

BYLAWS OF THE COMMISSION ON ACCREDITATION OF OPHTHALMIC MEDICAL PROGRAMS, INC. (CoA-OMP)

ARTICLE I — NAME AND OFFICES

Section 1.1 *Name*

The name of this organization is the COMMISSION ON ACCREDITATION OF OPHTHALMIC MEDICAL PROGRAMS INC. “CoA-OMP” (hereinafter referred to as “CoA-OMP”).

Bylaw 1.2 *Offices*

The registered office in the State of Minnesota shall be at 2025 Woodlane Drive, St. Paul, Minnesota 55125. CoA-OMP 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 CoA-OMP may require.

ARTICLE II — PURPOSE

Bylaw 2.1 *Purpose*

The purpose of CoA-OMP is to improve education for the occupation of ophthalmic medical technician (ophthalmic assistant, ophthalmic technician, and ophthalmic medical technologist), to promote the elevation of standards for education programs, and to provide accreditation for ophthalmic education and training programs.

Bylaw 2.2 *CoA-OMP — Nature and Definition*

CoA-OMP is a 501(c)(3) non-profit organization. The term “CoA-OMP” refers to the non-profit organization of which the Commission Membership, its Board of Directors, and all committees pertaining to accreditation of ophthalmic allied health training programs are a part.

Bylaw 2.3 *Commission — Nature and Definition*

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

Bylaw 2.4 *Board of Directors — Nature and Definition*

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

ARTICLE III — MEMBERSHIP

Bylaw 3.1 *Categories of Membership*

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

Bylaw 3.2 *Membership*

CoA-OMP membership shall consist of sponsoring organizations. Sponsoring organizations represent ophthalmic national organizations, associations, and training programs. Each sponsoring organizations shall appoint four (4) members to represent the sponsoring organization. The sponsoring organizations’ representatives shall consist of the President and Immediate Past President, or their designee, and two (2) additional representatives appointed by each sponsoring organization. The sponsoring organizations may designate alternates if there is a conflict of interest.

Bylaw 3.3 *Vacancies*

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

Bylaw 3.4 *Termination of Membership*

Any Member may terminate its Membership at any time upon giving written notice to the CoA-OMP Board of Directors. The Membership of any Member may be terminated for cause upon a two-thirds vote of the CoA-OMP’s Board of Directors after giving the Member 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 CoA-OMP when it is due;
2. Failure to continue to meet the required criteria for Membership;
3. Engaging in any fraudulent, deceptive, or dishonest practice;
4. Ceasing to do business under the name listed as the Member’s Membership name;
5. Providing false, inaccurate, or incomplete information on an application for Membership or related document;

6. Failure of the Member to send any representative to two (2) consecutive Annual Meetings;
7. Lack of participation in Committee or Commission meetings;
8. Disruptive or uncooperative behavior; or
9. Any other behavior, actions, or inactions which are perceived as detrimental to CoA-OMP's mission or goals.

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

ARTICLE IV - MEETINGS

Bylaw 4.1 Annual Meeting of the Commission Membership

The Commission 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 Membership Meeting. Meetings may be held by means of remote communication through which all member representatives may participate in the meeting.

Bylaw 4.2 Special Meetings of the Commission Membership

Special meetings of the Commission may be called as necessary by the President, the Executive Committee, or the Board of Directors by either mailing or electronic mailing notice of such Special Meeting, including notice of the specific items to be discussed, considered, and acted upon, to all Members not less than fourteen days prior to the meeting. Only those items specifically identified in the notice may be the subject of a Special Meeting.

Bylaw 4.3 Voting — Quorum

A majority of the Member representatives present shall constitute a quorum of any meeting of the Membership. The affirmative vote of a majority of the votes entitled to be cast by the Membership present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members, 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. Members 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 4.4 Voting Rights

All Member representatives of the sponsoring organizations shall have the right to vote at any Commission Meeting. Each Member will have four votes or each member representative shall have one vote.

Bylaw 4.5 Voting Methods

Voting shall be taken by written ballot if requested by any Member representative. In case of a tie vote, parliamentary rules and procedures shall govern the voting process. Voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephone transmission, provided that the Member shall state or submit information from which it can be determined that the method of voting chosen was authorized by the Member. If it is determined that the telephone call, telegram, cablegram, electronic mail, or other means of electronic or telephone transmission made under this section is valid, the person appointed by CoA-OMP to count the votes of the Members or determine the validity of ballots shall specify the information upon which it is relied.

ARTICLE V — THE BOARD OF DIRECTORS

Bylaw 5.1 Composition and Duties of the Board of Directors

Six (6) appointed members, two each from ATPO, JCAHPO, and COTP, 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 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 CoA-OMP shall be managed by its Board of Directors, which may exercise all such powers of CoA-OMP, and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

The Board of Directors may, by resolution passed 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 CoA-OMP, 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 5.2 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 5.3 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 CoA-OMP, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.

Bylaw 5.4 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 absences or lack of attendance at Board of Directors' meetings. On removal of one or more Directors, new Directors may be appointed at the meeting at which the previous Directors were removed. A Director shall not be removed from office except at a Special Meeting called for that purpose, and the notice of the Special Meeting must specifically state that the purpose of the meeting is to consider the removal of the named Director or Directors.

ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

Bylaw 6.1 Meetings of the Board of Directors

The Board shall meet at least annually to conduct the business that comes within its scope. Regular meetings of the Board may be held with thirty (30) days prior written 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.

Bylaw 6.2 Special Meetings of the Board of Directors

Special meetings of the Board may be called by the President or by any five (5) directors with fourteen (14) days prior written or electronic notice. Special meetings shall be called by the Secretary in like manner and on like notice at the written request of five (5) Directors. Special meetings of the Board may be held at such time and place, or by remote communication, within or outside the State of Minnesota as shall be stated in the notice of the meeting.

Bylaw 6.3 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 6.4 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 6.5 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 VII — OFFICERS

Bylaw 7.1 Officers of CoA-OMP

Officers of CoA-OMP shall consist of: President, Vice President, Secretary, and Treasurer. Each officer of CoA-OMP shall be elected by the Board of Directors, except the Secretary, whose office shall be filled by the Executive Director of CoA-OMP. All officers of CoA-OMP shall be subject to the supervision and direction of the Board of Directors and the President.

Bylaw 7.2 Election

The Board of Directors at an annual regular Board of Directors’ meeting shall, by majority vote, elect CoA-OMP officers.

Bylaw 7.3 Terms of Office

The President and Vice President shall serve for one (1) year and may be reelected to the same office or position for a period of one (1) year. The office of President shall rotate between the sponsoring organizations. The Treasurer shall serve for one (1) year, and may be reelected to the office of Treasurer for up to two (2) consecutive terms. The Corporate and Recording Secretary is non-elected and shall be assumed by the Executive Director of CoA-OMP.

The officers elected at the Board of Directors' meeting shall assume office on August 1, of each fiscal year. Each officer of CoA-OMP 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 membership.

Bylaw 7.4 President

The President shall be the Chair of the Board and shall preside at all meetings of the membership. 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 7.5 Vice President

The Vice President, in the absence of the President or in the event of the President’s inability or refusal to act,

shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties and have such other authority as the Board prescribes from time to time.

Bylaw 7.6 Treasurer

The Treasurer shall be responsible for the collection of fees and assessments and shall be the official custodian of the funds belonging to CoA-OMP. The Treasurer shall be responsible for the maintenance of an accurate record of the income and disbursements of such funds, and file reports thereof at such time as the Board makes requests. The Treasurer shall also perform such other duties and have such other authority as the Board prescribes from time to time.

Bylaw 7.7 Secretary

The Secretary shall serve as an ex-officio non-voting member. The Secretary shall attend all sessions of the Board and all meetings of Members. The 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.

Bylaw 7.8 Executive Director

The Executive Director is CoA-OMP’s chief employed administrative officer and Treasurer, Secretary, and Recording Secretary. The Executive Director shall be employed by JCAHPO. The Executive Director may designate CoA-OMP Staff to administer the day-to-day operations of CoA-OMP. The Recording Secretary (Executive Director or CoA-OMP Staff) shall record all votes and the minutes of all proceedings in a book to be kept for that purpose, shall perform like duties for the standing committees when required, shall be responsible for notification of members of the time and place of all meetings, and authorized to disburse funds only up to amounts and for such purposes as are established by a resolution of the Board of Directors. The Executive Director shall also perform such other duties and have such other authority as the Board prescribes from time to time.

ARTICLE VIII — RULES OF ORDER AND PROCEDURE

Bylaw 8.1 Parliamentary Authority

The parliamentary rules and procedures contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern all CoA-OMP meetings, including meetings of the Membership, 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 CoA-OMP, or with law.

Bylaw 8.2 Procedural Rules and Administrative Guidelines

The Board of Directors and all Committees of CoA-OMP may adopt such Special, Standing and Procedural Rules, Administrative Guidelines and Resolutions as may be necessary to implement the purposes set forth in CoA-OMP’s Articles of Incorporation and Bylaws. These Rules, Guidelines, and Resolutions may not be in conflict with the Articles of Incorporation and Bylaws of CoA-OMP 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 CoA-OMP.

Bylaw 8.3 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 Member to CoA-OMP or an officer of CoA-OMP when in writing and mailed or delivered to the Executive Director of CoA-OMP at the address of CoA-OMP’s executive office. Notice is given by CoA-OMP to a Director, officer, Member, 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 Member, at the address of the person in CoA-OMP’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 8.4 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 Member 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 Member or Director at the Members or Director’s address as it appears on CoA-OMP’s records, with postage thereon prepaid.

Bylaw 8.5 Waiver of Notice

A Director or Member 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 Member is a waiver of notice of that meeting unless the Director or Member: (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 8.6 Checks

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

Bylaw 8.7 Fiscal Year

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

ARTICLE IX — CONFLICT OF INTEREST POLICY

Bylaw 9.1 Conflicts of Interest

CoA-OMP has adopted a conflict of interest policy that applies to all Directors, Officers, Commission Members, and Committee Members. Directors, Officers, Commission Members, 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 X - INDEMNIFICATION OF PRESENT OR FORMER DIRECTOR, OFFICER, SERVANT, OR AGENT

Bylaw 10.1 Indemnification

CoA-OMP shall provide for the indemnification of all current and former Officers, Directors, Committee Members, Commission Members, and agents of CoA-OMP 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 CoA-OMP Board of Directors.

ARTICLE XI — AMENDMENT TO BYLAWS AND DISSOLUTION

Bylaw 11.1 Amendments

Amendments to these Bylaws may be made with thirty (30) days prior written notice of a meeting of CoA-OMP and by a two-thirds (2/3) vote of the membership. Upon amendments, CoA-OMP shall comply with the executive and filing requirements of Minnesota Statute Section 317.27 or successor statute.

Bylaw 11.2 Dissolution

CoA-OMP may be dissolved only in accordance with the CoA-OMP 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, CoA-OMP 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 ophthalmic technician profession.