

**BYLAWS OF THE
ASSOCIATION OF TECHNICAL
PERSONNEL IN OPHTHALMOLOGY, INC.**

ARTICLE I – Name

Bylaw 1. The name of the association shall be the Association of Technical Personnel in Ophthalmology, Inc., hereinafter referred to as “ATPO” or as the “Association.”

ARTICLE II – Offices

Bylaw 2.1. Location – The Office of the Association shall be determined by the Board, and may be changed from time to time as required.

Bylaw 2.2. Registration – The Association is a registered 501(c)(6) tax exempt organization.

Bylaw 2.3. Seal – The Board of Directors (“Board”) shall provide a suitable Corporate Seal, circular in form, containing the name of the Association (or an abbreviation thereof), and the year of its incorporation (the “Seal”). The Secretary shall be the custodian of the Seal. The Seal may be affixed by causing it, or a facsimile thereof, to be impressed, fixed, reproduced, or otherwise. Whenever the Secretary or any other officer of the Association affixes the Seal to a certificate, agreement, document, or other instrument (an “Instrument”) executed on behalf of the Association, that shall be an attestation that the signatory(ies) on behalf of the Association are authorized and empowered to execute and deliver the Instrument in the name of and on behalf of the Association, and that the delivery of the Instrument represents an authorized corporate act; the failure to affix the Seal to an Instrument does not affect its validity.

Bylaw 2.4. Fiscal Year – The fiscal year of the Association shall begin the first day of August and end the last day of July in each year.

ARTICLE III – Purpose

Bylaw 3. The purpose of the Association is to promote and advance our members, their careers, and the Allied Ophthalmic Personnel profession worldwide through advocacy, continuing education and other means.

ARTICLE IV – Membership

Bylaw 4.1. Members.

(a) Membership Category – The Membership category to which an applicant is assigned, except for Fellow Members, shall be determined by the Membership Committee, appointed by the President, and approved by the Board. In cases in which the member objects to the classification of their membership, they may petition the Board to review the determination. The Board may provide reasonable parameters on what the supporting documentation the member must provide. The Board’s decision on the classification of membership is final and binding.

(b) Regular Members – Regular Members shall be limited to those individuals who are core level certified by the International Joint Commission on Allied Health Personnel in Ophthalmology (“IJCAHPO”). Such individuals shall have the right to vote, to serve on and chair committees, and to serve on the Board of the Association.

(c) Associate Members – Associate Members shall be those individuals not certified by IJCAHPO, but who may have a non-core certification and are allied ophthalmic personnel as attested to by a sponsoring ophthalmologist by whom the Associate Member must be employed. Associate Members shall have the right to vote, to serve on committees, but not chair committees nor serve on the Board of the Association.

(d) Student Members – Student Members shall be those individuals who are currently enrolled in regular academic programs for allied health personnel in ophthalmology (not home study). Student Members shall not have the right to vote, serve on and chair committees, nor serve on the Board of the Association.

(e) Fellow Members – Fellow Members are approved by the Board. Eligibility for Fellow Members shall include these requirements: (i) currently meet the Regular Member criteria; (ii) have a minimum of 10 (ten) years as a Regular Member; (iii) a personal record of outstanding contributions to the Association; and (iv) such other qualifications as may be

determined by the Board. Fellow Members shall have the right to vote, to serve on and chair committees, and to serve on the Board of the Association.

(f) Retired Members – Retired Members are those persons who are presently, or who in the past have been certified by IJCAHPO, but who are currently not working in the field of ophthalmology. Retired Members may serve on committees, but shall not have the right to vote, chair committees, nor serve on the Board of the Association.

(g) Joint Regular Members – Joint Regular Membership may be granted to individuals who would benefit from membership in more than one (1) association. From time to time, ATPO may have alliances with other associations through which Joint Regular Membership may be offered. Joint Regular Membership, if granted, will remain active only so long as a Joint Regular Member maintains membership in both ATPO and the association(s) with which ATPO has formed an alliance(s). Such individuals have the right to vote, but only those individuals who are core level certified by IJCAHPO may serve on and chair committees, and serve on the Board of the Association.

(h) Military Members – Military Members are Regular Members who are active duty service members, veterans, or retired from the military. Such individuals shall have the right to vote, to serve on and chair committees, and to serve on the Board of the Association.

(i) Group Members – Individuals who are currently employed in ophthalmology and who share common employers where other ATPO members or other eligible ATPO members are employed may be eligible for group membership. Group members shall have the right to vote, but only IJCAHPO certificants have the right to chair committees, and to hold office.

Bylaw 4.2. Dues – Dues shall be paid upon application for membership and when due thereafter. The Treasurer, or staff acting under the authority and direction of the Treasurer, shall notify members one (1) month in arrears, and those whose dues are not paid within one (1) month thereafter shall automatically be dropped from membership in the Association.

Except for Fellow Members who shall be exempt from dues, dues for every other membership category shall be established by the Board and may be reviewed on an annual basis. Dues may be modified by an affirmative vote of at least two-thirds (2/3) of Board members.

Bylaw 4.3. Resignation – Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Bylaw 4.4. Expulsion – Any member may be expelled for good reason by a two-thirds (2/3) vote of the Board. Failure to pay dues or to meet the criteria of membership is presumed to be adequate reason for expulsion and does not require advanced notice to the member nor deliberation by the Board. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, an opportunity to contest the expulsion in writing or in-person to the Board, and provided final written notice of the Board's decision, which shall be final and binding.

Bylaw 4.5. Voting Rights – The right to vote on matters pertaining to the Association is limited to current members in good standing. For this purpose, "good standing" shall be defined as having a dues-paid membership for a period of not less than thirty (30) days. Members entitled to vote do not include Student and Retired Members. Student and Retired Members do not have voting privileges.

ARTICLE V – Membership Meetings & Voting

Bylaw 5.1. ATPO Annual Meeting – The purpose for ATPO's Annual Meeting shall be to conduct the business of the Association. The Board shall designate the date, time, and place for the Annual Meeting.

Bylaw 5.2. Special Meetings – Special meetings of the members may be called by: (i) the joint agreement of the President and Secretary, (ii) Board, or (iii) by written request delivered to the President, Secretary, or Board and signed by at least twenty percent (20%) of the members then in good standing (a

“Member Request”). If a meeting is called by Member Request, the Board promptly shall designate the date, time, and place for the special meeting, which shall be held within sixty (60) days after the Member Request has been delivered to the President, Secretary, or the Board, within the United States, starting at a reasonable time. If the Board fails or is unable to act within twenty (20) days after receipt of a valid Member Request, the President shall fulfill the responsibilities stated in the preceding sentence. The topics addressed at a special meeting may only include the specific topics set forth in the special meeting notice.

Bylaw 5.3. Notice – Written or printed notice stating the place, date, and hour of any meeting of the members and the purpose or purposes for which the meeting is called, shall be delivered not fewer than thirty (30) days before the date of the meeting (or seventy two (72) hours for a Special Meeting), either personally or by mail, private delivery service, electronic mail, facsimile transmission, by or at the direction of the President, the Secretary, or other person authorized to do so by the Board, to each member entitled to vote at the meeting. If mailed or sent via recognized commercial delivery service, a notice shall be deemed to be delivered when deposited in the United States Mail or with the delivery service addressed to the member at her/his address as it appears on the records of the Association, with postage or delivery fee thereon prepaid. It is the responsibility of each member to keep the Association informed of the member’s current mailing address.

If notice is given by electronic means, including but not limited to email or facsimile transmission, such notice shall be deemed to be delivered when sent to the member at her/his electronic address, email or facsimile number, as the case may be, as it appears in the records of the Association. If the member provides her/his electronic address, email and/or facsimile number to the Association, it is the responsibility of the member to inform the Association of any changes in the same.

Bylaw 5.4. Quorum – The members present shall constitute a quorum.

Bylaw 5.5. Voting – Voting on all matters may be conducted by mail, telephone call, cablegram, electronic mail, or any other means of electronic or telephone transmission or at a meeting in person by paper ballot or using parliamentary rules stated in Bylaw 11.2. In case of a tie vote, parliamentary rules and procedures shall govern the voting process. Actions may be taken without a meeting if a ballot is made available to all members entitled to vote on the action.

ARTICLE VI – Board of Directors

Bylaw 6.1. Composition – The Board shall be comprised of nine (9) voting members and one (1) non-voting member (collectively, “Board Members”).

(a) So long as in office, ATPO’s President, President-Elect, Vice President, Immediate Past President, and Treasurer, and two (2) Directors-at-Large shall be voting members. Bylaw 6.2, below, provides how these positions are filled and their terms.

(b) An IJCAHPO voting Representative, who holds an IJCAHPO core level certification and is an ATPO member, will be appointed by ATPO’s Board with input from IJCAHPO’s Board of Directors.

(c) IJCAHPO’s President or President-Elect, shall ex officio, be a voting member.

(d) The ATPO Executive Director, or another designee determined by the Board if no Executive Director exists, shall serve as Secretary and shall, ex officio, be a non-voting member.

Bylaw 6.2. Election and Tenure:

(a) Board members shall be elected by the membership pursuant to Bylaw 5.5.

(b) The President shall serve a one (1) - year term, and then succeed to the position of Immediate Past President.

(c) The President-Elect shall serve a one (1) -year term, and shall succeed to the Presidency upon expiration of the prior President’s complete term in office, or if earlier vacancy in the Presidency occurs, that

remaining term will be added to the President-Elect's (now President's) full term.

(d) The Vice President shall serve a one (1) -year term, and shall succeed to the President-Elect upon expiration of the prior President-Elect's term in office or earlier vacancy.

(e) The Immediate Past President shall serve a one (1) -year term.

(f) The Treasurer shall serve a two (2) -year term, and up to two (2) consecutive terms.

(g) The Directors-at-Large shall each serve two (2) -year terms. If a vacancy occurs before completion of the term, the appointee shall only serve the remainder of said term.

(h) The Secretary shall serve, subject to Board approval, without term limits.

(i) The IJCAHPO Representative shall serve a one (1) -year term that may be extended for one additional year.

For all officer positions and Board seats where the term limit has been met, the same person may not thereafter be reelected to the same office or position for a period of one (1) year.

Newly elected individuals shall take office the first day of the Association's fiscal year and shall hold office until the close of the appropriate fiscal year, or until their successors takes office.

Bylaw 6.3. Duties of the Board – The Board shall manage the affairs of the Association, and may delegate all lawful responsibilities to one or more managers, as may be approved by the Board. The Board shall adopt a budget and authorize such supplementary appropriations as it may deem necessary. The Board shall approve annual member dues and fees. The Board shall have and may exercise all other authority of a board of directors of a District of Columbia nonprofit corporation, under and pursuant to the District of Columbia Nonprofit Corporation Act or other applicable law or rule of law.

Bylaw 6.4. Meetings – The Board shall hold at least two (2) regular meetings during the

calendar year for the transaction of any and all business that comes within its scope. One such meeting shall be held as described in Bylaws 5.1. ATPO Annual Meeting. Special meetings of the Board may be called consistent with Bylaws 5.2 and 5.3. Any member may waive notice of any meeting by signing a written waiver before, during, or after any meeting.

Any or all Board Members may participate in a meeting of the Board, and any member of a committee of the Board may participate in a meeting of that committee, by means of telephone conference or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

A Board Member's (or committee member's) attendance at any meeting shall constitute waiver of notice, the date, time, and place of such meeting, unless the member (or committee member) objects at the commencement of the meeting. A Board Member's (or committee member's) participation in any meeting shall constitute acceptance of all matters to come before it, provided, the member (or committee member) may object to discussing any agenda items not included in the notice for the meeting, so long as any objection occurs before discussion begins on those additional agenda items.

Bylaw 6.5. Quorum and Voting – Members representing two-thirds (2/3rd) of the Board shall constitute a quorum. At the meetings of the Board, each member, with the exception of the Secretary, is authorized to cast one (1) vote.

Except as provided below or by another express provision of these bylaws or as required by law, the Board shall take action by majority vote of the voting members who are present at a meeting at which a quorum is present; however, none of the following actions will be taken except upon approval by at least two-thirds (2/3rd) of all voting members on the Board:

(a) Any proposal to the members to amend the Articles of Incorporation or Bylaws of the Association;

(b) Adoption or pursuit of any annual or other periodic capital, operating, or other budget or plan of expenditures for the Association, and any change to or action which is known to be inconsistent with any such budget or plan of expenditures, except only a change which, when aggregated with all prior changes for the same fiscal year, would not exceed total budgeted or planned expenditures;

(c) Approval of any contract which would exceed more than five (5) years in length and/or would commit the Association to an expenditure of more than Fifty Thousand Dollars (\$50,000) (as reasonably foreseeable by the Board at the commencement of the contract), unless plainly contemplated by a budget or plan that was itself approved by at least three-fourths (3/4) of the Board Members;

(d) Any merger, consolidation, or transfer of all or substantially all of the Association's assets; or

(e) Any liquidation, dissolution, or winding up of the Association.

Bylaw 6.6. Standard of Conduct – Each Board Member, and any member appointed by another organization or group, shall discharge the duties of their respective positions in accordance with, and be guided by, as from time-to-time in effect, the Articles of Incorporation of ATPO and these Bylaws, the applicable conflicts of interest policy and other applicable policies of the Association, as well as the mission statement and stated organizational goals of the Association. The foregoing does not limit or preclude the authority of a Board or appointed member in good faith to propose changes to the Articles of Incorporation of ATPO, these Bylaws, any conflicts of interest or other policy, or the mission statement or organizational goals of the Association. Further, each Board or appointed member shall discharge their duties in accordance with applicable law and, without limiting the foregoing, in good faith, in a manner the person reasonably believes to be in the best interest of ATPO, and with the care that any prudent person in a like position would exercise under similar circumstances. All business matters addressed by the Board should be considered confidential; any public

announcement made with regard to the same shall only be made with approval from the Board and by an officer appointed by the Board. With regard to the foregoing, all Board Members are required to sign a confidentiality agreement. Any Board Member not in compliance with the aforementioned may be removed from the Board pursuant to Bylaws 7.10.

Bylaw 6.7. Officers' and Directors' Compensation – The members of the Board do not receive compensation for their services, but may be reimbursed for expenses that are in compliance with ATPO's reimbursement policy.

ARTICLE VII – Officers and Directors-at-Large Duties

Bylaw 7.1. President – The President shall be the Chair of the Board and spokesperson for the Association and shall, in general, supervise and direct all the business and affairs of the Association. The President shall preside at all meetings of the Board and the Executive Committee, appoint committee members and chairs, and perform such other duties as customary and as parliamentary considerations may require. The President shall be an *ex officio* non-voting member on all committees, but retain voting rights on the Board and Executive Committee. The President shall appoint, subject to Board approval, representatives to other organizations, as necessary. The President shall preside at all meetings of the members and the Board.

Bylaw 7.2. President-Elect – The President-Elect shall perform the customary official duties of a President-Elect as directed by the President and the Board, and shall assume all duties of the President if the President is either unable to serve or the office of the President becomes vacant. The President-Elect shall chair the Annual Scientific Session Committee and perform such other duties as may be assigned by the President or by the Board.

Bylaw 7.3. Vice President – The Vice President shall perform the customary duties of Vice President as directed by the President and the Board, and shall assume all duties of the President-Elect if the President-Elect is

either unable to serve or the office of President-Elect becomes vacant. The Vice President will serve as a member of the Annual Scientific Session Committee and coordinate volunteers for ATPO's Annual Meeting.

Bylaw 7.4. Secretary – The Secretary is responsible for the maintenance of complete Association records, including, but not limited to, Board and member meetings. The Secretary shall supervise the official and necessary correspondence of the Association, be responsible for notification of members of the time and place of all meetings, and perform such duties as are required by such an office or as directed by the President or the Board.

Bylaw 7.5. Treasurer – Absent an Executive Director, the Treasurer, in conjunction with an Association-appointed Accountant, shall supervise all Association financial transactions. Consistent with this charge, the signature of the Treasurer, and that of such other person or persons designated by the Board, shall be authorized signatures in the management of the Association financial accounts. In instances in which the Board appoints an Executive Director, the Board shall designate that individual to manage all Association financial transactions with Treasurer oversight. For that purpose, “oversight” shall be defined as being reasonably informed about all material financial matters and reviewing and/or approving monthly or more frequent Association financial reports, which the Executive Director shall provide. The Treasurer shall serve as Finance Committee Chair.

Bylaw 7.6. Immediate Past President – The Immediate Past President shall serve as Chair of the Nominating Committee, and, in general, perform such other duties as may be assigned by the President or the Board.

Bylaw 7.7. Directors-at-Large – The Directors-at-Large shall perform such duties as may be assigned by the President or the Board.

Bylaw 7.8. Eligibility – Eligibility for office and for Directors-at-Large is limited to Regular and Fellow Members, except for Secretary, who

needs not be a Regular or Fellow member of ATPO.

Bylaw 7.9. Vacancies – With the exception of the offices of President, which will be assumed by the President-Elect, and President-Elect, which will be assumed by the Vice President, a vacancy in any other elected position because of death, resignation, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term that exceeds three (3) months.

Bylaw 7.10. Removal – Removal from any elected or appointed position shall require the affirmative vote of three-fourths (3/4) of the voting Board Members, not counting the person whose removal is being considered, provided such action has been included as an agenda item in the call for the meeting during which this action shall be addressed.

ARTICLE VIII – Executive Director

Bylaw 8. The Board shall, at its discretion, appoint an Executive Director who shall serve *ex officio* without vote on all Association committees, and shall be invited to attend and speak at each meeting of the Board. The Executive Director shall be the Chief Administrative Officer of the Association and shall administer the day-to-day operation of the Association under Board direction. Furthermore, the Executive Director shall perform other duties as outlined in Bylaws 6.1(d), 7.4, 7.5, and 9.2.

ARTICLE IX – Committees

Bylaw 9.1. Standing Committees – All members, consultants, and advisors to Standing Committees shall be appointed by the President subject to Board approval. Only Regular and Fellow Members may serve as chairs to Standing Committees. Standing Committees shall include the following: Executive Committee; Nominating Committee; Continuing Education Committee; Annual Scientific Session Committee; Marketing, Membership and Communications; and Finance Committee. The Board may eliminate one or more Standing Committees, and may create one or more additional Standing Committees; in effect, the Board alone, without need for approval of the Association's members, may effectively override or change

any provision of this Bylaw (9.1), so as to ensure that the Board has sufficient flexibility in responding to management and other needs of the Association, as the same may from time to time arise and change. Consistent with the foregoing, duties for all Standing Committees shall be determined by the Board.

Bylaw 9.2. Executive Committee – The Executive Committee shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, and the Immediate Past President. The Executive Committee shall manage the affairs of the Association between regular and special meetings of the Board. It shall meet as necessary at the call of the President or a majority of its members. A majority of members, but no fewer than four (4) voting members of the Executive Committee shall constitute a quorum. The Executive Committee shall not take any action with respect to any matters specified under Bylaw 6.5 (a)-(e). Notice, waiver of notice, and votes by telephone/electronic media shall be in conformity with those requirements specified for the Board in Bylaw 6.4.

Bylaw 9.3. Nominating Committee – The Nominating Committee shall consist of five (5) members: the Immediate Past President, who shall serve as chair, one (1) Fellow Member, one (1) Regular Member, one (1) past Board Member, and the current President. This Committee shall meet immediately following ATPO's Annual Meeting, and, if necessary, on subsequent occasions at the call of the Chair. This committee's function is to nominate candidates for office and for Directors-at-Large.

Bylaw 9.4. Annual Scientific Session Committee – The primary function of the committee shall be to organize and conduct the Annual Scientific Session, which is usually held in conjunction with ATPO's Annual Meeting. The President-Elect shall chair the committee and shall appoint additional committee members to serve. The President and Vice President shall also serve on the committee.

Bylaw 9.5. Continuing Education Committee – A Continuing Education Committee and its Chair shall be appointed by the President,

subject to Board approval. This Committee shall organize and conduct regional Continuing Education Programs (workshops) and such other continuing education programs as may be held from time to time throughout the year at the discretion of the Board and other activities and tasks as assigned by the Board.

Bylaw 9.6. Marketing, Membership, and Communications Committee – The President, subject to Board approval, shall appoint a Marketing, Membership, and Communication Committee and its Chair. The function of the committee shall be to attract new members into the Association, share industry and other relevant information with the membership, promote the profession, highlight the accomplishments and initiatives of ATPO and the field, and other related tasks and activities as assigned by the Board. Three (3) subcommittees may be formed within this committee. Those subcommittees shall be Marketing, Membership, and Communications. The Chair of the Committee of the whole shall appoint the chairs of the three (3) respective subcommittees. The subcommittees will provide reports and coordinate all activities with the full committee and must receive approval from the full committee before implementing or engaging in any activities.

Bylaw 9.7. Finance Committee – The Finance Committee shall supervise fundraising and the collection and disbursement of the funds of the Association. All requests for special funds shall be submitted to the Board through the Finance Committee. This committee and the Treasurer, who shall serve as chair of the committee, shall prepare a budget each year for adoption by the Board. The Finance Committee shall be responsible for developing the financial structure of the Association, monitoring its financial status, and planning for reserve funds.

Bylaw 9.8. Special Committees – The President, subject to Board approval, may appoint Special Committees (ad hoc committees). Special Committees shall function within the charge to the committee. Any member in good standing may serve on Special Committees, but chairs may only be held by Regular and Fellow Members. Special Committees may be reappointed at ATPO's

Annual Meeting. Except as otherwise determined by the Board, each Special Committee shall be discharged upon completion of its work and receipt of its final report or upon completion of the term of office for the appointing President, whichever occurs first.

Bylaw 9.9. Special Appointments – The President shall make Special Appointments, subject to Board approval, to serve as representatives to other organizations (e.g., representatives to IJCAHPO and the International Council of Accreditation (“ICA”)) or other appointments that support or enhance ATPO’s procedures (e.g., Historian). Organizational appointments shall be made to fulfill the positions as necessary.

ARTICLE X – Indemnification

Bylaw 10. The Association shall provide for the indemnification of all current and former officers, Board Members, and committee members, based on their participation and work in the Association, to the full extent permitted by the District of Columbia Non-Profit Corporation Act, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

ARTICLE XI– Parliamentary Authority

Bylaw 11.1. Governance of Meetings – Where not in conflict with law, the Articles of Incorporation, these Bylaws, or Standing and Procedural Rules and Resolutions adopted by the Association, the parliamentary rules and procedures contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern all meetings of the members of the Association. The President or other presiding officer at any meeting of the Board or committee shall determine questions of procedure; normally, to the extent the presiding officer deems practicable, procedures should be consistent with historic practices and procedures of such body, or in the absence of any historic practice as to a particular point, by the parliamentary rules and procedures contained in the current edition of Robert’s Rules of Order, Newly Revised.

Bylaw 11.2. Parliamentarian – At the discretion of the President, a Parliamentarian

may be appointed to determine questions of parliamentary procedure at any meeting.

Bylaw 11.3. Procedural Rules and Administrative Guidelines – The Board and all committees of the Association may adopt special or standing procedural rules, administrative guidelines, and resolutions as may be necessary to implement the purposes set forth in the Articles of Incorporation and Bylaws of the Association. Such rules, guidelines, and resolutions may be adopted by a majority vote of the Board without previous notice, and they may be suspended, amended, or rescinded in the same manner.

ARTICLE XII – Amendments

Bylaw 12. All Amendments to these Bylaws shall be approved by three-fourths (3/4) or more of the voting Board Members prior to submitting such Amendments to the membership for ratification. Amendments shall be voted upon in either of the following three ways: (a) by mail vote, provided that at least thirty (30) days are given to return the ballot; (b) by electronic mail vote, provided that at least thirty (30) days are given to return the ballot; and (c) at any regular or special meeting of the membership, provided that a thirty (30) -day notice has been given that such action will be taken. At least two-thirds (2/3) of those members present and voting shall be required to amend these Bylaws.

ARTICLE XIII – Dissolution

Bylaw 13. Upon dissolution, the balance of any assets or property of the Association which remains after all debts or obligations are paid, will be distributed to an organization of its choice with similar purpose and activities that is registered as a 501(c)(6) or 501(c)(3).

ARTICLE XIV – AMBIGUITIES

Bylaw 14. The Board shall be the sole arbitrator of any alleged ambiguity or inconsistency in these Bylaws.