

BYLAWS OF THE International Council of Accreditation (ICA)

ARTICLE I — NAME AND OFFICES

Bylaw 1.1 Name

The name of this organization is the International Council of Accreditation. “ICA” (hereinafter referred to as “ICA”).

Bylaw 1.2 Offices

The registered office in the State of Minnesota shall be at 2025 Woodlane Drive, St. Paul, Minnesota 55125. ICA may have offices at such other place or places both within and outside the State of Minnesota as the Board of Directors may from time to time determine, or the business of ICA may require.

ARTICLE II — PURPOSE

Bylaw 2.1 Purpose

The purpose of ICA is to promote standards for education and certification programs, and to provide accreditation for education and certification programs.

Bylaw 2.2 ICA — Nature and Definition

ICA is a 501(c)(3) non-profit organization. The term “ICA” refers to the non-profit organization of which the Council Sponsors, its Board of Directors, and all committees pertaining to accreditation of education and certification programs .

Bylaw 2.3 Council — Nature and Definition

The Council is an assembly of the Organizational Sponsors represented by their designated representatives (who are referred to as “Directors”).

Bylaw 2.4 Board of Directors — Nature and Definition

The Board of Directors has fiduciary responsibilities and functions as the policy-making body of ICA, the Council, and all associated committees.

ARTICLE III — SPONSORSHIP

Bylaw 3.1 Categories of Sponsorship

ICA has one category of Sponsorship consisting of Organizational Sponsors as hereinafter provided in these Bylaws. ICA shall have no individual Sponsors. Individuals may be invited by ICA to serve in an advisory capacity to the Board of Directors, such as a Public Advisor.

Bylaw 3.2 Sponsorship

ICA sponsorship shall consist of sponsoring organizations that pay regular dues. Sponsoring organizations represent ophthalmic national organizations, associations, and training programs. The sponsoring organizations’ representatives shall consist of the President and Immediate Past President, or their designee, and two (2) additional representatives. The two (2) additional representatives will be appointed to serve on the Council’s Board as Directors. Sponsor representatives serving on the Council may serve as directors on the Board. Board members representing Sponsors that pay full regular dues may hold office.

Bylaw 3.3 Vacancies

Any vacancy occurring of the sponsor representative, due to withdrawal of the sponsor representative, shall be filled by the sponsoring organization of the vacating sponsor representative for the remainder of the unexpired term. Completion of an unexpired term of a sponsor representative does not constitute a full term.

Bylaw 3.4 Termination of Sponsorship

Any sponsor may terminate its sponsorship at any time upon giving written notice to the ICA Board of Directors. The sponsorship of any sponsor may be terminated for cause upon a two-thirds vote of the ICA’s Board of Directors after giving the sponsor notice and an opportunity to be heard either in writing or in person. Cause for termination may include, but is not limited to the following:

- 1.Failure to pay any amount due to ICA when it is due;
- 2.Failure to continue to meet the required criteria for sponsorship;
- 3.Engaging in any fraudulent, deceptive, or dishonest practice;
- 4.Ceasing to do business under the name listed as the sponsorship’s name;
- 5.Providing false, inaccurate, or incomplete information on an application for sponsorship or related document;
- 6.Failure of the sponsor to send any representative to two (2) consecutive Annual Meetings;
- 7.Lack of participation in Committee or Council meetings;
- 8.Disruptive or uncooperative behavior; or

9. Any other behavior, actions, or inactions which are perceived as detrimental to ICA's mission or goals.

Because ICA is a non-profit corporation, a sponsor has no "property rights" in its sponsorship interest, and the Board of Director's determination as to termination of a sponsor's interest will be final, non-appealable, and not subject to legal action.

ARTICLE IV - DUES

Bylaw 4.1 Sponsorship Dues

Sponsorship dues shall be established by the Board of Directors.

The Board of Directors will establish an accreditation fee schedule for applications, annual fees, site visits and other necessary fees in conducting the business of accreditation of training programs.

Any sponsor or training program that is delinquent in payment of dues or fees for a period of thirty (30) days and is notified may be suspended from sponsorship. If dues are not paid within the succeeding thirty (30) days, the delinquent sponsor or training program forfeits all rights and privileges of sponsorship and/or accreditation. If dues are paid within the succeeding thirty (30) days, the delinquent sponsor or training program will be reinstated.

ARTICLE V - MEETINGS

Bylaw 5.1 Annual Meeting of the Council Sponsor

The Council shall hold at least one Annual Meeting during the fiscal year for the transaction of any and all business that comes within its scope. The Annual Meeting shall be held each year at a time and place to be determined by the Board of Directors. Installation of new Board Members may take place at any Board or Annual Meeting. Meetings may be held by means of remote communication through which all sponsor representatives may participate in the meeting.

Bylaw 5.2 Special Meetings of the Council

Special meetings of the Council may be called as necessary by the President, Executive Committee, or majority of the Board of Directors by remote notice at such time and place of such Special Meeting either within or outside the State of Minnesota as shall from time to time be determined by the Board, including notice of the specific items to be discussed, considered, and acted upon, to all sponsors not less than thirty (30) days prior to the meeting. Only those items specifically identified in the notice may be the subject of a Special Meeting.

Bylaw 5.3 Voting — Quorum

A majority of the sponsor representatives present shall constitute a quorum of any meeting of the sponsors. The affirmative vote of a majority of the votes entitled to be cast by the sponsors present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the sponsors, unless a greater proportion is required by law, the Articles of Incorporation, or the Bylaws. If a meeting cannot be organized or continued because a quorum has not attended, or is no longer present, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. Sponsors who vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephone transmission shall be deemed present in person for purposes of this Bylaw.

Bylaw 5.4 Voting Rights

All sponsor representatives of the sponsoring organizations and the Board of Directors shall have the right to vote at any Council Meeting. Each sponsor representative and Director shall have one vote.

Bylaw 5.5 Voting Methods

Voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephone transmission or at a meeting in person by paper ballot or using parliamentary rules. In case of a tie vote, parliamentary rules and procedures shall govern the voting process. Action may be taken without a meeting if a ballot is delivered to all Council members or Board members entitled to vote on the action.

ARTICLE VI — THE BOARD OF DIRECTORS

Bylaw 6.1 Composition and Duties of the Board of Directors

There shall be up to eight (8) appointed members, two each from each Council Sponsor:

- Association of Technical Personnel in Ophthalmology (ATPO)
- International Joint Commission of Allied Health Personnel in Ophthalmology and the Joint Commission of Allied Health Personnel in Ophthalmology (IJCAHPO/JCAHPO)
- Consortium of Training Programs (COTP)
- Canadian Society of Ophthalmic Medical Personnel (CSOMP),

and; shall constitute the Board of Directors. Appointments shall be staggered. The length of term shall not exceed three (3) years. Board members may be eligible for reappointment not to exceed two (2) consecutive terms. If a Board member serves as an

Officer, the Board member may serve another term as a Director once the term as Officer is completed.

If a director resigns, is removed, or is otherwise unable or unwilling to serve, the vacancy shall be filled by the sponsoring organization of the vacating Director for the remainder of the unexpired term. Completion of an unexpired term of a Director does not constitute a full term.

The property and business of ICA shall be managed by its Board of Directors, which may exercise all such powers of ICA, and do all such lawful acts and things as are not by statute or by the Articles of Incorporation.

The Board of Directors may, by resolution adopted by a majority of the Board of Directors, designate one or more committees, each committee to consist of two (2) or more of the Directors, which committees, to the extent provided in said resolution, in the Articles of Incorporation, or in the Bylaws, shall have and exercise the authority of the Board of Directors in the management of the committee's responsibility. Other committees, not having and exercising the authority of the Board of Directors in the management of ICA, may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law. Any such committee shall carry out the mission of the organization.

Bylaw 6.2 Compensation of the Board of Directors

Officers and directors shall receive no compensation for their services as officers or directors, but may be reimbursed for expenses.

Bylaw 6.3 Standard of Conduct

A Director shall discharge his or her duties in good faith, in a manner the Director reasonably believes to be in the best interests of ICA, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.

Bylaw 6.4 Removal

Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the remaining Directors. Without limiting the foregoing, a Director may be removed for breach of confidentiality of Board actions to the public or staff, absences of lack of attendance at Board meetings. On removal of one or more Directors, a new Director may

be appointed at the meeting at which the previous Director(s) were removed.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

Bylaw 7.1 Meetings of the Board of Directors

The Board shall meet at least annually to conduct the business that comes within its scope. Regular or Special meetings of the Board may be held with thirty (30) days prior remote notice at such time and place either within or outside the State of Minnesota as shall from time to time be determined by the Board. Special meetings shall be called by the as necessary by the President, Executive Committee, or a majority of the Board.

Bylaw 7.2 Alternative Meetings or Forms of Communications

(a) A conference among the Directors, or among members of any committee designated by the Board, by any such means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if same notice is given to the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum of the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

(b) A Director may participate in a meeting of the Board, or any committee designated by the Board, not described in Paragraph (a) by any means of communication through which he/she, other persons so participating, and persons physically present at the meeting may simultaneously hear each other during the meeting. Participating in a meeting by that means constitutes personal presence at the meeting.

(c) Any action required or allowed to be taken at a Board of Director's meeting may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any Articles or filed document.

(d) At all meetings of the Board, a two-thirds (2/3) majority of the total number of Directors shall be necessary and sufficient to constitute a quorum. A two-thirds (2/3) majority of Directors where a quorum is present is necessary to make a decision, except where some other number is required by law, the Articles of Incorporation, or by these Bylaws. Mail voting is permitted. Proxy voting is not permitted.

Bylaw 7.3 Voting Regulations — Board of Directors

Only Directors shall have the right to vote at any Board of Director’s meeting. At Board of Directors’ meetings, each Director is authorized to cast one vote. In case of a tie vote, parliamentary rules and procedures shall govern the voting process.

Bylaw 7.4 Quorum

Board Members representing a majority of the Board shall constitute a quorum for the conduct of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

ARTICLE VIII — OFFICERS

Bylaw 8.1 Officers of ICA

Officers of ICA shall consist of: Past President, President, President-Elect, Secretary/Treasurer. Each officer of ICA shall be elected by the Board of Directors, except the Past President and Secretary/Treasurer, whose office shall be filled by the Executive Director of ICA. All officers of ICA shall be subject to the supervision and direction of the Board of Directors and the President. Directors who represent sponsors that pay full regular dues may be eligible to hold office as President and President-Elect.

Bylaw 8.2 Election

The Board of Directors at an annual regular Board of Directors’ meeting shall, by majority vote, elect ICA officers. The office of President and President-Elect shall rotate between the sponsoring organizations.

Bylaw 8.3 Terms of Office

The President and President-Elect shall serve for one (1) year and may be reelected to the same office or position for one (1) additional year for a total of two (2) consecutive terms. The Past President shall serve in its position until the President and President-Elect terms are rotated. The Treasurer and Corporate and Recording Secretary is non-elected and shall be assumed by the Executive Director of ICA.

The officers elected at the Board of Directors' meeting shall assume office on August 1, of each fiscal year. Each officer of ICA shall hold office until his/her successor is chosen and qualified or until his/her earlier resignation for removal. Any officer may be removed at any time, with or without cause, by the Board or sponsors.

Bylaw 8.4 President

The President shall be the Chair of the Board and shall preside at all meetings of the sponsors. The President is responsible to the Board of Directors. The President shall also perform such other duties and have such other authority as the Board may from time to time prescribe.

Bylaw 8.5 President-Elect

The President-Elect shall perform the customary official duties of a President-Elect, as directed by the President and the Board, and shall assume all duties of the President if the President is either unable to serve or the office of the President becomes vacant. The President-Elect shall also perform such other duties and have such other authority as the Board prescribes from time to time. The President-Elect shall automatically rotate to the President’s position upon completion of the terms held.

Bylaw 8.6 Treasurer/Secretary

The Treasurer/Secretary shall serve as an ex-officio non-voting member of the Board. The Treasurer/Secretary shall attend all sessions of the Board and all meetings of Sponsors. The Treasurer/Secretary shall give, or cause to be given, notice of special meetings of the Board and shall perform such other duties as may be prescribed to the Board of Directors. The Treasurer/Secretary shall be responsible for the organization’s financial transactions and financial records and shall be the official custodian of ICA’s funds and file reports thereof at such time as the Board makes requests. The Treasurer/Secretary shall also perform such other duties and have such other authority as the Board prescribes from time to time.

Bylaw 8.7 Executive Director

The Chief Executive Officer (CEO) of the International Joint Commission of Allied Health Personnel in Ophthalmology and the Joint Commission of Allied Health Personnel in Ophthalmology (IJAHP/OJCAHP) shall serve as Treasurer/Secretary, Recording Secretary and Executive Director of the Corporation. The CEO may designate ICA Staff to administer the day-to-day operations of ICA. The CEO shall also perform such other duties and have such other authority as the Board prescribes from time to time.

ARTICLE IX — RULES OF ORDER AND PROCEDURE

Bylaw 9.1 Parliamentary Authority

The parliamentary rules and procedures contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern all ICA meetings, including meetings of the Sponsors, the Board of Directors, and Committees, in all cases to which they are applicable and not inconsistent with the Articles of Incorporation,

Bylaws, Standing and Procedural Rules and Resolutions adopted by ICA, or with law.

Bylaw 9.2 *Procedural Rules and Administrative Guidelines*

The Board of Directors and all Committees of ICA may adopt such Special, Standing and Procedural Rules, Administrative Guidelines and Resolutions as may be necessary to implement the purposes set forth in ICA's Articles of Incorporation and Bylaws. These Rules, Guidelines, and Resolutions may not be in conflict with the Articles of Incorporation and Bylaws of ICA or governing law. Such Rules, Guidelines, and Resolutions may be adopted by a majority vote of the Board of Directors without previous notice, and they may be suspended, amended, or rescinded in the manner provided for in the Parliamentary Authority of ICA.

Bylaw 9.3 *Manner of Notice*

Whenever any notice is required or permitted under these Bylaws, unless a Bylaw otherwise specifically provides for other manner of notice, notice shall be deemed properly given only if given in the manner stated in this Bylaw. Notice is given by a sponsor to ICA or an officer of ICA when in writing and mailed or delivered to the Executive Director of ICA at the address of ICA's executive office. Notice is given by ICA to a Director, Officer, Sponsor, or other person:

- when mailed, telegraphed, sent by facsimile, or sent by electronic mail to an address designated by the person, at the last known address of the person or, in the case of a Director, Officer, or sponsor, at the address of the person in ICA's records;
- when handed to the person;
- when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office; and
- if the person's office is closed or the person to be notified has no office, when left at the dwelling or usual place of abode of the person with a person of suitable age and discretion residing in the house.

Notice by mail is given when deposited in the United States mail with sufficient postage affixed. Notice is deemed received when it is given.

Bylaw 9.4 *Notice of Meetings*

Written or printed notice stating the place, day, and hour of the meeting and, in case of a Special Meeting, the purpose or purposes for which the meeting is called shall be delivered at least fourteen (14) days and not more than sixty (60) days before the date of the meeting, either personally, by mail, or electronically to each sponsor or Director entitled to vote at such meeting. In the case of the Annual Meeting, the notice

shall be delivered at least thirty (30) days and not more than sixty (60) days before the date of the Annual Meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the sponsor or Director at the sponsor's or Director's address as it appears on ICA's records, with postage thereon prepaid.

Bylaw 9.5 *Waiver of Notice*

A Director or sponsor may waive notice of any meeting before, at, or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a Director or sponsor is a waiver of notice of that meeting unless the Director or sponsor: (a) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened; and (b) does not participate thereafter in the meeting.

Bylaw 9.6 *Checks*

All checks or demands for money and notes of ICA shall be signed by such officer or officers or such other person or persons as the Board of Directors may designate.

Bylaw 9.7 *Fiscal Year*

The fiscal year shall begin the 1st day of August and end on the 31st day of July of each year.

ARTICLE X — CONFLICT OF INTEREST POLICY

Bylaw 10.1 *Conflicts of Interest*

ICA has adopted a conflict of interest policy that applies to all Directors, Officers, Council Sponsors, and Committee Members. Directors, Officers, Council Sponsors, and Committee Members shall abide by the conflict of interest policy and shall annually acknowledge their receipt and review of the conflicts of interest policy.

ARTICLE XI - INDEMNIFICATION OF PRESENT OR FORMER DIRECTOR, OFFICER, SERVANT, OR AGENT

Bylaw 11.1 *Indemnification*

ICA shall provide for the indemnification of all current and former Officers, Directors, Committee Members, Council Sponsors, and agents of ICA to the full extent permitted by the Minnesota Non-Profit Corporation Act, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the ICA Board of Directors.

ARTICLE XII — AMENDMENT TO BYLAWS AND DISSOLUTION

Bylaw 12.1 *Amendments*

Amendments to these Bylaws may be made with thirty (30) days prior written notice of a meeting of ICA and by a two-thirds (2/3) vote of the sponsors.

Bylaw 12.2 *Dissolution*

ICA may be dissolved only in accordance with the ICA Articles of Incorporation and the requirements of Minnesota law, as well as applicable requirements for dissolution of tax-exempt entities under state and federal tax laws. Upon dissolution, ICA finances will be donated and transferred to the Joint Commission on Allied Health Personnel in Ophthalmology Education and Research Foundation Inc. or in the event that the JCAHPO Foundation does not exist to another organization that advances education and training for the allied ophthalmic personnel profession.