

Bylaws
of
AMERICAN SOCIETY OF CATARACT AND REFRACTIVE SURGERY
a California Nonprofit Mutual Benefit Corporation

ARTICLE I

Name

Section 1.01 The name of this corporation is American Society of Cataract and Refractive Surgery.

ARTICLE II

Offices

Section 2.01 The principal office for the transaction of the activities, affairs, and business of the corporation may be located within or outside the State of California as determined by the Executive Committee ("EC").

ARTICLE III

Purposes

Section 3.01 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Mutual Benefit Law.

Section 3.02 The specific purpose of this corporation is to advance, benefit, and clarify the medical field of ophthalmology.

ARTICLE IV

Members

Section 4.01 This corporation shall have (6) classes of members, designated as follows: Regular Member, Military Member, Honorary Member, Resident and Fellow Member and Member Emeritus.

Section 4.02 **REGULAR MEMBER.** Any physician who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or Doctor of Philosophy who holds a valid and unrestricted license to practice medicine, and who is primarily engaged in the practice of ophthalmology, is eligible to become a Regular Member of this corporation.

Regular Members shall be entitled to vote and hold offices. Regular Members shall pay dues as determined by the Executive Committee.

Section 4.03 MILITARY MEMBER. Any ophthalmologist who satisfies the requirements for Regular Membership and is on active service with any of the Armed Forces of the United States or the United States Coast Guard may elect to become a Military Member.

A Military Member is entitled to all privileges of membership, including the right to vote and hold office. A Military Member shall pay one-half the dues of a Regular Member.

Section 4.04 HONORARY MEMBER. An Honorary Member is any person eligible for Regular Membership who has singularly aided the progress of anterior segment surgery, and who has been designated as such by majority vote of the Executive Committee.

An Honorary Member is entitled to all privileges of membership, but shall pay no dues or assessments, and may not vote or hold office.

Section 4.05 RESIDENT AND FELLOW MEMBERS. Those persons engaged full-time in an approved ophthalmology program and certified by their Chief of Service shall be eligible for membership at a dues rate set by the Executive Committee. Resident and Fellow Members are entitled to all privileges of membership.

Section 4.06 MEMBER EMERITUS. A Member Emeritus is any member who retires from active practice of medicine, but wishes to maintain his or her membership in this corporation.

A Member Emeritus shall pay discounted annual dues and will be required to pay registration fees for events sponsored by this corporation, including the annual symposium. A Member Emeritus is entitled to all privileges of Regular Membership except that of holding office or being a member of the Executive Committee.

Section 4.07 DUES AND FEES. The Executive Committee grants the Executive Director the responsibility of setting dues in accordance with the budget process.

Section 4.08 TERMINATION OF MEMBERSHIP. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a member, on reasonable notice to the corporation;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Executive Committee;
- (c) Failure of a member to pay dues or assessments as set by the Executive Committee as provided in Section 4.07;

(d) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;

(e) Expulsion or suspension of the member, based on the good faith determination by the Executive Committee, or a committee authorized by the Executive Committee to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct which is deemed immoral, dishonorable, or unprofessional which materially and seriously prejudices the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

ARTICLE V

Meetings and Scientific Programs

Section 5.01 ANNUAL MEETING. This corporation shall hold an Annual Meeting once each calendar year at such time and place as the Executive Committee may designate. At such meeting, members of the Executive Committee shall be nominated by the current members of the Executive Committee. At every other Annual Meeting officers shall be nominated for their designated one-year term. Scientific papers shall be presented at each annual meeting during a scientific session. At least ninety (90) days notice of the time and place of the Annual Meeting shall be given to all members.

Section 5.02 SPECIAL MEETINGS. Special meetings of members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Executive Committee. At least thirty-five (35) days written notice of the time, place and purpose of any special business meeting or special scientific meeting shall be given to all members. No business may be transacted in any special meeting other than that specified in the notice thereof.

Section 5.03 NOTICE REQUIREMENTS. Notice of any members meeting shall be given, in accordance with Section 5.04 of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Executive Committee, at the time notice is given, intends to present for action by the members, but except as provided in section 5.05 of these bylaws, any proper matter may be presented at the meeting.

Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(a) Removing a director without cause;

(b) Filling vacancies on the Executive Committee;

(c) Amending the Articles of Incorporation;

(d) Approving a contract or transaction between the corporation and one or more members of the Executive Committee, or between the corporation and any entity in which a member of the Executive Committee has a material financial interest;

(e) Electing to wind up and dissolve the corporation; or

(f) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.

Section 5.04 MANNER OF GIVING NOTICE. Notice of any meeting of members shall be given either personally or by first-class, registered, certified mail, electronic, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for the purposes notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 5.05 QUORUM. Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members; provided however, that if any regular or annual meeting is actually attended by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 5.03 of these bylaws.

Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5.06 ADJOURNED MEETINGS AND NOTICE THEREOF. Any members meeting, annual or special, may be adjourned from time to time by the vote of a majority of the members present in person. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 5.07 ENTRY OF NOTICE. Whenever any member entitled to vote has been absent from any meeting of members, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be presumptive evidence that due notice of such meeting was given to such members, as required by law and the bylaws of the corporation.

Section 5.08 VOTING. Every Voting Member shall have one vote and may cast such vote in person, when applicable, at all meetings of this corporation.

Section 5.9 ACTION WITHOUT MEETING. Any action that may be taken at any meeting of members may be taken without a meeting according to policies established by the EC.

Section 5.10 NOMINATIONS BY MEMBERS TO EXECUTIVE COMMITTEE. Members representing two percent (2%) of the voting power may nominate officers or candidates for the Executive Committee by a petition, signed by those members within eleven (11) months preceding the next time members of the Executive Committee are to be elected, and delivered to an officer of the corporation. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of other candidates. If there is a meeting of members to elect members to the Executive Committee, any member present at the meeting in person may place names in nomination. If no nominations are submitted by the members, the Executive Committee shall act as the nominating committee for officers or other members of the Executive Committee.

Section 5.11 ELECTION OF EXECUTIVE COMMITTEE AND OFFICERS. Members of the Executive Committee and officers shall be elected by members entitled to vote.

ARTICLE VI

Executive Committee

GOVERNING BODY OF CORPORATION. The governing body of this corporation is the Executive Committee. The Executive Committee ("EC") is the Board of Directors of the corporation, and subject to the limitations of the Articles of Incorporation, of the bylaws and the laws of the State of California as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the EC.

Section 6.01 NUMBER AND QUALIFICATION OF EC MEMBERS. There shall be a maximum of fifteen members of the EC. Five (5) members shall be elected for one (1) term. Election shall be as provided in Section 5.11. If, however, members of the EC are not elected as provided in section 5.11, they may be elected at any special

meeting of this corporation called for that purpose. The quorum for the nomination of members of the EC shall be five percent (5%) of the voting power of the corporation; and five percent (5%) of the voting power shall be required to elect officers or members of the EC. No person may be elected in this manner as a member of the EC for more than five (5) successive terms.

All elected members of the EC shall hold office at the pleasure of the members of this corporation or until their respective successors are elected and have qualified.

The five (5) elected officers of this corporation shall be members of the EC during their term of office. The immediate Past President shall be a voting member of the EC. When a new President is elected, his predecessor shall become the Immediate Past President; the person who had been Immediate Past President shall become the Past President. The Past President will remain on the Executive Committee for two, one-year terms after leaving the office of the President.

A majority of the members of this corporation may, at any time, either at a regular or special meeting called for that purpose, remove any elected EC member and elect his or her successor, provided that no elected EC member may be removed (unless the entire EC is removed) when the votes cast against removal would be sufficient to elect such EC member if voted at an election at which the same total number of votes were cast.

Section 6.02 VACANCIES. A vacancy on the EC of any office may be declared by the EC in either of the following cases: (1) a member has been declared of unsound mind by court order, or convicted of a felony; (2) a member is no longer a member of the corporation; (3) a member dies; or (4) a member resigns.

Vacancies in the elected membership of the EC or in an office shall be filled by the Voting Members as provided for in these Bylaws. Provided however, the EC may fill a vacancy in an office as provided in Section 7.10.

Section 6.03 REGULAR MEETINGS. A regular meeting of the EC shall be held concurrently with the Annual Meeting of the members. The precise time and location of each such meeting shall be determined by the President.

Section 6.04 OTHER REGULAR MEETINGS. Regular meetings of the EC shall be held at such time as shall from time to time be determined by the EC. Such regular meetings may be held without notice provided the notice of any change in the determination of the time of such meeting shall be sent to all of the EC members. Notice of a change in the determination of the time shall be given to each EC member in the same manner as for special meetings of the EC.

Section 6.05 SPECIAL MEETINGS. Special meetings of the EC shall be called by the President, or by any five members of the EC.

Section 6.06 NOTICE OF ADJOURNMENT. Notice of the time and place of holding of any adjourned meeting need not be given to absent EC members if the time and place be fixed at the meeting adjournment.

Section 6.07 ENTRY OF NOTICE. Whenever any EC member has been absent from any special meeting of the EC, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such EC member, as required by law and the bylaws of the corporation.

Sections 6.08 WAIVER OF NOTICE. The transactions of any meeting of the EC, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the EC members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.09 QUORUM. A majority of the authorized number of the EC members shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the EC members present at a meeting duly held at which a quorum is present shall be regarded as the act of the EC unless a greater number be required by law by the articles of incorporation.

Section 6.10 ADJOURNMENT. A quorum of the EC of the members may adjourn any EC meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum, a majority of the EC members present at any EC meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the EC.

Section 6.11 ACTION WITHOUT MEETING—WRITTEN CONSENT. Any action required or permitted to be taken by the EC may be taken without a meeting if all members of the EC shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the EC. Such written consent or consents shall be filed with the minutes of the proceedings of the EC.

Section 6.12 MEETINGS BY TELEPHONE. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

ARTICLE VII

Officers

Section 7.01 OFFICERS. The officers of this corporation shall be the President, Vice President-President Elect, Secretary, Treasurer and the Immediate Past President. No person may be elected an officer of this corporation for more than five (5) successive one-year terms. No person may be elected to the same office for more than two successive terms. The Program Chairman, Editor of the Journal and monthly newsmagazine, and Director of Government Relations are considered voting members of the Executive Committee.

Section 7.02 PRESIDENT. The President shall preside at meetings of this corporation. He may appoint ad hoc (special) committee and representatives of this corporation to other professional and governmental organizations.

Section 7.03 VICE PRESIDENT-PRESIDENT ELECT. The Vice President-President Elect shall perform the duties of the President in the President's absence. The Vice President is the President Elect.

Section 7.04 SECRETARY. The Secretary shall keep or cause to be kept, all corporation records at the corporation's principal office or such other place and perform other such duties as the board may direct.

Section 7.05 TREASURER. The Treasurer, with the approval of the Executive Committee, shall arrange with a bank or trust company for the safe custody of monies and investments of the corporation. He shall so keep the books of this corporation that a quarterly statement can be sent to each member of the EC. If requested by the EC, he shall provide a suitable fidelity bond, at a cost to be borne by this corporation.

Section 7.06 IMMEDIATE PAST PRESIDENT. The Immediate Past President is that member of this corporation who last held (but no longer holds) the office of President.

Section 7.07 ELECTION. The President, Vice President-President Elect, Secretary and Treasurer shall be elected annually by the members as provided in section 5.11. The Vice President-President Elect shall automatically become the President unless another person is nominated for President as provided in Section 5.10.

Section 7.08 SUBORDINATE OFFICERS. The EC may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the EC may from time to time determine.

Section 7.09 REMOVAL AND RESIGNATION. Any officer may be removed with cause at any time by a majority of the members of the EC at a regular meeting or special meeting of the EC.

Any officer may resign at any time by giving written notice to the EC, to the President or to the Secretary of the corporation. Any such resignation shall take effect as of the date of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.10 VACANCIES. A vacancy in an office pursuant to Section 6.02 above may be filled by the EC at any regular meeting of the EC. Vacancies in the office of Past President shall be filled from among the members of this corporation who have previously held the office of President.

ARTICLE VIII

Committees

Section 8.01 Special and standing committees shall be established by the Executive Committee as it may deem necessary. To further the work of this corporation, in addition the President may establish special and standing committees pursuant to Section 7.

Section 8.02 CLINICAL\COORDINATING COMMITTEES ("CCs"). Clinical Committees shall be established on the approval of the Executive Committee. CCs are responsible for keeping the Executive Committee and the entire membership up to date with regard to their specific clinical areas of interest. Each CC shall be made up of no more than eight (8) members and one chairman. Terms of the chairman and members of CCs shall be determined by the CC with the approval of the Executive Committee. CC participants in a CC is determined by the chairman with the approval of the Executive Committee.

ARTICLE IX

Parliamentary Authority

Section 9.01 The rules set forth in the latest edition of Robert's Rules of Order Newly Revised shall govern this corporation in all cases to which they apply, in which they are not inconsistent with these bylaws, the articles of incorporation of applicable law.

ARTICLE X

Amendment of Bylaws

Section 10.01 Subject to the rights of members under Section 10.02 of these bylaws, the Executive Committee may adopt, amend or repeal bylaws unless the action would:

- (a) Materially and adversely affect the members rights as to voting, dissolution, redemption, or transfer;
- (b) Increase or decrease the number of members authorized in total or for any class;
- (c) Effect an exchange, reclassification, or cancellation of all or part of the membership; or
- (d) Increase or extend the term of Executive Committee members;
- (e) Allow any Executive Committee member to hold office by designation or selection rather than by election by a member or members;
- (f) Repeal, restrict, create, expand or otherwise change proxy rights; or
- (g) Authorize cumulative voting.

Section 10.02 The Executive Committee may not, without the approval of the members, specify or change any bylaw provision that would:

- (a) Fix or change the authorized number of EC members;
- (b) Fix or change the minimum or maximum number of EC members;
- (c) Change from a fixed number of EC members to a variable number of EC members or vice versa;
- (d) Increase or extend the term of EC members;
- (e) Allow any EC member to hold office by designation or selection rather than by election by a member or members;
- (f) Increase the quorum for members meetings;
- (g) Repeal, restrict, create, expand or otherwise change proxy rights; or
- (h) Authorize cumulative voting.

Section 10.03 New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members, provided however, that any such adoption, amendment or repeal also requires approval by the members of a class if that action would:

- (1) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption or transfer in a manner different than the action affects another class;
- (2) Materially and adversely affect that class as to rights, privileges, preferences, restrictions, or conditions of another class;
- (3) Increase or decrease the number of memberships authorized for that class;
- (4) Increase the number of memberships authorized for another class;
- (5) Effect an exchange, reclassification or cancellation of all or part of the memberships of that class; or
- (6) Authorize a new class of membership.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended or repealed except by vote of that greater number. No amendment may extend an Executive Committee member's term beyond that for which the Executive Committee member was elected. Any provision of these bylaws providing for the designation or selection, rather than election, of any Executive Committee member may be adopted, amended or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

ARTICLE XI

Miscellaneous

Section 11.01 INSPECTION OF CORPORATE RECORDS. The articles of incorporation, bylaws, membership register, books of account, minutes of proceedings of the members and EC shall be maintained at the corporation's principal office and shall be open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to his interests as a member.