

**Amended and Restated Bylaws
of the
AMERICAN SOCIETY OF CATARACT AND REFRACTIVE SURGERY**

ARTICLE I

Name

Section 1.01 The name of this corporation is American Society of Cataract and Refractive Surgery.

ARTICLE II

Offices

Section 2.01 The principal office for the transaction of the activities, affairs, and business of the corporation may be located in such city and state as shall be determined by the Executive Board ("EB").

ARTICLE III

Purposes and Mission

The purposes of this corporation are contained in the articles of incorporation. The mission of ASCRS is to empower anterior segment surgeons to improve the vision, outcomes, and quality of life of their patients through Education, Advocacy, and Philanthropy.

ARTICLE IV

Members

Section 4.01 This corporation shall have (5) classes of members, designated as follows: Regular Member, Military Member, Honorary Member, Resident and Fellow Member, and Member Emeritus. Unless otherwise required by law, members shall have the right to vote only on those issues submitted for vote by the Executive Committee.

Section 4.02 REGULAR MEMBER. Any physician who holds a degree of Doctor of Medicine or Doctor of Osteopathy, who holds a valid and unrestricted license to practice medicine, and who is primarily engaged in the practice of ophthalmology is eligible to become a Regular Member of this corporation. Regular Members shall be entitled to all the privileges of membership, including the right to hold offices. Regular Members shall pay dues as determined by the EB.

Section 4.03 MILITARY MEMBER. Any ophthalmologist who satisfies the requirements for Regular Membership and is on active service with any of the Armed Forces of the

United States or the United States Coast Guard may elect to become a Military Member. A Military Member is entitled to all privileges of membership, including the right to vote and hold office. A Military Member shall pay one-half the dues of a Regular Member.

Section 4.04 HONORARY MEMBER. An Honorary Member is any person eligible for Regular Membership who has singularly aided the progress of anterior segment surgery and who has been designated as such by majority vote of the EB. An Honorary Member is entitled to all privileges of membership but shall pay no dues or assessments and may not hold office.

Section 4.05 RESIDENT AND FELLOW MEMBERS. Those persons engaged full-time in an approved ophthalmology program and certified by their Chief of Service shall be eligible for membership at a dues rate set by the EB. Resident and Fellow Members are entitled to all privileges of membership.

Section 4.06 MEMBER EMERITUS. A Member Emeritus is any member who retires from active practice of medicine but wishes to maintain his or her membership in this corporation. A Member Emeritus shall pay discounted annual dues and will be required to pay registration fees for events sponsored by this corporation, including the annual meeting. A Member Emeritus is entitled to all privileges of Regular Membership except that of holding office (including being a member of the EB).

Section 4.07 DUES AND FEES. The EB grants the Executive Director the responsibility of setting dues in accordance with the budget process.

Section 4.08 TERMINATION OF MEMBERSHIP. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a member, on reasonable notice to the corporation;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the EB;
- (c) Failure of a member to pay dues or assessments as set by the EB as provided in Section 4.07;
- (d) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Expulsion or suspension of the member, based on the good faith determination by the EB, or a committee authorized by the EB to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct which is deemed immoral, dishonorable, or unprofessional that materially and seriously prejudices the purposes and interests of the corporation. Any such determination

will be made in accordance with the due process procedures established by the Executive Committee. A person whose membership is suspended shall not be a member during the period of suspension.

ARTICLE V

Meetings and Scientific Programs

Section 5.01 ANNUAL MEETING. This corporation shall hold an Annual Meeting once each calendar year at such time and place as the EB may designate. At such meeting, members of the EB, the Leadership Committee, and the officers shall be nominated, appointed, and assume office as specified in Articles VI, VII, and VIII. In addition, a financial report and other pertinent information shall be disseminated to the members by the President or other officers. Scientific papers shall be presented at each Annual Meeting during scientific sessions. At least ninety (90) days' notice of the time and place of the Annual Meeting shall be given to all members, but failure to give the required notice shall not invalidate any Annual Meeting.

Section 5.02 SPECIAL MEETINGS. Special meetings of members, for any purpose or purposes whatsoever, may be called at any time by the President or by the EB. At least thirty-five (35) days written notice of the time, place, and purpose of any special business meeting or special scientific meeting shall be given to all members. No business may be transacted in any special meeting other than that specified in the notice thereof.

Section 5.02 NOTICE REQUIREMENTS. Notice of any members meeting shall be given, in accordance with these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, whenever feasible, the general nature of the business to be transacted.

Section 5.03 MANNER OF GIVING NOTICE. Notice of any meeting of members shall be given in any manner allowed by law, including without limitation electronic mail. Notice of an Annual Meeting also may be published on the corporation's website or in any publication that is regularly sent to the members.

Section 5.04 QUORUM. Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members; provided however, that if any regular or Annual Meeting is actually attended by less than one-third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 5.03 of these bylaws.

Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 5.05 ADJOURNED MEETINGS AND NOTICE THEREOF. Any members meeting, annual or special, may be adjourned from time to time by the vote of a majority of the members present in person. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 5.06 ENTRY OF NOTICE. Whenever any member entitled to vote has been absent from any meeting of members, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be presumptive evidence that due notice of such meeting was given to such members, as required by law and the bylaws of the corporation.

Section 5.07 VOTING. Every Voting Member shall have one vote and may cast such vote in person, when applicable, at all meetings of this corporation.

Section 5.9 ELECTRONIC ACTION WITHOUT A MEETING. Any action that may be taken at any meeting of members may be taken via electronic ballot without a meeting according to the following rules:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. The number of ballots received by the corporation must equal or exceed the quorum that would have been required had there been a meeting (i.e., the corporation must receive a valid ballot from five percent (5%) or more of its voting members).
- c. Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the corporation in order to be counted.

ARTICLE VI

Executive Board

POWERS. The EB serves as the board of directors of this corporation and has governance authority for oversight of day-to-day management and policy making for the organization. Except for those limited powers (if any) given to the Leadership Committee by the EB, all other powers regarding the business and affairs of the corporation shall be controlled by the EB.

Section 6.01 NUMBER, TERM, QUALIFICATION, AND REMOVAL OF EB MEMBERS. There shall be a maximum of 13 members of the EB, consisting of the following:

- a. President
- b. Vice President (also known as President-Elect)
- c. Treasurer
- d. Secretary
- e. Immediate Past President
- f. Nominating Committee Chair (the prior year's Immediate Past President, formerly known as the Past Past President)
- g. Government Relations Chair
- h. Annual Meeting Program Chair
- i. EyeWorld Chief Medical Editor
- j. Senior Advisory Council Chair
- k. ASCRS Foundation Chair (ex officio without vote)
- l. Member at Large
- m. ASCRS Executive Director (ex officio without vote)

The following EB positions will have initial terms of 3 years and may be reelected for a maximum of one additional term (6 years total): Government Relations Chair; Annual Meeting Program Chair; EyeWorld Chief Medical Editor; and Member at Large.

The following EB positions will have terms of 1 year and may not be reelected to any additional terms: President; Vice President; Treasurer; Secretary; Past President; Nominating Committee Chair, and Senior Advisory Council Chair.

Unless the EB decides otherwise for good cause, it is expected that once a person is elected as Secretary, such person will ascend each year thereafter to Treasurer, Vice President, and President, respectively. Consequently, the Nominating Committee each year shall normally seek nominations only for the Secretary and Member at Large positions, using the following process: (i) The Nominating Committee will ask all voting members for any nominations; (ii) The nominations that are received will be reviewed by the Nominating Committee as to qualifications, experience, diversity, and other factors that may be provided by the EB; and (iii) The Nominating Committee

will advance three final candidates for each open position to the EB for its approval by a majority vote of a quorum.

Any member of the EB may be removed with or without cause at any regular or special meeting called for that purpose by a two-thirds vote of all EB voting members in accordance with procedures developed by the EB.

Section 6.02 VACANCIES. A vacancy on the EB for any reason shall be filled by the EB for the remaining term in accordance with the process described in Section 7.10.

Section 6.03 REGULAR MEETINGS. A regular meeting of the EB shall be held concurrently with the Annual Meeting of the members. The precise time and location of each such meeting shall be determined by the President.

Section 6.04 OTHER REGULAR MEETINGS. Regular meetings of the EB shall be held at such time as shall from time to time be determined by the EB. Once scheduled, such regular meetings may be held without additional notice provided the notice of any change in the determination of the time of such meeting shall be sent to all of the EB members. Notice of a change in the determination of the time shall be given to each EB member in the same manner as for special meetings of the EB.

Section 6.05 SPECIAL MEETINGS. Special meetings of the EB shall be called by the President, or by any five members of the EB upon not less than 2 days' notice.

Section 6.06 NOTICE OF ADJOURNMENT. Notice of the time and place of holding of any adjourned meeting need not be given to absent EB members if the time and place be fixed at the meeting adjournment.

Section 6.07 ENTRY OF NOTICE. Whenever any EB member has been absent from any special meeting of the EB, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such EB member, as required by law and the bylaws of the corporation.

Sections 6.08 WAIVER OF NOTICE. The transactions of any meeting of the EB, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the EB members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.09 QUORUM. A majority of the authorized number of the EB members with voting rights shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the EB members with voting rights present and voting at a meeting duly

held at which a quorum is present shall be regarded as the act of the EB unless a greater number or different voting rule is required by law or these bylaws.

Section 6.10 ADJOURNMENT. A quorum of the EB of the members may adjourn any EB meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum, a majority of the EB members present at any EB meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the EB.

Section 6.11 ACTION WITHOUT MEETING—WRITTEN CONSENT. Any action required or permitted to be taken by the EB may be taken without a meeting if all members of the EB shall individually or collectively consent in writing to that action. Such action by written consent may be signed and transmitted electronically and shall have the same force and effect as a unanimous vote of the EB. Such written consent or consents shall be filled with the minutes of the proceedings of the EB.

Section 6.12 MEETINGS BY TELEPHONE. Any meeting may be held by conference telephone or similar communication equipment, as long as all EB members participating in the meeting can simultaneously hear one another. All such EB members shall be deemed to be present in person at such a meeting.

ARTICLE VII

Officers

Section 7.01 OFFICERS. The four elected officers shall consist of the President, Vice President (President-Elect), Secretary, and Treasurer. In addition, when a new President is elected, his/her predecessor shall become the "Immediate Past President" and the person who had been Immediate Past President shall become the Nominating Committee Chair (formerly known as the "Past Past President").

Section 7.02 PRESIDENT. The President shall preside at meetings of this corporation. He/she may appoint ad hoc (special) committee and representatives of this corporation to other professional and governmental organizations.

Section 7.03 VICE PRESIDENT (PRESIDENT-ELECT). The Vice President (President-Elect) shall perform the duties of the President in the President's absence. The Vice President is also the President-Elect.

Section 7.04 SECRETARY. The Secretary shall keep or cause to be kept, all corporation records at the corporation's principal office or such other place and perform other such duties as the board may direct.

Section 7.05 TREASURER. The Treasurer, with the approval of the EB and assistance by the corporation's staff, shall arrange with a bank or trust company for the safe custody of monies and investments of the corporation. The Treasurer shall so keep the books of this corporation that a quarterly statement can be sent to each member of the EB. If requested by the EB, s/he shall provide a suitable fidelity bond, at a cost to be borne by this corporation.

Section 7.06 IMMEDIATE PAST PRESIDENT AND NOMINATING COMMITTEE CHAIR (FORMERLY THE PAST PAST PRESIDENT). The Immediate Past President is that member of this corporation who last held (but no longer holds) the office of President. The Nominating Committee Chair (formerly known as the Past Past President) is that person who last held (but no longer holds) the office of Immediate Past President. These individuals shall perform such duties as may be assigned by the President or the EB.

Section 7.07 ELECTION; TERMS. The President, Vice President (President-Elect), Secretary, and Treasurer shall be nominated and elected for a term of 1 year by the EB from among the corporation members entitled to hold office. Unless otherwise determined by the EB in its discretion, it is expected that the first officer position to be held by a new officer will be the office of Secretary and that each year thereafter, the person shall progress in the following sequence: Treasurer, then Vice President (President-Elect), then President, then Immediate Past President, and Nominating Committee Chair. The EB shall annually confirm the succession of each officer to the next position in the sequence. No person may serve in this line of succession more than once.

Section 7.08 SUBORDINATE OFFICERS. Subject to the limitation in the overall number of EB members in Section 6.01 herein, the EB may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the EB may from time to time determine.

Section 7.09 REMOVAL AND RESIGNATION. Any officer may be removed with or without cause at any time by a 2/3 vote of all EB voting members at a regular meeting or special meeting of the EB.

Any officer may resign at any time by giving written notice to the EB, to the President, or to the Secretary of the corporation. Any such resignation shall take effect as of the date of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.10 VACANCIES. Unless the EB determines otherwise in its discretion, a vacancy in an officer position will normally be filled by the officer who is prior in succession being advanced to the vacant position and the EB then filling the Secretary's position with a new person.

ARTICLE VIII

Leadership Committee

POWERS. The Leadership Committee shall provide nonbinding advice regarding educational issues to the EB and Executive Director, including proposing educational policies for the corporation with all such proposed policies being subject to ratification or rejection by the EB. Except for the foregoing advisory powers and any other duties as may be assigned by the EB from time to time, all other powers regarding the business and affairs of the corporation shall be controlled by the EB.

Section 8.01 NUMBER, TERM, ELECTION, AND QUALIFICATION OF LEADERSHIP COMMITTEE MEMBERS. The number of members of the Leadership Committee shall consist of the following: all clinical committee chairs, special interest committee chairs, and other roles as determined necessary by the EB. The members of the Leadership Committee will be ASCRS members in good standing.

Notwithstanding the foregoing, the EB shall have the authority to subtract from or add to the foregoing Leadership Committee composition. All Leadership Committee members shall serve a term of 3 years and may serve no more than 2 successive terms.

Section 8.02 REMOVAL AND VACANCIES. Any Leadership Committee member may be removed with or without cause by a two-thirds vote of all EB voting members. A vacancy on the Leadership Committee for any reason shall be filled by the EB for the remaining term.

Section 8.03 REGULAR MEETINGS. A regular meeting of the Leadership Committee shall be held biannually in conjunction with the EB. The precise time and location of each such meeting shall be determined by the Executive Director.

Section 8.04 OTHER REGULAR MEETINGS. Regular meetings of the Leadership Committee may be called only by the EB (either separately from or in conjunction with an EB regular meeting) and held at such time as shall from time to time be determined by the President. Such regular meetings may be held without notice provided the notice of any change in the determination of the time of such meeting shall be sent to all the Leadership Committee members. Notice of a change in the determination of the time shall be given to each Leadership Committee member in the same manner as for special meetings of the Leadership Committee.

Section 8.05 SPECIAL MEETINGS. Special meetings of the Leadership Committee may be called only by the EB (either separately from or in conjunction with an EB special meeting) and shall be called by the President with at least 7 days notice.

Section 8.06 NOTICE OF ADJOURNMENT. Notice of the time and place of holding of any adjourned meeting need not be given to absent Leadership Committee members if the time and place be fixed at the meeting adjournment.

Sections 8.07 WAIVER OF NOTICE. The transactions of any meeting of the Leadership Committee, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Leadership Committee members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8.08 QUORUM. A majority of the authorized number of the Leadership Committee members shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Leadership Committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Leadership Committee unless a greater number be required by law or these bylaws.

Section 8.09 ADJOURNMENT. A quorum of the Leadership Committee may adjourn any Leadership Committee meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum, a majority of the Leadership Committee members present at any Leadership Committee meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Leadership Committee.

Section 8.10 ACTION WITHOUT MEETING—WRITTEN CONSENT. Any action required or permitted to be taken by the Leadership Committee may be taken without a meeting if all members of the Leadership Committee shall individually or collectively consent in writing to that action. Such action by written consent may be signed and transmitted electronically and shall have the same force and effect as a unanimous vote of the Leadership Committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Leadership Committee.

Section 8.11 MEETINGS BY TELEPHONE. Any meeting may be held by conference telephone or similar communication equipment, as long as all Leadership Committee members participating in the meeting can hear one another. All such Leadership Committee members shall be deemed to be present in person at such a meeting.

ARTICLE IX Committees

Section 9.01 Special and standing committees shall be established by the EB as it may deem necessary. To further the work of this corporation, the President may also establish ad hoc working groups and task forces.

Section 9.02 CLINICAL COORDINATING COMMITTEES (“CCCs”). CCCs shall be established on the approval of the EB. CCCs are responsible for keeping the EB and the entire membership up to date with regard to their specific clinical areas of interest. Each CCC shall be made up of a Chair selected by the EB, along with such other members of the corporation as the Chair may nominate, but subject to final approval by the EB. Terms of the Chair and members of CCCs shall be determined by the EB. A Chair will serve a term of 3 years and may be elected to a second term by the EB. A Chair may only serve a maximum of 2 terms.

ARTICLE X

Parliamentary Authority

Section 10.01 The rules set forth in the latest edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern this corporation in all cases to which they apply, in which they are not inconsistent with these bylaws, the articles of incorporation, or applicable law.

ARTICLE XI

Amendment of Bylaws

Section 11.01 Unless otherwise required by law, the EB may approve the adoption, amendment, or repeal of any bylaws provision by a two-thirds vote of all EB voting members.

ARTICLE XII

Miscellaneous

Section 12.01. INDEMNIFICATION. Unless otherwise prohibited by law, the corporation shall indemnify any director or officer (including both the members of the EB and the Leadership Committee) or any former EB or Leadership Committee member or officer, and may by resolution of the EB indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a EB or Leadership Committee member, officer, or employee. Specifically, indemnity is permitted if the individual: (1) Conducted himself/herself in good faith; (2) Believed: a. In the case of conduct in his/her official capacity with the corporation, that the conduct was in its best interests; and b. In all other cases, that the conduct was at least not opposed to its best

interests; and (3) In the case of any criminal proceeding, that he/she had no reasonable cause to believe that his conduct was unlawful.

Section 12.02. INSURANCE. The EB may also authorize the purchase of insurance on behalf of any EB or Leadership Committee member, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a EB or Leadership Committee, officer, employee, or agent, whether or not the corporation would have the power to indemnify the person against that liability under law.

Section 12.03. NOTICE. In addition to the provisions of Section 5.03, whenever under the provisions of these blaws notice is required to be given to any person, such notice shall be given in writing and may be sent by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given to any person by facsimile, electronic mail, hand delivery, telephone, or in-person and will be deemed given when received.

Section 12.04. OFFICIAL COMMUNICATIONS; RECOGNITION OF ELECTRONIC COMMUNICATIONS. Unless otherwise required by applicable law, if any provision of these bylaws requires a notice or communication to any person, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these bylaws requires the signature or written consent or approval of any person, an electronic signature or authenticated electronic communication satisfies the requirement.

Ratified by ASCRS members on April 23, 2022.