

**BYLAWS OF THE
ASSOCIATION OF TECHNICAL
PERSONNEL IN OPHTHALMOLOGY, INC.**

ARTICLE I - Name

Bylaw 1. The name of the association shall be the Association of Technical Personnel in Ophthalmology, Inc., hereinafter referred to as "ATPO" or as the "Association."

ARTICLE II - Offices

Bylaw 2.1. Location – The Office of the Association shall be determined by the Board, and may be changed from time to time as required.

Bylaw 2.2. Registration - The Association is a registered 501 (c) (6).

Bylaw 2.3. Seal - The Board of Directors shall provide a suitable Corporate Seal, circular in form, containing the name of the Association (or an abbreviation thereof), and the year of its incorporation. The Secretary shall be the custodian of the Seal. The Seal may be affixed by causing it, or a facsimile thereof, to be impressed, fixed, reproduced, or otherwise. Whenever the Secretary or any other officer of the Association affixes the Seal to a certificate, agreement, document, or other instrument (an "Instrument") executed on behalf of the Association, that shall be an attestation that the signatory (ies) on behalf of the Association are authorized and empowered to execute and deliver the Instrument in the name of and on behalf of the Association, and that the delivery of the Instrument presents an authorized corporate act; the failure to affix the Seal to an Instrument does not affect its validity.

Bylaw 2.4. Fiscal Year - The fiscal year of the Association shall begin the first day of August and end the last day of July in each year.

ARTICLE III - Purpose

Bylaw 3. The purpose of the Association shall be to provide, expand, and support scientific and educational opportunities for allied health personnel in ophthalmology, and to act as an advocate for its members and the profession.

ARTICLE IV - Membership

Bylaw 4.1.a. Membership Category - The Membership category, except for Fellow Members to which an applicant is assigned, shall be determined by the Membership Committee appointed by the President and approved by the Board. In cases in which the determination of membership category is questionable, the Board shall make the determination.

Bylaw 4.1.b. Regular Member - Regular Membership in this Association shall be limited to those individuals who are certified by the Joint Commission on Allied Health Personnel in Ophthalmology (JCAHPO®). Such individuals shall have

the right to vote, to chair committees, and to hold office in the Association.

Bylaw 4.1.c. Associate Members - Associate Members shall be those individuals not certified by JCAHPO, but who are allied health personnel in ophthalmology as attested to by a sponsoring ophthalmologist, by whom the Associate Member must be employed. Associate Members shall have the right to vote, but not to chair committees nor to hold office.

Bylaw 4.1.d. Student Members - Individuals who are currently enrolled in regular academic programs for allied health personnel in ophthalmology (not home study) are eligible for student membership. Student Members shall not have the right to vote, chair committees, or hold office.

Bylaw 4.1.e. Fellow Member - Fellow Membership may be granted to a Regular Member by the Board of Directors (Board). Eligibility for Fellow Membership shall include these requirements: a minimum of 10 years as a Regular Member, a personal record of outstanding contributions to the Association, and such other qualifications as may be determined by the Board. Fellow Members are eligible to vote, to chair committees, and to hold office.

Bylaw 4.1.f. Inactive Members - Inactive Membership in the Association is available to those persons who are presently, or who in the past have been, certified by JCAHPO, but who are currently not working in the field of ophthalmology. Inactive Members shall not have the right to vote, chair committees, or hold office.

Bylaw 4.1.g. Sustaining Members - Sustaining Membership may be granted to those organizations, corporate sponsors, or individuals which/who have supported Association projects during the current fiscal year or which/who have donated funds to the Association's general fund during the current fiscal year. There shall be no voting right, right to chair committees, nor right to hold office. Benefits for Sustaining Members shall be determined by the Board. Membership is renewable annually at the discretion of the Board and consistent with the requirements established by the Board, which may be changed from time to time.

Bylaw 4.1.h. Joint Regular Membership - Joint Regular Membership may be granted to individuals who would benefit from membership in more than one association. From time to time, ATPO may have alliances with other associations with or through which Joint Regular Membership may be offered. Joint Regular Membership, if granted, will remain active only so long as a Joint Regular Member maintains membership in both ATPO and the association(s) with which ATPO has formed an

alliance(s). Such individuals have the right to vote, but only JCAHPO certificants have the right to chair committees, and to hold office.

Bylaw 4.1.i. Group Membership – Individuals who are currently employed in ophthalmology and who share common employers where other ATPO members or other eligible ATPO members are employed may be eligible for group membership. Group members shall have the right to vote, but only JCAHPO certificants have the right to chair committees, and to hold office.

Bylaw 4.2. Dues - Dues shall be payable before the next fiscal year each year. The Treasurer shall notify members one (1) month in arrears, and those whose dues are not paid within one month thereafter shall automatically be dropped from membership in the Association. Fellow Members shall be exempt from the payment of dues, but dues for every other category of membership shall be established by the Board.

Bylaw 4.3. Resignation - Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Bylaw 4.4. Expulsion – Any member may be expelled for adequate reason by a 2/3 vote of the Board of Directors. Failure to pay dues or to meet the criteria of membership is presumed to be adequate reason for expulsion and does not require advanced notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the expulsion in writing or in person to the Board of Directors, and final written notice of the Board’s decision.

Bylaw 4.5. Voting Rights - The right to vote on matters pertaining to the Association is limited to current members in good standing. For this purpose, “good standing” shall be defined as dues-paid membership for a period of not less than 30 days, and not more than one (1) month in arrears in payment of dues.

ARTICLE V - Membership Meetings & Voting

Bylaw 5.1. Annual Meeting - The Annual Meeting of the members shall usually be held in conjunction with the annual meeting of the Joint Commission on Allied Health Personnel in Ophthalmology (JCAHPO) and the American Academy of Ophthalmology (AAO). The purpose for the Annual Meeting shall be to conduct the business of the Association. The Board shall designate the date, time, and place for the Annual Meeting.

Bylaw 5.2. Special Meetings - Special meetings of the members may be called by the President, Secretary, Board of

Directors, or by written request delivered to the President, Secretary, or Board of Directors and signed by at least 20% of the members then in good standing (a “Member Request”). If a meeting is called by Member Request, the Board promptly shall designate the date, time, and place for the special meeting, which shall be held within 60 days after the Member Request has been delivered to the President, Secretary, or the Board of Directors, within the United States, starting at a reasonable time. If the Board fails or is unable to act within 20 days after receipt of a valid Member Request, the President shall fulfill the responsibilities stated in the preceding sentence. A special meeting may be called or requested only for one or more specific purposes and any matter which is reasonably encompassed within one or more of those purposes (as determined by the President or other presiding officer at the meeting) may be considered at the meeting.

Bylaw 5.3. Notice - Written or printed notice stating the place, date, and hour of any meeting of the members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not fewer than 30 days before the date of the meeting, either personally or by mail, private delivery service, electronic mail, facsimile transmission, by or at the direction of the President, the Secretary, or other person authorized to do so by the Board of Directors, to each member entitled to vote at the meeting. If mailed or sent via recognized commercial delivery service, a notice shall be deemed to be delivered when deposited in the United States Mail or with the delivery service addressed to the member at her or his address as it appears on the records of the Association, with postage or delivery fee thereon prepaid. It is the responsibility of each member to keep the Association informed of the member’s current mailing address.

If notice is given by electronic mail or facsimile transmission, such notice shall be deemed to be delivered when sent to the member at her or his electronic mail address or facsimile number, as the case may be, as it appears on the records of the Association. If the member provides her or his electronic mail address and/or facsimile number to the Association, it is the responsibility of the member to inform the Association of any changes in the same.

Bylaw 5.4. Quorum - The members present shall constitute a quorum, provided that this is at least 1/10th of the votes entitled to be cast represented in person or by proxy.

Bylaw 5.5. Voting - A member may vote in person or by a proxy executed in writing by the member or her or his duly authorized attorney-in-fact. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise specifically provided in the proxy. All questions regarding the scope and validity of any written proxy shall be determined by the President, or in the absence of the President, by the Secretary. The Board of Directors may, as

to any meeting, establish a reasonable deadline for receipt of proxies prior to the meeting, in which case proxies which are first submitted after that deadline may be refused.

Voting on any matters, including the election of directors or officers, may be conducted by mail if mail ballot is authorized by the Board of Directors, or in the absence of any direction from the Board of Directors, by the President or Secretary. In such case, the return date for ballots shall not be earlier than 30 days, nor more than 50 days after ballots are mailed or otherwise delivered to members. As to any matter on which voting is by mail, except as otherwise expressly provided in these Bylaws, action on the matter shall be determined by majority vote of all valid and sufficient ballots that are returned by the specified return date. The validity or sufficiency of and any other question concerning any ballot shall be determined by the Board of Directors, or in the absence of determination by the Board of Directors, by the President (or if the President so determines, by the Secretary).

ARTICLE VI - Board of Directors

Bylaw 6.1. Composition - The Board shall be comprised of nine (9) voting directors and one (1) non-voting director as follows:

- (a) So long as in office, ATPO's President, President-Elect, Vice President, Immediate Past President and Treasurer shall be voting directors. Bylaw 6.3, below, provides how these positions are filled, and their terms.
- (b) ATPO's voting members shall elect two additional voting directors, Directors-at-Large, each for two-year terms.
- (c) JCAHPO shall annually appoint one (1) voting director who must be Regular or Fellow Members of ATPO, for one-year terms.
- (d) JCAHPO's President-Elect shall, ex officio, be a voting director.
- (e) JCAHPO's Executive Director shall, ex officio, serve as ATPO's Secretary, and in that capacity shall be the non-voting director.

Subsequent use of "voting directors" refers to directors in categories (a), (b), (c), and (d), above. Rights of JCAHPO to appoint ATPO directors and/or to have any of its Board or administrative officers serve on the Board shall be effective immediately upon approval of these Bylaws. JCAHPO, with written election, may forego rights to appoint ATPO directors and/or to have any of its Board or administrative officers serve on the Board, and in such event the remaining directors shall fill the resulting vacancy(ies) as provided in Bylaw 6.6. Directors in categories (a), (b), and (c), above, must be Regular or Fellow Members of ATPO. If the JCAHPO

President-Elect is not a physician, and if no JCAHPO physician is serving on the ATPO Board, JCAHPO may substitute on the ATPO Board a physician who is a commissioner of JCAHPO, in lieu of the JCAHPO President-Elect.

Bylaw 6.2. Duties of the Board - The Board shall manage the affairs of the Association. The Board shall adopt a budget and authorize such supplementary appropriations as it may deem necessary. The Board shall approve annual member dues and fees. The Board shall have and may exercise all other authority of a board of directors of a District of Columbia nonprofit corporation, under and pursuant to the District of Columbia Nonprofit Corporation Act or other applicable law or rule of law.

Bylaw 6.3. Officers and Directors, Election and Tenure - Officers of the Board shall be as follows:

- (a) The President, who shall serve a one-year term, and then succeed to the position of Immediate Past President.
- (b) The President-Elect, who shall serve a one-year term, and who shall succeed to the Presidency upon expiration of the prior President's term in office or earlier vacancy in the Presidency.
- (c) The Vice President, who shall serve a one-year term, and who shall succeed to the President-Elect upon expiration of the prior President-Elect's term in office or earlier vacancy.
- (d) The Immediate Past President, who shall serve a one-year term.
- (e) The Treasurer, who shall serve a two-year term.
- (f) The Secretary — Executive Director of JCAHPO or JCAHPO staff.
- (g) The Assistant Secretary — The ATPO Manager shall serve as Assistant Secretary, and as such shall fulfill the responsibilities of the Secretary when the Secretary is unable to serve, or if the office of Secretary becomes vacant.

ATPO's voting members shall elect a Vice President annually; and a Treasurer and two Directors-at-Large every two years. The same person may be reelected to the office of Treasurer or as Director-at-Large for up to three (3) consecutive terms, but may not thereafter be reelected to the same office or position for a period of one (1) year. The same term limits shall apply to the director appointed by JCAHPO.

Each officer (other than the Secretary) and the Director-at-Large must be a Regular or Fellow Member of ATPO. The

election of the Vice President, Treasurer, and Director-at-Large shall be conducted by mail in accordance with specific procedures as may from time-to-time be determined by the Board of Directors. The election shall occur annually, and except as otherwise determined by the Board of Directors, such election of Vice President, Treasurer, and the Director-at-Large shall take place each fiscal year following the Board of Directors meeting, with newly elected individuals taking office the first day of the Association's fiscal year, and they shall hold office until the close of that fiscal year or until their successors are elected.

Bylaw 6.4. Meetings - The Board shall hold at least two (2) regular meetings during the calendar year for the transaction of any and all business that comes within its scope. One such meeting shall be held in conjunction with the regular annual meeting of the AAO. Special meetings of the Board may be called as necessary by the President, the Executive Committee, or any nine (9) directors by mailing notice of such special meeting, including notice of the specific proposals to be discussed, considered and acted upon, in writing, to all directors not less than 14 days prior to the meeting. Included with the notice shall be an agenda, which will constitute the only business to be transacted at the meeting. Any director may waive notice of any meeting by signing a written waiver before, during, or after any meeting.

Any or all directors may participate in a meeting of the Board, and any member of a committee of the Board may participate in a meeting of that committee by means of telephone conference or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

A director's (or committee member's) attendance at any meeting shall constitute waiver of notice, the date, time, and place of such meeting, unless the director (or committee member) objects at the commencement of the meeting. A director's (or committee member's) participation in the consideration of a given matter shall constitute waiver of any objection that notice of the meeting did not include the matter as one of the specific proposals to be discussed, unless the director (or committee member) objects at the start of the consideration of the matter.

Bylaw 6.5. Quorum and Voting - Directors representing two-thirds of the Board shall constitute a quorum. At the meetings of the Board, each director, with the exception of the Secretary, is authorized to cast one (1) vote.

Except as provided below or by another express provision of these bylaws or as required by law, the Board shall take action by majority vote of the voting directors who are present at a meeting at which a quorum is present; however, none of the following actions will be taken except upon approval by at least 3/4 of all voting directors on the Board of Directors:

- (a) Any proposal to the members to amend the Articles of Incorporation or Bylaws of the Association;
- (b) Adoption or pursuit of any annual or other periodic capital, operating, or other budget or plan of expenditures for the Association, and any change to or action which is known to be inconsistent with any such budget or plan of expenditures, except only a change which, when aggregated with all prior changes for the same fiscal year, would not exceed total budgeted or planned expenditures;
- (c) Approval of any contract which would exceed more than five (5) years in length and/or would commit the Association to an expenditure of more than \$50,000 (as reasonably foreseeable by the Board of Directors at the commencement of the contract), unless plainly contemplated by a budget or plan that was itself approved by at least 3/4 of the voting directors;
- (d) Any merger, consolidation, or transfer of all or substantially all of the Association's assets; or
- (e) Any liquidation, dissolution, or winding up of the Association.

Bylaw 6.6. Vacancies - With the exception of the Presidency, which shall be assumed by the President-Elect of ATPO, and appointments made by JCAHPO, a vacancy in any other Board position because of death, resignation, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term; provided, however, that a vacancy in a JCAHPO-appointed directorship, whatever the reason for the vacancy, shall be filled by a new JCAHPO appointment (unless JCAHPO, by written election, has foregone the right to make the appointment).

Bylaw 6.7. Removal from the Board - JCAHPO shall be entitled to remove its Executive Director or any JCAHPO appointee from the Board at any time and for any reason or no reason. Otherwise, removal from the Board shall require the affirmative vote of 3/4 of the voting directors, not counting the director(s) whose removal is being considered, provided such action has been included as an agenda item in the call for the meeting during which this action shall be addressed. Removal by vote of 3/4 or more of the voting directors (not counting the director(s) whose removal is being considered) shall pertain to directors other than those appointed by JCAHPO.

Bylaw 6.8. Director's Standard of Conduct - Each director, including any director who is appointed by another organization or group, shall discharge the duties of the position of director in accordance with applicable law and, without limiting the foregoing, in good faith, in a manner the director reasonably believes to be in the best interests of the Association (even though potentially not in the best interests of the organization or group which appointed the

director), and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In discharging the duties of the position of director of this Association, a director shall discharge those duties in accordance with, and be guided by, the Articles of Incorporation of ATPO and these Bylaws as from time to time in effect (including without limitation the statements of purposes, and limitations on purposes and powers of the Association, contained therein), the applicable conflicts of interest policy and other applicable policies of the Association as from time to time in effect, as well as the mission statement and stated organizational goals of the Association as from time to time in effect. The foregoing does not limit or preclude the authority of a director in good faith to propose changes to Articles of Incorporation of ATPO, these Bylaws, any conflicts of interest or other policy, or the mission statement or organizational goals, of the Association.

Bylaw 6.9. Director's Compensation – Directors and Officers do not receive compensation for their services but may be reimbursed for expenses.

ARTICLE VII - Officers and Director-at- Large

Bylaw 7.1. President - The President shall be the Chair of the Board and spokesperson for the Association and shall, in general, supervise and direct all the business and affairs of the Association. The President shall preside at all meetings of the Board and the Executive Committee, appoint committee members and chairs, and perform such other duties as custom and parliamentary considerations may require. The President shall be an ex officio non-voting member on all committees, but retain voting rights on the Board and Executive Committee. The President shall appoint, subject to Board approval, representatives to other organizations, as necessary. The President shall preside at all meetings of the members and the Board.

Bylaw 7.2. President-Elect - The President-Elect shall perform the customary official duties of a President-Elect as directed by the President and the Board, and shall assume all duties of the President if the President is either unable to serve or the office of the President becomes vacant. The President-Elect shall chair the Annual Scientific Session Committee and perform such other duties as may be assigned by the President or by the Board.

Bylaw 7.3. Vice President - The Vice President shall perform the customary duties of Vice President as directed by the President and the Board, and shall assume all duties of the President-Elect if the President-Elect is either unable to serve or the office of President-Elect becomes vacant. The Vice President will serve as a member of the Scientific Session committee and coordinate volunteers for the annual meeting.

Bylaw 7.4. Secretary - The Secretary shall be responsible for the maintenance of complete records of the Association,

including, but not limited to, Board and member meetings. The Secretary shall supervise the official and necessary correspondence of the Association, be responsible for notification of members of the time and place of all meetings, and perform such duties as are required by such an office or as directed by the President or the Board.

Bylaw 7.5. Treasurer - The Treasurer shall be responsible for the collection of dues and assessments and shall be the official custodian of the funds belonging to the Association. The Treasurer shall be responsible for the maintenance of an accurate record of the income and disbursements of such funds, and file reports thereof at such time as the Board makes requests. The Treasurer will submit a certified public accountant's audit or review of the financial records of the Association to the membership and the Board at the Annual Meeting or upon request of the Board of Directors. The Treasurer shall supervise the establishment of such bank accounts as may be necessary; shall, where deemed appropriate by the Board, establish an endowment fund for the deposit of grants, gifts, bequests, or surplus funds of the Association; and shall deposit and disburse the Association's funds in accordance with instructions from the Board.

The signature of the Treasurer, and that of such other person or persons designated by the Board, shall be authorized signatures in handling of such accounts for the Association. The Treasurer shall give such bonds as shall be required by the Board with the cost of said bonds paid by the Association. The Treasurer shall serve as Chair of the Finance Committee.

Bylaw 7.6. Immediate Past President - The Immediate Past President shall serve as Chair of the Nominating Committee, and, in general, perform such other duties as may be assigned by the President or the Board.

Bylaw 7.7. Directors-at-Large - The Directors-at-Large shall perform such duties as may be assigned by the President or the Board.

Bylaw 7.8. Eligibility - Eligibility for office and for Directors-at-Large is limited to Regular and Fellow Members, except that the Secretary need not be a Regular or Fellow Member of ATPO whenever the Executive Director of JCAHPO is serving as the Secretary.

Bylaw 7.9. Vacancies - With the exception of the offices of President, which shall be assumed by the President-Elect of ATPO, and President-Elect which shall be assumed by the Vice President, a vacancy in any other elected position (not including the Secretary) because of death, resignation, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term.

Bylaw 7.10. Removal - Removal from any elected position (not including the Secretary) shall require the affirmative

vote of 3/4 of the voting directors, not counting the person whose removal is being considered, provided such action has been included as an agenda item in the call for the meeting during which this action shall be addressed.

ARTICLE VIII - Executive Director

Bylaw 8. The Board shall, at its discretion, appoint an Executive Director who shall serve ex officio without vote on all Association committees and shall be invited to attend and speak at each meeting of the Board. The position of Executive Director shall not be an officer of the Association nor the Board, although it may be held by someone who is an officer and/or director of the Association. If appointed, the Executive Director shall be the chief administrative officer of the Association and shall administer the day-to-day operation of the Association under Board direction. Furthermore, the Executive Director, if appointed, shall be a non-physician member of JCAHPO's administrative staff.

ARTICLE IX - Committees

Bylaw 9.1. Standing Committees - All members, consultants, and advisors to Standing Committees shall be appointed by the President subject to Board approval. Only Regular and Fellow members may serve as chairs to Standing Committees. Standing Committees shall include the following: Continuing Education; Election; Executive Committee; Finance; Membership; and Nominating Committees. The Board may eliminate one or more Standing Committees, and may create one or more additional Standing Committees; in effect, the Board alone, without need for approval of the Association's members, may effectively override or change any provision of this Article IX, so as to ensure that the Board has sufficient flexibility in responding to management and other needs of the Association, as the same may from time to time arise and change. Consistent with the foregoing, duties for all Standing Committees shall be determined by the Board.

Bylaw 9.2. Executive Committee - The Executive Committee shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, and the Immediate Past President. The Executive Committee shall manage the affairs of the Association between regular and special meetings of the Board. It shall meet as necessary at the call of the President or a majority of its members. A majority of members, but no fewer than four (4) voting director members of the Executive Committee shall constitute a quorum. The Executive Committee shall not take any action with respect to any matters specified under Bylaw 6.5 a, b, c, d, or e. Notice, waiver of notice, and votes by telephone/electronic media shall be in conformity with those requirements specified for the Board in Bylaw 6.4.

Bylaw 9.3. Nominating Committee - The Nominating Committee shall consist of five (5) members: the Immediate Past President, who shall serve as chair, one (1) Fellow

member, one (1) regular member, one (1) past board member, and the current President. This Committee shall meet immediately following the Annual Meeting, and, if necessary, on subsequent occasions at the call of the Chair. This committee's function is to nominate candidates for office and for Directors-at-Large.

Bylaw 9.4. Election Committee - An Election Committee and its Chair (Chair of the Tellers) shall be appointed by the President, subject to Board approval. It shall conduct and supervise elections.

Bylaw 9.5. Continuing Education Committee - A Continuing Education Committee and its Chair shall be appointed by the President, subject to Board approval. This Committee shall organize and conduct Regional Continuing Education Programs (workshops) and such other continuing education programs as may be held from time to time throughout the year at the discretion of the Board.

Bylaw 9.6. Annual Scientific Session Committee. The primary function of the committee shall be to organize and conduct the Annual Scientific Session, which is usually held in conjunction with ATPO's Annual Meeting. The President-Elect shall chair the Annual Scientific Session Committee, with the President and Vice President serving as members.

Bylaw 9.7. Membership Committee - The President, subject to Board approval, shall appoint a Membership Committee and its Chair. The primary function of the committee shall be to attract new members into the Association. It shall also be responsible for determining membership categories as discussed in Article IV, above.

Bylaw 9.8. Finance Committee - The Finance Committee shall supervise fundraising and the collection and disbursement of the funds of the Association. All requests for special funds shall be submitted to the Board through the Finance Committee. This committee and the Treasurer, who shall serve as chair of the committee, shall prepare a budget each year for adoption by the Board. The Finance Committee shall be responsible for developing the financial structure of the Association, monitoring its financial status, and planning for reserve funds.

Bylaw 9.9. Special Committee - The President, subject to Board approval, may appoint special committees (ad hoc committees). Special committees shall function within the charge to the committee. Any member in good standing may serve on special committees, but chairs may only be held by Regular and Fellow Members. Special committees may be reappointed at the Annual Meeting. Except as otherwise determined by the Board, each special committee shall be discharged upon completion of its work and receipt of its final report or upon completion of the

term of office for the appointing President, whichever occurs first.

Bylaw 9.10. *Special Appointment* - From time to time, the President shall make special appointments, subject to Board approval, to serve as representatives to other organizations as necessary, e.g., representatives to JCAHPO and COA-OMP. Such appointments shall be made to fulfill the position as necessary. In the event of multiple appointments to the same organization, in no case shall all individuals be replaced during the same year.

ARTICLE X - *Indemnification*

Bylaw 10. The Association shall provide for the indemnification of all current and former officers, directors, and committee members to the full extent permitted by the District of Columbia Non-Profit Corporation Act, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

ARTICLE XI - *Parliamentary Authority*

Bylaw 11.1. *Governance of Meetings* - Where not in conflict with law, the Articles of Incorporation, these Bylaws, or Standing and Procedural Rules and Resolutions adopted by the Association, the parliamentary rules and procedures contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of the members of the Association. The President or other presiding officer at any meeting of the Board or committee shall determine questions of procedure; normally, to the extent the presiding officer deems practicable, procedures should be consistent with historic practices and procedures of such body, or in the absence of any historic practice as to a particular point, by the parliamentary rules and procedures contained in the current edition of Robert's Rules of Order, Newly Revised.

Bylaw 11.2. *Parliamentarian* - At the discretion of the President, a Parliamentarian may be appointed to determine questions of parliamentary procedure at any meeting.

Bylaw 11.3. *Procedural Rules and Administrative Guideline*
The Board of Directors and all committees of the Association may adopt special or standing and procedural rules, administrative guidelines, and resolutions as may be necessary to implement the purposes set forth in the Articles of Incorporation and Bylaws of the Association. Such rules, guidelines, and resolutions may be adopted by a majority vote of the Board of Directors without previous notice, and they may be suspended, amended, or rescinded in the same manner.

ARTICLE XII - *Amendments*

Bylaw 12. All Amendments to these Bylaws shall be approved by 3/4 or more of the voting directors prior to submitting such Amendments to the membership for vote.

Amendments to these Bylaws shall be voted upon by at least 1/10 of the membership in either of the following two ways: 1) by mail vote, provided that at least 30 days are given to return the ballot; 2/3 of the votes returned by the membership shall be required to amend these Bylaws; and 2) at any regular or special meeting of the membership, provided that a 30-day notice has been given that such action will be taken; 2/3 of those members present and voting shall be required to amend these Bylaws.

ARTICLE XIII - *Dissolution*

Bylaw 13. Upon dissolution, the balance of any assets or property of the Association which remains after all debts or obligations are paid, will be distributed to an organization of its choice with similar purpose and activities that is registered as a 501 (c) (6) or 501 (c) (3).