

ARTICLES OF INCORPORATION

NORTH AMERICAN NEURO-OPHTHALMOLOGY SOCIETY

(A Non-Profit Corporation)

ARTICLE I - OBJECTIVES

The North American Neuro-Ophthalmology Society (NANOS), also called the Society, exists for and is dedicated to the following purposes:

- 1) Support for those principles, policies and practices that seek the attainment of the best in neuro-ophthalmologic patient care.
- 2) The pursuit of excellence in medical education, especially as it concerns the neuro-ophthalmologic sciences.
- 3) The pursuit of scientific and clinical knowledge in fields related to neuro-ophthalmology.
- 4) The communication of scientific and scholarly information through scientific meetings and publications.
- 5) Provision for communication with other groups and their representation for neuro-ophthalmologic opinion to best achieve and preserve the purposes of the Society.
- 6) The advancement of clinical neuro-ophthalmology.

ARTICLE II - MEMBERSHIP

Section 1 - Classes of Membership

Membership in NANOS shall consist of ten classes: Fellow, International Fellow, Active Member, International Active Member, Candidate, International Candidate, Associate Member, Honorary Member, Senior Fellow Member and Senior Member. There shall be no restriction regarding the number of members in any given category. All candidates for membership and all members shall be in compliance with the NANOS ethics statement. Violation of the NANOS ethics statement will render an applicant ineligible for membership.

Current International Active Members or International Fellows, or applicants for these classes of membership, who currently hold both a permanent position (non-training) in the US or Canada and a full and unrestricted state or provincial license to practice medicine in the US or Canada, respectively, and who meet the requirements described below, may request to have their membership changed to Active Member or Fellow. The change will be granted upon recommendation of the Membership Committee and approval of the Board. This change shall endure for as long as the NANOS member maintains their position in the US or Canada.

Section 2 - Fellows may be elected only from among physicians nominated by the Membership Committee:

- 1) who have been certified in Neurology by the American Board of Psychiatry and Neurology, or in Neurosurgery by the American Board of Neurosurgery, or in Ophthalmology by the American Board of Ophthalmology, or in Neurology by the American Osteopathic Board of Neurology and Psychiatry, or in Ophthalmology by the American Osteopathic Colleges of Ophthalmology and Otolaryngology, Head and Neck Surgery, or in Neurology, Neurosurgery or Ophthalmology by the Royal College of Physicians and Surgeons of Canada; and
- 2) whose chief interest is directed toward practice, teaching or research in Neuro-Ophthalmology; and
- 3) who have been Active Members of NANOS for no less than three years; and
- 4) who have attended no less than five annual NANOS or Frank Walsh meetings in five separate calendar years; and

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5) who have demonstrated special achievement in clinical Neuro-Ophthalmology; and

6) who have completed a year of AUPO-compliant Neuro-Ophthalmology Fellowship or have practiced clinical Neuro-Ophthalmology for three years or have performed research in Neuro-Ophthalmology for three years. An exception may be the election of certain other members of unusual accomplishment, at the discretion of the Executive Board of NANOS upon recommendation by the Membership Committee.

Section 3 - International Fellows may be elected only from among physicians outside the United States and Canada upon nomination by the Membership Committee:

1) whose chief interest is directed toward practice, teaching or research in Neuro-Ophthalmology; and

2) who have been International Active Members of NANOS for no less than three years; and

3) who have attended no less than five annual NANOS or Frank Walsh meetings in five separate calendar years; and

4) who have demonstrated special achievement in clinical Neuro-Ophthalmology; and

5) who have completed a year of Neuro-Ophthalmology Fellowship or have practiced clinical Neuro-Ophthalmology or have performed research in Neuro-Ophthalmology for three years. An exception may be made for the election of certain other members of unusual accomplishment, at the discretion of the Executive Board of NANOS upon recommendation by the Membership Committee.

Section 4 - Active Members may be elected from among physicians nominated by the Membership Committee who have been certified in Neurology by the American Board of Psychiatry and Neurology, or in Neurosurgery by the American Board of Neurosurgery, or in Ophthalmology by the American Board of Ophthalmology, or in Neurology by the American Osteopathic Board of Neurology and Psychiatry, or in Ophthalmology by the American Osteopathic Colleges of Ophthalmology and Otolaryngology, Head and Neck Surgery, or in Neurology, Neurosurgery or Ophthalmology by the Royal College of Physicians and Surgeons of Canada.

Section 5 - International Active Members may be elected from among physicians outside the United States and Canada upon nomination by the Membership Committee:

1) who have graduated from a foreign medical school recognized by the World Health Organization (WHO) and who show evidence of having passed the requirements for license to practice medicine in their home country or country of residence; and

2) who have completed postgraduate training in Neurology, Ophthalmology or Neurosurgery who are certified by the licensing authority in their country or by an internationally-recognized agency that grants accreditation in these specialties,

OR

1) who have been recognized specialists in Neuro-Ophthalmology in their country for at least five years; and

2) have achieved distinction in clinical practice, teaching or research.

Section 6 - Candidate Members may be elected from among physicians nominated by the Membership Committee:

1) who have graduated from a recognized School or College of Medicine in the United States or Canada, or College of Osteopathic Medicine in the United States, or a foreign medical school and are in a fellowship program in neuro-ophthalmology of at least 12 months duration, or a residency in ophthalmology or neurology or a similar field in the United States or Canada, and

2) who are engaged in postgraduate studies directed toward qualification to be certified in Neurology by the American Board of Psychiatry and Neurology, or in Neurosurgery by the American Board of Neurosurgery, or in Ophthalmology by

the American Board of Ophthalmology, or in Neurology by the American Osteopathic Board of Neurology and Psychiatry, or in Ophthalmology by the American Osteopathic Colleges of Ophthalmology and Otolaryngology, Head and Neck Surgery, or in Neurology, Neurosurgery or Ophthalmology by the Royal College of Physicians and Surgeons of Canada.

The duration of Candidate Membership status may not extend beyond seven (7) years from the date the Candidate Member began postgraduate training, except that a Candidate Member may, upon written request and authorization from the NANOS Board, extend his/her Candidate Membership due to active military service for a period of time, equal to the time such Candidate Member spent in active duty military service during the Candidate Membership period. In no event shall a Candidate Member be allowed to maintain Candidate Membership status for a period of more than ten (10) years.

Candidate Members shall be transferred to Active Membership upon certification in Neurology by the American Board of Psychiatry and Neurology, or in Neurosurgery by the American Board of Neurosurgery, or in Ophthalmology by the American Board of Ophthalmology, or in Neurology by the American Osteopathic Board of Neurology and Psychiatry, or in Ophthalmology by the American Osteopathic Colleges of Ophthalmology and Otolaryngology, Head and Neck Surgery, or in Neurology, Neurosurgery or Ophthalmology by the Royal College of Physicians and Surgeons of Canada. The transfer of status from Candidate Member to Active Member will automatically occur after written receipt of notification from the appropriate board or entity and subsequent independent confirmation by NANOS that the Candidate Member has obtained the required certification.

Candidate Members who are ineligible for Active Membership may apply for election to Associate Membership at the end of their period of eligibility for Candidate Membership.

Section 7 - International Candidate Members may be elected from among physicians outside the United States and Canada upon nomination by the Membership Committee:

- 1) who have graduated from a foreign medical school recognized by the World Health Organization (WHO) and who show evidence of having passed the requirements for license to practice medicine in their home country in their home country or country of residence; and
- 2) who are engaged in postgraduate studies directed toward qualification in the clinical specialties of Neurology, Neurosurgery, or Ophthalmology.

The duration of International Candidate Membership status may not extend beyond seven (7) years from the date such International Candidate began postgraduate training, except that an International Candidate Member may, upon written request and authorization from the NANOS Board, extend his/her International Candidate Membership due to active duty military service for a period of time, equal to the time such International Candidate Member spent in active duty military service during the initial International Candidate Membership period. In no event shall an International Candidate Member be allowed to maintain International Candidate Membership status for a period of more than ten (10) years.

International Candidate Members shall be transferred to International Active Membership upon completion of a postgraduate training program in Neurology, Ophthalmology or Neurosurgery that is recognized by the licensing authority in their country or by an internationally recognized agency that grants accreditation in these specialties. The transfer of status from International Candidate Member to International Active Member will automatically occur after written receipt of notification from the appropriate board or entity and subsequent independent confirmation by NANOS that the International Candidate Member has satisfactorily completed the required training program. International Candidate Members who are ineligible for International Membership may apply for election to Associate Membership at the end of their period of eligibility for Candidate Membership.

Section 8 - Associate Members may be elected upon nomination by the Membership Committee from among the following:

- 1) Physicians who have graduated from any medical school recognized by the World Health Organization (WHO), who show evidence of having passed the requirements for license to practice medicine in their home country or country of residence and who are practicing in clinical specialties of Neurology, Neurosurgery or Ophthalmology or in other fields related to Neuro-Ophthalmology; or

2) Persons, including physicians or holders of an advanced degree, practicing or engaged in non-clinical fields relating to Neuro-Ophthalmology.

Section 9 - Honorary Fellows may be elected upon nomination by the Membership Committee from among distinguished persons including physicians in clinical Neuro-Ophthalmology or cognate fields and other holders of an advanced degree. Application for Honorary Fellows must include a written recommendation from two NANOS Fellows or International Fellows.

Section 10 – Senior Members or Senior Fellow Members may be elected upon nomination by the Membership Committee from among Active, Fellow or Associate Members who:

- a) are fully disabled and have been a Society member for no less than five (5) years; or
- b) are fully retired from the active practice of clinical Neuro-Ophthalmology or research and have been a Society member for no less than fifteen (15) consecutive years; or
- c) have been a Fellow of NANOS for no less than 30 consecutive years.

Section 11 - Voting and Holding Office in NANOS

Only Members in the following classes of Membership are entitled to vote on any matter in person or by proxy during any Annual or Special Business Meeting of the Society or by electronic voting, as provided in Article III, section 6: Fellows, International Fellows, Active Members, International Active Members, Senior Fellow Members, and those Senior Members who had voting privileges in their most recent previous category of Membership. NANOS Fellows and Members who have the right to cast votes in person or by proxy or electronically will be designated as “eligible voters” and the group of eligible voters may be referred to as the “Voting Membership” in these Bylaws and in official Society documents. Voting privileges may be suspended at the discretion of the Executive Board if an eligible voter is found to be in violation of the NANOS ethics statement.

The only classes of Members entitled to hold any elected office in NANOS shall be Fellows and Senior Fellows. Violations of the NANOS ethics statement will render Members ineligible for holding an elected NANOS office until otherwise decided by the Executive Board. Elected officers found to be in violation of the NANOS ethics statement may be removed from office at the discretion of the Executive Board.

Section 12 - Procedure for Application to Membership

Application for membership shall be made in writing on the application form provided by the Executive Office, supplying in detail all information required, and signed as the name is to appear in the membership records.

Application for Fellowship must include the written recommendation of two Fellows. Application for International Fellowship must include a written recommendation from two Fellows or International Fellows. Application for International Active Membership must include a written recommendation from one International Fellow or one International Member. Applications for other classes of membership must include a written recommendation from one NANOS Fellow.

Completed applications will be forwarded to the Membership Committee for review. If the applicant meets the criteria for membership, the Committee will either recommend approval or rejection. The membership applications must be approved by the NANOS Board of Directors.

Section 13 - Fees, Dues and Assessments

- 1) The dues, assessments, and other fees for each class of membership shall be established annually by the Executive Board.
- 2) Annual dues shall be established on the basis of the fiscal year. The dues for a year shall be payable on the first of January for the fiscal year beginning January 1 of that year and shall be considered delinquent if not paid by March 15 of the current

fiscal year. Assessments and fees shall be payable at the time or times that the Executive Board shall determine.

3) Assessments, or other fees shall be payable by Honorary Members, Senior Fellow Members, or Senior Members at the discretion of the Executive Board.

Section 14 - Termination of Membership

Policies regarding late or non-payment of dues, including penalties and suspension or termination of membership, shall be established by the Executive Board.

Section 15 - Disciplinary Action

The Executive Board shall have the duty to consider disciplinary action for any violation of the NANOS Ethics Statement or for any professional misconduct on the part of any Member of NANOS for which similar disciplinary action has been taken by a State, County, or official governmental Board of Medical Examiners, Board of Professional Medical Responsibility, or like body. Such disciplinary action may be in the form of censure, suspension or expulsion from NANOS; and if the Member be an Officer of NANOS, that Member shall be removed from office regardless of whether the Member is otherwise censured, suspended or expelled. For purposes of this section, the word "censure" means that the individual shall be advised in writing that his or her professional conduct is not consistent with the objectives of NANOS and that such conduct should be changed; the word "suspended" means that the individual shall be advised in writing that his or her privileges as a Member of NANOS have been temporarily suspended or terminated until the professional misconduct has been corrected to the satisfaction of the State Board of Medical Examiners, Provincial, or other professional bodies supervising professional conduct; "expulsion" means that the Member shall be advised that the Member's membership in the Society is terminated. A Member suspended or terminated, as a result of disciplinary action, may apply to have Membership reinstated after a period of one year.

ARTICLE III - MEETINGS AND VOTE OF FELLOWS AND MEMBERS

SECTION 1 - Annual Meetings

Annual Meetings of the Society shall be held each year at the place or places and on the date or dates designated by the Executive Board. The primary purpose of the Annual Meetings shall be to provide educational courses and forums for the presentation of scientific papers. There shall be not less than one (1) business session at each annual meeting of NANOS, run according to the Order of Business as provided in Article III, Section 4.

Section 2 - Special Meetings

Special scientific and business meetings of NANOS may be called by the Executive Board for the times and places it may designate.

Section 3 - Notice

Notice of each Annual Meeting of the Society shall be given to all Society members, as provided in Article VI, Section 2, not less than 90 days prior to the date on which the meeting is to begin. Notice of special scientific and business meetings of the Society shall be given, as provided in Article VI, Section 2, at least 30 days prior to the date on which the meeting is to begin.

Section 4 - Order of Business

The order of business at the annual business meeting shall be:

- 1) Reading of minutes of preceding meeting
- 2) Reports of Officers and Executive Board

- 3) Reports of Committees
- 4) Unfinished Business
- 5) New Business
- 6) Report of Nominating Committee and Elections, if not performed by electronic vote.

Section 5 - Quorum

At any annual or special business meeting of the Society, a quorum shall consist of not less than 10% of the voting membership, except as required by further provisions in these Bylaws.

Section 6 - Vote

If a quorum is present, a majority vote of the eligible voters present shall be required to constitute an action by the eligible voters on any matter, unless otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws. A member may vote either in person or by proxy executed in writing and signed by the member. Every proxy shall be dated, but need not be sealed, witnessed or acknowledged. No proxy shall be valid after 11 months from its date, unless otherwise provided in the proxy. At all meetings of members, the proxies shall be filed with and verified by the Secretary of the Society.

The Voting Members may vote electronically on special matters as approved by the Executive Board. For purposes of electronic voting, the entire Voting Membership shall be deemed present during the voting process. Notice of special matters subject to an electronic vote shall contain a detailed explanation of the matters to be voted on by the Voting Membership and shall be provided electronically to all Voting Members as provided in Article VI, Section 2. An adequate time period will be offered to submit an electronic vote, and the dates for submitting an electronic vote will be clearly stated. Appropriate security measures will be employed to ensure a fair and accurate balloting process.

Section 7 - Standing Rules

The Standing Rules of the Society are contained in the document attached to these Bylaws in effect on the effective date of the adoption of the Bylaws. The Standing Rules of NANOS may be amended or revised from time to time as provided therein, but may not be inconsistent with the Articles of Incorporation or Bylaws of NANOS.

Section 8 - Parliamentary Authority and Rules of Order

The deliberations of NANOS, its Executive Board, and all committees shall be governed by the rules contained in the then current edition of Robert's Rules of Order Revised (Robert's Rules) except in instances where Robert's Rules are contrary to or otherwise inconsistent with the Articles of Incorporation, Bylaws, Standing Rules, or the customary practices and procedures of NANOS. In such event the Articles of Incorporation, Bylaws, Standing Rules, or the customary practices and procedures of NANOS shall govern.

ARTICLE IV – EXECUTIVE BOARD

Section 1 - Elected Board Members of the Society shall be:

- 1) Officers: President, President-Elect, Vice-President, Treasurer, Secretary, Senior Vice President for Neuro-ophthalmic Advocacy and Practice, and Senior Vice President for Neuro-ophthalmic Education.
- 2) Other Members of the Board – of which there will be five (5).
- 3) Immediate Past President – serves on the Board for two (2) years following President term.

- Non-elected members of the Board shall be:

- 1) The Executive Vice President of the Society, as a voting member
- 2) The Editor of the Journal of Neuro-Ophthalmology, as an ex-officio, non-voting member
- 3) International board member, non-voting member

Section 2 - Election

Election of Officers shall be held by electronic vote during even-numbered years. Officers shall serve a term of two (2) years, commencing on July 1 following the Annual Meeting at which they were elected. Other Members of the Executive Board (not Officers) shall serve a term of three (3) years, or until a successor is elected, commencing on July 1 following the Annual Meeting at which they were elected. The immediate Past President shall serve a term of two (2) years immediately following the term of President.

When there is only one candidate running for office, the affirmative vote of a majority of the Eligible Voters present and voting shall be required for the election to any office. When there are two or more candidates for one office, a plurality vote of the Eligible Voters present and voting shall be sufficient for the election to that office. If a tie occurs, there shall be a runoff election between just the two tied members. If in the runoff election, the tie is not broken, then the Executive Board shall vote to break the tie.

Each member may vote for only one candidate for each office or Board seat.

With exception of the President, President-Elect, and immediate Past President, the Members of the Board may be nominated for consecutive terms in the same office. As much as is practical, the terms of non-Officer Board Members shall be staggered so that the term of about half of the Board Members will expire during any single election year.

One Fellow will be designated Parliamentarian by the Chair of the Executive Board. The Parliamentarian shall be responsible for ensuring adherence to the stated Parliamentary Authority and Rules of Order during all Executive Board and Annual Business Meetings.

Section 3 - Nominations

Prior to each electronic vote or Annual Meeting at which elections are to be held, the Executive Board, acting on the recommendation of the Nominating Committee, shall nominate Fellows of NANOS for each vacancy that occurs on the Executive Board. NANOS Members shall be notified of the names of all nominees at least thirty (30) days prior to the electronic vote or Annual Meeting. In the event of death or withdrawal from candidacy of any of these nominees, the Executive Board shall designate a substitute nominee at any time before the election and shall announce that designation before the election. In addition, nominations for positions on the Executive Board may be made from the Voting Membership, provided that at least thirty (30) days before the date of the election, a written petition, signed by twenty (20) or more eligible voters, has been filed with the Chair of the Executive Board together with a signed statement by the nominee setting forth willingness to serve if elected.

Section 4 - President

The President shall preside at all business sessions of the membership of NANOS; shall act as chief spokesman of NANOS to the public, the press, legislative bodies, the medical community at large and federal, state, and local governmental and private agencies and organizations; shall work with the Chair of the Executive Board to ensure that basic NANOS policies and programs are formulated and executed; shall not serve consecutive terms as president; is responsible for making appointments to replace members rotating off standing committees; and may create ad hoc committees and appoint NANOS representatives to civic, professional, and governmental organizations as may be required to execute the business and affairs of NANOS.

Section 5 - President-Elect

The President-Elect shall automatically become the President of NANOS upon expiration of the President's term; shall, in the absence or disability of the President, have and perform the duties and responsibilities of the President; shall in the event of a vacancy in the office of President, however occurring, fill the vacancy in the office of President for the unexpired portion of the President's term and also serve a full term as President; shall assist the President in the performance of his or her duties whenever requested to do so; and shall have all other duties and responsibilities that the President or the Executive Board may determine.

Section 6 - Vice President

The Vice President shall, in the event of a vacancy in the office of both the President and the President-Elect, however occurring, have and perform the duties of the President; shall have all other duties and responsibilities that the President or Executive Board may determine.

Section 7 - Treasurer

The Treasurer shall serve as Chair of the Finance Committee; ensure that NANOS maintains accurate financial records; review NANOS expenditures and financial status on a regular basis to ensure overall financial integrity; submit the financial accounts of NANOS to an annual independent audit; submit annual state and federal tax returns to the Internal Revenue Service; develop and present financial recommendations to the Executive Board; and perform other duties assigned by the President or Executive Board.

Section 8 - Secretary

The Secretary shall ascertain that records are maintained for all business meetings and Executive Board meetings of NANOS; ensure that copies of the minutes of each meeting are provided to the President and other Officers and Directors as appropriate; maintain current copies of the Association Rules and Bylaws for use by the President and the Executive Board; perform other duties assigned by President or Executive Board.

Section 9 – Senior Vice President for Neuro-ophthalmic Advocacy and Practice and Senior Vice President for Neuro-ophthalmic Education

The Senior Vice President for Neuro-ophthalmic Advocacy and Practice shall serve as an advisor to those committees aligned with Neuro-ophthalmic Advocacy and Practice, as they work to fulfill the tasks assigned by the President or Executive Board.

The Senior Vice President for Neuro-ophthalmic Education shall serve as an advisor to those committees aligned with Neuro-ophthalmic Education, as they work to fulfill the tasks assigned by the President or Executive Board.

Both Senior Vice Presidents shall be appointed for a term of four (4) years, which is renewable, with voting rights.

Section 10 - Members of the Executive Board (other than Officers)

Members of the Board shall have all duties and responsibilities that the President or the Executive Board may determine. The International Board member shall be appointed at the discretion of the President for a term of two (2) years, renewable twice (for a total of 6 years). The term will coincide with the Officer rotation cycle.

Section 11 - Immediate Past President

The Immediate Past President shall be a member of the Executive Board and shall have all duties and responsibilities that the President or the Executive Board may determine.

Section 12 - Vacancies

In the event of incapacitation, withdrawal, demise, resignation or removal of any Officer or Member of the Executive Board, except the President-Elect, the President, with a majority approval of the Executive Board, shall appoint a successor who will hold the appointed office until a successor has been elected.

In the event of incapacitation, withdrawal, demise, resignation or removal of the President-Elect, the Nominating Committee shall be reconvened to name a nominee for that position to present for election by the voting membership of NANOS at the next annual business meeting.

Section 13 - Removal from Office

Any Member of NANOS elected by the Voting Membership may be removed from office by the affirmative written ballot of two-thirds of the Board Members whenever, in their judgment, the removal will serve the best interests of NANOS. Ratification of removal from office of such Member must be approved by a majority vote of eligible voters in attendance at the next Annual Meeting.

ARTICLE V - EXECUTIVE BOARD

Section 1 - Authority

The Executive Board shall manage all the business and affairs of NANOS. The Chair of the Executive Board will be a current member of the Executive Board and will be elected every two (2) years by a majority vote of the Members of the Board. The Executive Board shall have all powers and responsibilities conferred upon the Board of Directors of a nonprofit corporation by the State of New Mexico, as now or hereafter amended, except as those powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws. The Executive Board shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all standing and ad hoc committees, sections, representatives to professional and governmental organizations, agents, and employees; and no action or policy shall be the action or policy of NANOS unless and until it is adopted, ratified, or approved by the Executive Board.

The Executive Board shall appoint, an Executive Vice-President, who shall function in the usual capacity of such office when those functions are not contrary to the Articles of Incorporation and Bylaws of the Society. The Executive Board shall determine the duties and salary, if provided, of such an Executive Vice-President and policies pertaining to that office. The Executive Vice President shall be appointed for a term of six years, reappointment are permitted. The Executive Vice-President is a member of all NANOS Committees.

Section 2 - Members of the Executive Board

The members of the Executive Board shall number not more than thirteen (13) elected members and shall consist of all the Officers and other Members of the Board elected by the voting membership. The Executive Vice-President shall be a voting member and the Editor of the Journal of Neuro-Ophthalmology shall be a non-voting "ex officio" member of the Executive Board. The International board member shall serve in an advisory capacity and be a non-voting member of the Executive Board.

Section 3 - Meetings

The Executive Board shall meet during the Annual Meeting. Special Meetings of the Executive Board may be called by the President or at the written request of four (4) Members of the Board addressed to the Secretary at no less than twenty (20) calendar days' notice in advance of the proposed special meeting.

Section 4 - Notice

Notice of each Meeting of the Executive Board shall be given, as provided in Article VI, Section 2, by the Executive Vice-President, or, if such position is vacant, by a designee of the Executive Board, not less than fifteen (15) calendar days prior

to the date on which the meeting is scheduled to be held. The matters to be discussed and voted upon at any duly called meeting of the Executive Board shall not be limited to those set forth in the Notice of the Meeting.

In the event that an electronic vote shall be held for the Election of Executive Board members, the Voting Membership shall be notified of the names of all nominees at least thirty (30) days prior to the date on which the vote is to be held, as provided in Article IV, Section 3.

Section 5 - Quorum

Five (5) Voting Members of the Executive Board shall constitute a quorum for the purposes of transacting Executive Board business and affairs on behalf of NANOS.

Section 6 - Manner of Acting

A majority vote of the Executive Board Members present and voting at a meeting at which a quorum is present shall be the act of the Executive Board, unless the vote of a larger number is required by applicable law, the Articles of Incorporation, or these Bylaws.

Section 7 - Written Action

Any action that the Executive Board could take at a duly called meeting of the Board may be taken by a written action signed by two-thirds of the Board Members. The same written action need not be signed by all Board Members, and each may sign a separate counterpart of the written action, but all Board Members shall be notified in writing at least twenty (20) calendar days in advance of the matter to be voted on.

Section 8 - Telephone Conference

Any action that the Executive Board could take at a duly called meeting of the Board may be taken during a telephone conference of the Board Members. A quorum must participate in the telephone conference in order to transact business. A notice of two (2) business days is required to all Executive Board members in order to schedule a telephone conference of the Board for the purpose of transacting NANOS business.

ARTICLE VI - MISCELLANEOUS

Section 1 - Fiscal Year

The fiscal year of NANOS shall be from January 1 to December 31.

Section 2 - Notice and Waiver of Notice

Notice is deemed given by a Fellow or member of NANOS to NANOS or to an Officer of NANOS when it is in writing and mailed or delivered to NANOS or to the Officer at the principal executive office of NANOS. In all other cases, notice is deemed given to a Fellow or Member of NANOS when it is communicated to the Fellow or Member orally, in person or by telephone, or in writing by mail, fax, email, telegram or otherwise delivered to the person at the person's last known address. Notice by mail is deemed to be given when it is deposited with the official government postal authority with sufficient postage affixed. Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver of the notice may be executed, whether before, during, or after the time stated therein, and the waiver shall constitute the equivalent of receiving the notice.

Section 3 - Indemnification

To the full extent permitted by any applicable law, any person who is or was a director, officer, employee or agent of NANOS shall be indemnified by NANOS against any and all liability and reasonable expense incurred by reason of the person being or having been a director, officer, employee or agent of NANOS, or by reason of any action taken or not taken in the course and scope of the person's service as such director, officer, employee or agent of NANOS, in the event that such

person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation. Such person shall be entitled to reimbursement by the Society of reasonable expense in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.

The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other right to which such director, officer, employee or agent may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights shall extend to such person's heirs, legal representatives, or successors. The foregoing rights shall be available whether or not the claim asserted against such person is based upon matters which antedate the adoption of this section.

NANOS, its Directors and Officers, shall be fully protected in making any determination under this section, or in making, or refusing to make any payment under this section, in reliance upon the advice of counsel.

NANOS may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a Member of the Executive Board, an officer or employee of this corporation or a Member of a Committee of this corporation against any liability asserted against such person in such capacity.

If any provision of this section shall for any reason be determined to be invalid, the remaining provisions hereof shall not be affected thereby but shall remain in full force and effect.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended, altered or repealed by the vote of at least two-thirds of the eligible voters, either by physical presence at a meeting or by electronic ballot of all of the eligible voters, provided that any proposed amendment 1) has been submitted in writing to the Executive Board and 2) notice thereof has been provided to each Fellow and other Voting Member at least one month prior to the date on which it will be voted upon. Bylaw amendments may be proposed only by Members of NANOS who are eligible voters as defined by these Bylaws. These Bylaws shall be subject to a complete review every ten years.

ARTICLE VIII - PUBLICATIONS

Section 1 - Publications Committee

The Publications Committee shall maintain liaison between the Executive Board of NANOS, and the Publisher and Editor of the Journal of Neuro-Ophthalmology. Members of the Publications Committee shall be appointed by the President each cycle to serve a two-year term, and may be reappointed for two additional terms to serve a maximum of six years. At least one (1) member of the Publications Committee shall be a Member of the Executive Board of NANOS.

Section 2 - Journal of Neuro-Ophthalmology

1) The governance of affairs of the Journal of Neuro-Ophthalmology is the responsibility of the Executive Board of NANOS. The Executive Board of NANOS shall report on the affairs of the Journal of Neuro-Ophthalmology to the membership each year at the time of the annual meeting. This report may be either by a member of the Executive Committee or by the Editor, or by the Chair of the Publications Committee, whichever is deemed appropriate to the Executive Board.

2) The Editor shall be appointed by the President upon recommendation of the Publications Committee for a term of four (4) years, renewable once. The Executive Board shall have the option, at its discretion, of extending the Editor's term for one additional one (1) year term to allow the Board time to locate and obtain a new Editor. An individual nominated for editorship of the Journal of Neuro-Ophthalmology must be a Member of the Society at the time he/she assumes the editorship.

The Editor shall serve at the pleasure of the Executive Board, and will be a non-voting, "ex officio" member of the Board. The Editor may be asked to step aside by the Executive Board with two (2) months notice. This period may be lengthened or shortened by mutual assent of the Executive Board and Editor.

The Editor is accountable directly to the Executive Board. The Editor will prepare an annual report to the Executive Board. The Editor will report annually to the Executive Board through the Publications Committee, or as frequently as events may dictate. There shall be a broad range of editorial autonomy; however, it should be understood that the Editor will share major business and financial decisions with the Executive Board. Major business and financial decisions include but are not limited to such matters as the choice of a publisher, the frequency of the publication, and similar business and financial matters. The Editor, with the advice of the Editorial Board, shall have complete and final authority over all editorial content, selection, modification, and quality matters. Working relationships with the publisher shall be completely within the authority of the Editor. Editorial operations shall not be subject to direct review by the Executive Board or by the membership of NANOS.

3) Members of the Editorial Board shall be approved by the Executive Board of NANOS upon recommendation of the Editor. The terms of Members of the Editorial Board will be determined by the Editor and shall not exceed five (5) years. The Editor shall have authority to recommend the appointment of Associate Editors and Editors for specific topics whose terms on the Editorial Board will be determined by the Editor, but shall automatically expire when the Editor vacates his position. When appropriate, the Editor will recommend Corresponding Editors from other countries who will be regular members of the Editorial Board and have similar responsibilities.

4) The Publications Committee will meet annually with the Editor, and the publisher, examine the product in order to review editorial and publishing practices and prepare an advisory report to the Executive Board of NANOS. The Executive Board of NANOS shall in turn advise the Editor of the findings. A function of the Publications Committee will be to provide constructive criticism.

The Publications Committee shall also be responsible for advising the Executive Board of NANOS in regard to the selection of the Editor. In relation to this duty, the Publications Committee shall poll the entire membership of NANOS to solicit nominations for the position of Editor.

5) Relationship to NANOS: The Journal of Neuro-Ophthalmology will serve as the official journal of NANOS.

6) Budgetary commitments between the publisher and NANOS are the responsibility of the Executive Board of NANOS. Contractual relations with the publishers shall be made by the President as recommended by the Chair of the Publications Committee with the approval of the Executive Board. Financial considerations of the Journal of Neuro-Ophthalmology shall be part of the regular reporting function to the Executive Board of NANOS by the Chair of the Publications Committee. The Editor shall be reimbursed by NANOS and the publisher for all secretarial and clerical expenses of maintaining the Editor's office. In addition, the Editor shall be provided with an honorarium, to be determined by the Publications Committee and approved by the Executive Board of NANOS. The Executive Board of NANOS will be responsible for negotiating these fiscal matters with the publisher and the Editor.

7) Subscriptions to the Journal of Neuro-Ophthalmology will be provided to all dues-paying Members of NANOS.

ARTICLE IX - USE OF THE SOCIETY NAME, INITIALS AND LOGO

Regulation of the use of the Name of the Society (North-American Neuro-Ophthalmology Society), its initials (NANOS) and its Logo shall be determined by the Executive Board. Use of these without written consent of the Board is strictly prohibited. Penalties for unapproved use of the Society name, initials and logo shall be determined by the Executive Board.

STANDING RULES OF THE NORTH AMERICAN NEURO-OPHTHALMOLOGY SOCIETY

I. CREATION OF STANDING COMMITTEES OF NANOS

Standing Committees of NANOS may be created by a majority vote of the Executive Board. These Standing Committees shall provide the ongoing functions vital to the Society on a long term basis. The scope of responsibility of each Standing Committee shall be established by the President on the advice of the Executive Board.

II. EXISTING STANDING COMMITTEES OF NANOS

The Chair of a Standing Committee shall be appointed by each new President when taking office. Chairpersons of all Standing Committees, except for the Nominating Committee whose Chair shall be the Board Chair, shall be appointed by the President to serve a two-year term, and may be re-appointed for two additional terms to serve a maximum of six years. An incoming President, at his/her sole discretion, may elect to extend the maximum term of an outgoing Committee Chair to allow such outgoing Committee Chair to serve in the capacity of a member of such committee for one additional two-year term.

Members of the Nominating Committee shall include the Executive Vice President, one Past President of NANOS, two Chairpersons of Standing Committees, three Executive Board Members, and three additional Members who are Fellows of NANOS, but not members of the Executive Board. The Committee is selected by the Board Chair and the Committee Members are vetted by the Executive Board.

With exception of the Nominating Committee, whose Members are selected by the Board Chair, Members of Standing Committees shall be subject to re-approval as each new President takes office. The term for Members of Standing Committees is two years, with a maximum of three consecutive terms, unless given an extension at the discretion of the President. Terms of membership shall be staggered so to allow for continuity as well as incorporation of new committee members. As provided by Article IV, Section 4, the President is responsible for making appointments to replace Members rotating off Standing Committees.

III. STANDING COMMITTEES OF NANOS

Educational Arm

Curriculum Committee - Develops the definitive neuro-ophthalmology curriculum.

Patient Information Committee - Updates and creates patient educational materials for the NANOS website; works closely with the International Relations Committee when translation of material in other languages is needed.

NOVEL Committee - Encourages growth and development of the Neuro-Ophthalmology Virtual Education Library, creating, guiding and prioritizing activities, while also seeking funding.

NOVEL Editorial Board Committee - Peer reviews new collections for content.

Fellowship Committee - Addresses issues concerning professional standards for training in neuro-ophthalmology, including the training requisite to be recognized by NANOS as a neuro-ophthalmologist and advises the Board and membership on matters pertaining to these issues. Monitors our current fellowship training programs and AUPO compliance. Considers issues of importance to neuro-ophthalmology fellowship programs. The Chair of this Committee represents NANOS on these issues to relevant external agencies, specialty boards and associations.

New Knowledge in Neuro-Ophthalmology Committee - Identifies new publications, discoveries or activities of interest to neuro-ophthalmologists in order to highlight them on the NANOS website and social media. The Chair of this Committee will work closely with the Social Media and Digital Strategy Committee.

AAO Committee - Liaises with AAO and NANOS.

Hoyt Selection Subcommittee – Is a subcommittee of the AAO Committee but the members of this subcommittee do not serve on the AAO Committee; chooses the Hoyt lecturer yearly for the AAO meeting. The committee is comprised of previous Hoyt Lecturers appointed by the President.

AAN Committee - Liaises with AAN and its NONO section and NANOS.

Meeting Arm

Scientific Program Committee - Develops and maintains effective educational programs for the NANOS Annual Meeting and monitor activities of NANOS related to other educational issues of importance to NANOS. CME Liaison is appointed by the President to advise on CME issues if they arise.

Walsh Subcommittee - Is a subcommittee of the Scientific Program Committee; develops and recommends policies for structure, format and operation of the Annual Frank B. Walsh Session; develops and maintains an effective educational program for the Annual Frank Walsh Session; coordinates planning with the NANOS staff.

Jacobson Lecture Subcommittee – Is a subcommittee of the Scientific Program Committee but the members of this subcommittee do not serve on the Scientific Program Committee; chooses the Jacobson Lecturer yearly for the NANOS Annual Meeting. The committee is comprised of previous Jacobson Lecturers appointed by the President.

Abstract Committee - Oversees the Annual Meeting scientific abstract process.

Financial Arm

Finance Committee - Prepares yearly budget for review and approval of Executive Board; supervises investments and accounts; reviews existing fiscal policies and develops recommendations for improving the financial status of NANOS.

Investment Subcommittee - Plans investment strategies and supervises investments for NANOS.

Audit Committee - Provides information for external audit, reviews the external audit and presents recommendations to the NANOS Executive Board.

Development Committee - Develops a plan for obtaining external funds to assist in fulfilling the goals of NANOS, including grants and donations from private companies and individuals; works with the Board to stay apprised of the committee-specific goals that the Board wishes to feature in its fundraising efforts.

Practice Arm

Practice Support Committee - Addresses developing concerns regarding the availability of financial, personnel, and support resources required for the delivery of quality neuro-ophthalmic practice, both in the academic and private practice spheres. Assists in identifying and circulating best practices, both clinical and administrative.

Productivity & Compensation Committee - Performs, as needed, with the NANOS Executive Office and if needed, outside resources, productivity and salary surveys, gathers and disseminates external standards, monitors appropriate interpretation of and application of these standards.

Informatics & Telemedicine Committee - Collects and disseminates information relevant to electronic medical records (EMR) and other forms of electronic data transfer/sharing in neuro-ophthalmology, as well as best strategies to incorporate telemedicine into Neuro-ophthalmic practice.

Advocacy Committee - Makes the public, other physicians and public and private decision makers aware of how neuro-ophthalmic care is vital, leads to better outcomes, and is cost efficient, and yet is in short supply. Proposes policy changes whose goal it is to encourage more to enter the subspecialty of neuro-ophthalmology. Monitors external proposals for change that could impact neuro-ophthalmic care, including compensation models from CMS, national standards for certification or scope of care, etc. and then disseminates and promotes the viewpoint of NANOS regarding these issues.

Outcome Measures Committee - Develops and reports specific measures of performance/quality for clinical neuro-ophthalmologists, with the understanding that the successful development and implementation of these quality measures will be extremely important to the demonstration of the value of neuro-ophthalmology.

Workforce & Patient Access Committee - Monitors and evaluates patient access to neuro-ophthalmologists in North America, with the goal to highlight underserved areas and deficiencies in coverage. This committee will provide information that can be used by the Advocacy and the Neuro-Ophthalmology Pipeline Committees.

Research Arm

Research Committee - Promotes and facilitates research endeavors in neuro-ophthalmology, and advises the Board in the selection of recipients of specific NANOS research awards.

Publications Committee - Advises the Board on the selection of an Editor of the Journal of Neuro-Ophthalmology, meets annually with the Editor and the publisher, and prepares an advisory report to the Executive Board; roles of the Publications Committee are described in Article VIII of the NANOS Bylaws.

Demonstration of Neuro-ophthalmic Value Committee - Demonstrates the value of neuro-ophthalmology to the broader medical community by performing studies and publishing articles that document the quality and efficiency of neuroophthalmic care.

Member Services Arm

Young Neuro-Ophthalmologists (YONO) Committee - Addresses the needs of potential neuro-ophthalmologists (students, residents, fellows) and NANOS members in their first several years of practice.

Women in Neuro-Ophthalmology (WIN) Committee - Mentors female members of NANOS; guides and advises women planning careers in Neuro-Ophthalmology.

International Relations Committee - Develops and recommends policies and procedures for fostering cooperative relationships between NANOS and physicians and organizations outside the United States and Canada.

Membership Recruitment and Retention Committee - Finds and implements ways to increase and retain membership, in conjunction with the Young Neuro-Ophthalmologists Committee (YONO).

Membership Committee - Assures that proper membership status is provided for all present and potential NANOS members; recommends methods for strengthening membership activities within NANOS. Neuro-Ophthalmology Pipeline Committee - Drives trainee interest towards the field of neuro-ophthalmology and to actively encourage application into our fellowship programs.

Diversity, Equity, & Inclusion Committee - Enhances NANOS's efforts at increasing equity and inclusion in our organization and promote our membership's diversity.

Social Media & Digital Strategy Committee - Promotes the "face" of neuro-ophthalmology and NANOS within the scientific community and the public by disseminating noteworthy scientific material and accomplishments from the NANOS membership, as well as other important information relevant to the field of neuro-ophthalmology. This committee will work closely with the New Knowledge in Neuro-Ophthalmology Committee.

NANOS Management Arm

Executive Committee - Serves to advise the Executive Board in the management of all the business and affairs of NANOS. Consists of the President, Past President, President-elect, Vice President, Treasurer, Secretary, Senior Vice Presidents of Advocacy/Practice, Senior Vice President of Education, and the Executive Vice President.

Bylaws Committee - Develops and recommends changes in the NANOS bylaws to the Executive Board as well as performs

a periodic review of the Bylaws for currency.

Ethics Committee - Serves to facilitate awareness and discussion of ethical issues that may arise in the practice of neuro-ophthalmology and to educate, consult, and advise on ethical issues.

Nominating Committee - Nominates a slate of Executive Board members consistent with NANOS Bylaws for election as allowed by the voting membership of NANOS; seeks and proposes to the Board candidates for leadership and other key positions/duties representing NANOS Chooses the Hoyt lecturer yearly for the AAO meeting.

Strategic Planning Committee - Coordinates strategic planning for NANOS by providing continuity and institutional memory of our long range goals and their implementation, monitoring our progress toward those goals, and organizing periodic NANOS Executive Board Strategic Planning Retreats (SPRs). Works with the President to delineate committee goals, and to review the committee structure to see if it is appropriate for operationalizing the strategic plan.

AMA Liaison – Liaise with the American Medical Association (AMA) and helps NANOS meet the requirements for AMA House of Delegates status.

IV. CREATION OF AD HOC COMMITTEES OR TASKFORCES OF NANOS

Ad Hoc Committees and Taskforces may be appointed as the need arises by the President to carry out a specific task that is not the assigned function of an existing Standing Committee of NANOS. The Ad Hoc Committee's or Taskforce's charge and date of expected report should be specified by the President. The Ad Hoc Committee and Taskforce and Members of all Ad Hoc Committees and Taskforces shall be appointed at the discretion of the President.

Ad Hoc Committees and Taskforces shall submit to the President reports as deemed appropriate by the President. The Chair of each Ad Hoc Committee and Taskforce shall be responsible for all reports.

V. COMMITTEE LONGEVITY

Standing Committees will continue to exist indefinitely at the discretion of the Executive Board. When, in the judgment of the Executive Board, a Standing Committee is no longer necessary, it may discharge the Standing Committee by majority vote of all Executive Board Members.

Ad Hoc Committees and Taskforces are discharged automatically 1) upon the acceptance of their final report by the Executive Board or 2) upon completion of the current President's term of office. Ad hoc committees and Taskforces may be discharged at any time by the President.

VI. REPRESENTATIVES TO CIVIC, PROFESSIONAL, AND GOVERNMENTAL ORGANIZATIONS FROM NANOS

Representatives shall be appointed by the President to the American Academy of Neurology (AAN), American Academy of Ophthalmology (AAO) and American Medical Association (AMA) and to any other organization as deemed necessary.

A position taken or expressed by a representative shall not be deemed the position of NANOS unless and until it is adopted, ratified, or approved by the Executive Board.

Representatives shall submit to the Executive Board an annual report and special reports as deemed appropriate by the representatives or as requested by the President.

VII. ELIGIBILITY REQUIREMENTS FOR COMMITTEE MEMBERS AND REPRESENTATIVES

All Members of NANOS Committees and NANOS representatives to organizations shall be NANOS Fellows, Senior Fellows, or Active Members. Exceptions to this include the International Relations Committee, Membership Committee, and Patient Education Subcommittee, on which International Members may serve.

Other classes of NANOS Membership may, upon receipt of approval from the NANOS Board, be appointed by the President to serve on NANOS Standing Committees and NANOS Ad Hoc Committees and Taskforces and NANOS representatives to organizations.

Nonmembers of NANOS may, with the specific approval of the President, serve as consultants on committees; however, they shall not vote on matters of administration or policy affecting NANOS.

VIII. ANNUAL AND SPECIAL REPORTS OF STANDING COMMITTEES, SPECIAL COMMITTEES, AND REPRESENTATIVES TO ORGANIZATIONS

Standing Committees, Ad Hoc Committees, Taskforces, and representative to organizations shall submit to the Executive Board an annual report and such special reports, from time to time, as deemed appropriate by the Committee, representatives or the Executive Board.

The chair of each committee and representative to each organization shall be responsible for submitting all reports. All reports shall be in writing.

IX. AMENDMENTS AND REVISIONS

These Standing Rules may be amended or revised by the Executive Board of NANOS.