there is a quorum shall be the act of the full membership except as may otherwise be specifically provided by these by-laws. Any meeting may be adjourned upon a vote of a majority of the Active Members present and voting, without notice other than by announcement at the meeting, and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled.

Section 3.07. Date of Determination and Voting Rights. The Board of Directors shall fix a membership record date, not exceeding 30 days preceding the date appointed for any meeting of the members, for the purpose of determining the members entitled to notice of and to vote at such meeting. In the absence of action by the Board of Directors to set such record date, no Active Member shall be entitled to vote at any meeting of the members unless he or she shall have been an Active Member of the Corporation more than 10 days prior to the date of such meeting.

Section 3.08. Order of Business at Annual Meetings. The order of business at annual meetings of the members of the Corporation shall be as follows:

- a. Call to Order
- b. Reading of the Minutes
- c. Unfinished Business
- d. Communications
- e. Secretary/Treasurer's Report
- f. Committee Reports
- g. New Business
- h. Election of Board of Directors
- i. Election of Officers
- j. Adjournment

Section 3.09. Rules of Order. Meetings of the members shall be governed by such rules of order as are approved from time to time by the Board of Directors. In cases of dispute, meetings shall be governed by the rules contained in *Rules of Order* Amended in all cases in which such rules are applicable and in which they are not inconsistent with these By-laws or any special rules of order adopted by the Board of Directors.

ARTICLE IV

Board of Directors

Section 4.01. Composition and Duties. The business affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of the following:

- a. the President
- b. the President Elect/Vice President
- c. the Secretary/Treasurer
- d. the Immediate Past President
- e. the AAO Councilor
- f. nine members elected at large

All elected directors shall be Active Members of the Corporation.

Section 4.02. Election and Terms of Office. The nine members of the Board of Directors elected at large shall be elected for terms of three years or until their respective successors are elected and qualified. They shall be divided into three classes, as nearly equal in number as possible and one such class of directors shall be elected at each annual meeting of the members of the Corporation.

Section 4.03. Election Procedure Where Members Vote By Mail. The following provisions of this section shall apply to the election of directors and officers to be elected at a specified annual meeting of the members, if the Board of Directors determines pursuant to Section 3.05. that Active Members shall be permitted to vote by mail for the directors and officers to be elected at such annual meeting:

- a. In order for voting by mail to be permitted at such annual meeting, the Board of Directors must take such determination at least 62 days prior to such annual meeting.
- b. Where the Board of Directors has made such a determination, the Nominating committee shall meet for the purpose of making its nominations at least 48 days prior to such annual meeting. It shall deliver or mail a copy of its slate of nominees to each Active Member, at the address for such Active Member which appears on the records of the Corporation, not less than 42 days prior to the date of such annual meeting. It shall solicit and accept write-in nominations for a period of at least 14 days following the delivery of mailing of its slate to the Active Members as aforesaid. A write-in nomination may be made only by an Active Member and must be accompanied by (i) the signatures of 10 other Active Members who officially second the write-in nomination and (ii) a written statement by the write-in candidate accepting the nomination.

- c. At least 21 days prior to the date of such annual meeting, the Secretary/Treasurer shall prepare an official ballot and deliver or mail the same to each Active Member at the address of such Active Member which appears on the records of the Corporation. There shall be no other such ballot than the official ballot as prepared by the Secretary/Treasurer. Such ballot shall show the name of each candidate, whether such candidate is a slated candidate or a write-in candidate, and the office for which such candidate is running. Such ballot shall incorporate a proxy authorizing and directing any officer of the Corporation to cast the same for and on behalf of the Active Member submitting it. Active Members may vote for the election of directors and officers in person or by completing an official ballot and delivering or mailing the same to the Secretary/Treasurer. No ballot cast otherwise than in person shall be valid unless it is received by the Secretary/Treasurer at least seven days prior to the date of such annual meeting.

Section 4.04. Vacancies. Any vacancy on the Board of Directors caused by the death, disqualification or resignation of one of the elected members of the Board of Directors may be filled by majority vote of the remaining members of the Board of Directors. Any director thus elected shall hold office until the next annual meeting of the members of the Corporation and until his successor is duly elected and qualified. When a director is removed, or when the number of directors is increased by an amendment to these by-laws, the vacancy or vacancies thus created shall be filled by a vote of the members of the Corporation. The number of ex officio membership is an incident. Accordingly, the elimination of any office to which such ex officio membership is an incident, or a vacancy in any such office, or the death, disqualification or resignation of an incumbent of any such office, shall not be deemed to create a vacancy on the Board of Directors.

Section 4.05. Annual Meeting. The annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members at the place where such meeting of the members is to be held. No notice shall be necessary for the holding of this annual meeting.

Section 4.06. Special Meetings. Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board of Directors to such effect or may be held upon call of the President or of at least one-half (1/2) of the members of the Board of Directors upon notice duly given, specifying the time, place and general purpose of the meeting, given to each director either personally or by mail. No notice shall be necessary for any regular meeting, and notice of any other meeting may be waived in writing. Attendance at any meeting shall constitute waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was unlawfully called or convened.

Section 4.07. Quorum. The presence in person of one third (1/3) of all the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. For the purpose of filling vacancies on the Board of Directors, a majority of the directors then in office shall constitute a quorum, and the vote of a majority of this quorum shall be required to elect a new director. A director shall be

deemed to be present at a meeting for the purpose of constituting a quorum and transacting business if, at the time of such meeting, such director shall participate by telephone in the transaction of the business of the meeting and if such director shall subsequently approve and sign the minutes of such meeting.

Section 4.08. Action Without a Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent setting forth the action to be so taken shall be signed by all members of the Board of Directors and such written consent shall be filed in the minutes of the proceedings of the Corporation.

Section 4.09 Executive Committees. The Board of Directors, by resolution adopted by a majority of all the directors, may appoint one or more executive committees from amongst its members. Such committee or committees shall each consist of no less than two members of the Board. Each such committee, to the extent provided in said resolution, shall have and exercise all the authority of the Board of Directors in the management of the Corporation. All actions by an executive committee shall be reported to the Board of Directors at the next meeting thereof. Any member of an executive committee may be removed, with or without cause, and replaced by another director or directors, by resolution adopted by a majority of the whole Board of Directors.

ARTICLE V

Officers

Section 5.01. Number and Title. The elected officers of the Corporation shall be a President, a President-Elect/Vice President, a Secretary/Treasurer, an AAO Councillor, and an Alternate AAO Councillor. In addition to the elected officers, the Board of Directors shall appoint as officers an **Executive Vice President**, Executive Director, and an Associate Executive Director.

Section 5.02. Election and Term of Office. The elected officers of the Corporation shall be elected at the annual meeting of the members to serve for terms of one year or until their respective successors are elected and qualified; provided, however, that (1) the President-Elect/Vice President shall automatically succeed to the office of President at the close of the annual meeting at which his or her term as President-Elect/Vice President expires; (2) the AAO Councillor and the Alternate AAO Councillor shall be for a term of three years beginning the January 1 following his/her election or until his or her successor is elected and qualified; and (3) the **Executive Vice President**, Executive Director and Associate Executive Director shall be appointed by the Board of Directors each year at its annual meeting and shall serve at the discretion of the Board. All elected officers shall be eligible to serve in office for up to, but no more than, two consecutive terms.

Section 5.03. Qualifications of Officers. Only Active Members of the Corporation shall be eligible for election as officers of the Corporation. Provided however, that this Section 5.03 shall not apply to appointed officers of the Corporation.

Section 5.04. Vacancies. In the event of a vacancy in the office of President, the President-Elect/Vice President shall become the President to serve until the end of the second annual meeting following such vacancy. The resulting vacancy in the office of the President-Elect/Vice President shall be filled at the next meeting of the members of the Corporation. In the event of concurring vacancies in the offices of President and President-Elect/Vice President, the Board of Directors shall appoint a President Pro-Tempore. Vacancies in the office of Secretary/Treasurer may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.05. President. The President shall be the principal executive officer of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. In addition, he or she shall be an ex officio, non-voting member of all standing committees.

Section 5.06. President-Elect/Vice President. The President-Elect/Vice President shall discharge the duties of the President during the latter's absence or disability. The President-Elect/Vice President shall perform such other duties as may be assigned to him or her by the President or the Board of Directors.

Section 5.07. Secretary/Treasurer. The Secretary/Treasurer shall keep the written records of the Corporation, including but not limited to, the minutes of the annual and other membership meetings, the minutes of any meetings of the Board of Directors, and a roster of the names and addresses of the members by class. The Secretary/Treasurer shall collect all dues or assessments from members or other sums due the Corporation. He or she shall report regularly to the Board of Directors regarding the finances of the Corporation and invest funds not required for current operations.

Section 5.08. AAO Councillor. The AAO Councillor shall serve as a liaison between the Corporation and the American Academy of Ophthalmology. The AAO Councillor shall perform such other duties as may be assigned to him or her by the President or the Board of Directors.

Section 5.09. Alternate AAO Councillor. The Alternate AAO Councillor shall perform the duties of the Councillor during the latter's absence or disability. The Alternate AAO Councillor shall perform such other duties as may be assigned to him or her by the President or the Board of Directors.

Section 5.10. Executive Director. The Executive Director shall perform the duties necessary to maintain the day-to-day operation of the Corporation. He or she shall perform all duties incident to the position of Executive Director and other such duties as may be prescribed by the Officers and/or Directors of the Corporation and Executive Vice President.

Section 5.11. Associate Executive Director. The Associate Executive Director shall perform the duties of the Executive Director during the latter's absence or disability. The

Associate Executive Director shall perform other such duties assigned by the Executive Vice President, Executive Director, the Officers and/or Directors of the Corporation.

Section 5.12. Executive Vice President. The Executive Vice President shall perform such duties as assigned by the Officers and/or Directors of the Corporation.

Section 5.13. Delegation of Authority. In case of the absence of any officer of the Corporation, the Board of Directors may delegate the powers or duties of such officer or to any director provided a majority of the entire Board of Directors concurs therein.

ARTICLE VI

Standing Committees

Section 6.01. Number and Composition. After the annual meeting of the members, the incoming President shall appoint, with the advice and consent of the Board of Directors, and designate the Chairman of, the following standing committees:

- a. Membership Committee
- b. Annual Meeting and Program Committee
- c. Legislative Committee
- d. Nominating Committee
- e. Health Plan Relations Committee

In addition, the incoming President may appoint and designate the chairman of, any special committee or committees that he or she may deem necessary or desirable.

Section 6.02. Membership Committee. The Membership Committee shall be composed of three or more Active Members. The function of this committee shall be to enlist and recruit qualified persons for active and resident membership and to recommend nominees for honorary membership. The Membership Committee shall receive applications for active and resident membership, investigate the qualifications of applicants and forward such applications to the Board of Directors with a recommendation regarding the action to be taken with respect thereto.

Section 6.03. Program and Annual Meeting Committee. The Program and Annual Meeting Committee shall be composed of three or more Active Members. The function of this committee shall be to prepare the program for all meetings of the members and to prepare any resolutions to be considered at the annual meeting of the members. The committee shall also be responsible for all arrangements for the annual meeting of the members and the activities incident thereto.

Section 6.04. Legislative Committee. The Legislative Committee shall be composed of three or more Active Members. The function of this Committee shall be to improve the public's image of ophthalmologists and to pursue such legislative goals as the Board of Directors may from time to time establish.

Section 6.05. Nominating Committee. The Nominating Committee shall consist of the President, the President-Elect/Vice President and the Immediate Past President. The function of this committee shall be to submit a slate of directors and officers for election at each annual meeting of the members.

Section 6.06. Health Plan Relations Committee. The Health Plan Relations Committee shall consist of three or more Active Members. The function of this committee shall be to work with third party payers, including Medicare, to establish appropriate medical policies for services provided by ophthalmologists, and to respond to questions and problems members may have with third party payers.

ARTICLE VII

Finances

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

Section 7.02. Execution of Contracts and Other Documents. All contracts and agreements entered into by the Corporation shall, in the conduct of the ordinary course of business of the Corporation, unless otherwise directed by the Board of Directors or unless otherwise required by law, be signed by the President, the President-Elect/Vice President, the Secretary/Treasurer or any one of them, singly. Any one of the documents heretofore mentioned in this section for use outside the ordinary course of business of the Corporation, and any deeds, mortgages, notes or bonds of the Corporation, shall be executed by and require both the signature of the President or President-Elect/Vice President and the signature of the Secretary/Treasurer. All checks, drafts, bills of exchange and orders for the payment of money shall be signed by the Secretary/Treasurer singly. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 7.03. Deposits. All moneys of the Corporation shall be deposited in the name of the Corporation under such conditions and at such financial institutions as shall be determined by the Board of Directors.

Section 7.04. Budget. The annual budget of estimated income and expenditures of the Corporation, and all revisions thereof, shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriations therefor without the prior approval of the Board of Directors.

ARTICLE VIII

Amendments to By-Laws

Section 8.01. Amendments. These by-laws may be amended by a vote of two-thirds (2/3) of the Active Members present and voting at a meeting of the members of the Corporation. Provided, however, that any such amendment shall first be proposed by the Board of Directors; provided further, that the Active Members shall have been given written notice of the submission of the proposed amendment at least 10 days before the date of such meeting.

Revision Date: September 17, 2004