



# Governance Transformation: Streamlined Board Structure

**Desired Outcomes:** The Board will be comprised of eleven voting members, with an emphasis on personal and professional diversity. Its smaller size will foster more active discussions and increase accountability. Nominations will be sought according to agreed-upon skills and attributes, determined by the issues expected to face the profession in the coming years. We will strive for contested races for every open position.

## SECTIONS AMENDED

Section	Title	Summary
4.2, 4.3	Board Composition	Establishes Board composition and terms of office
4.3 <i>new</i>	Multiple Board Members from Single Bank	Prohibits more than one member on Board per eye bank
4.4	Vacancies on Board	Clarifies how Board vacancies are filled
5.2	Nomination, Election and Term of Office	Details Governance Committee's role in nominations
5.3	Resignation and Removal	Strikes redundant vacancy text
5.5	Role of the Chair	Strikes Chair’s role to preside over HOD meetings
5.6	Role of the Chair-Elect	Strikes Chair-Elect’s position on the Nominating Cmte
5.8	Secretary-Treasurer	Strikes requirement that Secretary-Treasurer have a financial background

## AMENDMENT 1: COMPOSITION OF BOARD OF DIRECTORS

Action: Amend Section 4.2, Strike Section 4.3

Rationale: Streamlines and simplifies Board structure, facilitating robust Board discussions and eliminating confusion about roles, responsibilities and terms.

### PROPOSED TEXT

- 4.2     Composition of Board. The Board of Directors shall be comprised of 13 members to include:
- A. The current Chair, Chair-Elect, Secretary-Treasurer, Speaker of the House, Medical Advisory Board (MAB) Chair, and six At-Large positions. The Immediate Past Chair and the President/CEO shall be non-voting, ex-officio members of the Board of Directors.
  - B. All members of the Board of Directors, with the exception of the Medical Advisory Board Chair, shall be elected by the delegates to two-year terms, with a maximum of consecutive two terms.
  - C. The Medical Advisory Board Chair shall be appointed to a three-year term by the Chair of the Board of Directors and ratified by a majority of the Board of Directors. The MAB Chair may be reappointed to one additional three-year term.

### CURRENT TEXT WITH AMENDMENTS SHOWN

4.2 Composition of Board of Directors. The Board of Directors shall be comprised of 13 members ~~not less than 17 nor more than 22 members (Honorary Members, Category F, not subject to this count)~~ to include:

A. The current Chair ~~person~~, Chair ~~person~~-Elect, Secretary, ~~Treasurer~~, Speaker of the House, Medical Advisory Board (MAB) Chair, and six At-Large positions. ~~†The Immediate Past Chair and the~~

~~Immediate Past Chairperson (5). The~~ President/CEO shall be ~~a~~ non-voting, ex officio members of the Board of Directors.

B. All members of the Board of Directors, with the exception of the Medical Advisory Board Chair, shall be elected by the delegates to two-year terms, with a maximum of two consecutive terms.

C. The Medical Advisory Board Chair shall be appointed to a three-year term by the Chair of the Board of Directors and ratified by a majority of the Board of Directors. The MAB Chair may be reappointed to one additional three-year term.

~~B. Eye Bank representatives based on member organization's volume of corneal tissue provided for transplant. Up to five (5) members will be elected to serve on the Board according to a formula approved by the Board of Directors.~~

~~C. Chairperson of the Medical Advisory Board.~~

~~D. Chairpersons of particular programs and projects as presented by the Chair and upon approval of the Board, in a number not more than four (4). The Board shall consider appointment of a representative from The Cornea Society and from among Medical Directors currently serving their banks in this position.~~

~~E. One (1) person who is designated by Committee on Eye Banks of the American Academy of Ophthalmology (AAO) and is deemed acceptable by the Board of Directors of the Association~~

~~F. Five (5) at large Directors from the Active Membership.~~

~~G. Honorary Board Members: Any individual whom the Board feels has distinguished himself/herself in the field of Eye Banking, whether by financial support or ancillary support to the Eye Bank Association of America. Honorary Board members are not subject to Section 2.3 regarding payment of dues for this category of membership.~~

#### 4.3 — Nomination, by HOD and Terms.

Category A. Directors in Category A are those persons elected to the positions indicated for a two year term. They serve as Officers until the expiration of their Term in office or removal for cause.

Category B. Directors in Category B are those persons elected by the House of Delegates, and serve a two year term as representatives of a specific segment of eye bank, as noted in 4.2 B.

Category C. The Director in Category C is appointed by the Association Chair to serve at least one three year term as Medical Advisory Board Chair, unless removed for cause. The position is subject to reappointment.

~~Category D. Directors in Category D are designated by the Board and serve at the pleasure of the Board for a two year term, subject to reappointment.~~

~~Category E. The Director in Category E is appointed by the American Academy of Ophthalmology (AAO), with the approval of the EBAA and serves at the pleasure of the American Academy of Ophthalmology (AAO) and the EBAA Board of Directors for a two year term, subject to reappointment.~~

~~Category F. Directors in Categories A, B and F are elected by the House of Delegates generally at an Annual Meeting, and serve for a term of three years. The Nominating Committee calls for nominations for Officer and Board positions, affording the Members a reasonable opportunity to submit nominations and develop a slate of candidates based on a review of the experience and qualifications of each candidate. The Committee shall transmit a slate of nominees (including appropriate biographical information) to the Members not less than 30 days prior to the House of Delegates Meeting.~~

~~Category G. Honorary Directors are appointed by a 2/3 (two-thirds) vote of the Board of Directors for a term of three years from date of appointment, and may be reappointed upon conclusion of term. Honorary Board members are entitled to all the rights and privileges bestowed upon active members except the right to hold office or vote. Honorary Board members are not subject to Section 2.3 regarding payment of dues for this category of membership.~~

~~Any Director may be duly elected to serve successive terms in the same category (if applicable) or in another category, provided that no person may serve on the Board of Directors for more than six consecutive years, excluding those years in which he/she serves by virtue of being an officer, MAB appointee or Immediate Past Chairperson.~~

## AMENDMENT 2: MULTIPLE BOARD MEMBERS FROM A SINGLE EYE BANK

Action: Create new Section 4.3

Rationale: A single eye bank with multiple members serving on the Board would hold inordinate power under EBAA's smaller Board structure.

### PROPOSED TEXT:

4.3 Multiple Board Members from a Single Eye Bank: Each eye bank or group of eye banks, through their employees, consultants or volunteer leaders, shall hold no more than one (1) position on the Board of Directors. Should an eye bank or group of eye banks hold more than one Board position, whether through acquisition, merger or change of employment, one or more Board members affiliated with the eye bank must resign their positions until that bank holds just one position. The EBAA Board of Directors will consult with the member's CEO to determine which Board member shall serve on the Board.

### CURRENT TEXT WITH AMENDMENTS SHOWN

None – new language

## AMENDMENT 3: VACANCIES ON BOARD

Action: Amend Section 4.4

Rationale: EBAA's flatter Board structure allows for a standardized method of filling vacancies.

### PROPOSED TEXT:

4.4 Vacancies. . A vacancy in the Chair's position will be filled by the Chair-Elect; if the Chair's position is vacated less than one year before that term would have expired, the Chair-Elect may serve his/her full term in addition to the remainder of the previous Chair's term. Any vacancy in any other officer or Director position may be filled until the next Annual Meeting by the Board of Directors.

### CURRENT TEXT WITH AMENDMENTS SHOWN

4.4 Vacancies. . A vacancy in the Chair's position will be filled by the Chair-Elect; if the Chair's position is vacated less than one year before that term would have expired, the Chair-Elect may serve his/her full term in addition to the remainder of the previous Chair's term. Any vacancy in any other officer or Director position may be filled until the next Annual Meeting by the Board of Directors. ~~Any vacancy in a Category A Director position may be filled as provided in Section 5.3. Any vacancy in a Category B Director position may be filled by majority vote of the membership at the next House of Delegates meeting. Any vacancy in a Category C Director position may be filled by the EBAA Chairperson. Any vacancy in a Category D Director position may be filled by the EBAA Board of Directors. Any vacancy in a Category E Director position may be filled by the American Academy of Ophthalmology, subject to approval by the EBAA Board of Directors. Any vacancy in a Category F Director position may be filled by the Board of Directors until the next annual meeting. If a Director is elected an Officer, his/her prior Director position shall be declared vacant and a new Director may be elected upon approval by the Board.~~

## AMENDMENT 4: NOMINATION, ELECTION AND TERM OF OFFICE

Action: Amend Section 5.2

Rationale: Reflects the intentional process of identifying EBAA's needs and seeking candidates who possess attributes to address those needs.

### PROPOSED TEXT:

5.2 Nomination, Election, and Term of Office. The Governance Committee, in collaboration with the full Board of Directors, shall consider the association's current and anticipated issues and needs, and shall identify the attributes and skills required on the Board of Directors to best address those issues and needs. The Governance Committee will distribute a call for nominations that describes the issues and the corresponding attributes. The Governance Committee may also proactively identify and invite qualified individuals to consider service on the Board.

Nominations shall include biographical information and statements regarding how their personal skills and attributes relate to those sought by the Governance Committee. The Governance Committee shall strive to present at least two candidates for every open position, and may shift candidates to equivalent positions to achieve this goal. The Committee shall transmit a slate of nominees (including appropriate biographical information) to the Members not less than 30 days prior to the House of Delegates Meeting.

### CURRENT TEXT WITH AMENDMENTS SHOWN

5.2 Nomination, Election, and Term of Office. The ~~Nominating Committee calls~~ Governance Committee, in collaboration with the full Board of Directors, shall consider the association's current and anticipated issues and needs, and shall identify the attributes and skills required on the Board of Directors to best address those issues and needs. The Governance Committee will distribute a call for nominations that describes the issues and the corresponding attributes. The Governance Committee may also proactively identify and invite qualified individuals to consider service on the Board.

Nominations shall include biographical information and statements regarding how their personal skills and attributes relate to those sought by the Governance Committee. The Governance Committee shall strive to present at least two candidates for every open position, and may shift candidates to equivalent positions to achieve this goal. ~~for nominations for Officer and Board positions (S 4.2 A, B and F), affording the Members a reasonable opportunity to submit nominations and develop a slate of candidates based on a review of the experience and qualifications of each candidate.~~ The Committee shall transmit a slate of nominees (including appropriate biographical information) to the Members not less than 30 days prior to the House of Delegates Meeting.

~~The Chairperson, Chairperson Elect, Secretary, and Treasurer of the Association are elected by the Delegates at the House of Delegates Meeting from among the current and past Directors in Categories A, B, and F, in addition to the Chairperson of the Medical Advisory Board (C) and the representative from the American Academy of Ophthalmology (E) as described in Section 4.2 who have served a minimum Board term of two (2) years, and whose service on the Board is within five (5) years at the time of nomination. The Treasurer, as an alternative to service on the Board, may substitute equivalent service on the Finance Committee. The office of Chairperson shall serve for two (2) years, and thereafter until his/her successor shall have been chosen and qualified or until his/her death, resignation or removal. The House of Delegates also elects Directors representing 4.B, and 4.F from the membership eligible to serve in these categories.~~

## AMENDMENT 5: RESIGNATION AND REMOVAL

Action: Amend Section 5.3

Rationale: Removes redundant language on vacancies, which is found in Section 4.4

### PROPOSED TEXT

5.3 Resignation and Removal. Any officer or Director may resign at any time by delivering written notice to the Chairperson or President/CEO. Any officer may be removed from the Board by the vote of two-thirds of the Directors in office, whenever in their judgment the best interest of the Association will be served thereby. Such removal shall not prejudice the contractual rights, if any, of the person so removed.

### CURRENT TEXT WITH AMENDMENTS SHOWN

5.3 ~~Vacancies,~~ Resignation and Removal. Any officer or Director may resign at any time by delivering written notice to the Chairperson or President/CEO. ~~Any vacancy in any officer or Director position may be filled until the next Annual Meeting by the Board of Directors.~~ Any officer may be removed from the Board by the vote of two-thirds of the Directors in office, whenever in their judgment the best interest of the Association will be served thereby. Such removal shall not prejudice the contractual rights, if any, of the person so removed.



## AMENDMENT 6: ROLE OF THE CHAIR

Action: Amend Section 5.5 to remove the Chair's role to preside over House of Delegates meetings.

Rationale: The Speaker of the House will preside over House of Delegates meetings.

### PROPOSED TEXT

5.5 Chairperson. The Chairperson has the responsibility of presiding at all meetings of the Board of Directors and the Executive Committee, and is an ex-officio, non-voting member of all Committees. The Chairperson, at the annual meeting of the Association and at such other times as may be deemed proper by the Chairperson or the Board, reports to the Association or the Board concerning the business of the Association, and performs such other appropriate duties as are incident to the office of Chairperson or as may be requested by the Board.

### CURRENT TEXT WITH AMENDMENTS SHOWN

5.5 Chairperson. The Chairperson has the responsibility of presiding at all meetings of ~~the Association, including the House of Delegates,~~ the Board of Directors, and the Executive Committee, and is an ex-officio, non-voting member of all Committees. The Chairperson, at the annual meeting of the Association and at such other times as may be deemed proper by the Chairperson or the Board, reports to the Association or the Board concerning the business of the Association, and performs such other appropriate duties as are incident to the office of Chairperson or as may be requested by the Board.

## AMENDMENT 7: ROLE OF THE CHAIR-ELECT

Action: Amend Section 5.6 to remove the Chair-Elect's position on the Nominating Committee.

Rationale: The Nominating Committee's role will be performed by the Governance Committee, on which the Chair-Elect sits.

### PROPOSED TEXT

5.6 Chairperson-Elect. In the absence of the Chairperson, the Chairperson-Elect presides at meetings of the Association, the Board or the Governance Committee at which he/she is present, is a non-voting, ex-officio member on all Committees of the Association and performs such other appropriate functions as may be requested by the Board. The Chairperson-Elect succeeds the Chairperson in office.

### CURRENT TEXT WITH AMENDMENTS SHOWN

5.6 Chairperson-Elect. In the absence of the Chairperson, the Chairperson-Elect presides at meetings of the Association, the Board or the Executive Committee at which he/she is present, is a non-voting, ex-officio member on all Committees of the Association ~~except for active membership on the Nominating Committee~~, and performs such other appropriate functions as may be requested by the Board. The Chairperson-Elect succeeds the Chairperson in office.

## AMENDMENT 8: SECRETARY-TREASURER POSITION

Action: Strike a portion of Section 5.7 and consolidate Sections 5.7 and 5.8

Rationale: EBAA's employment of a professional Director of Finance, and the combining of the Secretary and Treasurer into a single position, lessens the need for the Treasurer to possess specific financial experience

### PROPOSED TEXT:

5.7 Secretary-Treasurer. The Secretary-Treasurer, directly or through his/her designees: (a) is responsible for keeping an accurate record of the proceedings of meetings of the Board of Directors and House of Delegates, and of such other business of the Association as the Board of Directors shall request; (b) shall give all notices required by law or these Bylaws, and in general shall perform all duties customary to the office of Secretary; (c) has custody of the corporate seal of the Association, and shall have authority to affix the same to any instrument requiring it, and to attest to it, and to the signature of any officer (the Board may give general authority to any other officer to affix the seal of the Association and to attest to it); (d) performs such other appropriate functions as usually are incident to the office of Secretary or as may be requested by the Board.

He/she also, directly or through his/her designees: (a) serves as the chief financial officer of the Association, and performs all duties customary to the office; (b) has custody of corporate funds, keeps full and accurate accounts of receipts and disbursements in books belonging to the Association, and deposits all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; (c) disburses the funds of the Association as authorized by the Board of Directors, and at its regular meetings or when the Board of Directors so requests, reports on transactions as Treasurer and on the financial condition of the Association; and (d) obtains and provides to the Board an annual audit of the financial condition of the Association. Funds of the Association may be drawn only upon the signature of the person(s) designated by the Board.

### CURRENT TEXT WITH AMENDMENTS SHOWN

5.7 Secretary-Treasurer. The Secretary-Treasurer, directly or through his/her designees: (a) is responsible for keeping an accurate record of the proceedings of meetings of the Board of Directors and House of Delegates, and of such other business of the Association as the Board of Directors shall request; (b) shall give all notices required by law or these Bylaws, and in general shall perform all duties customary to the office of Secretary; (c) has custody of the corporate seal of the Association, and shall have authority to affix the same to any instrument requiring it, and to attest to it, and to the signature of any officer (the Board may give general authority to any other officer to affix the seal of the Association and to attest to it); (d) performs such other appropriate functions as usually are incident to the office of Secretary or as may be requested by the Board.

~~5.8 Treasurer. The Treasurer, .~~ He/she also, directly or through his/her designees: (a) serves as the chief financial officer of the Association, and performs all duties customary to the office; (b) has custody of corporate funds, keeps full and accurate accounts of receipts and disbursements in books belonging to the Association, and deposits all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; (c) disburses the funds of the Association as authorized by the Board of Directors, and at its regular meetings or when the Board of Directors so requests, reports on transactions as Treasurer and on the financial condition of the Association; and (d) obtains and provides to the Board an annual audit of the financial condition of the Association. Funds of the Association may be drawn only upon the signature of the person(s) designated by the Board. ~~The Treasurer should possess related, significant academic and/or work experience in the area of finance and not for-profit accounting methods. The candidate should demonstrate a thorough understanding of the fiscal challenges which face not for-profit organizations.~~



# Governance Transformation: Improved Board Processes

**Desired Outcomes:** Board positions will have clearly defined responsibilities and expectations, and the Board will draft a Governing Mission Statement to guide its work and a Board Governance Committee will be formed to monitor its functioning. All Board members will participate in on-going orientation and training sessions.

## SECTIONS AMENDED

Section	Title	Summary
4.6	Governance Committee of the Board	Details role and authority of Governance Committee
4.7	Board Meetings	Establishes Board orientation meeting and mid-year teleconference
6.2	Nominating Committee	Strikes Nominating Cmte, whose role will be performed by the Governance Cmte

## AMENDMENT 1: GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Action: Amend Section 4.6

Rationale: The Executive Committee will be replaced by the Governance Committee, which will focus on the Board's interaction among its members, with the association's members and with the CEO.

### PROPOSED TEXT

4.6 Governance Committee of the Board. The Board of Directors shall establish a Governance Committee comprised of the current Chair, Chair-Elect, Speaker of the House and two other Directors to be appointed by the Chair and ratified by a majority of the Board of Directors to serve two year terms. The President/CEO shall be a non-voting member of the Governance Committee. The Governance Committee shall coordinate the functioning of the Board of Directors, monitor the Board's performance, coordinate Board development, orientation and training initiatives and facilitate an effective relationship between the Board and the President/CEO. The Governance Committee shall meet as needed and shall promptly provide to the full Board of Directors reports of its meetings. In other respects, the Governance Committee shall be subject to the procedures provided for operation of the Board of Directors in Section 4.7-4.12.

### CURRENT TEXT WITH AMENDMENTS SHOWN

4.6 ~~Executive-Governance~~ Committee of the Board. The Board of Directors shall establish an ~~Executive-Governance~~ Committee comprised of the current Chair~~person~~, Chair~~person~~-Elect,~~Immediate Past Chairperson~~ Speaker of the House~~Secretary, Treasurer,~~ and two other Directors to be appointed by the Chair and ratified by a majority of the ~~chosen by vote of the full~~ Board of Directors to serve two year terms. The President/CEO shall be a non-voting member of the Governance Committee. The Governance Committee shall coordinate the functioning of the Board of Directors, monitor the Board's performance, coordinate Board development, orientation and training initiatives and facilitate an effective relationship between the Board and the President/CEO. ~~Executive Committee shall have authority to exercise the powers of the Board between meetings of the Board, except to the extent limited by law or by resolutions of the Board. The Chairperson of the Medical Advisory Board shall be a voting, ex officio member of the Executive Committee. The President/CEO shall be a non-voting, ex officio member of the Executive Committee.~~ The Governance ~~Executive~~ Committee shall meet as needed ~~at least twice per year,~~ and shall promptly provide to the full Board of Directors reports of its meetings. In other respects, the Governance ~~Executive~~ Committee shall be subject to the procedures provided for operation of the Board of Directors in Section 4.7-4.12.

## AMENDMENT 2: MEETINGS OF THE BOARD OF DIRECTORS

Action: Amend Section 4.7

Rationale: Stipulates that the Board will meet more frequently than it currently does, and ensures that the Board conducts on-going orientation and training sessions. Also strikes superfluous language about meeting locations.

### PROPOSED TEXT

4.7 Meetings. The Board of Directors shall meet in person at least twice each year. The Board will also hold an annual in-person Board orientation and training meeting and will hold at least one electronic meeting each year. Special meetings may be called by the Chairperson of the Board of Directors, or by a majority of the Directors in office. Reasonable notice of meetings of the Board of Directors shall be given (including at least 30 days' notice for regular meetings), but the notice need not state the business to be transacted at such meeting.

### CURRENT TEXT WITH AMENDMENTS SHOWN

4.7 Meetings. ~~Regular meetings of the~~ The Board of Directors shall meet in person ~~be held~~ at least ~~twice~~one each year. The Board will also hold an annual in-person Board orientation and training meeting and will hold at least one electronic meeting each year. Special meetings may be called by the Chairperson of the Board of Directors, or by a majority of the Directors in office. ~~Meetings may be held within or outside the District of Columbia.~~ Reasonable notice of meetings of the Board of Directors shall be given (including at least 30 days' notice for regular meetings), but the notice need not state the business to be transacted at such meeting.

## AMENDMENT 3: NOMINATING COMMITTEE

Action: Strike Section 6.2

Rationale: The Nominating Committee's role will be performed by the Governance Committee.

### PROPOSED TEXT:

*None*

### CURRENT TEXT WITH AMENDMENTS SHOWN

6.2 Nominating Committee. ~~Each year an ad hoc Nominating Committee, representative of Association membership, is appointed by the Chairperson. The Association Chairperson appoints one such member as Chairperson of the Nominating Committee. Annual selection of representatives to the Committee shall alternate between a majority of physicians one year and a majority of non-physicians the next year, whenever possible. The Nominating Committee develops a list of proposed nominees for all elected officer and Director positions, taking into account relevant considerations, including: (1) professional qualifications and service to the Association, (2) ability and willingness to serve, (3) balance. The Nominating Committee will notify the Chairperson and Secretary of its slate in writing at least 30 days before the Annual Meeting. The Chairperson or Secretary provides appropriate notice to all members at least 20 days prior to the Annual Meeting.~~



# Governance Transformation: More Equitable Member Representation

**Desired Outcomes:** Vote allocation in the HOD will be modified to narrow the gap between the largest and smallest banks, and non-binding resolutions of the House will be determined on a one bank/one vote basis.

**Actions to Be Taken:** The Board will take the following actions:

- Establish separate vote allocation models for approving resolutions to the Board and for amending the bylaws or electing members to the Board of Directors.

## SECTIONS AMENDED

Section	Title	Summary
2.4	Rights and Privileges of Membership	Gives voice to unaccredited members on non-binding issues
2.5, 3.2, 3.4	<i>various</i>	Eliminates voting by proxy
3.2	HOD Representation	Details vote allocation formula
3.4	HOD Quorum	Corrects quorum calculation
3.5	HOD Voting	Gives voice to unaccredited members on non-binding issues
8.2	Bylaws Amendments/Quorum	Corrects quorum calculation



## AMENDMENT 1: RIGHTS AND PRIVILEGES OF MEMBERSHIP

Action: Amend Section 2.4

Rationale: Grants voting rights to unaccredited members on non-binding issues presented to the House of Delegates. Also streamlines the language and structure of this portion of the bylaws.

### PROPOSED TEXT

2.4 Rights and Privileges of Membership. All EBAA members shall have the right to (1) attend the annual meeting, (2) receive information provided by the EBAA office on behalf of the Association regarding activities and developments which affect the field of eye banking (3) receive such other benefits, if any, as may be determined by the Board.

All Accredited members shall also have the right to (1) be allocated votes in accordance with Section 3.2, and vote on both binding and non-binding issues presented to the House of Delegates or at other times when members are permitted to vote; (2) nominate candidates for, and themselves serve in, officer and director positions, (3) serve as voting members of Committees and Boards of the Association.

All Unaccredited members shall also have the right to be allocated votes in accordance with Section 3.2, and vote only on non-binding issues presented to the House of Delegates or at other times when members are permitted to vote.

No member of the Association may assess dues or adopt policies on behalf of the EBAA, or purport to speak for the Association, without the prior written consent of the Association Chair or President/CEO acting in their capacities of Chairman and President/CEO, respectively. When representing themselves as members of the Association, all members must identify themselves by their proper membership category. Members must clearly indicate the functions for which they are accredited or, if unaccredited, must identify themselves as such.

### CURRENT TEXT WITH AMENDMENTS SHOWN

2.4 Rights and Privileges of Membership. All EBAA members shall have the right to (1) attend the annual meeting, (2) receive information provided by the EBAA office on behalf of the Association regarding activities and developments which affect the field of eye banking (3) receive such other benefits, if any, as may be determined by the Board.

All Accredited members shall also have the right to (1) be allocated votes in accordance with Section 3.2, and vote on both binding and non-binding issues presented to the House of Delegates or at other times when members are permitted to vote; (2) nominate candidates for, and themselves serve in, officer and director positions, (3) serve as voting members of Committees and Boards of the Association.

All Unaccredited members shall also have the right to be allocated votes in accordance with Section 3.2, and vote only on non-binding issues presented to the House of Delegates or at other times when members are permitted to vote

No member of the Association may assess dues or adopt policies on behalf of the EBAA, or purport to speak for the Association, without the prior written consent of the Association Chair or President/CEO acting in their capacities of Chairman and President/CEO, respectively. When representing themselves as members of the Association, all members must identify themselves by their proper membership category. Members must clearly indicate the functions for which they are accredited or, if unaccredited, must identify themselves as such.

~~A. Active (Accredited) Comprehensive U.S. Members, through their representative(s), shall have the right to (1) attend the annual meeting, (2) receive information provided by the EBAA office on behalf of the Association regarding activities and developments which affect the field of eye banking (3) have voting delegates allocated to them in accordance with Section 3.2, and vote at the annual meeting or at other times when members are permitted to vote hereunder; (4) nominate candidates for, and themselves serve in, officer and director positions, (5) serve as voting members of Committees and Boards of the Association, and (6) receive such other benefits, if any, as may be determined by the Board.~~

~~B. Active (Accredited) Specific Services U.S. Members, through their representative(s), shall have all rights of Active (Accredited) Comprehensive U.S. Members as set forth in Section 2.4 A.~~

~~C. Associate (Unaccredited) U.S. Members shall have those rights specified for Active (Accredited) Comprehensive U.S. Members except those set forth under Section 2.4. A(3), (4) and (5).~~

~~D. Active (Accredited) Comprehensive International Members, through their representative(s), shall have all rights of active U.S. Members set forth in Section 2.4 A.~~

~~E. Active (Accredited) Specific Services International Members, through their representative(s), shall have all rights of Active (Accredited) Comprehensive International Members as set forth in Section 2.4 A.~~

~~F. Associate (Unaccredited) International Members, through their representative(s), shall have those rights specified for Active (Accredited) Comprehensive U.S. Members except those set forth under Section 2.4 A (3), (4) and (5).~~

## AMENDMENT 2: REQUIRE ALL VOTING REPRESENTATIVES TO ATTEND HOUSE OF DELEGATES

Action: Amend Sections 2.5 and 3.4

Rationale: With the assignment of all voted within a group of eye banks to one representative, the need for proxy votes is eliminated. Furthermore, the House of Delegates will conduct deliberation and discussion before casting votes; participation in these discussions will inform and shape the HOD's decisions. Signing over one's vote by proxy separates members from the actions of the House of Delegates and precludes their engagement in the decision-making process.

### PROPOSED TEXT

2.5 Meetings. An annual meeting of members of the Association shall be held at such time and place, within or outside the District of Columbia, as the Board of Directors shall designate. Appropriate notice of such meetings shall be given to members. Special meetings of the Association may be called by the Chairperson, or by one-third of the voting members. Members shall be entitled to vote on any matter on which members are entitled to vote based on the number of delegates set forth in Section 3.2. Only delegates appointed by those members in good standing who are current in all financial obligations owed to the Association may vote.

### CURRENT TEXT WITH AMENDMENTS SHOWN

2.5 Meetings. An annual meeting of members of the Association shall be held at such time and place, within or outside the District of Columbia, as the Board of Directors shall designate. Appropriate notice of such meetings shall be given to members. Special meetings of the Association may be called by the Chairperson, or by one-third of the voting members. ~~Members may vote in person, or by proxy within the same eye bank or group of eye banks as provided in Section 3.2, and otherwise by proxy only if the Board of Directors permits.~~ Members shall be entitled to vote on any matter on which members are entitled to vote based on the number of delegates set forth in Section 3.2. Only delegates appointed by those members in good standing who are current in all financial obligations owed to the Association may vote.

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### PROPOSED TEXT

3.4 Quorum and Voting. One-third of the total votes of the members in good standing, whether in attendance or by proxy as specified in Article 2.5, irrespective of their number of delegates, shall constitute a quorum for the transaction of business at any meeting of the House of Delegates. Delegates may vote only if their appointing eye bank or organization is accredited by the EBAA and a member in good standing. Matters coming before the House of Delegates for a vote shall be decided by majority vote of those delegates present at a meeting at which a quorum exists, unless a greater proportion is required by law or these Bylaws for a particular matter.

### CURRENT TEXT WITH AMENDMENTS SHOWN

3.4 Quorum and Voting. One-third of the total votes of the members in good standing, whether in attendance or by proxy as specified in Article 2.5, irrespective of their number of delegates, shall constitute a quorum for the transaction of business at any meeting of the House of Delegates. Delegates may vote only if their appointing eye bank or organization is accredited by the EBAA and a member in good standing. Matters coming before the House of Delegates for a vote shall be decided by majority vote of those delegates present ~~(in person or by proxy)~~ at a meeting at which a quorum exists, unless a greater proportion is required by law or these Bylaws for a particular matter.

## AMENDMENT 3: HOUSE OF DELEGATES REPRESENTATION

Action: Amend Section 3.2

Rationale: Establishes a new vote allocation formula that narrows the gap between the largest and smallest eye banks while still recognizing the increased contributions of the larger members. Also recognizes that eye banks' Medical Directors are represented in the House of Delegates by their eye bank CEOs.

### PROPOSED TEXT

#### 3.2 Representation.

##### B. Vote Allocation.

1. For the purposes of passing resolutions, and for electing the Speaker of the House, each member in good standing shall be allocated one vote.
2. When conducting the business of the association, each Accredited member (Sections 2.4.A, 2.4.B, 2.4.D, 2.4.E) shall be granted votes equal to the ratio of the eye bank's annual dues paid to the total amount of dues paid by voting members, plus one additional vote. The formula may be changed from time to time upon the approval of the House of Delegates.

$$\left( \frac{\text{each eye bank's dues payment}}{\text{total amount of dues paid by voting banks}} \times \frac{\text{number of banks}}{\text{voting}} \right) + 1 \text{ vote per bank}$$

Votes of members that are part of a group of eye banks or organizations operated as a single entity shall be allocated to the parent organization. Delegates may vote in person, or may vote the proxy of a delegate from the same eye bank or organization or member group of eye banks or organizations (according to section 2.5). Unaccredited members (Section 2.1.C, 2.1.F) shall be entitled to one non-voting delegate, who may attend the House of Delegates meeting but who may not participate in conducting the business of the association. Each voting member organization shall notify the Association of its authorized delegate(s) at least thirty (30) days prior to the date of the annual meeting. These delegates will be authorized to vote on behalf of their member organization until a new delegate is appointed or the next annual House of Delegates meeting is called, whichever is earlier.

### CURRENT TEXT WITH AMENDMENTS SHOWN

### 3.2 Representation.

#### B. Vote Allocation~~Number of Voting Delegates.~~

1. For the purposes of passing resolutions, and for electing the Speaker of the House, each member in good standing shall be allocated one vote.
2. When conducting the business of the association, each Accredited member (Sections 2.4.A, 2.4.B, 2.4.D, 2.4.E) shall be granted votes equal to the ratio of the eye bank's annual dues paid to the total amount of dues paid by voting members, plus one additional vote. The formula may be changed from time to time upon the approval of the House of Delegates.

$$\left( \frac{\text{each eye bank's dues payment}}{\text{total amount of dues paid by voting banks}} \times \text{number of banks voting} \right) + 1 \text{ vote}$$

<b>Annual Dues</b>	<b>— # of delegates</b>
\$1-\$3,000	1
\$3,001-\$6,000	2
\$6,001-\$9,000	3
\$9,001-\$12,000	4
\$12,001-\$15,000	5
\$15,001-\$18,000	6
\$18,001-\$21,000	7
\$21,001-\$24,000	8
\$24,001-\$27,000	9
\$27,001-\$30,000	10
\$30,001-\$33,000	11
Above \$33,000	one additional vote per \$3,000 or fraction thereof

~~Allocation of v~~ Votes of members that are part of a ~~groups~~ of eye banks or organizations operated as a single ~~legal~~ entity shall be allocated to the parent organization. Delegates may vote in person, or may vote the proxy of a delegate from the same eye bank or organization or member group of eye banks or organizations (according to section 2.5). Unaccredited members (Section 2.1.C, 2.1.F) ~~Each Associate (Unaccredited) U.S. Member and Associate (Unaccredited) International Member~~ shall be entitled to one non-voting delegate, who may attend the House of Delegates meeting but who may not participate in conducting the business of the association ~~any Action items before the House of Delegates~~. Each voting member organization shall notify the Association of its authorized delegate(s) at least thirty (30) days prior to the date of the annual meeting. These delegates will be authorized to vote on behalf of their member organization until a new delegate is appointed or the next annual House of Delegates meeting is called, whichever is earlier.

~~B. Medical Directors~~ In addition to the representation specified in 3.2.A., each Active (Accredited) Comprehensive (2.4 A) and Specific Services (2.4 B) U.S. Member and Active (Accredited) Comprehensive (2.4 D) and Specific Services (2.4 E) International Member shall be entitled to one additional vote for each of its accredited member sites, which must be exercised (in person or by proxy) through the Medical Director(s) of such sites.

## AMENDMENT 4: QUORUM AND VOTING

Action: Separate Section 3.4 into two sections; amend both sections

Rationale: Currently, Section 3.4 addresses two distinct and critical issues; they should be separated in the bylaws for clarity.

The amended Section 3.4 corrects a conflict with Section 8.2 for determining quorum in the HOD. Section 8.2 reflects our common practice and is more inclusive, so should be the preferred method. Text from 8.2 is changed slightly to be technically accurate

The new Section 3.5 reflects the fact that unaccredited members will be permitted to vote on non-binding resolutions in the House of Delegates.

### PROPOSED TEXT

3.4 House of Delegates Quorum: A majority of the allocated votes in the House of Delegates shall constitute a quorum for the transaction of business at any meeting of the House of Delegates.

3.5 House of Delegates Voting: Delegates may vote only if their appointing eye bank or organization is a member in good standing. Matters coming before the House of Delegates for a vote shall be decided by majority vote of those delegates present at a meeting at which a quorum exists, unless a greater proportion is required by law or these Bylaws for a particular matter.

### CURRENT TEXT WITH AMENDMENTS SHOWN

3.4 House of Delegates Quorum and Voting. ~~One-third of the total votes of the members in good standing, whether in attendance or by proxy as specified in Article 2.5, irrespective of their number of delegates, shall constitute a quorum for the transaction of business at any meeting of the House of Delegates.~~ A majority of the allocated votes in the House of Delegates shall constitute a quorum for the transaction of business at any meeting of the House of Delegates. Delegates may vote only if their appointing eye bank or organization is ~~accredited by the EBAA and~~ a member in good standing. Matters coming before the House of Delegates for a vote shall be decided by majority vote of those delegates present ~~(in person or by proxy)~~ at a meeting at which a quorum exists, unless a greater proportion is required by law or these Bylaws for a particular matter.

## AMENDMENT 4: QUORUM NEEDED TO AMEND BYLAWS

Action: Amend Section 8.2 to match amendments made to Section 3.4

Rationale: Existing text in Section 8.2 does not accurately calculate a majority

### PROPOSED TEXT

8.2 Amendment of Bylaws. A proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws, shall, whenever feasible, be presented by the EBAA Secretary to the House of Delegates for a reasonable period of review and recommendation. This follows Action by the Constitution & Bylaws Committee on such and Board of Directors review and approval of the Committee's proposed Action. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the House of Delegates at a meeting at which a quorum exists [A majority of the allocated votes in the House of Delegates]. Proposals may be referred by a member of the House of Delegates to the Constitution & Bylaws Committee for consideration and subsequent action by the Board, and upon Board approval, these matters will be presented to the House of Delegates, provided that the members have received written notice of intent to seek to amend the Bylaws and the general substance of such amendments (which notice shall not preclude the offering, from the floor at such meeting, of modifications, substitutes, or further amendments within the scope of the subject matter of the original amendment for which prior notice was given). A request under this section must be in writing and received by the Constitution & Bylaws Committee not less than 60 days prior to the meeting, with subsequent Action by the Board if feasible, within a time period to reasonably allow for presentation to the Delegates.

### CURRENT TEXT WITH AMENDMENTS SHOWN

8.2 Amendment of Bylaws. A proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws, shall, whenever feasible, be presented by the EBAA Secretary to the House of Delegates for a reasonable period of review and recommendation. This follows Action by the Constitution & Bylaws Committee on such and Board of Directors review and approval of the Committee's proposed Action. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the House of Delegates at a meeting at which a quorum exists [~~51 percent of all members of the House of Delegates~~. A majority of the allocated votes in the House of Delegates]. Proposals may be referred by a member of the House of Delegates to the Constitution & Bylaws Committee for consideration and subsequent action by the Board, and upon Board approval, these matters will be presented to the House of Delegates, provided that the members have received written notice of intent to seek to amend the Bylaws and the general substance of such amendments (which notice shall not preclude the offering, from the floor at such meeting, of modifications, substitutes, or further amendments within the scope of the subject matter of the original amendment for which prior notice was given). A request under this section must be in writing and received by the Constitution & Bylaws Committee not less than 60 days prior to the meeting, with subsequent Action by the Board if feasible, within a time period to reasonably allow for presentation to the Delegates.



**Desired Outcomes:** Correct inconsistencies in bylaws language

**SECTIONS AMENDED:**

Section	Title	Summary
4.10	Electronic Meetings	Permits Board to meet via webinar or other electronic methods
5.1, 5.7, 5.9, 8.2	<i>various</i>	Standardizes title of Secretary-Treasurer throughout bylaws
<i>Various</i>	<i>Various</i>	Replaces “Chairperson” with “Chair” throughout bylaws



## AMENDMENT 1: ELECTRONIC MEETINGS

Action: Amend Section 4.10

Rationale: Permits the Board to meet by webinar, videoconference or other means.

### PROPOSED NEW TEXT

4.10 Electronic Meetings. Members of the Board of Directors may participate in a meeting by use of conference telephone or similar communications equipment by means of which all persons can hear each other. Such participation shall constitute presence at such meeting, and all business of the Association may be transacted in electronic meetings which may properly be transacted at any meeting of the Board.

### CURRENT TEXT WITH AMENDMENTS SHOWN

4.10 ~~Telephone~~Electronic Meetings. Members of the Board of Directors may participate in a meeting by use of conference telephone or similar communications equipment by means of which all persons can hear each other. Such participation shall constitute presence at such meeting, and all business of the Association may be transacted in electronic ~~at such a~~ meetings which may properly be transacted at any meeting of the Board.

## AMENDMENT 2: SECRETARY-TREASURER

Action: Amend Sections 5.1, 5.7, 5.9 and 8.2

Rationale: Replace all references to Secretary or Treasurer with Secretary-Treasurer to conform to the proposed Board structure

### CURRENT TEXT WITH AMENDMENTS SHOWN

5.1 Positions. The officers of the Association shall be a Chairperson, a Chairperson-Elect, a President/CEO, ~~and a Secretary, and a Treasurer.~~ They shall exercise such powers and perform such duties as shall be specified herein or determined from time to time by the Board of Directors. In no event shall the Chairperson and Secretary-Treasurer be the same person. Election or appointment of an officer shall not itself create any contractual rights.

5.7 Secretary-Treasurer. The Secretary-Treasurer, directly or through his/her designees: (a) is responsible for keeping an accurate record of the proceedings of meetings of the Board of Directors and House of Delegates, and of such other business of the Association as the Board of Directors shall request; (b) shall give all notices required by law or these Bylaws, and in general shall perform all duties customary to the office of Secretary; (c) has custody of the corporate seal of the Association, and shall have authority to affix the same to any instrument requiring it, and to attest to it, and to the signature of any officer (the Board may give general authority to any other officer to affix the seal of the Association and to attest to it); (d) performs such other appropriate functions as usually are incident to the office of Secretary or as may be requested by the ~~Board.~~

~~5.8 Treasurer. The Treasurer, Board. He/she also,~~ directly or through his/her designees: (a) serves as the chief financial officer of the Association, and performs all duties customary to the office; (b) has custody of corporate funds, keeps full and accurate accounts of receipts and disbursements in books belonging to the Association, and deposits all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; (c) disburses the funds of the Association as authorized by the Board of Directors, and at its regular meetings or when the Board of Directors so requests, reports on transactions as Treasurer and on the financial condition of the Association; and (d) obtains and provides to the Board an annual audit of the financial condition of the Association. Funds of the Association may be drawn only upon the signature of the person(s) designated by the Board.

5.9 Assistant Officers. The Board may, but need not, appoint one or more Assistant Secretary-Treasurers to assist the Secretary-Treasurer in the performance of his/her functions, or to perform such functions in his/her absence.

8.2 Amendment of Bylaws. A proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws, shall, whenever feasible, be presented by the EBAA Secretary-Treasurer to the House of Delegates for a reasonable period of review and recommendation. This follows ~~A~~ action by the Constitution & Bylaws Committee on such and Board of Directors review and approval of the Committee's proposed Action. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the House of Delegates at a meeting at which a quorum exists [51 percent of all members of the House of Delegates]. Proposals may be referred by a member of the House of Delegates to the Constitution & Bylaws Committee for consideration and subsequent action by the Board, and upon Board approval, these matters will be presented to the House of Delegates, provided that the members have received written notice of intent to seek to amend the Bylaws and the general substance of such amendments (which notice shall not preclude the offering, from the floor at such meeting, of modifications, substitutes, or further amendments within the scope of the subject matter of the original amendment for which prior notice was given). A request under this section must be in writing and received by the Constitution & Bylaws Committee not less than 60 days prior to the meeting, with subsequent Action by the Board if feasible, within a time period to reasonably allow for presentation to the Delegates.

### **AMENDMENT 3: CHAIR'S TITLE**

Action: Replace all references to "Chairperson" with "Chair".

Rationale: Both "Chair" and "Chairperson" are used interchangeably in the bylaws, often in the same paragraph. This will create consistency in the bylaws, and uses the more modern term.

### **CURRENT TEXT WITH AMENDMENTS SHOWN**

"Chairperson" is used 55 times throughout the bylaws