

**OPHTHALMIC PHOTOGRAPHERS' SOCIETY, INC. (OPS)
BYLAWS**

ARTICLE I: NAME

The name of the society is OPHTHALMIC PHOTOGRAPHERS' SOCIETY, INC. (OPS).

ARTICLE II: OBJECTIVES

In furtherance of Article II of the Articles of Incorporation, the objectives of the OPS shall include:

SECTION 1: Encourage and maintain the highest levels of quality in ophthalmic imaging.

SECTION 2: Stimulate development of new and improved techniques and equipment.

SECTION 3: Provide continuing education and technical information.

SECTION 4: Establish and maintain a well-coordinated group to represent the profession of ophthalmic imaging.

SECTION 5: Provide a common forum for persons interested in ophthalmic imaging.

ARTICLE III: MEMBERS

The membership shall consist of the following:

SECTION 1: **Active Members:** Any person interested in promoting the objectives of the OPS shall, upon application, be considered for membership at the sole discretion of the Board of Directors.

SECTION 2: **Charter Members:** Any Active Member whose application for membership was made on or before December 31, 1970, is declared a Charter Member.

SECTION 3: **Fellowship Members:** Any Active Member who has maintained active membership for five consecutive years and has completed ten consecutive years in ophthalmic imaging may be eligible for consideration or recognition as a Fellowship Member.

SECTION 4: **Sustaining Members:** Any organization or person active in ophthalmology or ophthalmic imaging for commercial, professional or charitable purposes shall be considered for sustaining membership, provided that the organization or person

submits an appropriate petition for membership to the Board of Directors. Sustaining Members shall have all the obligations of membership and shall be entitled to all of the privileges except those of making motions, voting and holding office.

SECTION 5: **Honorary Life Membership:** Any person who has made an outstanding contribution to the field of ophthalmic imaging shall be eligible for consideration for Honorary Life Membership. Honorary Life Members shall have none of the obligations of membership, but shall be entitled to all of the privileges except those of making motions, voting and holding office. Honorary Life Members may simultaneously be Active Members by meeting the qualifications for Active Membership.

SECTION 6: **Student Members:** Any person currently enrolled full time in a degree-based program of education in which photography is a part of the student's curriculum shall be considered for Student Membership upon submission of an appropriate application. Student Members shall be entitled to all of the privileges of membership except those of holding office, making motions and voting. Student Membership is limited to four (4) years.

SECTION 7: **Retiree Membership:** Any person who has been an OPS member for at least ten (10) consecutive years and is retired shall be considered for Retiree Membership upon submission of an appropriate application. Retiree Members shall be entitled to all of the privileges of membership except those of holding office, making motions, and voting.

ARTICLE IV: DUES AND ASSESSMENTS

SECTION 1: The annual dues for each classification of membership shall be established by the Board of Directors. The membership shall be notified of annual dues on or before February 15th. Annual dues shall be considered delinquent after June 1st.

SECTION 2: Special assessments of members for emergency and extraordinary expenses of the Society shall be approved by a two-thirds majority of the Board of Directors. Special assessments shall be considered delinquent sixty (60) days after the membership has been notified.

SECTION 3: Any member delinquent in payment of dues and assessments shall be suspended from all rights of membership. Failure to pay all dues and assessments by the end of the fiscal year shall result in automatic termination of membership in the Society.

ARTICLE V: BOARD OF DIRECTORS

- SECTION 1: The Society shall be governed by the Board of Directors.
- SECTION 2: The Board shall consist of eleven (11) members: The four (4) elected officers of the Society, the most immediate Past-President, and six (6) members at large.
- SECTION 3: Three (3) members at large shall be elected by ballot every two years for a four-year term to begin at the beginning of new business at the annual membership meeting. The three (3) candidates with the most votes shall be elected.
- SECTION 4: Members of the Board of Directors, Committee Chairpersons or a group of five (5) active members may present matters to the Board of Directors for action. All matters presented must be acted upon within sixty (60) days.
- SECTION 5: Vacancies. The Vice-President shall become President in the event of the incumbent's resignation, death, or deposition. In the event that the position of President and Vice President are coincidentally vacant, a referendum shall be held to fill all vacancies in elected positions. Elections are to be completed within ninety (90) days of the vacancies.

In the event that the immediate Past-President position is vacant, the position shall be filled by an additional member at large for a two (2) year term.

All other vacancies shall be filled by appointment of the President with approval of the Board of Directors.

ARTICLE VI: OFFICERS

- SECTION 1: The four (4) elected officers of the OPS shall be: President, Vice-President, Secretary and Treasurer.
- SECTION 2: No member shall hold more than one (1) elected office concurrently nor serve more than two (2) consecutive terms in the same office.
- SECTION 3: Each officer shall be elected by ballot to serve two (2) years. The term of office shall begin at the beginning of new business at the annual membership meeting following the election.
- SECTION 4: A candidate for the office of president shall have been an active member for at least five (5) consecutive years prior to assuming office. The other three (3) officers shall have been active members for at least three (3) consecutive years prior to assuming office.

ARTICLE VII: DUTIES OF THE OFFICERS

SECTION 1: Duties of the President

- A. The President shall preside at all business meetings of the Society.
- B. The President shall be Chair of the Board of Directors and vote only in case of a tie.
- C. The President shall, with approval of the Board of Directors, appoint Chairs of the standing and ad hoc committees, and shall be an ex-officio member of all Committees, except the Nominating Committee.
- D. The President shall appoint special Committees as deemed necessary.
- E. The President shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

SECTION 2: Duties of the Vice-President

- A. The Vice-President shall act as President Pro-Tempore when required.
- B. The Vice-President shall be an ex-officio member of the Board of Education.
- C. The Vice-President shall serve as General Chair of the Annual Educational Program.
- D. The Vice-President shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

SECTION 3: Duties of the Secretary

- A. The Secretary is responsible for maintaining the records of the Society.
- B. The Secretary shall sign acts, orders and proceedings when necessary.
- C. The Secretary is responsible for sending and receiving all official ballots.
- D. The Secretary shall, in the absence of the President and Vice-President, act as President Pro-Tempore.
- E. The Secretary shall be a member of the Nominating Committee, except when serving as President Pro-Tempore.
- F. The Secretary shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

SECTION 4: Duties of the Treasurer

- A. The Treasurer is responsible for maintaining all appropriate financial records.
- B. The Treasurer is responsible for conducting all financial transactions sanctioned by the Board of Directors.
- C. The Treasurer shall supervise and direct the activities of the Finance Officer.
- D. The Treasurer shall make a full financial report for presentation at the annual membership meeting and all other such interim reports as required by the Board of Directors.
- E. The Treasurer shall present all financial records for audit as directed by the Board of Directors.
- F. The Treasurer shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

ARTICLE VIII: MEETINGS

SECTION 1: The annual membership meeting shall be held in conjunction with the OPS Annual Educational Program. The purpose of the meeting shall be to conduct business, receive reports from officers and committees, administer the oath of office to newly elected officials, and consider new business. Twenty (20) active members of the OPS shall constitute a quorum.

SECTION 2: OPS boards, standing committees and special committees may conduct business by conventional or electronic means including mail, telephone, fax, computer, or other appropriate means, provided that a quorum is established and all members have access to the information and/or debate through one or more of the means listed. Procedural rules related to the conduct of electronic meetings shall be established by the Board of Directors. A quorum is a majority of the members of the board or committee.

ARTICLE IX: COMMITTEES

SECTION 1: The Fellowship Committee shall be composed of all Past-Presidents and all Fellows. It shall be the duty of the Committee to elect Fellows.

SECTION 2: The Bylaws Committee shall be composed of the Parliamentarian and other members appointed by the Board of Directors. It shall be the duty of the

Committee to prepare revisions of, and amendments to, the Bylaws and the Standing Rules of Order for presentation to the Board of Directors.

SECTION 3: The Finance Committee shall be composed of a Chair appointed by the President and approved by the Board of Directors, the OPS Treasurer, the OPS Finance Officer, a member selected by the OPS Board of Certification, and a member selected by the OPS Board of Education. It shall be the duty of the committee to prepare a proposed budget for the next fiscal year.

SECTION 4: The Audit Committee Chair shall be appointed by the President. It is the responsibility of this Committee to ensure periodic auditing of the Society's accounts and to report to the Board of Directors and the membership. No member of the Audit Committee shall be a member of the Finance Committee.

SECTION 5: The Ballot Committee Chair shall be appointed by the President. It shall be the duty of this Committee to act as tellers of the official ballots.

SECTION 6: The Nominating Committee shall consist of the Secretary, a representative of the Board of Education, a representative of the Board of Certification and a member at large appointed by the President with the approval of the Board of Directors. It shall be the duty of this Committee to interview candidates for elected positions and to prepare a slate of candidates for approval by the Board of Directors. The Nominating Committee shall accept additional nominations of qualified candidates from active members by appropriate petition to the Secretary; petitions shall be signed by ten (10) active members.

SECTION 7: The Grievance Committee Chair shall be appointed by the President. It shall be the duty of this committee to accept formal grievances from any member and make recommendations for appropriate action to the Board of Directors in accordance with the Standing Rules.

SECTION 8: The Board of Directors shall establish standing committees as needed to conduct ongoing business of the organization. Said committees shall function at the discretion of, and report directly to, the Board of Directors. Said committees may be dissolved at the discretion of the Board of Directors.

ARTICLE X: BOARD OF CERTIFICATION

SECTION 1: Mission

The mission of the Board of Certification shall be:

A. To promote advancement in the profession of ophthalmic photography through certification and issuance of credentials to individuals who meet and maintain

the required level of competence.

- B. To ensure that the examination procedure upon which certification is based objectively measures the required competency for the performance of ophthalmic photography at each such level of certification.

SECTION 2: Duties and powers

The Board of Certification of the Ophthalmic Photographers' Society, Inc. is the formal body responsible for the voluntary certification of retinal angiographers and ophthalmic photographers. The Board of Certification shall possess sole authority for all matters pertaining to certification and recertification.

ARTICLE XI: PUBLICATIONS

SECTION 1: The Ophthalmic Photographers' Society shall publish The Journal of Ophthalmic Photography (Journal). The Journal will be produced under the direction of an Editor who shall be appointed by, and serve at the discretion of, the Board of Directors.

SECTION 2: The Ophthalmic Photographers' Society shall publish a Newsletter. The Newsletter will be produced under the direction of an Editor who shall be appointed by, and serve at the discretion of, the Board of Directors.

ARTICLE XII: CONSTITUENT CHAPTERS

SECTION 1: Constituent Chapters of the OPS may be formed on a local, state or regional level at the discretion of the Board of Directors. Three (3) or more members residing in the area may submit an appropriate petition for formation of a Constituent Chapter to the Board of Directors. The Board of Directors shall act upon each petition in accordance with the Standing Rules.

SECTION 2: Each Constituent Chapter shall assemble at least annually.

SECTION 3: Each Constituent Chapter shall keep a record of its proceedings and annually submit a copy of the record to the Secretary of the OPS.

SECTION 4: The Board of Directors reserves the right to dissolve any Constituent Chapter.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The Rules contained in Robert's Rules of Order Newly Revised shall guide the OPS in all cases to

which they are applicable and in which they are not inconsistent with the Bylaws, Articles of Incorporation, or any special rules of order the OPS shall adopt.

ARTICLE XIV: AMENDMENTS TO BYLAWS

In furtherance of Article VIII of the OPS Articles of Incorporation, these bylaws can be amended by the Board of Directors subject to the following:

SECTION 1. Upon proper notice the bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

SECTION 2. Amendments to the bylaws may be proposed by the Bylaws Committee, a member of the Board of Directors, or by petition to the Board of Directors signed by at least ten (10) active OPS members. The petition shall include the specific proposed language of the amendment, indicating what existing provisions, if any, shall be deleted or changed, and what new provision(s) added.

SECTION 3. Proposed bylaws amendments or revisions shall be distributed in writing to the Board of Directors; each member of the Board of Directors will be given an opportunity to comment and discuss the proposal, and a vote shall be called to approve submission of the proposal to the membership for public comment.

Public notice will be given to the OPS membership of the Board of Directors' intent to vote on the proposed bylaws changes. Notice can be through one or more of the following means: the OPS Newsletter, the OPS website, mail, fax, or email. Notice will allow 30 days for comment.

All public comments will be distributed to each member of the Board of Directors for consideration before a final discussion and vote is called.

ARTICLE XV: BOARD OF EDUCATION

The Board of Education shall have the responsibility of providing and producing all Society educational programs. The Vice-President shall serve as an ex-officio member.

ARTICLE XVI: SIMULTANEOUS BOARD MEMBERSHIP

No member of the Board of Education shall simultaneously be a member of the Board of

Certification.

ARTICLE XVII: REMOVAL OF A BOARD MEMBER

Any board may remove any of their members by a two-thirds (2/3) majority vote whenever, in their judgement, the best interests of the OPS would be served.