



**EYE BANK
ASSOCIATION
of AMERICA**

**CONSTITUTION & BYLAWS
JULY 2008**

CONSTITUTION & BYLAWS

OF THE

EYE BANK ASSOCIATION OF AMERICA (EBAA)

ARTICLE 1 - NAME, MISSION, OFFICES AND AGENTS

1.1 Name. The Name of the Association shall be the Eye Bank Association of America.

1.2 Mission. The Mission of the Association shall be to help restore sight through the promotion and advancement of Eye Banking.

1.3 Offices. The Association shall continuously maintain in the District of Columbia a registered office at such place as may be designated by the Board of Directors. The principal office of the Association and such other offices as it may establish shall be located at such place(s), either within or outside the District of Columbia, as may be designated by the Board of Directors.

1.4 Registered Agent. The Association shall continuously maintain within the District of Columbia a registered agent, which shall be designated by the Board of Directors.

1.5 Changes. Any change in the registered office or registered agent of the Association shall be accomplished in compliance with the District of Columbia Non-Profit Corporation Act and these Bylaws.

ARTICLE 2 - MEMBERSHIP

2.1 Categories of Membership

A. Active (Accredited) Comprehensive U.S. Membership. An eye bank (or group of eye banks organized and operated as a single legal entity) is eligible for Active U.S. Membership if it (or in the case of a group, each of its members): (1) is organized under the laws of a state of the United States and is an organization exempt from federal taxation under Sections 501(c)(3), 501(c)(4) or 501(c)(6) of the Internal Revenue Code, or another provision deemed analogous by the Association; (2) provides

evidence satisfactory to the Association that it has substantial support among the medical and ophthalmological communities; (3) has successfully completed the Association's accreditation process; (4) is not currently suspended or terminated from Association membership as the result of a finding of unethical conduct under the Association's Code of Ethics; and (5) pays the required dues.

B. Active (Accredited) Limited U.S. Membership. An eye bank (or entity(ies) performing limited eye bank activities or a group of eye banks) which performs a limited number of eye banking activities is eligible for Active (Accredited) Limited U.S. Membership if it: (1) is organized under the laws of a state of the United States and is an organization exempt from federal taxation under Sections 501(c)(3), 501(c)(4) or 501(c)(6) of the Internal Revenue Code, or another provision deemed analogous by the Association; (2) provides evidence satisfactory to the Association that it has substantial support among the medical and ophthalmological communities; (3) has successfully completed the Association's accreditation process for those eye banking activities it performs; (4) is not currently suspended or terminated from Association membership as the result of a finding of unethical conduct under the Association's Code of Ethics; and (5) pays the required dues.

C. Associate (Unaccredited) U.S. Membership. An eye bank (or entity(ies) performing limited eye bank activities or a group of eye banks) is eligible for Associate (Unaccredited) U.S. Membership if it meets all the requirements for Active (Accredited) Comprehensive or, alternatively, Active (Accredited) Limited U.S. Membership except that it has not yet met or does not currently meet the Association's requirements for accreditation.

D. Active (Accredited) Comprehensive International Membership. An eye bank (or group of eye banks) located outside the United States is eligible for Active (Accredited) Comprehensive International Membership if it meets the requirements substantially equivalent to those for Active (Accredited) Comprehensive U.S. Membership, except that it is organized as a charitable, educational or social welfare organization under applicable law of a foreign nation or political subdivision thereof.

E. Active (Accredited) Limited International Membership. An eye bank (or entity(ies) performing limited eye bank activities or a group of eye banks) located outside the United States is eligible for Active (Accredited) Limited International Membership if it meets the requirements substantially equivalent to those for Active (Accredited) Limited U.S. Membership, except that it is organized as a charitable, educational or social welfare organization under applicable law of a foreign nation or political subdivision thereof.

F. Associate (Unaccredited) International Membership. An eye bank (or entity(ies) performing limited eye bank activities) located outside the United States is

eligible for Associate (Unaccredited) International Membership if it meets all the criteria for Active (Accredited) Comprehensive or, alternatively, Active (Accredited) Limited International Membership except that it has not yet met or does not currently meet the Association's requirements for accreditation

2.2 Procedures for Admission. Any applicant for membership in any category shall submit such information and pay such application fee and/or dues as may be required by the Association. The application shall be received in the office of the Association headquarters and forwarded to the appropriate committee for action. Admission to membership in any category shall require a majority vote of the Board of Directors.

2.3 Dues. Members shall be required to pay such dues for their category of membership as may from time to time be (1) recommended by the Board and approved by the House of Delegates for members in categories A and B and (2) approved by the Board for members in categories C, D, E, and F.

2.4 Rights and Privileges of Membership. No eye bank or group of banks may assess dues or adopt policies on behalf of the EBAA, or purport to speak for the Association, without the prior written consent of the Association Chair, or President acting in their capacities of Chairman and President, respectively.

A. Active (Accredited) Comprehensive U.S. Members, through their representative(s), shall have the right to (1) attend the annual meeting, (2) receive information on Association activities and developments affecting the field of eye banking which may be sent to members periodically by the Association, (3) have voting delegates allocated to them in accordance with Section 3.2, and vote at the annual meeting or at other times when members properly are permitted to vote hereunder; (4) nominate candidates for, and themselves serve in, officer and director positions, (5) serve as voting members of Committees and Boards of the Association, and (6) receive such other benefits, if any, as may be determined by the Board.

B. Active (Accredited) Limited U.S. Members, through their representative(s), shall have all rights of Active (Accredited) Comprehensive U.S. Members as set forth in Section 2.4 A.

C. Associate (Unaccredited) U.S. Members shall have those rights specified for Active (Accredited) Comprehensive U.S. Members except those set forth under Section 2.4.A(3), (4) and (5).

D. Active (Accredited) Comprehensive International Members, through their representative(s), shall have all rights of active U.S. Members set forth in Section 2.4.A.

E. Active (Accredited) Limited International Members, through their representative(s), shall have all rights of Active (Accredited) Comprehensive International Members as set forth in Section 2.4 A.

F. Associate (Unaccredited) International Members, through their representative(s), shall have those rights specified for Active (Accredited) Comprehensive U.S. Members except those set forth under Section 2.4.A (3), (4) and (5).

2.5 Meetings. An annual meeting of members of the Association shall be held at such time and place, within or outside the District of Columbia, as the Board of Directors shall designate. Appropriate notice of such meetings shall be given to members. Special meetings of the Association may be called by the Chairperson, or by one-third of the voting members. Members may vote in person, or by proxy within the same eye bank or group of eye banks as provided in Section 3.2, and otherwise by proxy only if the Board of Directors permits. Members shall be entitled to vote, on any matter on which members are entitled to vote, based on the number of delegates set forth in Section 3.2. Only delegates from those members in good standing who are current in their dues may vote.

2.6 Change or Termination of Membership. The Association may change membership status of an Association member for the following reasons: a.) failure to pay required dues; b.) failure to satisfy Accreditation criteria; and c.) for other reasonable cause. The Association shall advise the member in writing of the proposed action. The member shall have thirty (30) calendar days to respond, or for 2.6(a) to pay any outstanding debts to the Association and close their case. For 2.6(b) the Association shall follow procedures outlined in Accreditation Procedures Manual; for 2.6(c), the member may accept the decision or may appeal the matter to the Board of Directors. The Board of Directors shall provide the member with a written statement of its decision. The Board of Directors decision shall be final. Members shall retain all rights up to the final determination of their membership status. Members agree that they shall exhaust the remedies provided in this process before they seek any judicial review or action respecting their membership in the Association.

2.7 Special Mail Vote of Members of the House of Delegates. Whenever, in the judgment of the Board of Directors, it would be desirable to obtain the vote of the House of Delegates on any question between annual meetings of the members, the Board of Directors may, unless otherwise precluded by law or these Bylaws, submit such matter for action to the members of the House of Delegates. Any such matter shall be set

forth in a written form sent to each delegate at its office or email address listed in the records of the Association. The Delegates shall be given a period not less than 30, nor more than 60, days in which to return their votes in writing. The matter shall be decided by vote of the proportion of Delegates required under the Bylaws for determination of such matter, and under the allocation of votes that would apply to a meeting under Section 3.2. If less than 51% of the votes entitled to be voted are cast within the specified period, the vote shall be null and void, and the Board shall proceed to decide the matter. Any matter decided by an adequate vote of the Delegates under this Section shall be binding on the Association in the same manner as would be an action taken by the House of Delegates at a duly conducted meeting thereof.

2.8 Compliance with Code of Ethics. All members are expected to comply with the ethical principles stated in the Code of Ethics of the Association.

ARTICLE 3 - HOUSE OF DELEGATES

3.1 Authority. The House of Delegates is authorized to act on matters properly submitted to it, in accordance with general policies of the Association.

3.2 Representation.

A. Number of Voting Delegates. Each Active (Accredited) Comprehensive (2.4 A) and Limited (2.4 B) U.S. Member and Active (Accredited) Comprehensive (2.4 D) and Limited (2.4 E) International Member shall be entitled to the number of voting delegates set forth in the following schedule, to be determined annually in advance of the annual meeting. This schedule is based on the number of locally procured surgical corneas during the preceding year, as shown on the activity reports submitted to the Association:

| <u># of Locally Procured Surgical Corneas</u> | <u># of delegates</u> |
|---|---|
| Less than 50 | 1 |
| 50-199 | 2 |
| 200-499 | 3 |
| 500-799 | 4 |
| 800-1099 | 5 |
| 1100-1399 | 6 |
| 1400-1699 | 7 |
| 1700-1999 | 8 |
| 2000-2299 | 9 |
| 2300-2599 | 10 |
| 2600-2999 | 11 |
| Above 2999 | - one additional vote per 300 surgical tissues. |

Members which are groups of eye banks organized and operated as a single legal entity shall be required to aggregate their number of corneas for purposes of this schedule. Delegates may vote in person, or may vote the proxy of a delegate from the same eye bank or member group of eye banks (according to section 2.5).

Each Associate (Unaccredited) U.S. Member and Associate (Unaccredited) International Member shall be entitled to one non-voting delegate.

Each eye bank shall notify the Association of its authorized delegate(s) at least thirty (30) days prior to the annual meeting.

B. Medical Directors In addition to the volume-based representation specified in 3.2.A., each Active (Accredited) Comprehensive (2.4 A) and Limited (2.4 B) U.S. Member and Active (Accredited) Comprehensive (2.4 D) and Limited (2.4 E) International Member shall be entitled to one additional vote for each of its accredited eye bank sites, which must be exercised (in person or by proxy) through the Medical Director(s) of such sites.

3.3 Meetings. The House of Delegates shall meet at the annual meeting and at such other times and places as the Board of Directors may determine. Members shall be given written notice at least 30 days in advance of any regular meeting of the House of Delegates. The notice may, but need not, describe all matters to be brought before the House of Delegates at such meeting. Upon a motion duly approved by the House of Delegates, the Chairperson may recess the business of the House for a reasonable period of time in order to hold caucuses or related meetings, prior to reconvening the meeting of the House.

3.4 Quorum and Voting. One-third of the total votes of the members in good standing, whether in attendance or by proxy as specified in Article 2.5, irrespective of their number of delegates, shall constitute a quorum for the transaction of business at any meeting of the House of Delegates. Delegates may vote only if their appointing eye bank is a member in good standing. Matters coming before the House of Delegates for a vote shall be decided by majority vote of those delegates present (in person or by permitted written proxy) at a meeting at which a quorum exists, unless a greater proportion is required by law or these Bylaws for a particular matter.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Authority. The Board of Directors shall establish policies for the Association and have oversight over its activities.

4.2 Board of Directors. The Board of Directors shall be comprised of not less than 17 nor more than 22 members (Honorary Members, Category F, not subject to this count) to include:

- A. The current Chairperson, Chairperson-Elect, Secretary, Treasurer and the Immediate Past Chairperson (5). The President/CEO shall be a non-voting, ex officio member of the Board of Directors.
- B. Eye Bank representatives based on size of eye bank member banks, according to the numbers of corneas provided for transplant. Up to five (5) members will be elected to serve on the Board according to the following formula:

| | | |
|-----------|----|----------------------------------|
| 25 – 299 | -- | One elected member to the Board |
| 300 – 999 | -- | Two elected members to the Board |
| 1000+ | -- | Two elected members to the Board |
- C. Chairperson of the Medical Advisory Board.
- D. Chairpersons of particular programs and projects as presented by the Chair and upon approval of the Board, in a number not more than four (4) . The Board shall consider appointment of a representative from The Cornea Society and from among Medical Directors current serving their banks in this position.
- E. One (1) person who is designated by Committee on Eye Banks of the American Academy of Ophthalmology and is deemed acceptable by the Board of Directors of the Association
- F. Five (5) at-large Directors from the Active Membership, who shall each serve a term of three years.
- G. Honorary Board Members: Any individual whom the Board feels has distinguished himself/herself in the field of Eye Banking, whether by financial support or ancillary support to the Eye Bank Association of America. Honorary Board members are not subject to Section 2.3 regarding payment of dues for this category of membership.

4.3 Nomination, Election and Terms.

Category A. Directors in Category A shall be those persons who were elected to the positions indicated. They shall serve as Directors until the expiration of (a) their Term as

a Director or (b) their term as an Officer or Immediate Past-Chairperson, whichever occurs last.

Category B. Directors in Category B shall be those persons who were elected by the House of Delegates, and shall serve during their two year term as representatives of a specific segment of eye bank, as noted in 4.2 B.

Category C. Director in Category C shall be appointed by the Association Chair and shall serve at least one three year term as Medical Advisory Board Chair, unless removed for cause. The position is subject to reappointment.

Category D. Directors in Category D shall be designated by the Board and serve at the pleasure of the Board.

Category E. Directors in Category E shall be appointed by and serve at the pleasure of the American Academy of Ophthalmology (AAO).

Category F. Directors in Category F shall be elected by the House of Delegates generally at an Annual Meeting, and serve for a term of three years. The Nominating Committee shall call for nominations for Officer and Board positions, affording the Members a reasonable opportunity to submit nominations and develop a slate of candidates based on a review of the experience and qualifications of each candidate. The Committee shall transmit a slate of nominees (including appropriate biographical information) to the Members not less than 30 days prior to the House of Delegates Meeting.

Category G. Honorary Directors shall be appointed by 2/3 (two-thirds) vote of the Board of Directors for a term of three years from date of appointment, and may be reappointed upon conclusion of term. Honorary Board members shall be entitled to all the rights and privileges bestowed upon active members except the right to hold office or vote. Honorary Board members are not subject to Section 2.3 regarding payment of dues for this category of membership.

Any Director may be duly elected to serve successive terms in the same category (if applicable) or in another category, provided that no person may serve on the Board of Directors for more than six consecutive years, excluding those years in which he/she serves by virtue of being an officer or Immediate Past Chairperson.

4.4 Vacancies. Any vacancy in a Category A Director position may be filled as provided in Section 5.3. Any vacancy in a Category B Director position may be filled by majority vote of the membership at the next House of Delegates meeting. Any vacancy in a Category C Director position may be filled by the EBAA Chairperson. Any vacancy in a Category D Director position may be filled by the EBAA Board of Directors. Any vacancy in a Category E Director position may be filled by the American

Academy of Ophthalmology, subject to approval by the EBAA Board of Directors. Any vacancy in a Category F Director position may be filled by the Board of Directors until the next annual meeting. If a Director is elected an Officer, his/her prior Director position shall be declared vacant and a new Director may be elected upon approval by the Board.

4.5 Resignation and Removal of Directors. Any Director may resign at any time, by written notice to the Chairperson or President/CEO. Directors may be removed with or without cause, by a two-thirds vote of the Directors in office. A Director shall be removed if he/she fails to attend two consecutive meetings of the Board, provided that upon good cause shown by the Director, the Board may by majority vote reinstate such Director to his/her position.

4.6 Executive Committee of the Board. The Board of Directors shall establish an Executive Committee comprised of the current Chairperson, Chairperson-Elect, Immediate Past-Chairperson, Secretary, Treasurer, and two other Directors chosen by vote of the full Board of Directors to serve two year terms. The Executive Committee shall have authority to exercise the powers of the Board between meetings of the Board, except to the extent limited by law or by resolutions of the Board. The Chairperson of the Medical Advisory Board shall be a voting, ex officio member of the Executive Committee. The President/CEO shall be a non-voting, ex officio member of the Executive Committee. The Executive Committee shall meet at least twice per year, and shall promptly provide to the full Board of Directors reports of its meetings. In other respects, the Executive Committee shall be subject to the procedures provided for operation of the Board of Directors in Section 4.7-4.12.

4.7 Meetings. Regular meetings of the Board of Directors shall be held at least once each year. Special meetings may be called by the Chairperson of the Board of Directors, or by a majority of the Directors in office. Meetings may be held within or outside the District of Columbia. Reasonable notice of meetings of the Board of Directors shall be given (including at least 30 days notice for regular meetings), but the notice need not state the business to be transacted at such meeting.

4.8 Waiver of Notice. Whenever any notice of any meeting of the Board of Directors is required to be given under a provision of law the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person(s) entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice.

4.9 Quorum and Vote at Meetings. At any meeting of the Board of Directors, a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to

take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

4.10 Telephone Meetings. Members of the Board of Directors may participate in a meeting by use of conference telephone or similar communications equipment by means of which all persons can hear each other. Such participation shall constitute presence at such meeting, and all business of the Association may be transacted at such a meeting which may properly be transacted at any meeting of the Board.

4.11 Action Without Meeting. Notwithstanding any other provision hereof, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent, setting forth such action, is signed by each of the Directors and is filed with the minutes of the Board before or after such meeting.

4.12 Compensation or Reimbursement. Directors shall not be entitled to compensation for their services as Directors, but shall be entitled to reimbursement for reasonable expenses incurred in discharging their duties on behalf of the Association.

ARTICLE 5 - OFFICERS

5.1 Positions. The officers of the Association shall be a Chairperson, a Chairperson-Elect, a President/CEO, a Secretary, and a Treasurer. They shall exercise such powers and perform such duties as shall be specified herein or determined from time to time by the Board of Directors. In no event shall the Chairperson and Secretary be the same person. Election or appointment of an officer shall not itself create any contractual rights.

5.2 Nomination, Election, and Term of Office. The Nominating Committee shall call for nominations for Officer and Board positions, affording the Members a reasonable opportunity to submit nominations and develop a slate of candidates based on a review of the experience and qualifications of each candidate. The Committee shall transmit a slate of nominees (including appropriate biographical information) to the Members not less than 30 days prior to the House of Delegates Meeting. The Chairperson, Chairperson-Elect, Secretary, and Treasurer of the Association shall be elected by the Delegates at the House of Delegates Meeting from among the current and past Directors in Categories A, B, and F, in addition to the Chairperson of the Medical Advisory Board (C) and the representative from the American Academy of

Ophthalmology (E) as described in Section 4.2 who have served a minimum Board term of two (2) years, and whose service on the Board is within five (5) years at the time of nomination. The Treasurer, as an alternative to service on the Board, may substitute equivalent service on the Finance Committee. The office of Chairperson shall serve for two (2) years, and thereafter until his/her successor shall have been chosen and qualified or until his/her death, resignation or removal.

5.3 Vacancies, Resignation and Removal. Any officer may resign at any time by delivering written notice to the Chairperson or President/CEO. Any vacancy in any officer position may be filled until the next Annual Meeting by the Board of Directors. Any officer may be removed from office by the vote of two-thirds of the Directors in office, whenever in their judgment the best interest of an Association will be served thereby. Such removal shall not prejudice the contractual rights, if any, of the person so removed.

5.4 President/CEO. The President/CEO shall be a salaried, full-time employee of the Association. The President/CEO shall serve as the chief executive officer of the Association, and shall have general and active management of the business of the Association, subject to the guidance and instruction of the Board. The President/CEO shall manage and direct all functions and activities of the Association, including hiring, supervision, review, and termination of staff, and shall perform such other appropriate functions as may be specified by the Board. The President shall be authorized to enter into and execute on behalf of the Association all contracts, leases, debt obligations, and all other forms of agreements or instruments, whether under seal or otherwise permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law, the Articles, these Bylaws, or Board resolutions, to be otherwise signed and executed, and provided that the execution by the President of any such document incurring an obligation in excess of \$5,000 shall be approved in advance by the Chairperson.

5.5 Chairperson. The Chairperson shall have the responsibility of presiding at all meetings of the Association, including the House of Delegates, the Board of Directors, and the Executive Committee and shall be an ex-officio, non-voting member of all Committees. The Chairperson shall, at the annual meeting of the Association and at such other times as may be deemed proper by the Chairperson or the Board, report to the Association or the Board concerning the business of the Association, and shall perform such other appropriate duties as are incident to the office of Chairperson or as may be requested by the Board.

5.6 Chairperson-Elect. The Chairperson-Elect shall, in the absence of the Chairperson, preside at meetings of the Association, the Board or the Executive Committee at which he/she is present, shall be a non-voting, ex-officio member on all Committees of the Association except the Nominating Committee, and shall perform such

other appropriate functions as may be requested by the Board. The Chairperson-Elect shall succeed the Chairperson in office.

5.7 Secretary. The Secretary, directly or through his/her designees: (a) shall be responsible for keeping an accurate record of the proceedings of meetings of the Board of Directors and House of Delegates, and of such other business of the Association as the Board of Directors shall request; (b) shall give all notices required by law or these Bylaws, and in general shall perform all duties customary to the office of Secretary; (c) shall have custody of the corporate seal of the Association, and shall have authority to affix the same to any instrument requiring it, and to attest to it, and to the signature of any officer (the Board may give general authority to any other officer to affix the seal of the Association and to attest to it); (d) shall perform such other appropriate functions as usually are incident to the office of Secretary or as may be requested by the Board.

5.8 Treasurer. The Treasurer, directly or through his/her designees: (a) shall serve as the chief financial officer of the Association, and shall perform all duties customary to the office; (b) shall have custody of corporate funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; (c) shall disburse the funds of the Association as authorized by the Board of Directors, and at its regular meetings or when the Board of Directors so requests, shall report on transactions as Treasurer and on the financial condition of the Association; and (d) shall obtain and provide to the Board an annual audit of the financial condition of the Association. Funds of the Association may be drawn only upon the signature of the person(s) designated by the Board. The Treasurer should possess related, significant academic and/or work experience in the area of finance and not-for-profit accounting methods. The candidate should demonstrate a thorough understanding of the fiscal challenges which face not-for-profit organizations.

5.9 Assistant Officers. The Board may, but need not, appoint one or more Assistant Secretaries or Assistant Treasurers to assist the Secretary or Treasurer in the performance of their functions, or to perform such functions in their absence.

5.10 Compensation. The President/CEO shall be a full-time employee of the Association and shall be compensated in accordance with written contractual agreements and Association policies. Other officers of the Association shall be authorized to receive reasonable compensation for services rendered to, and for expenses incurred on behalf of, the Association, only if and to the extent provided in policies adopted by the Board of Directors.

ARTICLE 6 - COMMITTEES

6.1 A. Medical Advisory Board. The Medical Advisory Board's charge is to address medical policy for eye banking. The Medical Advisory Board establishes medical criteria for eye donations, reviews and takes action on technical procedures, promulgates safety guidelines for technical removal and processing of ocular tissue, and makes recommendations regarding corneal transplantation. The committee meets twice a year, or as needed, to review and consider changes in the medical standards document of the Eye Bank Association of America and other issues relevant to medical policy.

Chairperson:

A chairperson of the Medical Advisory Board shall be appointed by the chairperson of the Association to serve a three-year term. The term is renewable at the discretion of the Chair of the Association. This individual shall be a corneal surgeon with at least five years experience in eye banking and with at least two years of service on the Medical Advisory Board.

Membership:

Total membership for the Medical Advisory Board shall not exceed 35. All members shall be officially appointed by the Chairperson of the Medical Advisory Board in consultation with the Association Chairperson and President/CEO. Appointments are subject to Board of Director endorsement. Each member shall be appointed to serve for a three year-period subject to renewal. Terms shall be staggered. No member shall serve more than two consecutive terms. A person can be reappointed following a one year absence.

The Chairperson(s) of the Accreditation Board, the Certification Board, and Technician Education Committee shall serve as ex-officio members of the Medical Advisory Board, with vote. The Association Chairman and President/CEO sit as ex-officio members, without vote. An FDA liaison may be appointed to the Board and sits without vote. Consultants may be appointed to the Board and temporarily serve at the pleasure of the Medical Advisory Chair. Vote on specific issues may be accorded to consultants upon the approval of a majority of voting members present. In consultation with the Medical Advisory Board Chair and the Association President/CEO, the Association Chairperson shall also appoint a medical review subcommittee and a policy and position research subcommittee.

B. Medical Review Subcommittee (performance review):

Reviews adverse events and documents their occurrence; monitors the efficacy of medical standards and their effectiveness regarding disease transmission. Develops outcome measures to monitor areas for performance and outcome improvement. This subcommittee will report directly to the Medical Advisory Board.

C. Policy & Position Research Subcommittee:

Examines issues in depth as directed by Medical Advisory Board for purpose of detailed investigation of specific issues for the Medical Advisory Board's consideration.

Neither subcommittee shall publish or take any actions other than submitting its reports to the Medical Advisory Board.

6.2 Nominating Committee. Each year an ad-hoc Nominating Committee, representative of Association membership, shall be appointed by the Chairperson. The Association Chairperson shall appoint one such member as Chairperson of the Nominating Committee. Annual selection of representatives to the Committee shall alternate between a majority of physicians one year and a majority of non-physicians the next year, whenever possible. The Nominating Committee shall develop a list of proposed nominees for all elected officer and Director positions, taking into account relevant considerations, including: (1) professional qualifications and service to the Association, (2) ability and willingness to serve, (3) balance. The Nominating Committee shall notify the Chairperson and Secretary of its slate in writing at least 30 days before the Annual Meeting. The Chairperson or Secretary shall provide such notice to all members at least 20 days prior to the Annual Meeting.

6.3 Constitution & Bylaws Committee. The Chairperson shall appoint a Constitution & Bylaws Committee which shall, as warranted, study the functioning of the Association and advise the members concerning such functioning and any proposed amendments to the Constitution & Bylaws.

6.4 Accreditation Board. The Association Chairperson shall appoint an Accreditation Board which shall consist of corneal surgeons with expertise in eye banking and certified technicians (CEBTs). The Association Chairperson shall appoint up to two members as Chairperson(s) of the Accreditation Board. The Chairperson(s) shall serve for a two-year term contemporaneous with the term of the Association Chairperson who appointed him/her (provided that the term shall continue until expiration of the two years, irrespective of whether such Chairperson continues to serve). Individual Board members are eligible to serve two consecutive three-year terms, unless the needs of the Association warrant an extension. Extenuating circumstances would include circumstances in which an appropriately qualified person is not available to fill the pending vacated position.

6.5 Certification Board. The Association Chairperson shall appoint a Certification Board which shall consist of appropriately qualified persons and shall serve at the pleasure of the Association Board of Directors. The Certification Board shall set and maintain standards for the certification and recertification of eye bank technicians. It shall be responsible for an assessment process that evaluates the competence of technicians. Membership of the Board shall consist of six individuals: a) three members

representing the areas of continuing education, exam, and practical performance, b) one corneal surgeon with experience in one or more of the above areas, c) one member to represent the Association Board of Directors, and d) one member appointed by the Board of Directors and approved by the House of Delegates. Categories a) and b) serve for a three-year term and c) and d) for a two year term. The Certification Board shall elect its chairperson to serve a two-year term. Members may be re-appointed or re-elected to serve for a maximum of six consecutive years.

6.6 Voting Privileges of Paton Society Members. Members of the Paton Society who are appointed to Association Committees and Boards shall have voting privileges.

6.7 Other Committees. The Chairperson, with approval of the Board, may appoint such other standing or special Committees as may be desirable to advance the work of the Association.

6.8 Procedures of Committees. The Committees of the Association shall function under rules as nearly equivalent to the rules set forth herein for the Board as may be practicable, unless otherwise specifically provided herein, or unless a Committee chooses to adopt other rules and such are approved by the Association's Chairperson.

ARTICLE 7 - INDEMNIFICATION

7.1 The Association does hereby indemnify to the maximum extent permitted by law, but only to the extent covered by any insurance of the Association which may from time to time be in force, each Officer, Director, Committee member, employee, agent or representative, and each former such person ("covered persons") against expenses (including attorneys fees), judgments, and fines actually and necessarily incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue, or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her serving or having served the Association in such capacity.

7.2 This indemnification includes amounts paid or incurred in connection with reasonable settlements.

7.3 This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, or to a charge of misdemeanor, provided that the conduct of

the covered person complained of was done in good faith and with the belief that it was in the best interest of the Association and on the reasonable assumption of its legality.

7.4 No such reimbursement or indemnification shall relate to any expenses incurred in connection with any matter as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless and only to the extent that the court determines that despite such adjudication of liability and in view of all the circumstances of the case, such covered person is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

7.5 The indemnification shall be in force only upon a determination by the Board of Directors (upon the vote of disinterested directors only), or upon the Board's request by legal counsel, that the standards for such indemnification have been met.

7.6 The indemnification provided by this Article shall not preclude any other rights which such covered person may have under any agreement, vote of the Board of Directors or otherwise.

ARTICLE 8 - AMENDMENTS

8.1 Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles adopted, in accordance with the provisions of the District of Columbia Nonprofit Corporation Act.

8.2 Amendment of Bylaws. A proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws, shall, whenever feasible, be presented for a reasonable period of review and recommendation by the Constitution & Bylaws Committee. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted: (a) by the affirmative vote of two-thirds of the House of Delegates at a meeting at which a quorum exists, which affirmative vote shall include at least 51 percent of all members of the House of Delegates, provided that the members have received thirty days written notice of intent to seek to amend the Bylaws and the general substance of such amendments (which notice shall not preclude the offering, from the floor at such meeting, of modifications, substitutes, or further amendments within the scope of the subject matter of the original amendment for which prior notice was given), and further provided that upon written request of a member made not less than 60 days prior to the meeting, the Secretary shall disseminate to the membership any germane and lawful proposed amendment; (b) by a two-thirds vote of the Board of Directors at any meeting if the Board determines that a Bylaws amendment is immediately advisable, provided that any such amendment shall be presented to the House of Delegates at the next Annual Meeting, and shall be deemed

revoked and of no further force or effect unless it shall be ratified by the proportionate vote of the House of Delegates, described in clause (a).

ARTICLE 9 - MISCELLANEOUS

9.1 Seal. The Association shall have a seal of such lawful design as the Board of Directors may adopt.

9.2 Fiscal Year. The fiscal year of the Association shall be determined by resolution of the Board of Directors.

9.3 Severability. If any provision of these Bylaws is held to be invalid for any reason, it shall not affect the validity of any other provision hereof, and to this end, the provisions hereof shall all be deemed severable.

9.4 Procedures. Meetings of the House of Delegates, the Board of Directors, and Committees of the Association shall be conducted in accordance with the then-current version of Robert's Rules of Order, except that if the Chairperson (or with respect to a Committee meeting, the Committee Chairperson) determines that strict application of such Rules is impractical in a given circumstance, he/she may require that an alternative, reasonable, and fair procedure be employed.

9.5 Effective Date. These Amended Bylaws of the Eye Bank Association of America shall become effective as of July 1, 2008 or for particular matters, as soon thereafter as is feasible.
