

BYLAWS OF ORANGE COUNTY SOCIETY OF OPHTHALMOLOGY

AN UNINCORPORATED ASSOCIATION

ARTICLE I. OFFICES

Principal Office

Section 1.01. The principal office of the Society for its transaction of business is located at the Orange County Medical Association offices.

Change of Address

Section 1.02 The Board of Directors is hereby granted full power and authority to change the principal office of the Society from one location to another in California. Any such change shall be noted by the secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification of Members

Section 2.01. The Society shall have four classes of members known as Provisional Members, Active Members, Inactive Members and Emeritus Members.

Qualifications and Eligibility for Membership

Section 2.02. Any person is eligible to be a member of the society, provided that the following qualifications are met:

Active Members

(a) To be eligible for election to active membership an applicant must hold the degree of Doctor of Medicine issued by an institution of learning accredited at the time of the issuance of such degree by the Board of Medical Examiners, the Board of Medical Quality Assurance or the Medical Board of California. The applicant must hold an unrevoked and unsuspended license to practice medicine and surgery issued by the Medical Board of California which certificate must have been recorded in the office of the county clerk in the county in which the applicant practices. The applicant must be certified by the American Board of Ophthalmology or by one of the member boards of the American Board of Medical Specialties with approval by the Board of Directors. The applicant must be of good moral and professional character as determined by the Board. Active members must pay dues as required by section 2.05 of these Bylaws. Only Active Members are entitled to vote on matters brought before the membership as set forth in section 3.07 of these Bylaws.

Inactive Members

(b) An active member who meets all the requirements of section 2.02(a) of these Bylaws shall be reclassified as an inactive member for failure to pay dues as provided in section 2.05 for failure to pay assessments as approved in accordance with section 2.06. The procedures for reclassification are set forth in section 2.11(c) of these Bylaws.

Emeritus Members

(c) The Board of Directors, on recommendation of the Executive Committee, may grant emeritus membership to those active members who have ceased the practice of medicine to the extent and for

reasons satisfactory to the Executive Committee. Those members who have been active members of the Society for a total of five years prior thereto, and who have paid dues for the current or immediately preceding year and those retired physicians certified by the American Board of Ophthalmology who have moved to California and who have been active members of another association may be eligible for classification as Emeritus Members. Emeritus membership shall endure as long as the emeritus members does not engage in full-time practice of medicine. Resumption of the full-time practice of medicine shall automatically reclassify such emeritus member to that of active membership status. Emeritus Members must pay dues as required by section 2.05 of these Bylaws.

Provisional Members

(d) The Board of Directors, on recommendation of the Executive Committee, may grant provisional status to physicians who are Board-eligible at the time of application.

[To be eligible for election to Provisional Membership an applicant must meet the same requirements as an Active Member with the exception of board certification. If at the end of three years of Provisional Membership the member has not attained Certification by the American Board of Ophthalmology, then the membership is automatically terminated. Upon becoming board certified, the Provisional Member would automatically become an Active Member of the Society.] – inserted from 2009 amendment

Waiver of Qualifications

(d) The stipulations regarding membership qualifications for the three classes of members may be waived on an individual basis at the discretion of the Board of Directors.

Admission to Membership

Section 2.03(a). Any person qualified and eligible for membership under Section 2.02 of these Bylaws shall submit an application to the Membership Committee in writing on such form as may be developed by the Society, and signed by at least two (2) peer references familiar with the applicant's professional competence and ethical character. The applicant shall bear the burden of providing the information required by the Society in order to evaluate his or her qualifications. He or she shall be admitted to membership only after being nominated by the Membership committee and voted on by the Board of Directors.

(b) The application shall contain a brief professional biographical sketch describing the applicant's qualifications as are set forth in section 2.02(a) . The application shall be accompanied by two letters of recommendation, proof of training, and such other information which the Membership Committee or the Board of Directors shall require. The procedures for consideration of applications shall be adopted by the Membership Committee and ratified by the Board of Directors.

(c) The applications for membership in the Society shall be submitted for review to the Membership Committee or such other committee designated by the Board.

(1) After reviewing the applications and after a request for additional information, if any, the Membership Committee shall make a recommendation to the Board, either approving or disapproving the applicant for membership in the Society.

(A) The Board shall review the application, along with the recommendation from the Membership Committee, and after a request for additional information, if any, the Board shall make a tentative decision to approve or reject the application.

(B) The Board shall communicate a tentative decision to approve the application either in writing or orally to the two proposers and to the applicant.

(C) The Board shall communicate a tentative decision to reject the application in writing to the two proposers and to the applicant.

(2) The applicant or one or both of the proposers shall be offered the opportunity to respond in writing within 15 days of the notice of the Board's tentative decision stating the reasons why the Board's tentative decision should be changed. The Board, in its sole discretion, may provide opportunity for a personal appearance by the applicant before the Board or Committee of the Board. If the opportunity for a personal appearance is granted, a record of the appearance and proceedings shall be kept by a reporter at the expense of the applicant.

(3) Following the receipt of written appeal and personal appearance, if any, the Board shall make a final decision within 30 days whether to approve or reject the applicant for Membership in the Society. The decision shall be final and shall be communicated in writing to the applicant and the two proposers.

Application Fee

Section 2.04. There shall be no fee for making application for membership in the Society.

Dues

Section 2.05. The annual dues payable to the Society by members shall be in such amounts as shall be determined by resolution of the Board of Directors for each classification of membership. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues. Any dues previously paid shall be nonrefundable at such time a member resigns from membership.

Assessments

Section 2.06. Only Active Memberships shall be assessable, provided that a written notice of the amount and purpose of each assessment shall have been read at a regular meeting which has been noticed and called and at which a quorum is present. A special assessment must be approved by at least two-thirds of the members present at a regular or special meeting constituting a quorum. The approved assessment when approved shall be entered in the minutes of the Association.

Number of Members

Section 2.07. There shall be no limit on the number of members the Society may admit.

Membership Book

Section 2.08. The Society shall keep in written form a membership record containing the name, address, and classification of each member. The record shall also contain the fact of termination and the date on which such membership ceased. Such record shall be kept at the principal office of the Society and/or on the society website and shall be open to inspection by the members. The membership list shall not be used directly or indirectly by the members for commercial purposes.

Non-liability of Members

Section 2.09. A member of the Society shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Society.

Transferability of Membership

Section 2.10. Neither the membership in the Society nor any rights in the membership may be transferred for value or otherwise.

Termination of Membership

Causes

Section 2.11. (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member with notice as prescribed by Section 2.11(b) of these Bylaws;
- (2) The death of a member;
- (3) The nonpayment of dues or assessments subject to the limitations set forth in Section 2.11(c) of these Bylaws;
- (4) The termination of a member after proceedings in accordance with Section 7.02 of these Bylaws.

Resignation by Giving Notice

(b) The membership of any member of the Society shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the society personally or deposited in United States first-class mail, postage prepaid.

Nonpayment of Dues and Assessments

(c) The membership of any member who fails to pay his or her dues and/or assessments when due and within ninety (90) days thereafter shall automatically be reclassified as an inactive member at the end of such 90-day period. Written notice shall be provided to such inactive members. The member who fails to pay his or her dues and/or assessments may request a hearing in accordance with Section 7.02. An inactive member who continues to meet all qualifications for active membership may be reinstated to such membership upon payment of any dues and/or assessments in arrears plus interest.

Termination after Reclassification

(d) The membership of any active member who has been reclassified as an inactive member in accordance with the procedure set forth in section 2.11(c) of these Bylaws shall terminate two years after the anniversary of the nonpayment of dues and/or assessments. The inactive member whose membership has been terminated must re-apply in order to regain active membership status.

Effect of Reclassification and Termination

(e) All rights of a member in the Society shall cease on termination of such member's membership. Reclassification or termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. The Society shall retain the right to enforce any such obligation or obtain damages for its breach.

Discipline of Members

(f) Any member may be disciplined or expelled as provided in Article VII of these Bylaws.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at such location as may be designated from time to time by resolution of the Board of Directors.

Regular Meetings

Section 3.02. The members shall meet annually for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.02 of these Bylaws and shall hold at least three regular meetings per year in addition to the annual meeting. If the election of Directors shall not occur at any such meeting of the members, or without a meeting by written ballot, the Board shall, or five (5) percent of the members may cause, the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Special Meetings

Section 3.03. Special meetings of members shall be called by the President of the Society and held at such place as is fixed in Section 3.01 of these Bylaws for regular meetings of members. Five (5) percent or more of the members of the Society may call special meetings for any lawful purpose.

Quorum

Section 3.04. A quorum at any meeting of active members shall consist of a majority of the voting power, represented in person or by proxy. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made.

Loss of Quorum

Section 3.05. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.06. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.05 of these Bylaws.

Voting of Membership

Entitlement

Section 3.07.(a) Except as provided in Section 3.10(e) of these Bylaws authorizing cumulative voting at the election of Directors, each Active Member is entitled to one vote on each matter submitted to a vote of the members. Inactive Members and Emeritus Members shall not be entitled to vote on any matter submitted to a vote of the members.

Proxy Voting

(b) Active members entitled to vote, as set forth in Section 3.07(a) of these Bylaws, shall have the right to vote either in person or by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Society, except as otherwise expressly provided in the Constitution of this Society or in these Bylaws, provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. The maximum term of any proxy shall be three (3) years from the date of its execution. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto.

Conduct of Meetings

Chairman

Section 3.08 (a) The President of the Society or, in his or her absence, the Vice-president or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Society shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Rules of Order

(c) The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Constitution of this Society, or the law.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Society shall have six (6) Directors. The Directors shall consist of the President, Immediate Past President, Vice President, Secretary/Treasurer, Program Chairman and Membership Chair.

Terms of Office

Section 4.02. The initial Board of Directors shall serve two-year terms. Each succeeding Director shall hold office for two- year terms as prescribed by Section 3.02 of these Bylaws, except that the Director elected as the Vice President shall be elected to a six-year term, automatically succeeding to the office of the President in the third year and to the office of the Immediate Past President in the fifth year. A Director shall hold office until his or her removal at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws or until his or her successor is elected and qualifies.

Nomination

Section 4.03. Any active member may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 4.04. The Directors shall be elected every two years at an annual meeting as prescribed by Section 3.02 of these Bylaws or by written ballot. A majority of the votes cast shall be necessary to elect any active member nominated for one of the Director offices. In case no nominee receives a majority vote on the first ballot, the nominee with the lowest number of votes shall be dropped and a new ballot taken. Directors shall not be eligible for reelection and may not serve for more than one two-year term, except the Director elected to serve as Vice-President who may serve three consecutive two-year terms but no more.

Compensation

Section 4.05. The Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

Meetings

Call of Regular Meetings

Section 4.06. (a) Regular Meetings of the Board may be called by the President or the Vice-President or the Secretary or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

Time of Regular Meetings

(c) Regular meetings of the Board shall be held, without call or notice, three times per year.

An annual meeting shall be held immediately following each annual meeting of the members of the Society as set forth in Section 3.02 of these Bylaws.

Special Meetings

(d) Special meetings of the Board may be called by the President or the Vice-President or the Secretary or any two (2) Directors.

Quorum

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

(f) Except as otherwise provided in the Constitution, in these Bylaws, or by law, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

Action Without Meeting

Section 4.07. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such

written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Resignation of Director

Section 4.08. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Society, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies on the Board

Causes

Section 4.09. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of authorized Directors is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Constitution or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.08 of these Bylaws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

Filling Vacancies by Members

(c) Vacancies created by removal of Directors shall be filled only by the approval of the members. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Removal of Directors

Section 4.10. Removal of a director shall be initiated by the Board by a majority vote of the directors or by written petition signed by 20% of the active members. Removal of a director shall require a two-thirds vote of the active members.

No cause shall be required for removal.

Committees

Section 4.11. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the Constitution also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board or in any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) With respect to any assets held in charitable trust, the approval of any self-dealing transaction.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated as Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted.

In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meeting and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Society shall be a President, an Immediate Past President, a Vice President, a Secretary/Treasurer, Program Chairman and a Membership Chair and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments. No offices may be held by the same person at the same time.

Appointment and Resignation

Section 5.02. The officers shall be elected in accordance with Article IV and shall hold their respective office until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Any officer may resign at any time on written notice to the President, the Secretary or the Board of Directors of the Society.

Vacancies

Section 5.03 A vacancy in any office because of death, resignation, removal disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

President

Section 5.04 The President is the general manager and chief executive officer of the society and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the society. The President shall preside at all meetings of the Board. In the absence of the President, the President-elect shall preside at the meetings of the Board. The President has the general powers and the duties of management usually vested in the office of president and general manager of an unincorporated association and such other powers and duties as may be prescribed by the Board.

Vice President

Section 5.05. In the absence or disability of the President, the Vice President, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by Board. At the conclusion of the annual meeting of the active members, the Vice-President shall assume the office of the President, and serve as such for the term of two years thereafter, or until a successor assumes office .

Immediate Past President

Section 5.06 At the conclusion of the annual meeting of the active members, the President shall assume the office of the Immediate Past President, and serve as such for the term of two years thereafter, or until a successor assumes office. The Immediate Past President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

Secretary/Treasurer

Section 5.07 The Secretary/Treasurer shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary/Treasurer shall keep, or cause to be kept, at the principal office in the State of California the original copy of the society's Constitution and Bylaws, as amended to date.

The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Secretary/Treasurer of the society shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the society. The books of account shall at all times be open to inspection by any director.

The Secretary/Treasurer shall deposit all moneys and other valuables in the name and to the credit of the society with such depositories as may be designated by the Board. The secretary/treasurer shall disburse the funds of the society as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as secretary/treasurer and of the financial condition of the society, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Program Chairman

Section 5.08. The Program Chairman of the society shall be responsible for the design, implementation and organization of the society's educational programs, community out-reach programs, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Membership Chair

Section 5.09. The Membership Chair shall keep or cause to be kept at the principal office the names of all active members of the society. The Membership Chair shall solicit new members to the society from eligible ophthalmologists in the community. The Membership Chair shall review all applications for membership to the society and present said application to the board or membership committee.

ARTICLE VI. AMENDMENTS

Section 6.01. These Bylaws may be amended or repealed either by the affirmative vote of two-thirds of the members or by the affirmative vote of the Board and placed on the agenda of the next regular meeting of the members; provided, however, a bylaw specifying or changing a fixed number of directors of the maximum or minimum number or changing from a fixed to a variable number of directors or vice versa may be adopted only by the affirmative vote of two-thirds of the members, and a bylaw reducing the fixed number or the minimum number of directors to number less than five shall be subject to the provisions of the Constitution.

Notice of the meeting to amend the Bylaws, including the proposed amendment, which must be approved by the members, shall be mailed at least fifteen (15) days prior to the meeting.

ARTICLE VII. DISCIPLINARY PROCEDURE

Grounds for Discipline

Section 7.01. The following shall constitute grounds for the discipline of a member:

- (a) The revocation or suspension of a member's license to practice medicine;
- (b) The conviction of any member of a criminal offense involving moral turpitude; or
- (c) The determination by this Society that a member has exhibited acts, demeanor or conduct which is:
(1) unethical; (2) contrary to the Bylaws of this Society; or (3) below applicable professional standards.

Section 7.02. The procedure to be followed by the Society with respect to censure, probation, suspension or expulsion of a member shall be as follows:

- (1) Charges Must Be Filed With the Secretary of the Society. Charges must be filed with the Secretary of the Society and the accused may, as soon as possible, present them to the President and Vice President of the Society for information and review. The charges shall be sent to the President and Vice President of the Society within thirty (30) days of being filed with the Secretary.
- (2) Service of Charges Upon Accused and Fixing Time and Place of Hearing. If the President and Vice President, or either of them, determines that further action with respect to said charges shall be taken, the President must fix a time and place for a hearing of said charges. Not less than fifteen (15) days prior to the hearing, a copy of the charges, together with a written notice of the time and place for the hearing, shall be served upon the complainant and the accused. Personal delivery or notice by registered mail shall be addressed to the accused either at his or her last known office or last known residence.

Except for good cause shown or upon waiver by the accused, the hearing must commence within thirty (30) days from the date of filing with the President of the Society. The hearing shall be conducted by the Board of Directors, except for the President and Vice President.

- (3) Right of Accused to Answer; Time to Answer; Formal Requirements. The accused shall, not less than five (5) days before the time set for a hearing, answer said charges. The answer shall be in writing and the original and three (3) copies shall be filed with the Secretary of the Society; provided, however, that in the discretion of the Board the failure of the accused to answer may not be deemed an admission of the truth of the charges. Failure of the accused without good cause to appear at the hearing shall be considered prima facie evidence of the truth of the charges.

(4) If the Society demonstrates by a preponderance of the evidence that the charges are true and the accused does not meet the standards for membership, the accused may be expelled, suspended, placed on probation, censured, or have such other action taken as may seem appropriate by the Board. The accused may be represented by another member of the Society or at the discretion of the Board, by legal counsel.

(5) Rules Governing Hearing.

(a) Technical Rules of Evidence Not to Govern Disciplinary Hearings. All hearings with respect to the disposition of charges against a member of the Society shall be held and conducted in such manner as to ascertain all the facts fairly to the accuser and accused, eliminating all formal or technical rules and requirements which ordinarily pertain to judicial proceedings.

(b) Members Agree That No Cause of Action shall Accrue. Persons who apply for or obtain membership in this Society agree that with respect to any proceeding under Article VII, he or she shall have no claim or cause of action against this Society or any member, director, or officer, thereof.

(c) Challenge or Disqualification of Board Member. The accused shall have the right at the beginning of the hearing to challenge the impartiality of any member of the Board and may exercise this right by stating to the Secretary the name of the person challenged and the reasons for the challenge. The Secretary shall, within his or her sole discretion, grant the challenge only if good cause is shown. Any member of the Board may disqualify himself or herself to hear a particular case by informing the Secretary that he or she believes there exists substantial reason in his or her own mind that would prevent him or her from being completely impartial and objective in consideration of a particular case. In both such instances, the official record should reflect the Secretary's ruling on the challenge or the request to be disqualified.

(d) Record of Proceedings. A record of the hearing proceedings including the testimony, documents and ruling shall be made by a competent shorthand reporter. The expense of recording the proceedings shall be borne by the Society. The typewritten transcript of the testimony, the documents introduced and the written decision of the Board shall constitute the record of the entire proceedings. The Secretary shall, upon receipt from the accused of a sum sufficient to defray the proportionate cost thereof, cause a copy or copies of such record to be transcribed, certified and furnished to the accused.

(e) Right of Parties to Be Heard. The Board shall give reasonable opportunity both to the accuser and the accused to be heard in person and to present testimony, evidence, or proofs which are relevant and appropriate, provided that the Board may reject any testimony, evidence, or proofs, which in the judgment of the Board are immaterial, irrelevant or unnecessarily repetitious or time consuming.

(6) The complainant or the Society shall first present the facts in support of the complaint starting with a copy of the charges, together with a statement of relevant facts concerning the fixing and calling of the meeting and the mailing of the notice to the accused, and any answer that has been filed. A copy of the charges and any documentary evidence to be introduced shall be made available to all parties concerned and the members of the Board. The Secretary may allow any witness to be reasonably cross-examined. Questions aimed at clarifying or establishing essential details may be asked by the Board. After the initial presentation of the facts by each side, opportunity shall be afforded for any reasonable

rebuttal. The Board may ask each side to give a brief summary of the essential facts. If further pertinent written information would be helpful to the Board, they may request it.

(7) Decision of Board; When Must Be Written; Rules Governing Vote of Board. A simple majority shall constitute a quorum. A member of the Board not present at the hearing for the entire time shall not be entitled to vote with respect to the disposition of the charges or be considered part of the quorum.

Appropriate recesses or adjournment of the hearing may be permitted by the Secretary.

The decision of the Board shall require a two-thirds affirmative vote of all directors present at the hearing for the entire time. Prior disciplinary action may not be considered in determining whether the accused is guilty of one or more of the charges, but may be considered in assessing an appropriate sanction. The Board shall render its decision in writing not more than thirty (30) days after the close of the hearing or the receipt of all supplementary written information requested by it, unless additional time is required for good cause. The written decision shall briefly and clearly set forth the particular acts, conduct or omissions for which an accused is found guilty.

Within ten (10) days after the decision of the Board is rendered, the Secretary to the Board shall transmit a copy of the decision to the accused and the Secretary of the Association.

(8) Suspension; Reinstatement of Suspended Member; Probation. A censure shall consist of an oral or written admonition and imposition of appropriate restrictions.

A member may be suspended by imposing a limited period, not to exceed five (5) years, during which the member shall have no rights or privileges to vote, hold office and participate in the activities of the Society.

Dues shall not be imposed during a period of suspension but payment of dues may be imposed during a period of probation.

The Board may impose a fixed period of probation or defer the effective date of a suspension or expulsion. The conditions of probation and the privileges of membership during probation shall be fixed by the decision of the Board.

If the accused violates any of the conditions of probation or of suspension, the Board may terminate the probation and order the suspension or expulsion to become effective on a date specified.

At the end of the probation or suspension, on application of the disciplined member, the Board shall consider the quality of that member's behavior during suspension or probation, and shall determine whether he or she shall be reinstated to membership in good standing or the period of suspension or probation extended. This decision of the Board may be voted, expressed and distributed in the same manner as is provided for the original decision.

After the expiration of one (1) year from the date of termination of membership, application for election to membership may be made to the Society in the same manner as a new applicant for membership.

VIII. ADOPTION

Section 8.01. Focus groups shall be permitted to form within the society. A "focus group" shall be defined as a group of OCSO members who share a common interest directly related to ophthalmology. These groups shall hold separate meetings according to the following criteria:

- (1) All interested OCSO members are invited to attend.
- (2) All funding shall remain separate from OCSO membership dues and display fees.
- (3) Focus group attendees shall be responsible for the organization of the meetings.
- (4) The responsibility of the OCSO administrator shall be limited to sending email invitations to interested members.

Section 8.02. These Bylaws shall become effective upon their adoption by a two- thirds vote of the Active Members of the Society at a duly called meeting at which a quorum is present or by written ballot of the active members constituting a quorum.

Co-Chairs Bylaws Addendum

Accountability

- The co-chairs serve, and are accountable to, the Board of Directors of the Orange County Society of Ophthalmology.
- The co-chairs have no formal authority to direct the board or the affairs of the Association, unless otherwise authorized. Like other board members, they are entitled to make motions and vote on matters before the Association.
- The co-chairs may not, on behalf of the Association, enter into contracts without the knowledge and approval of the board and/or the Executive Committee of the board

Time Commitment:

- Ten – fifteen hours per year

Term of Office:

- Rotating Two-year terms per the Society's existing Bylaws.

Responsibility

- The co-chairs are is, first and foremost, responsible for the effective functioning of the board in its role of governing the Association. All other duties are secondary.

Primary Duties:

The co-chairs will, in consultation with one another, decide on how best to share and divide their responsibilities in respect to the:

- Executing the roles and responsibilities of the position for which they are serving for (ie, Membership Chair)

- Chairing board meetings and other association meetings
- Setting the agenda for monthly board meetings in consultation with the Executive Director and the Society Board's Secretary/Treasurer
- Preparing and circulating annual board calendar in August of each year.
- Encouraging board participation in strategic planning and organizational fundraising events.
- Monitoring board dynamics and supporting, guiding and coaching fellow board members inside and outside of board meetings
- Conducting and reporting the results of a board evaluation
- Organizing the board's quarterly social gatherings
- Participating in board succession planning (recruitment, nominations and orientation).
- Serving as signatory for certain organizational documents.
- Serving as public spokespersons for the Association when needed. Staff normally handles this role on a day-to-day basis.
- Representing the organization at external events.
- Acting as a support and resource for the executive director on organizational issues.
- Participating in annual performance evaluation of executive director including follow-up support for additional learning and goal setting.

Secondary duties

The co-chairs may, with greater regularity than other members of the board:

- Prepare recommendations for board consideration
- Prepare recommendations to the members for changes to the by-laws

Qualifications:

- Facilitation and meeting chairing experience and skills
- Member of the association

Development & Evaluation

- The co-chairs shall regularly consult the board on their expectations of their role and assess their performance and identify areas for improved effectiveness

Removal of a Co-chair

- Unless otherwise indicated in the by-laws, one or both co-chairs may be removed by a special resolution of the Board for which advance meeting notification has been given to all directors, and where the resolution is duly moved and seconded and passed by a majority of directors present.