

ROCKY MOUNTAIN OPHTHALMIC PERSONNEL

AMENDED BYLAWS – REVISED 2016

ARTICLE I

NAME

The name of the association shall be the Rocky Mountain Ophthalmic Personnel (RMOP) hereinafter known as RMOP, a not-for-profit corporation.

ARTICLE II

OBJECT

The object of RMOP is to provide continuing medical education for all levels of allied health personnel interested in Ophthalmology. The RMOP is a group providing the flexibility to be responsive to membership's needs. Our goals include:

1. Encouraging individual career growth through education.
2. Developing professional and personal relationships with other ophthalmic allied health personnel.
3. Acting as a resource group for physicians seeking motivated staff members.

ARTICLE III

MEMBERS

1. Membership shall be open to anyone currently employed in any professional or allied medical capacity within the field of Ophthalmology or any related field or to anyone interested in joining the profession.
2. Dues shall be payable each year on or before January 1. The Treasurer shall notify members one month in advance, and those whose dues are not paid within thirty days thereafter, will be automatically dropped from membership in RMOP without further notice or action.
3. All members in good standing shall have the right to vote and to hold office.
4. Any member may resign by filing a written resignation with the Secretary but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.
5. No member of the Association may transfer a membership or any rights arising therefrom. Any attempted transfer shall be void *ab initio*.
6. No member of this Association may be expelled or suspended except for good cause and after a hearing conducted under the procedures described in Colo. Rev. Stat. §7-126-302.
7. The Association shall not purchase the membership of a member who resigns or whose membership is terminated or shall any payment be made to such member on account thereof.

ARTICLE IV
OFFICERS AND BOARD OF DIRECTORS

1. The officers of RMOP shall be a President, Treasurer, Secretary, and one or more Education Coordinators. Such officers shall have the authority and perform the duties as described herein. The Board shall have not less than five nor more than an amount of Directors equal to five together with one Director from each chapter [“chapter” shall mean a duly authorized and designated organization of RMOP serving a specific geographic area as recognized by the Board of Directors].
2. RMOP shall have a Board of Directors consisting of the foregoing in Section 1 above together with Advisors to the Board, which will consist of one, or more Ophthalmologists as agreed upon by the officers and who do not vote. The Board will meet with the advisors at least once a year.
3. Electronic Communications Meetings. Members of the Board or any committees may participate in meetings of the Board or such committee by means of videoconference, teleconference, or by any other means of communication in which all persons participating in the meeting are able to communicate with one another at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting. Decisions that require Board approval may be made by polling the Board if the decision is unanimously agreed to.
4. The Board shall manage the affairs of RMOP. The Board shall meet as needed at the call of any of the officers. Notice of meetings shall be given at least five days in advance. A majority of the Board shall constitute a quorum. All Board members are required to attend a minimum of fifty percent of the Board meetings and fifty percent of the membership meetings. Failure to do so may constitute grounds for request for resignation at the discretion of the remaining Directors.
5. Eligibility of office is limited to members. Nominations of directors/officers will be held in January with elections in February at the monthly education meetings and/or by mail ballot. In the event that no one is nominated at a meeting the current board may appoint members that are willing to serve as officers. The term of office is two years. Directors/Officers may serve multiple consecutive terms with no term limit. New directors/officers take office the first day of March. Elected director/officers will pay no dues for their term of service to RMOP.
6. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.
7. Removal from office, with or without cause, shall require a two-thirds vote of the Board, provided such action has been included as an agenda item in the call for that meeting.

ARTICLE V
DUTIES

1. President. The President shall be the principal executive officer and spokesperson of the RMOP and shall in general, supervise and direct all the business and affairs of the RMOP. The President's primary responsibility is to promote RMOP to the ophthalmic community. The President shall sign, with the Secretary or any proper officer of the RMOP, any contract or document that the Board has authorized to be executed. The President shall, in general, perform all the duties incident to the office of the President, and other duties as may be assigned by the Board.
2. Education Coordinator. The Education Coordinator shall be responsible for planning of the programs including selection of topics and speakers and arranging for food and sponsorship. This position may consist of one or more persons from different areas in the Rocky Mountain Region as needed to fulfill the needs of the membership. The Education Coordinator shall, in general, perform all the duties incident to the office to the Education Coordinator, and other such duties as may be assigned by the President and/or Board.
3. Treasurer. The Treasurer, if required by the Board, shall give bond for the faithful discharge of duties, in such sum and with such duties, as the Board shall determine. This position can be combined with that of the Secretary if deemed feasible by the Board. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the RMOP: receive and give receipts for moneys due and payable to the RMOP, from any source whatsoever, deposit all moneys in the name of the RMOP in such banks, trust companies, or other depositories as shall be selected by the Treasurer and approved by the Board, and in general, perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the President and/or Board. The Treasurer shall be responsible for maintaining the membership files and notifying members when dues are due.
4. Secretary. The Secretary shall keep the minutes of the meetings of the members, and of the Board, see that all notices including the newsletter are duly given in accordance with the provision of these Bylaws, or as required by law, be custodian of the records of the RMOP, keep a register of the post office address of each member, which shall be furnished by the member, be responsible for all correspondence to and from the RMOP, and in general perform all duties incident to the office of Secretary, and other such duties as may be assigned by the President and/or Board. This position can be combined with that of the Treasurer if deemed feasible by the Board.

ARTICLE VI
MEMBERSHIP MEETINGS

1. Meetings of the members shall be held on a regular basis with breaks for holidays such as Christmas or summer vacations to meet with the continuing education needs of the membership. The purpose of the meeting shall be to conduct the business of the RMOP and provide continuing education in Ophthalmology to the members. The Board shall designate the date, time, topic and place of the meeting.
2. The members present at a meeting shall constitute a quorum for all purposes and votes held at such a meeting except as to a motion to dissolve the RMOP.

ARTICLE VII
COMMITTEES

1. Special Committees. Special Committees and their Chairman shall be appointed by the President as deemed necessary for the good of the RMOP, subject to the approval by two-thirds of the Board.
2. Election Committee. The Secretary or other director/officers shall take nominations from the floor at the January meeting. Only members in good standing may hold office. Election will take place by ballot or hand vote at a meeting and/or a mailed ballot to the membership following the January meetings. Any number of ballots received will constitute a legal election. The Secretary will count the ballots and notify the elected directors/officers prior to March of their election. The results of the election will be announced in the Newsletter. New directors/officers will take their position on March 1.
3. Additional Committees Established by Board of Directors. The Board of Directors may establish such committees, advisory boards, auxiliaries or other bodies of any kind, comprised of at least one member of the Association, for such purposes as the Board may provide in order to provide such advice, service and assistance to the Association and to carry out such duties and responsibilities for the Association as may be previously approved by the Board except that the Board of Directors may not delegate its voting powers or any of the functions of the Board of Directors or officers of the Association to such bodies and such bodies shall not, without specific written resolution of the Board of Directors, have the authority to bind the association in any manner whatsoever, but shall be purely advisory in nature and shall not exercise any power or authority reserved to the Board.

ARTICLE VIII
PARLIAMENTARY AUTHORITY

On questions of parliamentary procedure not covered by these Bylaws, Roberts Rules of Order Newly Revised shall prevail.

ARTICLE IX
AMENDMENTS

1. All amendments to these Bylaws shall be approved by a two-thirds vote of the Board prior to submitting such amendments to the membership.
2. The full text of amendments to the Bylaws shall be voted upon by the membership the following way: At any regular or special meeting of the membership providing that ten days notice has been given that such action will be taken. Two-thirds vote of those members present and voting shall be required to amend the Bylaws. Voting in absentia shall be permitted providing the ballot is received by the meeting date.

ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The personal liability of directors is hereby limited to the same extent and in the same manner as provided in Colo. Rev. Stat. §7-40-104. The association may indemnify and hold harmless to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative (a “proceeding”) by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the association or is or was serving at the request of the association as a director or officer of another association or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person. The association shall indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors of the Association.
2. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article 10 shall not adversely affect any right or protection of a director or officer of the association in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI
COMPENSATION AND CONFLICT OF INTEREST

1. Compensation. No member of the Board (hereafter “interested persons”) of the Association shall be paid or receive directly or indirectly any profit or pecuniary advantage for their service on the Board. However, the Board may authorize the payment of reasonable expenses incurred by such Interested Persons in the performance of their duties. Such Interested Persons may also be compensated for other services to the association, subject to the provisions of Article XI, Number 2 of these Bylaws, and may not vote on matters concerning any services for which they are compensated.
2. Conflicts of Interest. No Interested Person of the Association shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Association, nor in any contract for the furnishing of services or supplies to the Association, unless such contract is authorized by a majority of the Board at a meeting at which the presence of such Interested Person is not necessary for the purposes of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the board members present at the meeting at which such contract shall be authorized.

ARTICLE XII
MISCELLANEOUS

1. The business address of the RMOP shall be determined by the Board, and may be changed from time to time as required.
2. The Fiscal Year of the RMOP shall begin the first day of January in each year and end the last day of December in each year.
3. The Course Education year shall begin on January 1 and end on December 31 of each year.
4. Distribution Upon Dissolutions. Upon termination or dissolution of RMOP, any assets lawfully available for distributions shall be distributed to one (1) or more qualifying 501(c) (3) organization affiliated with eye care or organizations which has a mission similar to RMOP. RMOP can only be dissolved by the unanimous vote of the Board and by a vote of the membership at a duly called meeting by majority vote.

APPROVED BY:

Name

Title

Name

Title