



Cornea Society
Advancing the treatment of corneal disease

BYLAWS

OF THE

CORNEA SOCIETY

advancing the treatment of corneal disease

The Cornea Society is an international society to promote the exchange of information in cornea and external disease

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ARTICLE 1.00

NAME AND PURPOSE OF THE ORGANIZATION

1.01

Name. This organization shall be known as the Cornea Society, hereinafter referred to as "the Society."

1.02

Purpose. The purpose of the Society shall be to promote knowledge, research and understanding of the ophthalmologic subspecialty dealing with Cornea, External Disease, Refractive Surgery, and the anterior segment of the eye and to promote the profession of ophthalmology.

ARTICLE 2.00

MEMBERSHIP

2.01

Members. Members shall be individuals with particular competence or interest in the cornea and anterior segment of the eye who meet such requirements as shall be established by these Bylaws and are approved by the Membership Committee.

2.02

Class of Membership. There shall be the following classes of membership in the Society: Candidate Members, Members, Members with Thesis and Honorary Members.

2.03

Candidate Members. Application for Candidate Membership shall be restricted to individuals who are actively enrolled in medical education and/or training (i.e. Medical Students, Residents, and Fellows). An applicant shall submit an application as prescribed by the Board of Directors, shall have the application endorsed by the director of the applicant's training. All information submitted pursuant to the application shall be subject to review and verification by the Membership Committee. An applicant shall become a Candidate Member when the applicant has satisfactorily fulfilled all criteria in the Bylaws for Candidate Membership; the application is completely and accurately executed in the judgment of the Membership Committee. Candidate Membership is limited to one year and provided complimentary by the Society.

2.04

Members. Application for Membership shall be restricted to ophthalmologists and/or PhD's engaged in research in visual science whose training and credentials are deemed acceptable upon review by the Membership Committee. An applicant shall submit an application and shall pay the application fee in effect at that time. All information submitted pursuant to the application shall be

subject to review and verification by the Membership Committee. An applicant shall become a Member when the applicant has satisfactorily fulfilled all criteria in the Bylaws for Membership; the application is completely and accurately executed in the judgment of the Membership Committee and approved by the Board of Directors, and upon payment of all applicable fees, dues and assessments for the then current year.

Section 2.05

Members with Thesis. Application for Member with Thesis status shall be limited to individuals who are board certified in ophthalmology by the American Board of Ophthalmology or the equivalent in the applicant's home country. Applicants should have completed a postgraduate Fellowship in cornea and external disease (with or without refractive surgery) of at least one year's duration under the direction of a Society Member with Thesis or a Fellowship acceptable to the Membership Committee. To fulfill the fellowship requirement, the applicant could also have completed five (5) years in the practice of ophthalmology after residency training with a substantial portion of his/her practice in cornea and external disease. An applicant shall submit an application on the form prescribed by the Membership Committee, shall have the application endorsed in writing by two (2) Members with Thesis of the Society in good standing at least two (2) months prior to the scheduled annual business meeting of the Society, and shall pay the application fee in effect at that time. The application shall include the individual's curriculum vitae, bibliography, and an original scientific manuscript in the field of cornea and any additional requirements as set forth by the Board of Directors. The scientific manuscript shall represent clinical or basic research work performed after completion of fellowship training and be of sufficient quality and significance as to qualify as a "thesis" (i.e. small case series, isolated case reports and minor papers are not suitable). The applicant needs to be either the 1st author or corresponding author. The paper needs to be published in a peer-reviewed journal and will be reviewed for suitability by the Membership Committee. All information submitted pursuant to the application shall be subject to review and verification by the Membership Committee. The applicant must be approved by the Board of Directors after recommendation from the Membership Committee that the applicant has met all the requirements for membership. The approved Members with Thesis will be listed in the materials at the annual Business Meeting.

2.06

Honorary Members. Individuals of eminence may become Honorary Members when recommended to such status by the Executive Committee and approved by the Board of Directors.

2.07

Voting and Holding Office in the Society. The only class of membership entitled to vote on any matter shall be those members who have obtained Members with Thesis status, unless otherwise required by applicable law, and the phrase voting members used in these Bylaws means and

includes only persons within this class of membership. The only class of membership entitled to hold any office in the Society shall be Member with Thesis.

2.08

Fees, Dues and Assessments.

(a) Fees, dues, assessments, and the other fees for each class of membership shall be established annually by the Board of Directors.

(b) Annual dues shall be established on the basis of the last day of the member's anniversary month. Dues shall be due not later than the first day of month following the member's anniversary month, and shall be considered delinquent if not paid within 60 days of the due date. Individuals whose fees are not paid within this 60 day period will lose all voting rights and benefits of membership until such time as all delinquencies are corrected.

(c) Upon reaching the age of 65, and after 10 consecutive years of membership in the Society, each member is entitled to request exemption from the payment of fees, dues, and assessments by submitting a written request to the Chairperson of the Membership Committee.

(d) Honorary Members shall be exempt from the payment of all fees, dues and assessments established by the Society.

2.09

Termination of Membership.

(a) The membership in the Society of a delinquent Member, whose fees, dues and assessments continue to remain unpaid after four months beyond their due date shall automatically terminate unless the membership of the delinquent Member is sooner terminated by the Board of Directors as hereinafter provided.

(b) Members may be terminated from the Society for cause by failing to comply with policy of the Board of Directors or by committing an unethical act or acts as defined and determined by the American Academy of Ophthalmology. Termination under this Article 2.09(b) shall be by a two-thirds (2/3) vote of the Board of Directors followed by a recommendation of termination by the Board to the Voting Members at the next annual meeting of the Society and a majority vote for termination by the Voting Members in good standing present and voting at said meeting.

(c) Any Member of any class whose dues, fees, and assessments are not delinquent may file a written resignation with the Executive Secretary-Treasurer and shall cease to be a Member of the Society as of the date the resignation is filed.

(d) A Member's retirement from the active pursuit of the profession does not impair nor affect the Member's status in the Society.

(e) Any former Member who wishes to be reinstated in the Society must apply for membership, pay all previous unpaid assessments and be elected thereto in the manner provided for new Members including all associated fees.

ARTICLE 3.00

MEETINGS AND VOTE OF MEMBERS

3.01

Business Meetings. A meeting of the Members of the Society shall be held each year at the place and on the date designated by the Board of Directors. Such meeting may be scheduled during major ophthalmological meetings for the convenience of the Members and at the discretion of the Board. The meeting shall consist of a Board of Directors meeting, and a General Business meeting. Minutes shall be kept of all such meetings and shall be made available to all Members. The minutes shall be approved at the following meeting of the Board of Directors.

3.02

Special Meetings. Special scientific and business meetings of the Members of the Society may be called by the President, Board of Directors or Executive Committee. In addition such meetings may be convened by ten percent (10%) of the Members with Thesis in good standing who may demand in writing the call of a special meeting by presenting to the President and Executive-Secretary the purpose and agenda for said meeting. The President upon receiving the written demand shall promptly give notice of such meeting. Such meeting shall occur no sooner than 60 days and no later than 120 days after receiving such a request. Notices of special meetings of Members shall be communicated to all Members in good standing by email or at their addresses as they appear in the membership roll book of the Society and shall be posted on the Society's web page and shall be sent not less than thirty (30) days prior to the date set for the special meeting. The notice shall state the purpose or purposes for which the meeting is called and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. This meeting may be in person or via the internet or video conference.

3.03

Notice. Notice shall be sent to every Member in good standing stating the place, date and hour of the business meeting. Notices of a special meeting shall also state the purpose or purposes for which the meeting is called and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notices of such meetings shall be posted on the Society website and/or emailed to all Members in good standing not less than thirty (30) nor more than fifty (50) days before the date of the meeting.

3.04

Quorum. The following constitute the requirements for voting:

Business Meetings – The presence of at least 1/4 of the active Members with Thesis in person or authorized proxy, the President, and Secretary-Treasurer. Unless otherwise specified by the

bylaws, voting is done by a simple majority, except where a greater quorum may be required by these Bylaws or the laws of the State of Colorado.

Board of Directors – The presence of the President and at least 1/2 of the Board of Directors. Unless otherwise specified by the bylaws, voting is done by a simple majority.

Membership Committee – The participation of at least 2/3 of the committee. Unless otherwise specified by the bylaws, voting is done by a simple majority. Membership Committee meeting typically occur via conference calls, emails and do not necessarily require formal face-to-face meetings and may occur on a as needed basis.

Executive Committee - The participation of at least 2/3 of the committee. Unless otherwise specified by the bylaws, voting is done by a simple majority. Executive Committee meeting typically occur via conference calls, emails and do not necessarily require formal face-to-face meetings and may occur on a as needed basis.

Nominating Committee - The participation of at least 2/3 of the committee. Unless otherwise specified by the bylaws, voting is done by a simple majority. Nominating Committee meetings typically occur via conference call or email and do not necessarily require formal face-to-face meetings and may occur on an as needed basis.

Special (Demanded) Meetings – The requirements for voting are the same as the Regular Business Meeting except the voting and business is limited to the item of regard and no new business will be discussed nor voted on.

3.05

Vote. If a quorum is present, a majority of the Members with Thesis present, in person or by proxy, entitled to vote, and voting shall be required to constitute action by the Members on any matter, unless otherwise provided by applicable law, the Articles of Incorporation or these Bylaws.

ARTICLE 4.00 MANAGEMENT

4.01

Allocation of Authority. The general management of the affairs of the Society shall be vested in the Board of Directors which shall be elected as provided in these Bylaws. Between regular or special meetings of the Board of Directors, Management shall be vested in the Executive Committee.

4.02

Officers. The Officers of the Society shall be:

President
Vice President-President Elect
Vice President for International Relations
Vice President for Industry Relations
Secretary-Treasurer
Immediate Past President

ARTICLE 5.00

BOARD OF DIRECTORS

5.01

Authority. The Board of Directors shall manage the business and affairs of the Society. The Board of Directors shall have all power and responsibility conferred upon a board of directors of a nonprofit corporation by Title 7, Articles 20 to 29 of the Colorado Non Profit Corporation Act, as now or hereafter amended except as those powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws. The Board of Directors shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all of its advisory councils, standing and special committees, and representatives to professional and governmental organizations, agents, and employees, and no action or policy shall be action or policy of the Society unless and until it is adopted, ratified, or approved by the Board of Directors, the Executive Committee, or the Membership in accordance with their duties and powers conferred elsewhere in these Bylaws.

5.02

Members of the Board of Directors. The members of the Board of Directors shall be comprised of Members with Thesis of the Society in good standing, and shall consist of the President, the Vice President-President Elect, the Vice President for International Relations, the Vice President for Industry Relations, the Secretary-Treasurer, the Immediate Past President, the Chairperson of the Scientific Program, the AAO Cornea Society Councilor, the AUPO-FCC representatives, and additional Directors-at-Large elected from the Members with Thesis Category a total of at least 12 but not more than 17. The Board of Directors shall include a minimum of 2 international Members with Thesis of the Society in good standing. A maximum of two additional non-voting members may be added by the Executive Committee.

5.03

Election of Directors. Elections shall be held at the Business Meeting of the Membership of the Society. Each Voting Member of the Society in good standing shall have the option either to vote by email ballot on the proxy form prepared by or under the supervision of the Secretary-Treasurer,

or to vote personally by voice, hand count or written ballot (which form shall be identical to the email ballot) at the Business Meeting, at which time the total number of votes by proxy and in person shall be counted and Directors shall be elected.

Each Voting Member of the Society in good standing shall have one vote for each Director being elected at an Annual Meeting of the Membership. No Voting Member shall be permitted to vote for any person whose name is not contained on the ballot prepared by the Secretary-Treasurer. The Directors-at Large elected at an Annual Meeting shall assume their responsibilities commencing January 1 of the ensuing calendar year.

Directors-at-Large shall each be elected for a term of four (4) years, and terms shall be staggered so that not more than an approximately equal number of terms shall ordinarily expire each voting year. Each Director shall hold office until the expiration of the term for which he or she is elected, or until a successor is elected. No Director-at-Large shall be eligible for re-election until a period of two (2) years has elapsed following the expiration of their term in office. As many Directors as necessary to fill the vacancies on the board shall be elected by the Voting Members every year.

5.04

Nominations. Prior to each Annual Meeting of the Society the Board of Directors, acting on the recommendation of its Nominating Committee, shall nominate a Member with Thesis in good standing for each vacancy which shall occur commencing on the first day of the ensuing calendar year. Other nominations may be made by any Member with Thesis of the Society, each such Member having the right to make one nomination for each at-large vacancy to the Board of Directors upon written petition filed with the President not less than forty (40) days prior to the date of the Annual Meeting wherein the election will be held. Nominations will be reviewed by the Executive Committee and presented to the Voting Members at the next membership meeting.

5.05

Meetings. The Board of Directors shall hold a regular annual meeting to conduct the business and affairs of the Society. The annual meeting of the Board of Directors may, but need not, be held concurrently with the Annual Meeting of the Members of the Society. The Board of Directors may hold other meetings at a place, date and hour to be fixed by a majority vote of the Board of Directors or its Executive Committee. The President shall be the Chairperson of the Board of Directors and preside over the meeting and the Secretary-Treasurer shall act as Secretary of the Board.

5.06

Notice. Notice of each annual meeting of the Board of Directors shall be given by the President not less than ten (10) days prior to the date on which the meeting is scheduled to be held. Special meeting of the Board of Directors shall be held at the call of the President, upon request of not less

than six (6) members of the Board, or at the call of the President. Notice of the place of such special meetings, date and hour of such special meeting, stating its purpose and signed by the President or Secretary-Treasurer shall be sent to the last recorded address or email address (according to the Society Records) of each Director not less than ten (10) days prior to the date the meeting is scheduled to be held, except that notice of a meeting to be held in the manner described in Section 5.10 shall be given not less than five (5) days prior to the date of the meeting. The matters to be discussed and voted upon at any duly called meeting of the Board of Directors shall not be limited to those set forth in the notice of the meeting.

5.07

Quorum. See 3.04. In the absence of the Secretary-Treasurer, the quorum may choose a temporary replacement from the Directors in attendance for either for the duration of the meeting.

5.08

Manner of Acting. A majority vote of the Directors in good standing, present and voting at a meeting at which a quorum is present shall be necessary to adopt any corporate action taken by the Board of Directors except as otherwise provided by the laws of the State of Colorado, the Articles of Incorporation of the Society or these Bylaws.

5.09

Written Action. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. The same written action need not be signed by all members of the Board or committee and each may sign a separate counterpart of the written action.

5.10

Electronic Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear simultaneously each other during the conversation. Participation by such means shall constitute presence in person at a meeting.

5.11

Vacancies. A vacancy on the Board of Directors, whether accruing by reason of death, resignation, or otherwise, shall be filled at the next annual business meeting, in the manner set forth in this Article 5. Each Director elected thereby shall fill the unexpired term of office of his/her

predecessor, and if such remaining term is 2.5 years or less shall be eligible for reelection at the expiration of said term of office.

5.12

Removal from Office. The Board of Directors or any lesser number of Directors may be removed from office at any meeting of Members provided the notice for such meeting indicates the purpose. Directors whose terms of office expire at the next Annual Meeting of Members may be removed only upon the vote of a majority of the Voting Members in good standing present in person or by proxy. Directors whose terms of office do not expire at the next Annual Meeting of Members may be removed only upon the vote of at least two-thirds (2/3) of the Voting Members in good standing present in person or by proxy. Directors may also be removed from office upon an affirmative written ballot of two-third (2/3) of the Board of Directors provided there is a quorum of not less than three-fourths (3/4) present at the meeting of Directors at which such action is taken; further provided that the removal shall be without prejudice to the contract rights, if any, of the individual removed. Without limiting the generality of the foregoing, two consecutive unapproved absences from regularly-scheduled meetings of the Board of Directors shall be grounds for removal pursuant to the procedures set forth above. The President shall approve or disapprove absences. Election to any office or other position shall not in itself create contract rights between a Director and the Society.

5.13

Compensation. No Director shall receive any salary or other form of compensation from the Society in the capacity as a Director; however, any Director may be reimbursed for expenses in the performance of Society duties at the discretion of the Executive Committee.

5.14

Special Duties. (a) It shall be the responsibility of the Board of Directors to annually select, unless a recommendation is made for an exception, the most outstanding individual in the field of cornea and/or anterior segment of the eye to receive the Castroviejo Medal and to deliver the Castroviejo Lecture at the Society's scientific symposium at the American Academy of Ophthalmology Annual Meeting. This is the Society's highest award and is to be given in recognition of exceptional contributions to the Society's fields of interest. Members with Thesis in good standing are entitled to submit one nomination for the award to the President, who serves as Chair of the Awards Committee. Nominations shall include a copy of the nominee's curriculum vitae for the Awards Committee's and Board's review. The Awards Committee will recommend a single candidate for approval by the Board or a slate of candidates for voting by the Board. Current members of the Board of Directors are not eligible to receive the Castroviejo Medal during their term of office. In the event that a recipient of this award is not a Member of the Society, Honorary Membership shall automatically be conferred thereon. (b) It shall be the responsibility of the Board of Directors to select, when appropriate, the recipient of the Dohlman award. The Dohlman Award is given in

recognition for teaching excellence and for contributions to the profession. Members with Thesis in good standing are entitled to submit one nomination for the award to the President, who serves as Chair of the Awards Committee. Nominations shall include a copy of the nominee's curriculum vitae for the Awards Committee's and Board's review. The Awards Committee will recommend a single candidate for approval by the Board or a slate of candidates for voting by the Board. Current members of the Board of Directors are not eligible to receive the Dohlman Award during their term of office. In the event that a recipient of this award is not a Member of the Society, Honorary Membership shall automatically be conferred thereon.

ARTICLE 6.00 COMMITTEES AND APPOINTMENTS OF THE BOARD OF DIRECTORS

6.01

Formation. The Board of Directors shall be empowered to create one or more committees, each of which shall consist of two (2) or more Directors (and at times non-Board, non-voting members), by resolution adopted by a majority of the Directors in office. Any committee so constituted, to the extent provided in the resolution, the Articles of Incorporation, or these Bylaws, shall have all the authority of the Board of Directors, except that no such committee shall have the authority to (1) amend, alter or repeal the bylaws; (2) elect, appoint or remove any member of such committee or any Officer or Director of the Society; (3) amend or restate the Articles of Incorporation; (4) adopt a plan of merger or consolidation with another corporation; (5) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and/or assets of the Society; (6) authorize the voluntary dissolution of the Society or revoke proceedings thereof; (7) adopt a plan for the distribution of the assets of the Society; or (8) amend alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon him by law.

6.02

Standing Committees. Subject to adoption by the members of the Board of Directors in office as provided in Section 6.01, the standing committees of the Society are Executive Committee, Nominating Committee, Scientific Program Committee, Membership Committee, Awards Committee, and Finance Committee.

6.03

Executive Committee. The Executive Committee shall consist of the President, who shall be the Chairperson of the committee, the Vice President-President Elect, the Vice President for

International Relations, the Vice President for Industry Relations, the Secretary-Treasurer, and the Immediate Past President. Up to 2 additional designees from the Membership with Thesis category may be appointed on a temporary basis by the President and Secretary-Treasurer to assist and/or advise on specific topics. Said Executive Committee shall meet at such times and places as designated by the President or by a majority of the Executive Committee if the President has not so designated. Two-thirds (2/3) of the members of said Committee shall constitute a quorum for the transaction of business and a majority vote of the members of the Executive Committee present and voting at a meeting shall be necessary to adopt any action to be taken by the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board of Directors as limited by Section 6.01 herein, or such lesser authority as may be set forth by resolution, shall be responsible for the overall conduct of the Society, and shall make recommendations to the Board of Directors as specified from time to time by resolution or these Bylaws. All powers, responsibilities, and authority not otherwise conferred to other committees reside with the Executive Committee.

6.04

Nominating Committee. The Nominating Committee shall consist of the President, who shall be the Chairperson of the Committee, the Vice President-President Elect, the Past President, and most recent Past President (willing to serve). The President, Vice President-President Elect and Past President will each select an individual who has previously served on the Board or is currently on the Board to serve on the Nominating Committee for a total of seven (7) members. No member of the Nominating Committee can be nominated for a position that year. Said Committee shall meet at such times and places as designated by the President or by a majority of the Nominating Committee if the President has not so designated. Two Thirds (2/3) of the Nominating Committee shall constitute a quorum for the transaction of business and a majority vote of the members of said Committee present and voting at a meeting shall be necessary to adopt any action taken by the Nominating Committee. The Nominating Committee shall prepare the slate of candidates for final ratification by the Members with Thesis at the Annual Meeting of the Society.

6.05

Scientific Program Committee. The Scientific Program Committee shall consist of the Chairperson of the Scientific Program, the President and/or Secretary-Treasurer and at least two members with Thesis of the Society. The Chairperson of the Scientific Program Committee shall serve a single term of 4 years and shall be appointed by the Board of Directors. The Scientific Program Committee shall meet at such times and places as designated by the Chairperson. It shall be the duty of the Chairperson to arrange and organize the Society's Annual Free Paper Scientific Session and Society co-sponsored symposium at the AAO annual meeting and to preside over said Sessions.

6.06

Membership Committee. The Membership Committee shall consist of the President, the Secretary-Treasurer, the Chairperson of the Scientific Program and up to one additional members selected from the Board. The Secretary-Treasurer shall be Chairperson of the Membership Committee. Said Committee shall meet at such times and places as designated by the Chairperson or meetings may be conducted via conference calls, email correspondence and any means deemed appropriate by the Chair. Two Thirds (2/3) of the Membership Committee shall constitute a quorum for the transaction of business and a majority vote of the members of the Membership Committee present and voting at a meeting shall be necessary to adopt any action taken by the Membership Committee. The Membership Committee shall be responsible for all matters relating to application for membership, shall investigate and evaluate all applications and shall recommend deserving applicants to the Board of Directors for consideration.

6.07

Awards Committee. The Awards Committee shall consist of the President who will serve as Chair of the Committee, the Past President, the Vice-President/President Elect, and two additional members selected by the President from a pool of past recipients of the Castroviejo Medal. Said Committee shall meet at such times and places as designated by the Chairperson or meetings may be conducted via conference calls, email correspondence and any means deemed appropriate by the Chair. Three members of the Awards Committee shall constitute a quorum for the transaction of business and a majority vote of all the members of the Awards Committee shall be necessary to adopt any action taken by the Awards Committee. The Awards Committee shall be responsible for recommending to the Board of Directors annually a candidate for receipt of the Castroviejo Medal and, when appropriate, a candidate for receipt of the Dohlman Award.

6.08

Finance Committee. The Finance Committee shall consist of the Secretary-Treasurer who will serve as Chair of the Committee, President, Vice President-President Elect, and Past President and may include up to two additional Members with Thesis. Said Committee shall meet at such times and places as designated by the Chairperson or meetings may be conducted via conference calls, email correspondence and any means deemed appropriate by the Chair. Three members of the Finance Committee shall constitute a quorum for the transaction of business and a majority vote of all the members of the Finance Committee shall be necessary to adopt any action taken by the Finance Committee. The Finance Committee shall be responsible for matters relating to the budget and expenditures of the Society not previously empowered to the Executive Committee.

6.09

Special Committees. The Executive Committee and/or Board of Directors, as stipulated in Section 6.01 and 6.03, can create special committees when deemed necessary and confer upon them appropriate powers.

6.10

Editor-in-Chief. The Editor-in-Chief shall be appointed by the Board of Directors for a single term of four years, renewable once. It shall be the duty of the Editor-in-Chief to organize and oversee all publications related to the Journal CORNEA and associated Journal projects.

6.11

Executive Director – The Society should employ and/or engage an Executive Director whose responsibility is to assist the President and Secretary-Treasurer in the normal activities of the Society, be responsible to the Board of Directors, and with approval of the Executive Committee, be responsible for the daily activities of the Society. This person shall, when possible, be present for all meetings as a non-voting member and may at the direction of the President and/or Secretary-Treasurer represent the Society as needed.

ARTICLE 7.00

OFFICERS

7.01

Elected Officers. The elected Officers of the Society shall be:

President

Vice President-President Elect

Vice President for International Relations

Vice President for Industry Relations

Secretary-Treasurer

All terms commence on January 1 of the appropriate year.

7.02

Election. Officers shall be elected by the Board of Directors at the Board meeting during the Annual Meeting of Membership of the calendar year prior to assumption of the position. The Board shall elect a new Vice President-President Elect and a Secretary- Treasurer upon a majority vote of members of the Board of Directors present and in good standing. The then current Vice President-President Elect shall become the new President when the President term expires, and shall assume their respective responsibilities commencing January 1 of the ensuing calendar year. The Board of Directors shall elect a Vice President-President Elect only from Members with Thesis who have served or are serving as Members of the Board of Directors and shall elect an Executive Secretary-Treasurer from among the Members with Thesis of the Society.

7.03

President. The President shall serve for a term of two (2) years as President and shall not be eligible for re-election and shall be the Chairperson of the Board of Directors, Executive Committee and Nominating Committee; shall be a member ex-officio of all committees of the Society; shall be the Chief Executive Officer of the Society, and shall be authorized to execute on behalf of the

Society all instruments authorized by the Board of Directors, shall act as a representative of the Society to the ophthalmic community at large, including but not limited to federal, state, and local governmental and private agencies and organizations, and, in the absence or disability of the Secretary-Treasurer shall be authorized to sign checks, drafts and contracts of the Society, shall work with the Secretary-Treasurer to ensure that basic Society policies and programs are formulated and executed and shall represent the Society whenever required; shall preside over meetings of the Society, Board of Directors and Executive Committee; and shall exercise such other powers and perform such duties and responsibilities normally associated with the office of President and as may be conferred upon him or her from time to time by the Board of Directors and shall assume all duties and powers not otherwise specifically assigned. Upon completion of the President's term, the President will serve for two years as the "Immediate Past President."

7.04

Vice President-President Elect. The Vice President-President Elect shall serve for a term of two (2) years after which he or she shall automatically become President; shall in the absence or disability of the President have and perform the duties and responsibilities of the President; shall in the event of a vacancy in the office of President, however occurring, fill the vacancy in the office of President for the unexpired portion of the President's term; and shall have all other duties and responsibilities that the President or the Board of Directors may determine. In the event that the Vice-President has to assume the position of Presidency early, he or she will complete that term in addition to their normal term.

7.05

Vice President for International Relations. The Vice President for International Relations shall serve for a term of two (2) years and may be re-elected for one additional consecutive term. The Vice President for International Relations shall be responsible for coordinating Society efforts towards maintaining and developing relationships with international academic organizations beneficial to the Society.

7.06

Vice President for Industry Relations. The Vice President for Industry Relations shall serve for a term of two (2) years and may be re-elected for one additional consecutive term. The Vice President for Industry Relations shall be responsible for coordinating Society efforts towards fundraising.

7.07

Secretary-Treasurer. The Secretary-Treasurer shall serve for a term of two (2) years and may be re-elected for one additional consecutive term. The Secretary-Treasurer shall be the Chief Administrative Officer of the Society; shall be a member ex-officio of all committees of the Society; shall, subject to the supervision, direction, and control of the Board of Directors and the

President of the Society, be responsible for, and have and exercise all of the powers, duties, responsibilities and authority necessary to discharge full responsibility for enunciating policies of and managing and directing the business and affairs of the Society; shall ensure that all orders and resolutions of the Board of Directors are carried into effect; shall work with the Society's Directors, Officers, Members, and employees to ensure that basic Society policies and programs are formulated and executed; be primarily responsible to keep accurate accounts of all monies of the Society received or disbursed, endorse for deposit all notes, checks, and drafts received by the Society, deposit all monies, notes, checks, and drafts in the name of, and to the credit of, the Society in banks and depositories from time to time designated by the Executive Committee, collect all dues, assessments, and fees owing to the Society and invest and disburse the assets and funds of the Society when and as ordered by the Board of Directors and the Executive Committee, making proper vouchers therefor; shall render to the Board of Directors and the President annual financial statements of the Society; shall provide a suitable fidelity bond, at the cost of the Society, in an amount and written by a company acceptable to the Board of Directors or the Executive Committee; and, in general, shall have and perform all powers, duties and responsibilities usually incident to the Office of Treasurer; and shall be the Corporate Secretary of the Society and, in that capacity, shall attend and, subject to the right to delegate any thereof, give proper notice of, serve as the secretary of, and record and preserve proceedings of, meetings of the Members, the Board of Directors, committees of the Society, and committees of the Board of Directors; shall keep on file a complete copy of the Articles of Incorporation of the Society and these Bylaws, including all amendments, revisions, and restatements of any thereof, and, in general shall have and perform all powers, duties and responsibilities usually incident to the Office of Corporate Secretary.

7.08

Immediate Past President. The retiring President shall automatically become the Immediate Past President at the commencement of his or her successor's term. The Immediate Past President shall serve for a term of two years unless otherwise required by a vacancy in the office.

7.09

Vacancies. A vacancy in the office of the President shall be filled by the Vice President- President Elect. A vacancy in the office of the Vice President-President Elect shall be filled by a majority vote of the Board of Directors. A vacancy in the office of the Executive Secretary- Treasurer shall be filled by an interim Executive Secretary-Treasurer chosen by a majority vote of the Executive Committee. A vacancy in the office of the Immediate Past President shall be filled by the most immediate, living Past President.

7.10

Non-Elected Officers. The Executive Committee with approval from the Board of Directors may appoint non-elected positions as needed to fulfill the duties and requirements of the Society. Such appointments should typically come from among the Members with Thesis. Such positions include, but are not limited to: Chairperson of the Scientific Program, AAO Councilor, and AUPO-

FCC representative. The terms of such positions will be set by the Executive Committee but should not exceed a single four (4) year appointment for the Chairperson of the Scientific Program and three (3) years with one consecutive reappointment allowed for the AAO Councilor. The term of the AUPO-FCC representative shall not exceed that which has been determined by the AUPO-FCC.

ARTICLE 8.00 MISCELLANEOUS

8.01

Indemnification. The Society shall indemnify each Director, Officer, committee member, representative, employee and agent, his or her heirs, executors and legal representative in such circumstances and to the fullest extent permitted by laws of the State of Colorado, as those laws exist from time to time, and the Board of Directors may purchase and maintain insurance to indemnify the Society, its Directors, Officers, committee members, representatives to other organizations, employees and agents against the financial obligation in such circumstances and to the fullest extent permitted by the laws of the State of Colorado. The Board of Directors may make advances, to the extent permitted by the laws of the State of Colorado, against financial obligation. For this purpose, "financial obligations" shall include attorneys' fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred.

8.02

Waiver of Notice. Whenever under the laws of the State of Colorado, the Articles of Incorporation, or these Bylaws, Members of the Society, the Society's Board of Directors, or any committee thereof, are authorized to take any action after notice to any person or persons, such action may be taken without notice if, at any time before or after such action is completed, the person or person entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice. (In the case of a Member, the waiver may be submitted by his attorney-in-fact).

8.03

Proxies. Written proxies in conformity with the requirements of these Bylaws shall be accepted as attendance at any meeting of the Members of the Society, the Board of Directors, the Executive Committee or any committees of the Society. Such proxies must be signed, dated and sent at a minimum of two (2) weeks prior to the intended meeting and shall become invalid after eleven (11) months from the date of execution unless otherwise provided therein. Except as otherwise specifically stated, attendance for the purposes of a quorum may be accomplished by additional methods besides physical attendance as long as it allows for real-time communication between all parties involved.

8.04

Limitation on Loans. The Society shall make no loans of any kind to its Officers or Directors. Any Officer or Director who assents to or participates in the making of any such loan shall be liable to the Society for the amount of such loan until it has been repaid in full.

8.05

Seal. The seal of the Society shall be that shown in the following impression:



8.06

Parliamentary Authority. The parliamentary rules and procedures contained in the most current edition of Robert's Rules of Order, Newly Revised, shall govern all general meetings of the Society, and all meetings of the Board of Directors, Executive Committee, and committees of the Society, in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws, Special Rules of Order, Standing and Procedural Rules and Resolutions adopted by the Society, or any provision of law specifically applicable to the Society.

8.07

Procedural Rules and Administrative Guidelines. The Society, its Board of Directors, Executive Committee and all committees of the Society may adopt such Special Standing and Procedural Rules, Administrative Guidelines and Resolutions as may be necessary to implement the purposes set forth in the Articles of Incorporation and these Bylaws. These Rules, Guidelines and Resolutions may be adopted by a majority vote without previous notice and they may be suspended, amended or rescinded whenever the best interests of the Society shall be served by such action; however, to suspend, amend or rescind requires a two-thirds (2/3) vote unless previous notice has been given in which case only a majority vote shall be required for such action.

ARTICLE 9.00

AMENDMENTS AND RESCISSION

9.01

Amendments. These Bylaws may be amended, altered or repealed by a two-thirds (2/3) vote of the

members of the Board of Directors of the Society in good standing. Any Bylaw adopted, amended, altered or repealed by the Board may be amended or rescinded by the Voting Members as provided in Section 9.02 herein.

9.02

Rescission. Any action or actions taken by the Board of Directors of the Society may be rescinded or amended by the Members with Thesis in good standing who are not current members of the Board of Directors. Rescission or amendment may be made by such Members with Thesis at any Annual Meeting of the Membership or any special meeting of the Membership, provided that notice of the intended vote is given to all Members thirty (30) days prior to any such meeting, by a three-fourth (3/4) vote of such Full Members present and voting.