BYLAWS OF THE

PAN-AMERICAN ASSOCIATION OF OPHTHALMOLOGY

("ASSOCIATION")

ARTICLE I. MEMBERSHIP

1.01. Classes of Membership. There shall be the following classes of membership in the Association: Active Members (Miembros Titulares), Life Members, Honorary Members, Affiliate Members, and Members-in-Training.

1.02. Active Members (Miembros Titulares). A physician who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or equivalent medical degree as determined by the Board of Directors, who holds a valid and unrestricted license to practice medicine in the country in which the practice of medicine is regularly conducted, who has completed formal training in ophthalmology or its equivalent, as determined by the Board of Directors, and who is a member in good standing of the national society affiliated with the Association in the country in which the practice of medicine is regularly conducted in all countries with an affiliated national society shall be eligible to apply for membership as an Active Member, also designated as a Miembro Titular. If the candidate has a practice in more than one country, he or she must be a member in good standing of the national society affiliated with the Association in each country in which the practice of medicine is regularly conducted. A candidate shall file an application with the Secretary responsible for affairs of the Association in the country in which the practice of medicine is regularly conducted on the form prescribed by the Board of Directors, shall have the application endorsed by one (1) Active Member (Miembro Titular), or Life Member, and shall pay the dues and assessments in effect at that time. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Board of Directors. Upon verification that the candidate has met all of the criteria for such membership, the candidate shall become an Active Member (Miembro Titular).
1.03. **Life Members.** A physician who has been an Active Member (Miembro Titular) in good standing of the Association for thirty (30) years shall automatically become a Life Member. Life Members shall be entitled to membership in the Association for life and shall enjoy all the privileges and responsibilities of Active Members (Miembros Titulares).

1.04. **Honorary Members.** A person who has singularly aided the progress of medicine in its relation to diseases of the eye or related structures may become an Honorary Member when recommended thereto by the Executive Committee and elected thereto by the Board of Directors.

1.05. **Affiliate Members.** A person who holds a degree of Doctor of Medicine, Doctor of Osteopathy, Doctor of Philosophy (PhD) or Doctor of Veterinary Medicine, and who is not an ophthalmologist but is engaged in a field allied with or in a basic science related to ophthalmology, shall be eligible to apply for membership as an Affiliate Member. The Board of Directors may waive the requirements for Affiliate Membership if a candidate has aided significantly in the progress of ophthalmology or has rendered significant service to the Association. A candidate shall file an application with the Secretary responsible for affairs of the Association in the country in which professional activity is regularly conducted on the form prescribed by the Board of Directors, and shall have the affiliation endorsed by one (1) Active Member (Miembro Titular), or Life Member. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Board of Directors. The candidate shall become an Affiliate Member upon payment of all applicable dues and assessments for the then current year and upon verification that the candidate has met all of the criteria for such membership.

1.06. **Members-in-Training.** A physician who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or equivalent medical degree as determined by the Board of Directors, and who is engaged on a full-time basis in an ophthalmology training program in the Western Hemisphere that is acceptable to the Board of Directors shall be eligible to apply for membership as a Member-in-Training. A candidate shall file an application with the Secretary responsible for affairs of the Association in the country in which the training is being conducted, and shall have the application endorsed by one (1) Active Member (Miembro Titular), or Life Member. All information submitted on the application form shall
be subject to review and verification by or under the supervision of the Board of Directors. The candidate shall become a Member-in-Training upon payment of applicable dues and assessments for the then current year and upon verification that the candidate has met all of the criteria for such membership. A Member-in-Training can stay in this category of membership for a maximum of five (5) years, and have an age limit not to exceed 40 years of age.

1.07. **Transfers of Membership Class.** A Member is eligible for automatic transfer to a Life Member as provided in these Bylaws. A Member is eligible for transfer to a membership class other than Life Member, without reapplication for membership, upon fulfillment of the requirements for the other class of membership, completion of the training program in the case of Members-in-Training, and, unless otherwise provided by the Board of Directors, submission to the Secretary responsible for affairs of the Association in the country in which the practice of medicine is regularly conducted of a request on the form prescribed by the Board of Directors for transfer to another membership class. The Member eligible to apply for transfer to another membership class shall become a Member of that membership class upon payment of all applicable dues and assessments for the then current year and upon verification that the candidate has met all of the criteria for the membership class.

1.08. **Voting and Holding Office in the Association.** The only classes of membership entitled to vote on any matter or to attend any business meeting of the Members shall be Active Members (Miembros Titulares) and Life Members, unless otherwise required by applicable law, and the phrases "Voting Members" and "Voting Member" used in these Bylaws mean and include only persons within one or more of those classes of membership. The only classes of membership entitled to hold any elected office in the Association shall be Active Members (Miembros Titulares) and Life Members.

1.9. **Dues, Assessments and Fees.**

(a) The dues, assessments, and other fees shall be proposed by the Executive Committee and established annually by the Board of Directors.
(b) Annual dues shall be established on the basis of the calendar year. The dues for a calendar year shall be payable on the first day of that year and shall be considered delinquent if not paid by June 30 of that year. Assessments and fees shall be payable at the time or times that the Board of Directors shall determine.

(c) No dues or assessments shall be payable by Life Members or Honorary Members.

1.10. Termination of Membership.

(a) A Member whose required dues, assessments, or other fees for a calendar year are not paid in full by June 30 of that calendar year shall be considered "delinquent." The membership in the Association of a delinquent Member whose delinquent dues, assessments, and fees for a year are not paid in full by the last day of that year shall automatically terminate on the last day of that year, unless the membership of the delinquent Member is sooner terminated or is extended by the Board of Directors.

(b) It is a condition of continued membership in the Association that a Member continue to meet the requirements for eligibility to apply for membership in the class except as the contrary is expressly provided in this paragraph (b). The membership of a Member who ceases to meet any requirement for eligibility to apply for membership in that class, and who does not transfer to another membership class as provided in the Bylaws, shall automatically terminate on the date on which the Member ceases to meet the eligibility requirement. However, a voluntary inactivation of the license to practice medicine by a Life Member by reason of termination of active practice shall not result in termination of membership.

ARTICLE II. MEETINGS AND VOTE OF MEMBERS

2.01. Congresses. A Congress of the Members of the Association shall be held periodically at the place or places and on the date or dates designated by the Board of Directors. The primary purpose of the Congresses shall be to provide forums for the presentation of scientific papers and the communication of scientific information. The Board of Directors may call one (1) or more business meetings at each Congress, and only Voting Members shall be entitled to attend business meetings except as required by law.
2.02. **Scientific Sessions.** Every paper must be read in person by its author or co-author unless good and valid reasons for the author's absence can be shown, in which case the Congress President may designate another individual to present the paper in the author's absence.

2.03. **Special Meetings.** Special scientific and business meetings of the Members of the Association may be called by the Board of Directors for the times and places that it may designate.

2.04. **Notice.** Ninety (90) days notice of the time and place of each business meeting at a Congress of the Association shall be given by mail, by publication in an official publication of the Association or by another method that the Board of Directors may designate. Any item of business may be transacted at a Congress business meeting of the Members of the Association if the item of business is referred to in the notice of the business meeting. An item of business not referred to in the notice of the business meeting shall not be considered or acted upon at the meeting unless it is proposed by a Voting Member upon at least sixty (60) days notice to the Executive Vice President or proposed by the Board of Directors. Not less than five (5) days notice shall be given of the time, place and purpose of any special meeting of the Association. No business may be transacted at a special business meeting of the Members of the Association other than that specified in the notice of the meeting.

2.05. **Order of Business.** At a business meeting at a Congress, the order of business shall be:

(a) call to order;
(b) report of the President;
(c) report of the Executive Vice President;
(d) report of the Secretary, English Language;
(e) report of the Secretary, Portuguese Language;
(f) report of the Secretary, Spanish Language;
(g) unfinished business;
(h) new business;
(i) announcements and notices; and
(j) adjournment.
2.06. **Quorum.** At a Congress business meeting or special business meeting of Members of the Association, a quorum shall consist of not less than fifty (50) Voting Members.

2.07. **Vote.** If a quorum is present, a majority vote of the Voting Members present and voting shall be required to constitute action by the Voting Members on any matter, unless otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws. There shall be no voting by proxy or mail ballot by the Members of the Association.

2.08. **Joint Meetings:** A joint meeting of the Members of the Association with one or more other organizations shall be held at the place or places and on the date or dates designated by the Executive Committee. The primary purpose of the joint meeting shall be to provide forums for the presentation of scientific papers and the communication of scientific information.

2.09. **Standing Rules.** The Standing Rules of the Association are contained in the document attached to these Bylaws as Appendix One (1). The Standing Rules of the Congresses of the Association are contained in the document attached to these Bylaws as Appendix Two (2). The Standing Rules of the Association and the Standing Rules of the Congresses of the Association may be amended or revised from time to time as provided therein, but may not be inconsistent with the Articles of Incorporation or Bylaws of the Association.

2.10. **Parliamentary Authority and Rules of Order.** The deliberations of the Association, its Board of Directors, and all advisory councils and committees shall be governed by the rules contained in the then current edition or Robert's Rules of Order Newly Revised in all cases in which they are not inconsistent with the Articles of Incorporation, Bylaws, Standing Rules, and customary practices and procedures of the Association.

**ARTICLE III. OFFICERS**

3.01. **Officers of the Association.** The Officers of the Association shall be:

- President
- President-Elect
Past-President
Vice-President
Executive Vice President
Secretary, English Language
Associate Secretary, English Language
Secretary, Portuguese Language
Associate Secretary, Portuguese Language
Secretary, Spanish Language
Associate Secretary, Spanish Language

3.02. **Election.** Election of Officers shall be by the Board of Directors at a meeting of the Board of Directors within one (1) year of the date on which the term of office for each Officer is scheduled to commence. The affirmative vote of the majority of the Members of the Board of Directors present and voting shall be required for election to any office, except that if there are more than two (2) candidates for one office, a plurality vote of the Members of the Board of Directors present and voting shall be sufficient for election to that office. Voting shall not be cumulative. The President, President-Elect, and Vice-President shall serve for a term of two (2) years, or until a successor is elected, commencing at the end of the Congress during the year in which the term of office is scheduled to begin. The President cannot be re-elected as President and the office of President should be alternated between Latin American (Spanish/Portuguese language) members and members from The United States/Canada (English language) of the Association in a 1:1 ratio. The Vice-President cannot be re-elected as Vice-President and the term of office shall coincide with that of the President. The Executive Vice President shall have a term of four (4) years, and may be re-elected. The Secretary, English Language; Associate Secretary, English Language; the Secretary, Portuguese Language; Associate Secretary, Portuguese Language; and Secretary, Spanish Language; and Associate Secretary, Spanish Language shall serve for a term of two (2) years, or until a successor is elected, commencing at the end of the Congress during the year in which the term of office is scheduled to begin, and may be re-elected. No Secretary or Associate Secretary shall serve more than three (3) consecutive terms in the same position. Election to any Office or other position shall not in itself create contract rights between the Officer and the Association.
3.03. **Nominations.** Prior to each meeting of the Board of Directors at which election of Officers is to take place, the Nominating Committee shall nominate an Active Member (Miembro Titular) or Life Member for each vacancy which shall occur commencing at the end of the Congress and shall cause the names of all nominees to be included in the official notice of the Board of Directors meeting. There will be an open call for nominations of officers 30 days before the committee meets. Other nominations may be made by a written petition signed by not less than three (3) Members of the Board of Directors and filed with the Executive Vice President not less than thirty (30) days prior to the date of the meeting of the Board of Directors at which the election of Officers is to be held.

3.04. **President.** The President shall be Chairman of the Board of Directors of the Association; shall preside at all Congress meetings and special meetings of the Members of the Association; shall act as a representative of the Association to the medical community and to the community at large, including governmental and private agencies and organizations; shall work with the Executive Vice President to ensure that the basic Association policies and programs are formulated and executed; shall serve no more than one (1) term as President, except as provided in Section 3.05; may create Special Committees and appoint interim Association representatives to civic, professional, and governmental organizations as may be required to execute the business and affairs of the Association; and may attend meetings of all committees of the Association, other than the Nominating Committee.

3.05. **President-Elect.** The President-Elect shall be a Member of the Board of Directors and automatically become the President of the Association upon expiration of the President's term; shall, in the absence or disability of the President, have and perform the duties and responsibilities of the President; shall, in the event of a vacancy in the office of President, however occurring, fill the vacancy in the office of President for the unexpired portion of the President's term and also serve a full term as President; shall work with the President and the Executive Vice President to ensure that basic Association policies and programs are formulated and executed; may attend meetings of all committees of the Association, other than the Nominating Committee; and shall have all other duties and responsibilities that the President or the Board of Directors may determine.
3.06 **Past-President.** The Past-President shall be a lifetime nonvoting Honorary Member of the Board of Directors of the Association. The President shall automatically become the Past-President upon expiration of the President's term.

3.07 **Vice-President.** The Vice-President shall be a Member of the Board of Directors of the Association and, in the absence or disability of both the President and the President-Elect, have and perform the duties and responsibilities of the President; and shall have all other duties and responsibilities that the President or the Board of Directors may determine.

3.08 **Executive Vice President.** The Executive Vice President shall be a Member of the Board of Directors. In addition to the other powers, duties, responsibilities, and authority of the Executive Vice President provided for in these Bylaws, the Executive Vice President:

(a) shall, subject to the supervision, direction, and control of the Board of Directors and President of the Association, be responsible for, and have and exercise all the powers, duties, responsibilities, and authority necessary to discharge full responsibility for enunciating policies of the Association and managing and directing the business and affairs of the Association; shall be responsible for selecting, employing, supervising, directing, controlling, discharging, and delegating duties and responsibilities to all employees and agents of the Association; shall ensure that all orders and resolutions of the Board of Directors are carried into effect; shall work with the Association's Directors, Officers, Members, and employees to ensure that basic Association policies and programs are formulated and executed; shall act as representative of the Association to the medical community and to the community at large, including governmental and private agencies and organizations; shall, whenever directed to do so by the Board of Directors or whenever otherwise necessary and appropriate in the conduct of the business and affairs of the Association, execute and deliver in the name of the Association (except in cases in which the execution and delivery either are expressly delegated by the Directors or by these Bylaws to some other Officer of the Association or are required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business and affairs of the Association; and shall have all other powers, duties, responsibilities, and authority that the Board of Directors may determine;
(b) shall be the Treasurer of the Association and in that capacity: shall be subject to the right to delegate any thereof, keep accurate accounts of all moneys of the Association received or disbursed; shall endorse for deposit all notes, checks, and drafts received by the Association, deposit all money, notes, checks and drafts in the name of, and to the credit of, the Association in banks and depositories from time to time as designated by the Executive Committee; collect all dues, assessments, and fees owing to the Association, and invest and disperse assets and funds of the Association when and as ordered by the Board of Directors or the Executive Committee, making proper vouchers thereof, shall render to the Board of Directors financial statements of the Association and, whenever requested, other periodic financial statements of the Association; and in general shall have and perform all powers, duties and responsibilities usually incident to the Office of Treasurer.

(c) shall be the Corporate Secretary of the Association and in that capacity: shall attend and, subject to the right to delegate any thereof, give proper notice of, serve as the Secretary of, and record and preserve proceedings of meetings of the Members, the Board of Directors, committees of the Association, and committees of the Board of Directors; shall keep on file a complete copy of the Articles of Incorporation of the Association and these Bylaws, including all amendments, revisions, and restatements of any thereof; and, in general, shall have and perform all powers, duties, and responsibilities usually incident to the Office of Corporate Secretary.

3.09. Secretary, English Language; Associate Secretary, English Language; Secretary Portuguese, Language; Associate Secretary, Portuguese Language; Secretary, Spanish Language; and Associate Secretary, Spanish Language. The Secretary, English Language; Associate Secretary, English Language; Secretary, Portuguese Language; Associate Secretary, Portuguese Language; Secretary, Spanish Language; and Associate Secretary, Spanish Language shall be responsible for Secretary activities of the Association in areas defined hereafter; shall work with the Executive Vice President to maintain records of the Association membership in the respective countries; shall promote the activities of the Association and maintain communication with Directors in the respective countries; and, in general, shall have and perform all powers, duties, and responsibilities usually incident to the Office of Secretary in regions of the Western Hemisphere as specified:
(a) Secretary and Associate Secretary, English Language: English Language countries.

(b) Secretary and Associate Secretary, Portuguese Language: Portuguese Language countries.

(c) Secretary and Associate Secretary, Spanish Language: Spanish Language countries.

3.10. Executive Director (ED): The Executive Committee creates policy and develops strategic plans. It is the Executive Director’s duty to implement the policies and the plans of the Executive Committee/Board and to fulfill the administrative obligations of managing the organization's affairs.

3.11. Vacancies. A vacancy in any Office other than President, whether occurring by reason of death, resignation, or otherwise, shall be filled by the affirmative vote of a majority of the remaining Directors upon the recommendation of the Nominating Committee or any Director.

3.12. Removal from Office. Any Officer of the Association elected by the Board of Directors may be removed from Office by the affirmative written ballot of two-thirds (2/3rds) of the Directors whenever, in their judgment, the removal would serve the best interests of the Association.

3.13. Other Officers. A majority of the Directors shall have authority to elect, appoint, and remove all other Officers or agents that they may deem appropriate. Each Officer or agent elected or appointed in this manner shall have the duties, responsibilities, and contract rights set forth in the resolutions of the Board of Directors electing or appointing him or her. Officers or agents elected or appointed in this manner shall not become Members of the Board of Directors, and shall have no vote as Directors, unless provided for specifically in these Bylaws, but unless otherwise determined by the Board of Directors, they may attend meetings of the Board of Directors.
ARTICLE IV. BOARD OF DIRECTORS

4.01. **Authority.** The Board of Directors shall serve as advisors of the business and affairs of the Association. The Board of Directors shall have all powers and responsibilities conferred upon the Board of Directors of a nonprofit corporation by the Illinois Not For Profit Corporation Act, as now or hereafter amended, except as those powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws. The Board of Directors shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all of its advisory councils, standing and special committees, and representatives to professional and governmental organizations, agents, and employees; and no action or policy, except actions taken in the course of the management of the day-to-day affairs of the Association, shall be the action or policy of the Association unless and until it is adopted, ratified, or approved by the Board of Directors or the Executive Committee.

4.02. **Members of the Board of Directors.** The members of the Board of Directors shall be Active Members (Miembros Titulares) or Life Members of the Association and shall consist of the elected Officers of the Association; the Past-Presidents of the Association who shall be nonvoting Honorary Members of the Board, the President of the Pan-American Ophthalmological Foundation and Directors as specified in section 4.03.

4.03. **Directors of the Association.** The Directors of the Association shall represent Pan-American ophthalmology and be selected as follows:

<table>
<thead>
<tr>
<th>(a.) Active Members (Miembros Titulares) and Life Members in the Country</th>
<th>Directors</th>
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<tbody>
<tr>
<td>1 to 50</td>
<td>1</td>
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<tr>
<td>51 to 100</td>
<td>2</td>
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<tr>
<td>101 to 200</td>
<td>4</td>
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<td>201 to 400</td>
<td>8</td>
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<tr>
<td>401 to 800</td>
<td>16</td>
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<tr>
<td>more than 800</td>
<td>18</td>
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</tbody>
</table>
(b.) Affiliated National Society Members

<table>
<thead>
<tr>
<th>Members Range</th>
<th>Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 to 200</td>
<td>1</td>
</tr>
<tr>
<td>201 to 500</td>
<td>2</td>
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<tr>
<td>501 to 1000</td>
<td>3</td>
</tr>
<tr>
<td>More than 1000</td>
<td>4</td>
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(c.) Affiliated Subspecialty, Educational and Research Organizations

Ophthalmology Subspecialty, Educational and Research Organizations may be proposed for affiliation by the Executive Committee on the basis of cooperation with the Association in the advancement of science and education in the Western Hemisphere and established as affiliated organizations by vote of the Board of Directors.

<table>
<thead>
<tr>
<th>Affiliated Organization Members</th>
<th>Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 to 500</td>
<td>1</td>
</tr>
<tr>
<td>More than 500</td>
<td>2</td>
</tr>
</tbody>
</table>

If an affiliated national society is in arrears in its dues, its Directors may attend meetings of the Board, but may not vote.

4.04. Selection of Directors. Directors shall be elected in the manner specified hereafter.

(a) Directors elected by virtue of the number of Active/Titular/Life Members in the country shall be elected by the Active Members (Miembros Titulares) and Life Members of that country in a manner determined by the then current Members of the Board of Directors from that country. Vacancies shall be filled for the unexpired term of a Director by remaining Director or Directors representing that country or, if there is no remaining Director, in a manner determined by the Active Members (Miembros Titulares) and Life Members of that country.

(b) Directors elected by virtue of the number of Members in the affiliated national society shall be elected in a manner to be determined by the governing body of the affiliated organization.
Vacancies shall be filled for the unexpired term of a Director by the affiliated organization of that country in a manner determined by its governing board.

(c) Directors elected by virtue of the number of members in the affiliated subspecialty, educational or research organization shall be elected in a manner to be determined by the governing body of the affiliated organization. Vacancies shall be filled for the unexpired terms of a Director by the affiliated organization in a manner determined by its governing body.

4.05. **Terms of Directors.** Each Director shall serve a term of two (2) years or until a successor is elected, commencing at the end of the Congress during the year in which the term of office is scheduled to begin. Directors may be re-elected but no Director shall serve more than three (3) consecutive terms. This provision does not apply to Directors who are elected Officers of the Association.

4.06. **Meetings.** The Board of Directors shall hold a regular meeting at approximately yearly intervals to conduct the business and affairs of the Association. An annual meeting of the Board of Directors may, but need not, be held concurrently with a Congress of the Association. The Board of Directors may hold other meetings at times and places or by means described in Section 4.11 established by the Board of Directors or at the request of the President or any ten (10) Directors.

4.07. **Notice.** Notice of each meeting of the Board of Directors shall be given by the Executive Vice President to each Director not less than fourteen (14) days prior to the date on which the meeting is scheduled to be held, except that notice of a meeting to be held in the manner described in paragraph (a) of Section 4.11 shall be given not less than five (5) days prior to the date of the meeting. The matters to be discussed and voted upon at any duly called meeting of the Board of Directors shall not be limited to those set forth in the notice of the meeting.

4.08. **Quorum.** Except as otherwise required by the Articles of Incorporation or these Bylaws one-quarter (1/4th) of the then current Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.
4.09. **Manner of Acting.** A majority vote of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a larger number is required by applicable law, the Articles of Incorporation, or these Bylaws.

4.10 **Written Action.** Any action that the Board of Directors could take at a duly called meeting of the Directors may be taken by a written action signed by all of the Directors. The same written action need not be signed by all Directors, and each may sign a separate counterpart of the written action.

4.11. **Electronic Communications.**

(a) A conference among Directors by any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a meeting of the Board of Directors if the same notice is given of the conference as is required by Section 4.07 for a meeting, and if the number of Directors participating in the conference is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

(b) A Director may participate in a meeting of the Board of Directors not described in paragraph (a) by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

**ARTICLE V. COMMITTEES OF THE BOARD OF DIRECTORS**

5.01. **Standing Committees of the Board of Directors.** Standing Committees of the Board of Directors shall consist of the Executive Committee and the Nominating Committee.

5.02. **Executive Committee.** This committee shall consist of the President, as the Chairman; the President-Elect; the most recent living Past-President; the Vice-President; the Executive Vice President; the Secretary, English Language; the Secretary, Portuguese Language; and the Secretary, Spanish Language. The Associate Secretary, English Language; the
Associate Secretary, Portuguese Language; and the Associate Secretary, Spanish Language shall be nonvoting members of the Executive Committee, but each shall be a voting member in the absence of the Secretary for the corresponding language. Executive Director (ED) position shall be an *ex-officio* member of the Executive Committee. The ED shall participate in the committee’s deliberations but would not have the authority to vote. This committee shall have charge of the affairs of the Association when the Board of Directors is not in session and it shall convene for the transaction of business at the call of its Chairman or three (3) of its members. The following items of business shall be conducted by this committee, which shall report its actions and recommendations to the Board of Directors:

(a) fees, annual dues, and assessments;

(b) review of organizations affiliated with the Association and disposition of applications from organizations that apply for status as organizations affiliated with the Association, except that there shall be no more than one affiliated national organization from any country;

(c) selection of the sites and dates for the Association congresses and joint meetings;

(d) salaries and honoraria;

(e) matters appropriate to its functions as the finance committee of the Board, including matters involving current expenditure of funds, grants, and management of all Association funds and property; and

(f) matters of an urgent or emergency nature that may require attention between regular or special meetings of the Board of Directors.

5.03. **Nominating Committee.** The Nominating Committee shall consist of the three (3) most recent living Past-Presidents; the Executive Vice President; the Secretary, English Language; the Secretary, Portuguese Language; and the Secretary, Spanish Language. The most recent Past-President shall be the Chairman of the Nominating Committee. This committee shall function as the Nominating Committee of the Board of Directors for candidates for all elected offices
of the Association. It shall nominate one or more candidates to fill a vacancy in any elective position of the Association, except the office of President.

5.04. Special Committees. The Board of Directors shall have the authority to establish and appoint special committees of the Board of Directors and to confer upon them all duties and authority deemed necessary and appropriate.

ARTICLE VI. MISCELLANEOUS

6.01. Compensation. The Board of Directors shall be authorized and empowered to establish and pay reasonable compensation, consultant fees, per diem, and expenses for all Officers, Directors, employees, and agents of the Association for services rendered in its behalf.

6.02. Fiscal Year. The fiscal year of the Association shall be the calendar year, and its financial books and records shall be kept on an accrual basis.

6.03. Minutes of Meetings. The minutes of all regular or special meetings of the Voting Members of the Association and its Board of Directors shall be reviewed and corrected by the Board of Directors before they are approved and filed.

6.04. Notice and Waiver of Notice. Notice is deemed given by a Member of the Association to an Officer of the Association when it is in writing and mailed or delivered to the Association or the Officer at the principal office of the Executive Vice President of the Association. In all other cases, notice is deemed given to a person when it is communicated to the person orally in person or by telephone or is in writing and e-mailed, mailed, or delivered to the person at the person's last known address. Notice by mail is given when it is deposited in the regular postal service of any country in the Western Hemisphere with sufficient postage affixed. Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver of the notice may be executed in writing by the person or persons entitled to the notice, whether before, during or after the time stated therein, and the waiver shall constitute the equivalent of receiving the notice.
6.05. **Indemnification of Directors and Officers.** The Board of Directors may exercise the full extent of the powers which the Association has under Illinois law, as that law exists from time to time, to indemnify its Directors, Officers, committee members, representatives to other organizations, employees, and agents for financial obligations incurred by reason of the fact that they were or are Directors, Officers, committee members, representatives to other organizations, employees, or agents of the Association or were or are serving at its request or by its election as a member, director, or officer of another corporation or organization. For this purpose, "financial obligations" shall include attorneys' fees, judgments, fines, amounts paid in settlement, and amounts otherwise reasonably incurred. The Board of Directors may make advances against those financial obligations upon terms that it determines. The Board of Directors may exercise the full extent of the powers which the Association has under Illinois law, as that law exists from time to time, to purchase and maintain insurance against the financial obligations described above on behalf of its members, Directors, Officers, committee members, representatives to other organizations, employees, and agents.

**ARTICLE VII. AMENDMENTS**

7.01 **General.** The Articles of Incorporation of the Association may be amended by the procedure set forth in the Illinois General Not For Profit Corporation Act, as now or hereafter amended. The Bylaws of the Association may be amended or revised at a regular or special meeting of the Board of Directors of the Association, provided:

(a) notice of the proposed wording of the amendment or revision is given to all Members of the Board of Directors not less than thirty (30) days prior to the meeting at which the vote is to be taken; and

(b) the Board of Directors, by an affirmative vote of two-thirds (2/3rds) of the Directors present and voting at a meeting, adopt the proposed amendment or revision.

7.02. **Amendments Related to Tax-Exempt Status.** Notwithstanding the provisions of Section 7.01, if any amendment or revision of the Bylaws is required to enable the Association to maintain tax-exempt status as an organization described in Section 501 (c)(6) of the Internal
Revenue Code of 1954, as amended, the Board of Directors shall have the power and authority to amend these Bylaws by adopting the amendment or revision by an affirmative vote of two-thirds (2/3rds) of the Directors present and voting at a meeting; provided, that no amendment or revision shall substantially change the purposes of the Association or the rights, privileges, duties, and responsibilities of the members and the Board of Directors unless the amendment or revision is noticed, approved, and adopted in accordance with the provisions of Section 7.01.
Appendix One (1)

**STANDING RULES OF THE PAN-AMERICAN ASSOCIATION OF OPHTHALMOLOGY**

("ASSOCIATION")

The following Standing Rules, adopted as provided for in Section 2.09 of the Bylaws of the Association, shall govern the conduct of the affairs of Standing Committees, Special Committees and Representatives of the Association.

A. **STANDING COMMITTEES OF THE ASSOCIATION**

1. Standing Committees of the Association may be created by the Board of Directors.

2. The scope and responsibility of each Standing Committee shall be established by the Board of Directors. Amendments to the committee scope and responsibility may be initiated by either the Board of Directors or the committee itself; however, final approval of such amendments shall be the responsibility of the Board of Directors.

3. Chairmen of Standing Committees

   (a) The Chairmen of the Standing Committees shall be nominated by the President and subject to approval by the Executive Committee or the Board of Directors.

   (b) The Chairman of a Standing Committee shall be subject to biennial re-approval by the Board of Directors and shall serve for a maximum of six (6) consecutive years.

4. Members of Standing Committees

   (a) Members of Standing Committees shall be nominated by the Chairman of the Standing Committee, the Executive Committee, or by the Board of Directors, or by three (3) Voting Members, and shall be subject to approval by Executive Committee or the Board of Directors.
(b) Members of Standing Committees shall be subject to biennial re-approval by the Executive Committee or the Board of Directors.

(c) Number: Standing Committees, or their Subcommittees, shall not exceed nine (9) members, including consultants.

B. SPECIAL COMMITTEES OF THE ASSOCIATION

1. Special Committees may be appointed as the need arises by the Board of Directors or by the President to carry out a specified task that is not the assigned function of an existing Standing Committee of the Association. The committee's charge and date of expected report should be specified by the appointing authority.

2. The Chairman and members of all Special Committees shall be appointed at the discretion of the appointing authority.

C. COMMITTEE LONGEVITY

1. Standing Committees will continue to exist indefinitely at the discretion of the Board of Directors. When, in the judgment of the Board of Directors, a Standing Committee is no longer necessary, it may discharge a committee.

2. Special Committees are discharged automatically upon the presentation of their Final Report to the Board of Directors and may be discharged at any time by the Board of Directors.

D. STANDING COMMITTEES OF THE ASSOCIATION

1. Standing Committees of the Association are:
   (a) Audit
   (b) Bylaws
   (c) Educational Programs
      1. Educational Materials
2. Basic Sciences Courses
   (d) Visiting Professors
   (e) Fellowships
   (f) Eye Banks
   (g) Prevention of Blindness
   (h) University Professors of Ophthalmology
   (i) Research
   (j) Other Standing Committees as established by the Board of Directors

E. REPRESENTATIVES TO CIVIC, PROFESSIONAL AND GOVERNMENTAL ORGANIZATIONS FROM THE ASSOCIATION

1. Representatives shall be appointed either by the Board of Directors or by the President subject to approval by the Executive Committee or the Board of Directors. Three (3) Voting Members may nominate candidates for consideration by the President and the Board of Directors as representatives.

2. A position taken or expressed by a representative shall not be deemed the position of the Association unless and until it is adopted, ratified, or approved by the Board of Directors.

F. ELIGIBILITY REQUIREMENTS FOR COMMITTEE MEMBERS AND REPRESENTATIVES

1. All committee members and representatives to organizations shall be Voting Members of the Association.

2. Individuals holding other classifications of membership and non-members of the Association may, with the special approval of the Executive Committee or the Board of Directors, serve as consultants on committees or as consultants to representatives; however, they shall not vote on matters of administration or policy affecting the Association.
G. ANNUAL AND SPECIAL REPORTS OF STANDING COMMITTEES, SPECIAL COMMITTEES, AND REPRESENTATIVES TO ORGANIZATIONS

1. Standing Committees, Special Committees, and representatives to organizations shall submit to the Executive Committee for review and transmission to the Board of Directors an Annual Report and Special Reports at other times as deemed appropriate by the committee or representatives or as requested by the Board of Directors.

2. The Chairman of each committee and the senior representative to each organization shall be responsible for submitting all reports.

3. All reports shall be submitted in writing and shall conform to a standard format from time to time determined by the Executive Committee.

4. In addition to written reports, the Chairman or senior representative may be invited to present any report in person before the Executive Committee or the Board of Directors.

H. AMENDMENTS AND REVISIONS

These Standing Rules may be amended or revised at any regular or special meeting of the Board of Directors, provided:

1. Notice of the proposed wording of the amendment or revision is given to all Directors not less than thirty (30) days prior to the meeting at which the vote is to be taken; and

2. The amendment or revision is adopted by the affirmative vote of a majority of the Directors present and voting at the meeting.
Appendix Two (2)

STANDING RULES OF THE CONGRESSES OF THE PAN-AMERICAN ASSOCIATION OF OPHTHALMOLOGY ("ASSOCIATION")

The following Standing Rules of the Congresses, adopted as provided for in Section 2.09 of the Bylaws of the Association, shall govern the conduct of the affairs of Congresses of the Association.

A. CONGRESS PLACE AND DATES

1. A Congress of the Members of the Association shall be held periodically. The place will be designated by the Board of Directors at least four (4) years in advance. The Board of Directors will make this decision based on the recommendations of the Executive Committee.

B. CONGRESS ORGANIZING COMMITTEE AND CONGRESS CONTRACT

1. Except as provided in Section E of these Standing Rules, the President of the Congress shall be proposed by the affiliated national society of the host country, approved by the Executive Committee and elected by the Board of Directors. All other Officers and members of the Congress Organizing Committee shall be proposed by the Congress President and elected by the Executive Committee. All Congress Officers and members of the Congress Organizing Committee shall be Active Members (Miembros Titulares) or Life Members of the Association.

2. Following designation of the Congress Organizing Committee, a contract shall be signed by the Congress Organizing Committee officers and the Executive Vice President of the Association. This contract shall stipulate:

(a) the place and dates of the Congress;
(b) the financial arrangements between the Congress Organizing Committee and the Association, including a maximum registration fee for each category of registrants and agreement that the Association shall receive at least twenty-five (25) percent of all registration fees and at least twenty-five (25) percent of gross income derived from the technical exhibition. Registration fee for the Congress shall provide the right to attend the scientific programs, exhibits and welcoming reception. Separate fees shall be charged for other social functions unless these functions are sponsored by a source other than the Congress registration;

(c) arrangements for the Congress Organizing Committee to provide and pay the costs associated with simultaneous translation for designated Symposia and Lectures of the Congress, for designated Courses of the Congress and for designated sessions of allied societies of the Pan-American Association of Ophthalmology holding their scientific meetings in conjunction with the Congress. The Congress Organizing Committee also shall provide meeting rooms and audiovisual facilities for the designated scientific meetings of the Affiliated Societies of the Pan-American Association of Ophthalmology without charge;

(d) agreement that the scientific program for the Congress will be prepared by the Scientific Program Committee of the Association;

(e) agreement that the promotion of the Congress will be done jointly by the Congress Organizing Committee and the Office of the Executive Vice President. The Congress Organizing Committee will provide for and pay the costs of publications in all major ophthalmological publications of the Americas and will mail at least two communications to each member of the Association, calling for free papers and promoting the Congress. Additionally, the Association will promote the Congress through communications with societies and members of the Association; and

(f) arrangements and provisions as deemed appropriate for conduct of the Congress.

C. SCIENTIFIC PROGRAM
1. Except as provided in Section E of these Standing Rules, the scientific program of the Congress shall be prepared by the Scientific Program Committee. The Scientific Program Committee shall consist of the Association President, as the Chairman, the Congress President, the Executive Vice President, the Secretary, English Language; the Secretary, Portuguese Language; Secretary, Spanish Language, and two (2) Congress Officers or Congress Organizing Committee members.

2. The Scientific Program Committee shall designate the officer or officers responsible for issuing invitations to participate in the Congress.

3. The final scientific program of the Congress should be completed at least six (6) months prior to the Congress.

D. CONGRESS REPORTS

1. The Executive Committee shall submit to the Board of Directors an Annual Report and Special Reports at other times as deemed appropriate by the Board of Directors.

2. The Congress Organizing Committee shall submit to the Executive Committee for review and transmission to the Board of Directors an Annual Report and Special Reports at other times as deemed appropriate by the Committee, the Executive Committee, or the Board of Directors.

3. All reports shall be submitted in writing and shall conform to a standard format from time to time determined by the Board of Directors.

4. In addition to written reports, the President of the Congress Organizing Committee may be invited to present any report in person before the Board of Directors.

E. CONGRESS AS A JOINT MEETING WITH A NATIONAL OPHTHALMOLOGICAL ORGANIZATION
1. A Congress may be conducted as a joint meeting with a national ophthalmological organization or a multinational ophthalmological organization. For such a Congress conducted as a joint meeting, the provisions of Sections B, C, and D of the Standing Rules shall not apply and Section E of these Standing Rules shall be applicable.

2. The Executive Committee shall consult with the Association Directors of the host country, and the Officers of the ophthalmological organization participating in the joint meeting. Thereafter, the Executive Committee shall present recommendations for the joint meeting to the Board of Directors. Conduct of a Congress as a joint meeting with a national or multinational ophthalmological organization shall require approval by the Board of Directors.

3. A contract or agreement shall be signed by authorized Officers and/or representatives of the Association and authorized officers and/or representatives of the participating national or multinational ophthalmological organization. This contract or agreement shall stipulate:

(a) The place and dates of the Congress;

(b) Arrangements for conduct of the Congress as a joint meeting with the participating national or multinational ophthalmological organization including the designation of Officers and representatives of the Association and of the participating national ophthalmological organization;

(c) The financial arrangements between the Association and the participating national or multinational ophthalmological organization;

(d) Arrangements for the Congress simultaneous translation for designated Symposia, Lectures, Courses and Meetings of national societies and of the Association. Arrangements shall also provide meeting rooms and audiovisual facilities for designated scientific meetings of affiliated societies of the Association in conjunction with the Congress;

(e) Agreement regarding preparation of the scientific program for the Congress;
(f) Agreement regarding promotion of the Congress; and

(g) Arrangements and provisions as deemed appropriate for conduct of the Congress.

4. The Executive Committee shall submit Congress reports to the Board of Directors as an Annual Report and Special Reports at other times as deemed appropriate by the Executive Committee or the Board of Directors.

F. AMENDMENTS AND REVISIONS

These Standing Rules may be amended or revised at any regular or special meeting of the Board of Directors, provided:

1. Notice of the proposed wording of the amendment or revision is given to all Directors not less than thirty (30) days prior to the meeting at which the vote is to be taken; and

2. The amendment or revision is adopted by the affirmative vote of a majority of the Directors present and voting at the meeting.