



## **PROPOSED BYLAWS AMENDMENT**

### **Governance Committee Composition – Section 4.7**

**Proposed by:**        **Board of Directors**

**Reviewed by:**      **Constitution & Bylaws Committee - Endorsed**

#### **Proposed Amendments**

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. **No eye bank will be represented by more than one member on 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.

#### **Background and Rationale**

The Governance Committee has an enhanced role in EBAA's leadership structure, therefore it seems prudent to encourage as much diversity in its representation as possible.

#### **Operational / Financial Implications:**

None



## **PROPOSED BYLAWS AMENDMENT** **EBAA Chair - Section 5.5**

**Proposed by:** Board of Directors

**Reviewed by:** Constitution & Bylaws Committee – **Amended**  
Board of Directors – **Approved as amended**

### **Proposed Amendments**

Chair: The Chair has the responsibility of presiding at all meetings of the Board of Directors and the Governance Committee and is an ex-officio, non-voting member of all Committees. The Chair, at the annual meeting of the Association and at such other times as may be deemed proper by the Chair 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 Chair or as may be requested by the Board. **The position of Chair will alternate between an eye banker and a physician when the candidate pool allows.**

### **Background and Rationale**

A hallmark of EBAA's collaborative relationship between eye bankers and physicians is our tradition of alternating the chair position between these two constituencies. However, this sharing of authority is not codified in our governance documents; this amendment would formalize the policy.

### **Operational / Financial Implications:**

None



## **PROPOSED BYLAWS AMENDMENT**

### **Certification Board – Section 6.4**

**Proposed by:** Board of Directors

**Reviewed by:** Constitution & Bylaws Committee - **Endorsed**

#### **Current Text**

Certification Board: The Association Chair appoints a Certification Board, which consists of appropriately qualified persons who serve at the pleasure of the Association Board of Directors. The Certification Board sets and maintains standards for the certification and recertification of eye bank technicians. It is responsible for an assessment process that evaluates the competence of technicians. Membership of the Board consists of up to six individuals:

- a) three members to respectively represent the areas of continuing education, exam, and technician education,
- b) one Medical Director with experience in one or more of the above areas,
- c) one member to represent the Association Board of Directors, and
- d) one member appointed by the Board of Directors and approved by the House of Delegates.

Category a) serves for a two-year term to coincide with their term of service on the committee they represent, and b), c) and d) for a two-year term that is staggered to provide continuity. Should an individual's position or term on the entity they represent change or expire, a replacement may be appointed by the Board of Directors to complete the remainder of that individual's term on the Certification Board. The Certification Board elects its Chair to serve a two- year term, which may be renewed. Members may be re-appointed or re-elected to serve for a maximum of six consecutive years.

#### **Proposed Changes**

~~The Association Chair appoints a Certification Board, which consists of appropriately qualified persons who serve at the pleasure of the Association Board of Directors.~~ The Certification Board sets and maintains standards for the certification and recertification of eye bank ~~professionals~~ **technicians**. It is responsible for an assessment process that evaluates their competence. ~~of technicians and eye bank professionals.~~

Membership of the Board consists of up to six individuals:

- a) **one member each from the Continuing Education Committee, Exam Committee and Technician Education Committee**
- b) one Medical Director with experience in one or more of the above areas,
- c) one member to represent the Association Board of Directors, and
- d) one member appointed by the Board of Directors and approved by the House of Delegates.

**The Certification Board elects its own Chair. All members will serve two-year terms, and may be reappointed to serve up to six consecutive years; appointments to categories b, c, and d shall be staggered to provide continuity.** ~~Should an individual's position or term on the entity they represent change or expire, a replacement may be appointed by the Board~~

~~of Directors to complete the remainder of that individual's term on the Certification Board.~~

## **Clean Copy**

The Certification Board sets and maintains standards for the certification and recertification of eye bank professionals. It is responsible for an assessment process that evaluates their competence.

Membership of the Board consists of up to six individuals:

- a) one member each from the Continuing Education Committee, Exam Committee and Technician Education Committee
- b) one Medical Director with experience in one or more of the above areas,
- c) one member to represent the Association Board of Directors, and
- d) one member appointed by the Board of Directors and approved by the House of Delegates.

The Certification Board elects its own Chair. All members will serve two-year terms, and may be reappointed to serve up to six consecutive years; appointments to categories b, c, and d shall be staggered to provide continuity.

## **Background and Rationale**

The establishment of EBAA's new Certified Eye Banker program necessitates a slight revision to the bylaws. This creates an opportunity to streamline some overly complex language without changing the bylaws' meaning or intent. The text that has been removed is unnecessary because all committees are appointed by the Chair and serve at the Board's pleasure, and the Board has the authority to fill any vacancies.

## **Operational / Financial Implications:**

None



## **PROPOSED BYLAWS AMENDMENT** **Board Representation – Section 4.4**

**Proposed by:**      **Board of Directors**

**Reviewed by:**      **Constitution & Bylaws Committee - Endorsed**

### **Proposed Amendments**

Multiple Board Members from a Single Eye Bank: Each eye bank as defined in Section 2.1, through their employees, consultants, or volunteer leaders, shall hold no more than ~~one (1)~~ **two (2)** positions on the Board of Directors.

### **Background and Rationale**

When the House of Delegates revised the Board structure in 2017, the restriction of one representative per eye bank was instituted to prevent the concentration of power within a small number of eye banks. However, experience has shown that we sometimes struggle to secure sufficient nominations to ensure competitive elections. Furthermore, qualified members are blocked from running for the Board because colleagues from their eye bank are currently serving. Increasing representation to up to two representatives per eye bank will relieve these issues without unduly concentrating voting authority.

### **Operational / Financial Implications:**

None