

Women in Ophthalmology Inc.

Bylaws

*Approved by the WIO Board of Directors
On December 18, 2023*

Article I Membership

Section 1. Classes of Members. Women in Ophthalmology Inc. or “WIO” or “The Board” The Association shall have the following classes of membership: Active Member, Member-In-Training, Associate Member, Honorary Member, International Member, and Retired Member. The Board of Directors of the Association may establish such other classes or criteria for membership as they deem appropriate provided that The Board shall not prohibit or establish criteria for membership on the basis of age, race, creed, color, natural origin, sexual preference, gender identity, or physical handicap.

Section 2. Active Member. Active Members shall include ophthalmologists, currently in practice, licensed to practice medicine and surgery in the United States. This membership class is eligible to vote and hold elected office.

Section 3. Member-In-Training. Members-In-Training shall include any medical student or medical school graduate who is a candidate-in-training in ophthalmology at the time of application. Fellows in training are included in this category. This member class is not eligible to vote or hold elected office unless approved by the Board of Directors.

Section 4. Associate Member. Associate Members shall include PhDs working in the field of ophthalmology, non-ophthalmology Medical Doctors (MDs) and Doctors of Osteopathic Medicine (DOs), and all others interested in advancing the mission and goals of the Association. This member class is not eligible to vote or hold elected office unless approved by the Board of Directors.

Section 5. Honorary Member. Upon special action of the Board of Directors, an individual may be designated as an Honorary Member, based on that person’s outstanding contributions (a) to the Association and/or (b) the greater community of women in ophthalmology. This member class is not eligible to vote or hold elected office, unless approved by the Board of Directors, and shall be exempt from any membership dues or assessments.

Section 6. International Member. International members shall include ophthalmologists who reside outside of the U.S. and are licensed to practice where they live. This member class is not eligible to vote or hold elected office.

Section 7. Retired Member. Retired Members shall include ophthalmologists who have previously been an Active Member in WIO and who have been licensed to practice medicine and

surgery in the United States and are retired. This member class is eligible to vote and hold elected office.

Section 8. Student Member. Student Members shall include medical students who are enrolled in an accredited medical school program in the United States or abroad who are not otherwise Members-in-Training.

Section 9. Voting Rights. Except as otherwise noted in these Bylaws, each active member and retired member in good standing, present in person or by ballot, shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 10. Termination of Membership. Membership may be terminated for nonpayment of the annual dues and or other assessments by a date to be determined by the Board. Membership can be reinstated upon satisfaction of these outstanding obligations. The Board of Directors may also suspend or terminate membership for (a) failure to maintain good standing in the health care profession; or (b) for professional violation of provisions in the Bylaws or of WIO policies; or (c) generally unacceptable ethical violations or conduct. In such cases, petition for re-instatement may be made annually to the Board of Directors, with the resulting decision considered final.

Section 11. Resignation. Any member in good standing may resign by sending a written communication to the Membership Director.

Article II Meetings of Members

Section 1. Meetings. There shall be an annual business meeting of the members, the time and location of which shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings shall be held whenever called by a majority of the Board of Directors, the President, or Chief Executive Officer (CEO) of the Association.

Section 3. Notice of Meetings. Written or electronic notice of the location, date, and hour of any annual or special meeting shall be given to each member entitled to vote at such meeting not less than thirty (30) days before the date of the meeting. Notices of the annual meeting shall include issues to be put to a vote of the membership, and the names of candidates for election at that meeting. Notices of special meetings shall indicate the purpose for which the special meeting is being called and the person or persons calling the meeting.

Section 4. Quorum. At the annual and any special meeting of the members, those members present shall constitute a quorum for the transaction of business, provided that such quorum shall not be less than one hundred (100) members or one-tenth (1/10th) of the total number of votes entitled to be cast, whichever is lesser. Except as otherwise provided by law or by these Bylaws, a simple majority of those voting is sufficient to pass a measure.

Section 5. Organization. The President of the Association shall preside at all meetings of the members, or, in the absence of the President, the President-Elect of the Association shall preside. The CEO shall also preside in an advisory role. The Secretary of the Association shall see that

minutes are taken at all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any member to act as Secretary during the meeting.

Section 6. Regional, Local or Limited Meetings. The members of the Association are encouraged to meet regionally, locally or in conjunction with the holding of various conferences of general interest to ophthalmologists, in order to discuss issues of mutual concern. All suggestions for the holding of such regional, local or limited meetings of the members to be held under the auspices of or with the use of the name of Women In Ophthalmology shall, however, be first submitted for approval to the Board of Directors of the Association. Without such approval, no member may use the name of or claim the auspices of the Association for any meeting or to solicit support for such meeting. Such regional, local or limited meetings, moreover, even if their organization and convocation shall have been approved by the Board of Directors, shall not hold themselves out as representing the entire Association and shall have no power or authority whatsoever to bind the Association in any way.

Article III Dues

Section 1. Amount of Dues. The Board of Directors shall establish an annual schedule of dues for each eligible member class. The dues cycle for the Association shall coincide with the calendar year.

Section 2. Waiver. The Board of Directors may in its discretion waive the payment of dues by any individual or group of individuals.

Article V Board of Directors

Section 1. Authority. All corporate powers, business and affairs will be exercised, managed and directed under the authority of the Board.

Section 2. Composition. The membership of the Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Membership Director, Development Director, Immediate Past President, AAO Councilor, and five Directors-at- Large. The five Directors will be selected, to the extent practicable to comprise different fields of ophthalmology and shall become potential successors for the Treasurer, Membership Director, Development Director, and the AAO Councilor positions. The CEO serve as an additional Board of Directors member, but shall not have any voting privileges.

Section 3. Eligibility. The Board of Directors shall be chosen by and from Active Members in good standing with the Association. Each member of the Board of Directors must remain in good standing with the Association or that Director will become subject to disqualification and removal in accordance with Section 6 below.

Section 4. Election and Term of Office. Each Director-at-Large shall be chosen by a simple majority of eligible members at the annual meeting or by electronic ballot. A Director-at-Large shall hold office for a term of two years commencing upon the first day of the next calendar year

and until a successor has been elected and qualified, or until death, resignation or removal, provided, however, that the expiration of the terms of the members of the Board of Directors shall be staggered so that either two or three vacancies shall, in the normal course, occur annually. No Director-at-Large may serve more than two full consecutive terms. If a term is commenced by a member in place of another individual, that person shall complete the previous term but can be elected to serve two full terms thereafter.

Section 5. Vacancies. Vacancies among the Directors-at-Large for any reason shall be filled by appointment by a simple majority of the Board of Directors. A Director-at-Large filling a vacancy shall serve the remaining term of the Director replaced.

Section 6. Removal. Any Director-at-Large may be removed for cause by a two-thirds vote of the entire Board, at any special meeting of the Board of Directors, called for that purpose.

Section 7. Meetings. Meetings of the Board of Directors shall be held at least annually. Special meetings of the Board shall be held whenever called by a simple majority of the Board of Directors or the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 8. Notice of Meetings. Notice of each meeting of the Board of Directors shall be given not less than ten days prior to the date in which the meeting is to be held if given by electronic means. If notice is given by mail it shall be given no less than 30 days prior to the date. The matters to be discussed and voted upon at any duly called meeting shall not be limited to those set forth in the Notice of Meeting. Notice of a meeting need not be given to any Board Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting a lack of notice prior thereto or at its commencement.

Section 9. Quorum and Voting. Unless a greater proportion is required by law or these Bylaws, a majority of the Board Members shall constitute a quorum for the transaction of business of any specified item of business. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the Board Members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 10. Presence and Presumptions. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference call or virtual meeting. Participation by such means shall constitute presence at a meeting in person.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 12. Executive Committee. The Executive Committee of the Board of Directors shall consist of the CEO, President, President-Elect, Vice President, Past President, Secretary and Treasurer, and may also be referred to as the Officers. It shall be empowered to take action on

matters arising in the interim between regular meetings of the Board of Directors. A quorum of four of the Executive Committee members meeting in person or by telephone conference call will be necessary for this body to transact business for the full Board of Directors. The minutes of actions taken by the Executive Committee are to be reported to the full Board at its next meeting.

Section 13. No Compensation. Except for the CEO, no member of the Board of Directors shall receive any salary, or compensation for any service rendered to the Association, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on account of activities for the benefit of the Association.

Article VI Officers

Section 1. Number and Qualifications. The Officers of the Association shall be the CEO, President, President-Elect, Vice President, Secretary, Treasurer, and Past President also comprise collectively the Executive Committee. One person may not hold more than one executive office at a time in the Association,.

Section 2. Election and Term of Office. The President, Past President, President-Elect, and Vice President shall each serve consecutive one-year terms. The Vice President shall assume the office of President-Elect. The President-Elect shall assume the office of President upon the expiration of the current President's term. The current President shall assume the office of the Past President upon the expiration of the current Past President's term of office. All terms will start and expire during the calendar year, so that terms start on January 1st and end on December 31st. The Secretary, Treasurer, Membership Director, and Development Director shall each hold office for a term of two years, staggered so that no more than two vacancies shall in the normal course occur annually. The AAO Councilor shall serve a three-year term. She will be eligible to serve another term but cannot serve more than two consecutive terms. All terms shall commence on January 1st. No Officer, except the AAO Councilor, is eligible to serve more than one consecutive term in the same office. Each Officer shall be chosen by a majority of the eligible members at the annual meeting or via electronic ballot. The term of the CEO may be renewed with approval of the Board.

Section 3. Removal. Any Officer elected by the membership may be removed from office by a two-thirds vote of the entire Board, at any special meeting called for that purpose.

Section 4. Vacancies. A vacancy in the office of the President shall be filled for the unexpired term by the President-Elect. A vacancy in the office of the President-Elect shall be filled by the Vice President. Each vacancy in any other office shall be filled for the unexpired term by a simple majority vote of the Board of Directors, and shall not count toward the term limit for that position.

Section 5. President. The President shall preside at all meetings of the members and of the Board of Directors and shall be the Chair of the Board of Directors, Chair of the Executive Committee, and a member of all other committees. She has the discretion to assign committee oversight to other members of the Board. The President along with the CEO shall have general supervision of the affairs of the Association and shall keep the Board of Directors fully informed

about the activities of the Association. The President and CEO shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Association all contracts authorized generally or specifically by the Board. The President shall serve as host of the Summer Symposium and as the primary representative of WIO at other conferences that she attends and or in which WIO hosts an event. In the absence of the CEO, the President shall perform the duties of the CEO or appoint a delegate to do so. The President shall perform such other customary duties as shall from time to time be assigned by the Board of Directors.

Section 6. President-Elect. The President-Elect shall be a member of the Board of Directors and a member of the Executive Committee; and shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the President, the President-Elect shall perform the duties of the President.

Section 7. Vice President. The Vice President shall be a member of the Board of Directors and a member of the Executive Committee; and shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the President-Elect, the Vice President shall perform the duties of the President-Elect.

Section 8. Secretary. The Secretary shall be a member of the Board of Directors and a member of the Executive Committee; and shall be responsible for the giving and distributing of all notices and election ballots of the Association and shall perform all the duties customarily incident to the office of the Secretary, subject to the vote of the Board of Directors.

Section 9. Treasurer. The Treasurer shall be a member of the Board of Directors and a member of the Executive Committee; and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Association, and shall deposit or cause to be deposited all monies and other valuable assets of the Association in the name and to the credit of the Association in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Treasurer shall render a statement of the Association's accounts and shall perform all other duties customarily incident to the position, subject to the control of the Board of Directors. With regard to disbursements needed to be authorized and managed by the management team, the CEO and President can make day to day decisions regarding these transactions as long as the expense is identified in the approved budget or is under \$5,000.00 dollars. A majority Board approval is required in excess of that amount.

Section 10. Membership Director. The Membership Director shall be a member of the Board of Directors; and shall perform all other duties customarily incident to the position as assigned by the Board of Directors. The Membership Director oversees the cultivation of WIO chapters and member growth and retention.

Section 11. Development Director. The Development Director shall be a member of the Board of Directors and shall perform all other duties customarily incident to the position as assigned by the Board of Directors. This Director will spearhead the identification and nurturing of relationships with sponsors for donations for the annual meeting and throughout the year. She, along with the CEO and/or management staff, and the Board of Directors are the primary face

of Women in Ophthalmology with our sponsors. All members can direct attention to new sources of sponsorship and make the introduction when appropriate.

Section 12. Past President. On January 1st at the conclusion of their term, the outgoing President shall become the Immediate Past President, and shall during the next year be a member of the Board of Directors, with those responsibilities as may be assigned by the Board of Directors. The Past President may assist the President and President-Elect as needed and will be the Chair of the Nominating Committee.

Section 13. Councilor to the American Academy of Ophthalmology. The Councilor to the American Academy of Ophthalmology (AAO) shall be a member of the Board of Directors, serve a three-year term; and shall perform all other duties customarily incident to the position as assigned by the Board of Directors. The Councilor must fulfill all expectations of the role as outlined by AAO and assist in the preparation of Council Advisory Recommendations that align with the mission of WIO. In the event that the Councilor is unable to fulfill her responsibilities, the Board will select an alternate Councilor to assume her role temporarily who will then be a member of the Board of Directors.

Section 14. Chief Executive Officer. The CEO shall provide general supervision of the affairs of the Association and keep the Board fully informed about the activities of the Association. The CEO shall confer with the President on matters deemed material to the Association as otherwise requested by the Board or by the President. The CEO shall be compensated for her services to WIO pursuant to an agreement for services approved by the Board. The CEO will serve as an ex-officio nonvoting member of the Board of Directors.

Section 15. No Compensation. No elected Officer of the Association shall receive any salary, or compensation for any service rendered to the Association, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred for the benefit of the Association.

Article VII Nominations and Elections

Section 1. Nominations. The Nominating Committee shall prepare and propose a slate of eligible candidates; one per each Director-at-Large and Officer position to be elected via electronic or printed ballot. This slate of candidates, along with nominations for the following year's Nominating Committee shall be sent to all eligible voting members at least thirty days prior to the voting deadline.

Section 2. Majority or Plurality. Except as otherwise provided in these Bylaws, a majority of votes cast by the voting members shall be necessary for election to the Director-at-Large and Officer positions or to decide any issue put to a vote of the members. In case of a tie vote by the voting members, the choice shall revert to the Board of Directors; if the tie vote is in connection to a would-be-member of the Board of Directors, the choice shall revert to those members of the Board of Directors not standing for election. If there are two or more vacancies to be filled on the Board of Directors, or if there are two or more candidates for any other position, the vacancies shall be filled by those receiving the most total votes.

Section 3. Election Committee. If deemed necessary, the three at-large members of the Nominating Committee shall monitor the election tally and tabulate any required ballots to ensure that the Bylaws and other governing documents and policies of the Association are complied with in the election.

Section 5. Disputes. Any dispute over the results or conduct of the elections shall be submitted to the Board of Directors, and their determination shall be final and binding.

Article VIII Board of Advisors

Section 1. Powers. The Board of Directors may appoint from time to time any number of persons as advisors to the Board, to act either singly or as a committee. Each such advisor shall have such authority and obligations as the Board may from time to time determine.

Section 2. No Compensation. No such advisor of the Association shall receive any salary, compensation or emolument for any service rendered to the Association, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on account of activities for the benefit of the Corporation.

Article IX Committees and Representatives

Section 1. Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past- President and also consist of the President-Elect and three at-large, Active non-Board members in good standing. The President will serve as a consultant to the Nominating Committee. The terms of the Nominating Committee will be for three years with the three at-large members having staggered terms so one at-large member is selected by the Immediate Past President each year. No member of the Nominating Committee may be considered for any elected positions or awards while serving on the Nominating Committee. The Nominating Committee will be responsible for overseeing and selecting recipients of the Association's awards.

Section 2. Finance Committee. The Treasurer is the Chair of the Finance Committee. The Finance Committee consists of the Treasurer, President, President-Elect, Past President, Summer Symposium Chair, and Summer Symposium Co-Chair. The CEO shall also preside in an advisory role. The Finance Committee shall be responsible for monitoring the financial affairs of the Association, and shall make and implement recommendations for the safeguarding, prudent use, and investment of its funds, subject to approval of the Board of Directors.

Section 3. Audit Committee. The Secretary is the Chair of the Audit Committee. The Audit Committee is made up by the Past President, Vice President, Secretary, and 2 members at large. The role of the Audit Committee is to review, oversee, monitor, and advise WIO and outside auditors in conducting audits and preparing financial statements, subject to the ultimate authority of the Board of Directors.

Section 4. Development Committee. The Development Director shall chair the Development Committee, which is composed of selected members of the Board of Directors. An at-large member may be appointed to the Development Committee. The term for the Development Committee members is two years with a potential to renew for an additional two years. This committee shall serve to spearhead the identification and nurturing of relationships with sponsors.

Section 5. Membership Committee. The Membership Director shall chair the Membership Committee. The committee is composed of the Chair and a maximum of ten at-large members. The term for the Membership Committee members is two years with a potential to renew for an additional two years. This committee shall serve to oversee the cultivation of WIO member growth and retention. The Membership Director and her committee members shall also serve to promote and oversee WIO chapters.

Section 6. Program Committee. The Board of Directors shall appoint the Program Committee Chair and the Co-Chair for the Summer Symposium. The Program Committee consists of the Program Committee Chair, Co-Chair, at-large members, and Members-in-Training selected by the Program Committee Chair, Co-Chair, and Vice President. Consultants for this committee include the immediate Past Summer Symposium Chair, Development Director, President, and CEO. The term of the Program Committee members is one year, with a potential to renew for additional one-year term for a maximum of three years . The charge of the committee is to create the Summer Symposium program and oversee its operational continuity.

Section 7. Communications Committee. The Communication Committee shall oversee the social media and public-facing communications of the organization. The committee will ensure that the media content and communications align with the mission of the organization and promotes the organization's goals. The term of the Communications Committee member is two years with a potential to renew for an additional two years.

Section 8. Other Committees. The Board of Directors, with majority approval, shall have the authority to establish and appoint other committees and task forces, in each instance with the composition and responsibility deemed appropriate. The Board of Directors, with majority approval, also has the authority to dissolve and re-organize committees as deemed appropriate.

Section 9. Representatives. The Board of Directors may appoint, or forward nominations to the members for election, any number of representatives from the Association to other societies or organizations as deemed necessary or expedient.

Article X

Contracts, Checks, Bank Accounts, and Investments

Section 1. Checks, Notes, and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized on the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

Section 2. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time according to the rules and conditions of an investment policy duly reviewed and approved annually by the Board of Directors.

Article XI Office and Books

Section 1. Office. The Association shall appoint a registered agent and may establish one or more offices in such places as the Board of Directors may direct and as may be required by law.

Section 2. Books. There shall be kept at the office of the Association correct books, printed or electronic, of account of the activities and transactions of the Association including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, as amended from time to time, and all minutes of meetings of the members and of the Board of Directors.

Section 3. Employees and Other Agents. The Board of Directors may appoint from time to time such other employees and agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, as the Board of Directors in its sole discretion may from time to time determine.

Article XII Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Orders shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Certificate of Incorporation, these Bylaws, or other special rules the Association may adopt.

Article XII Fiscal Year

The fiscal year of the Association shall be January 1 through December 31.

Article XIII Indemnification

The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she or he is, or was, a director, officer, employee, or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Article XIV Non-discrimination Policy

In pursuit of its purposes, the Association shall not discriminate against any person on the basis of age, race, creed, color, natural origin, sexual preference, sex, gender identity, or physical handicap.

Article XV Amendments

Section 1. Amendments. These Bylaws may be altered, amended or repealed in whole or part, by a majority vote of participating voting members provided that such amendments are not inconsistent with any provisions of the Association's Certificate of Incorporation or any provisions set forth in applicable law.

Section 2. Mandatory Amendments. Amendments made obligatory by enactment of law or government regulation shall be considered adopted and part of these Bylaws.

Article XVI Tax Exempt Status

Section 1. Purposes of the Association. The Association has been organized and it shall be operated exclusively for charitable, scientific, and educational purposes. The purposes for which the Association has been organized and shall be operated shall not vary from the purposes stated in the Certificate of Incorporation.

Section 2. Conduct of Officers and the Board. No Officer or member of the Board of Directors shall act in any manner that is inconsistent with or contrary to the purposes of the Association as set forth in the Certificate of Incorporation. Any conduct by any Officer or member of the Board of Directors inconsistent with the tax-exempt purposes for which the Association has been organized and shall be operated shall constitute cause for removal of such Officer or member of the Board of Directors.

Section 3. Dissolution. No member, Director, Officer, or employee shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association, and all such assets shall be distributed to an organization which is tax-exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or as it may be amended in the future.