

Chicago Ophthalmological Society



BY-LAWS

as amended April 16, 2007

*Established in 1893
Incorporated March 8, 1956*

Administrative office
10 W. Phillip Rd., Suite 120
Vernon Hills, IL 60061-1730

Chicago Ophthalmological Society
By-Laws
as amended April 17, 2007

Article I - Name

The name of this organization shall be the Chicago Ophthalmological Society.

Article II - Purpose

The purpose of the Society shall be: (a) to engage in educational or scientific programs which encourage the study and practice of medicine and surgery in their relation to the eye; and (b) and to comply with those activities permitted under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of this organization, assets shall be distributed for one or more purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article III - Membership

Section 1 - *Categories of members.* The membership of the Society shall be of the following categories:

(a) *Active Members* - Active membership requires certification by the American Board of Ophthalmology and eligibility for membership in the Chicago Medical Society or local county medical society. Active members may vote on matters coming before the members and may hold office. They also are entitled to all other general rights and privileges of membership, and ~~is~~ are responsible for payment of full regular dues and for the fulfillment of other responsibilities associated with the membership as determined by the Council.

(b) *Associate Members* - A person may be an Associate Member when fulfilling all the following criteria:

- (1) Holds the degree of Doctor of Medicine or Doctor of Osteopathy;
- (2) Is licensed to practice medicine in the United States or Canada;
- (3) Has completed three years of residency training in an accredited residency program in ophthalmology.

Associate members are entitled to vote but may not hold elected office in the Society. Associate members are entitled to all other general rights and privileges of membership, and are responsible for payment of full regular dues and for the fulfillment of other responsibilities associated with the membership as determined by the Council.

(c) *Resident Members* - Any person fulfilling the following criteria shall be considered a Resident Member:

- (1) Holds the degree of Doctor of Medicine or Doctor of Osteopathy;

39 (2) Is engaged on a full-time basis in an accredited ophthalmology training program located within
40 the Chicago metropolitan area.

41 Resident members are exempt from paying dues, and may not vote or hold office.
42

43 (d) *Life Members* - Life membership shall, on written request, be awarded to those who have been Active
44 members for 35 consecutive years. Members who are no longer in active practice or not continuing
45 active practice in the Chicago area may on recommendation of the Council, be transferred to life
46 membership. Life members shall enjoy all the privileges of active members except the power to
47 hold office, and shall be exempt from payment of dues and registration fees for the monthly
48 conferences. Life members may be reinstated to Active membership upon application and approval
49 of the Council.

50
51 (e) *Emeritus Members* - Emeritus membership shall, on written request, be granted to those who have
52 been Active members for at least 10 years and who have fully retired from the practice of medicine.
53 Emeritus members shall enjoy all the privileges of active members except the power to hold office.
54 Emeritus members shall be exempt from payment of dues but must pay registration fees, as
55 determined by the Council, for any monthly conferences they attend.
56

57 (f) *Honorary Members* - Honorary membership shall be conferred upon persons nominated by the
58 Council who have contributed to the success of the Society and are not eligible for membership in
59 other categories. Election to membership shall be by vote of the membership of Society at any duly
60 called meeting of the membership. Honorary members are exempt from paying dues, and may not
61 vote or hold office.
62

63 (g) *Affiliate Members* - Affiliate membership is open to any person fulfilling all of the following criteria:

- 64 (1) Holds the degree of Doctor of Medicine or Doctor of Osteopathy;
- 65 (2) Holds a license to practice medicine in the United States or Canada;
- 66 (3) Has demonstrated an active interest and involvement in a field of medicine with frequent
67 intellectual or clinical association with ophthalmology;
- 68 (4) Is certified by a Board recognized by the American Board of Medical Specialties.

69 Affiliate members are entitled to vote but may not hold elected office in the Society. Affiliate
70 members are entitled to all other general rights and privileges of membership, and are responsible
71 for payment of full regular dues and for the fulfillment of other responsibilities associated with the
72 membership as determined by the Council.
73

74 Section 2 - *Election of members*. Application for membership shall be completed by the candidate on a
75 form provided by the Society, endorsed by two active members of the Society, and delivered with an
76 initiation fee to the Secretary-Treasurer or his/her designee. The Council shall certify the eligibility of
77 the candidate and present his or her name at a duly called membership meeting of the Society.
78 Affirmative vote by ballot of two-thirds of the active members present is necessary for election to
79 membership.
80

81 **Article IV - Council, Officers and Committees**

82
83 Section 1 - *Council*.

- 84 (a) *General Powers* - The Council shall be the governing body of the Society. The affairs of the
85 Society shall be managed by or under the direction of the Council. All members of the Council
86 shall act in good faith for the best interests of the Society. Officers and Councilors shall serve
87 without compensation.
88
- 89 (b) *Composition* - The Council shall consist of the following 12 members: President, President-elect,
90 Vice President, Secretary-Treasurer, Corresponding Secretary, four Councilors, and the three
91 Immediate Past-Presidents. Of these Council members, there shall be at least one affiliated with
92 each of the existing Chicago-area residency programs. The Monthly Meeting Program Chair and
93 the Annual Meeting Program Chair, if appointed, may serve as ex-officio members of the Council.
94
- 95 (c) *Terms of Office* - Each officer and Councilor shall serve a term of one year and shall remain in
96 office until his or her successor is elected. Terms shall commence on July 1 each year.
97
- 98 (d) *Vacancies* - In the event that a seat on the Council, other than the President, becomes vacant, the
99 unexpired term shall be filled by a majority vote of the remaining Councilors with confirmation by a
100 vote of the majority of members present at the next regular meeting of the membership.
101
- 102 (e) *Conflicts of Interest* - Each officer or Councilor shall work in the best interests of the Society and
103 the membership. It is the responsibility of each officer or Councilor to disclose any real or potential
104 conflicts of interest with respect to any matter coming before the Council or the membership, and to
105 refrain from voting on such matters when a significant conflict exists. A conflict of interest is
106 defined as any matter in which the officer or Councilor, including members of the individual's
107 immediate family, has a personal interest, whether financial or otherwise, in which a gain or loss
108 could be realized as a result of the deliberation pending before the body.
109

110 Section 2 - *Nomination and Election of Officers and Councilors*. The Nominating Committee shall
111 annually nominate a slate of officers and Councilors of the Society. Candidates for any office to be
112 elected may be nominated during the business meeting at which the election is to take place by any
113 voting member. The election shall occur at the last regular membership meeting held during the fiscal
114 year. A majority vote of those members present and voting shall be sufficient for election.
115

116 Section 3 - *Duties of Officers*. The duties of the officers of the Society shall be as follows:
117

- 118 (a) *President* - The President, when in attendance, shall preside at all membership meetings of the
119 Society and Council, and shall act as the Society's chief executive officer.
120
- 121 (b) *President-Elect* - The President-Elect shall participate in meetings of the Council and act as ex-
122 officio member of all committees, except the Nominating Committee.

123 c) *Vice-President* - The Vice President shall preside at meetings of the Council and the membership
124 when the President is absent. The Vice President shall become Acting President in the event that
125 the office of President becomes vacant during the normal term of office.

126
127 (d) *Secretary-Treasurer* - The Secretary-Treasurer shall be the custodian of all records and financial
128 assets of the Society, including but not limited to: (a) minutes of meetings of the membership and
129 the Council; (b) corporate records, Articles of Incorporation, bylaws, regulations, and the seal of the
130 corporation; (c) the official membership roster; and (d) banking or other records of receipts and
131 expenditures. The Secretary-Treasurer also shall assure that all notices are given in accordance with
132 these bylaws or as required by law; attest to the execution of all duly authorized documents; and
133 perform all duties incident to the office of Secretary-Treasurer and other such duties as the Council
134 may prescribe. The Secretary-Treasurer may delegate tasks associated with these responsibilities to
135 the Executive Director.

136
137 (e) *Corresponding Secretary* - The Corresponding Secretary shall report and abstract the professional
138 proceedings of the Society, and conduct correspondence of the Society with other organizations as
139 directed by the Council.

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141 (f) *Councilor* - Councilors shall participate in meetings of the Council and in such special duties as may
142 be assigned.

143
144 (g) *Executive Director*. The Council may appoint an Executive Director who shall serve as the chief
145 operating officer of the Society. The Executive Director may be an employee or an independent
146 contractor and may, at the discretion of the Council, be compensated for services rendered. The
147 Executive Director serves under the general supervision of the President and shall perform such
148 duties and tasks as may be directed by the President, the Council or an employment contract. The
149 Executive Director may attend meetings of the Council, committees and the membership, but does
150 not have a vote.

151
152 Section 4 - *Committees*. With the exception of the Nominating Committee, the President, with the
153 concurrence of the Council, may appoint committees to address issues of importance to the Society. In
154 making such appointments, the President shall set a time limit for the duration of the committee and the
155 number of committee members.

156
157 (a) *Nominating Committee* - The Nominating Committee shall consist of the three most recent past-
158 presidents who are available to serve. The committee shall propose a slate of candidates for officers
159 and Councilors no later than the last membership business meeting of the fiscal year.

160
161 Section 5. *Indemnification and Liability*. No officer, Councilor or employee of the Society shall be
162 personally liable for monetary damages resulting from the exercise of judgment or discretion in
163 connection with the duties or responsibilities of such unless the act or omission involves willful or
164 wanton conduct. Each officer, Councilor or employee of the Society shall be indemnified and held

165 harmless for all official actions taken and for all failures to take action in connection with the officer's,
166 Councilor's or employee's official duties to the fullest extent as permitted under law, except for the
167 officer's, Councilor's or employee's gross negligence, willful misconduct or criminal acts or omissions.
168 Such indemnification shall include claims, demands, liabilities, losses, damages or expenses, of any kind
169 and nature, including judgments, interest and attorney fees and all other reasonable costs, expenses and
170 charges. For purposes of this section, the Executive Director, if appointed, shall be considered an officer
171 of the Society.

172 173 174 **Article V - Meetings** 175

176 Section 1 - *Monthly Meetings*. Regular meetings of the Society shall be held on a schedule and at
177 locations as determined by the Council. The purpose of such meetings shall be to conduct business and
178 scientific educational programs.

179
180 Section 2 - *Special Meetings*. The Society may sponsor memorial lectureships or scientific conferences,
181 and may conduct special meetings with the approval of a majority the members upon recommendation of
182 the Council.

183
184 Section 3 - *Annual Business Meeting*. The annual business meeting shall be held during the last regular
185 meeting of the fiscal year.

186
187 Section 4 - *Order of Business*. The order of business for all meetings of the Council and the membership
188 shall be determined by the President and shall include approval of the minutes of previous meetings;
189 announcements or reports; consideration of applications for membership, if any; unfinished or old
190 business; new business; election of officers; and presentation of clinical or scientific papers, if any.

191
192 Section 5 - *Quorum*. A quorum shall be 15 voting members present at any meeting of the Society.
193 Proxies shall not be allowed.

194 195 **Article VI - Finances** 196

197 Section 1. *Fiscal Year*. The fiscal year of the Society shall begin on July 1 and shall end on June 30.
198

199 Section 2 - *Dues*. The Council shall determine the dues rate each year for each category of membership.
200 The Council may apply discounts or waive dues for groups of members or for individual members when
201 there is good cause. Dues shall be payable at the beginning of each fiscal year and shall be considered in
202 arrears at the end of the third month of the fiscal year. The Council may suspend membership rights and
203 privileges for any member who is in arrears.

204
205 Section 3 - *Assessments*. The Council may impose assessments on the membership when it determines
206 doing so is in the best interests of the Society. All assessments shall be paid by members within the time

207 specified by the Council.

208
209 Section 4 - *Donations and Gifts*. The Secretary-Treasurer may accept donations or bequests of cash,
210 securities or real property on behalf of the Society. Such donations shall be properly recorded as may be
211 required by law and shall be held appropriately for the benefit of the Society.

212
213 Section 5 - *Financial Transactions*.

- 214 (a) *Books and Records*. The Society shall keep correct and complete books and records of its accounts.
215 Audits of the financial records of the Society may be conducted at times and in a manner as directed
216 by the Council.
- 217 (b) *Contracts*. The Council may authorize any officer or officers or agent, including the Executive
218 Director, to enter into any contract or execute and deliver any instrument in the name of and on
219 behalf of the Society, and such authority may be general or confined to specific instances.
- 220 (c) *Checks, Drafts, Etc*. All checks, drafts or orders for the payment of money, notes or other evidences
221 of indebtedness issued in the name of the Society shall be signed by such officer or officers, or their
222 designees, as from time to time may be determined by the Council.
- 223 (d) *Deposits*. All funds of the Society not otherwise employed shall be deposited in a timely fashion to
224 the credit of the Society in such banks, trust companies or other depositories as the Council may
225 authorize.
- 226 (e) *Loans*. No loan may be contracted on behalf of the Society nor any evidence of indebtedness issued
227 in its name except upon approval by two-thirds of the entire Council. Short term charge accounts
228 may be established to efficiently manage the day-to-day business of the Society.
- 229 (f) *Use of Funds and Dissolution*. The use of assets held by the society shall at all times be in
230 compliance with section 501(c)(3) of the Internal Revenue Code. Upon the dissolution of the
231 Society, assets shall be distributed for one or more purposes within the meaning of section 501(c)(3)
232 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be
233 distributed to the federal government, or to a state or local government, for a public purpose.

234 235 **Article VII - Parliamentary Authority**

236
237 *Roberts' Rules of Order* shall be the parliamentary guide in the meetings of the Society in all cases in
238 which they are applicable.

239 240 **Article VIII - Amendments of By-Laws and Dissolution**

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242 Section 1 - The By-Laws may be amended at any meeting by a two-thirds vote of the members present,
243 notice of the proposed amendment having been given no later than 15 days before the meeting at which
244 amendments are to be considered. Amendments of the By-Laws of the Society may be proposed by the
245 Council or any member.

246
247 Section 2 - Dissolution of the corporation may be effected only upon the affirmative vote of two-thirds
248 (2/3) of the members of the Society casting ballots on the question.