

Chicago Ophthalmological Society



BY-LAWS

as amended April 16, 2007
DRAFT AMENDMENTS 5/4/12

*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

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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) (6) 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) as provided for in the regulations 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* - A person may be an Active 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) Is certified or is eligible to be certified 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

38 membership as determined by the Council.

39
40 (eb) Resident and Fellow Members - Any person fulfilling the following criteria automatically shall be
41 considered a Resident/Fellow Member:

- 42 (1) Holds the degree of Doctor of Medicine or Doctor of Osteopathy;
43 (2) Is engaged on a full-time basis in an accredited ophthalmology training program located within
44 the Chicago metropolitan area.

45 Resident/Fellow members are individually exempt from paying dues, and may not vote or hold
46 office. Any dues or membership fees assessed by the Council for Resident/Fellow members shall be
47 paid by the training program in which the Resident or Fellow is enrolled.

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

56
57 (ed) Emeritus Members - Emeritus membership shall, on written upon request of the member, be granted
58 to those who have been Active members for at least 10 years and who have fully retired from the
59 practice of medicine. Emeritus members shall enjoy all the privileges of active members except the
60 power to hold office. Emeritus members shall be exempt from payment of dues but must pay
61 registration fees, as determined by the Council, for any monthly conferences they attend.

62
63 (fe) Honorary Members - Honorary membership shall be conferred upon persons nominated by the
64 Council who have contributed to the success of the Society and are not eligible for membership in
65 other categories. Election to membership shall be by vote of the membership of Society at any duly
66 called meeting of the membership. Honorary members are exempt from paying dues, and may not
67 vote or hold office.

68
69 (gf) Affiliate Members - Affiliate membership is open to any person fulfilling all of the following criteria:

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

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

80 Section 2 - *Election of members.* Application for membership shall be completed by the candidate on a
81 form provided by the Society, endorsed by two one active members of the Society, and delivered with an
82 initiation fee to the Secretary-Treasurer or his/her designee. The Council shall certify the eligibility of the
83 candidate and present grant or deny applications by majority vote, after which the applicant's his or her
84 name shall be announced at a duly called membership meeting of the Society. Affirmative vote by ballot
85 of two-thirds of the active members present is necessary for election to membership.

86 87 **Article IV - Council, Officers and Committees**

88 89 Section 1 - *Council.*

90 (a) *General Powers* - The Council shall be the governing body of the Society. The affairs of the Society
91 shall be managed by or under the direction of the Council. The Council shall adopt policies and
92 procedures to govern the means by which the officers and staff carry out the business of the Society.

93 All members of the Council shall act in good faith for the best interests of the Society. Officers and
94 Councilors shall serve without compensation. The Council shall meet at least once each year or
95 other times at the call of the presiding officer upon at least seven days notice. A quorum shall
96 consist of a majority of voting members of the Council.

97
98 (b) *Composition* - The voting members of the Council shall consist of the following 12 11 members:
99 President, President-elect, Vice President, Secretary-Treasurer, Corresponding Secretary, four three
100 Councilors, and the three Immediate Past-Presidents. Of these Council members, there shall be at
101 least one affiliated with each of the an existing Chicago-area residency programs. The Monthly
102 Meeting Program Chair and the Annual Meeting Program Chair, if appointed, may shall serve as ex-
103 officio members of the Council. Six Young Ophthalmologist (YO) members shall serve as ex-
104 officio members of the Council.

105
106 (c) *Terms of Office* - Each officer and Councilor shall serve a term of one year, and Councilors shall
107 serve three-year staggered terms. All officers and Councilors and shall remain in office until his or
108 her successor is elected. Each of the Young Ophthalmologist members shall serve a two year term,
109 and the terms shall be staggered with three expiring each year. Terms shall commence on July 1
110 each year.

111
112 (d) *Vacancies* - In the event that a seat on the Council, other than the President, becomes vacant, the
113 unexpired term shall be filled by a majority vote of the remaining Councilors with confirmation by a
114 vote of the majority of members present at the next regular meeting of the membership.

115
116 (e) *Conflicts of Interest* - Each officer or Councilor shall work in the best interests of the Society and the
117 membership. It is the responsibility of each officer or Councilor to disclose any real or potential
118 conflicts of interest with respect to any matter coming before the Council or the membership, and to
119 refrain from voting on such matters when a significant conflict exists. A conflict of interest is
120 defined as any matter in which the officer or Councilor, including members of the individual's
121 immediate family, has a personal interest, whether financial or otherwise, in which a gain or loss

could be realized as a result of the deliberation pending before the body.

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

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

- (a) *President* - The President, when in attendance, shall preside at all membership meetings of the Society and Council, and shall act as the Society's chief executive officer.
- (b) *President-Elect* - The President-Elect shall participate in meetings of the Council and act as ex-officio member of all committees, except the Nominating Committee. The President-elect shall automatically become President upon the expiration of the current president's term of office.
- (c) *Vice-President* - The Vice President shall preside at meetings of the Council and the membership when the President is absent. The Vice President shall become Acting President in the event that the office of President becomes vacant during the normal term of office.
- (d) ~~*Secretary-Treasurer*~~ - The Secretary-Treasurer shall be the custodian of all records and chief financial assets officer of the Society, including but not limited to: (a) minutes of meetings of the membership and the Council; (b) corporate records, Articles of Incorporation, bylaws, regulations, and the seal of the corporation; (c) the official membership roster; and (d) banking or other records of receipts and expenditures. The Secretary-Treasurer also shall assure that all notices are given in accordance with these bylaws or as required by law; attest to the execution of all duly authorized documents; and perform all duties incident to the office of Secretary-Treasurer and other such duties as the Council may prescribe. and, as such, have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for all monies due and payable to the Society from any source whatsoever; deposit all such monies in the name of Society, and account for all receipts and expenditures. The Treasurer shall, before the beginning of each fiscal year, present to the Council a proposed annual budget for the coming fiscal year. The Treasurer also shall assure that dues notices are sent to members and collections are accounted for according to the dues rates adopted by the Council. The Secretary-Treasurer may delegate tasks associated with these responsibilities to the Executive Director provided that he/she exercises appropriate oversight for these tasks and has access to the financial records of the Society, including bank statements, as deemed appropriate and necessary which are sent to the Treasurer.
- (e) ~~*Corresponding Secretary*~~ - The Corresponding Secretary shall report and abstract the professional proceedings of the Society, and conduct correspondence of the Society with other organizations as directed by the Council. be the custodian of the official records of the Society and shall carry out

164 those duties normally associated with the office, including but not limited to: (a) keeping minutes of
165 meetings of the membership and the Council; (b) maintaining corporate records, Articles of
166 Incorporation, bylaws, regulations, and the seal of the corporation; (c) keeping the official
167 membership roster; and (d) banking or other records of receipts and expenditures recruitment of new
168 members; and (e) contacting members who are in arrears. The Secretary-Treasurer also shall assure
169 that all notices are given in accordance with these bylaws or as required by law; attest to the
170 execution of all duly authorized documents, if required; and perform all duties incident to the office
171 of Secretary-Treasurer and other such duties as the Council may prescribe. The Secretary-Treasurer
172 may delegate tasks associated with these responsibilities to the Executive Director provided that
173 he/she provides appropriate oversight for these tasks.

174
175 (f) *Councilor* - Councilors shall participate in meetings of the Council and in such special duties as may
176 be assigned.

177
178 (g) *Young Ophthalmologist (YO) Delegates* – Young Ophthalmologist delegates shall be appointed by
179 the President to represent each of the six ophthalmology residency training programs in the Chicago
180 metropolitan area. Each YO delegate shall have completed his/her residency training within five
181 years of appointment, and shall serve as a non-voting member of the Council. Duties and
182 responsibilities shall be as determined by the Council.

183
184 (gh) *Executive Director*. The Council may appoint an Executive Director who shall serve as the chief
185 operating officer of the Society. The Executive Director may be an employee or an independent
186 contractor and may, at the discretion of the Council, be compensated for services rendered. The
187 Executive Director serves under the general supervision of the President and shall perform such
188 duties and tasks as may be directed by the President, the Council or an employment contract. The
189 Executive Director may attend meetings of the Council, committees and the membership, but does
190 not have a vote.

191
192 Section 4 - *Committees*. With the exception of the Nominating Committee, the President, with the
193 concurrence of the Council, may appoint committees to address issues of importance to the Society. In
194 making such appointments, the President shall set a time limit for the duration of the committee and the
195 number of committee members.

196
197 (a) *Nominating Committee* - The Nominating Committee shall consist of the three most recent past-
198 presidents who are available to serve. The committee shall propose a slate of candidates for officers
199 and Councilors no later than the last membership business meeting of the fiscal year.

200
201 Section 5. *Indemnification and Liability*. No officer, Councilor or employee of the Society shall be
202 personally liable for monetary damages resulting from the exercise of judgment or discretion in
203 connection with the duties or responsibilities of such unless the act or omission involves willful or
204 wanton conduct. Each officer, Councilor or employee of the Society shall be indemnified and held
205 harmless for all official actions taken and for all failures to take action in connection with the officer's,

206 Councilor's or employee's official duties to the fullest extent as permitted under law, except for the
207 officer's, Councilor's or employee's gross negligence, willful misconduct or criminal acts or omissions.
208 Such indemnification shall include claims, demands, liabilities, losses, damages or expenses, of any kind
209 and nature, including judgments, interest and attorney fees and all other reasonable costs, expenses and
210 charges. For purposes of this section, the Executive Director, if appointed, shall be considered an officer
211 of the Society.

212 213 **Article V - Membership Meetings**

214
215 Section 1 - *Monthly Meetings*. Regular meetings of the Society shall be held on a schedule and at
216 locations as determined by the Council. The purpose of such meetings shall be to conduct business and
217 scientific educational programs.

218
219 Section 2 - *Special Meetings*. The Society may sponsor memorial lectureships or scientific conferences,
220 and may conduct special meetings with the approval of a majority the members upon recommendation of
221 the Council.

222
223 Section 3 - *Annual Business Meeting*. The annual business meeting shall be held during the last regular
224 meeting of the fiscal year.

225
226 Section 4 - *Order of Business*. The order of business for all meetings of the Council and the membership
227 shall be determined by the President and shall may include approval of the minutes of previous meetings;
228 announcements or reports; consideration of applications for membership, if any; unfinished or old
229 business; new business; election of officers; and presentation of clinical or scientific papers, if any.

230
231 Section 5 - *Quorum*. A quorum for general membership meetings shall be 15 voting members present at
232 any meeting of the Society. Proxies shall not be allowed.

233 234 235 **Article VI - Finances**

236
237 Section 1. *Fiscal Year*. The fiscal year of the Society shall begin on July 1 and shall end on June 30.

238
239 Section 2 - *Dues*. The Council shall determine the dues rate each year for each category of membership.
240 The Council may apply discounts or waive dues for groups of members or for individual members when
241 there is good cause. Dues shall be payable at the beginning of each fiscal year and shall be considered in
242 arrears at the end of the third month of the fiscal year. The Council may suspend membership rights and
243 privileges for any member who is in arrears.

244
245 Section 3 - *Assessments*. The Council may impose assessments on the membership when it determines
246 doing so is in the best interests of the Society. All assessments shall be paid by members within the time
247 specified by the Council.

248 Section 4 - *Donations and Gifts*. The ~~Secretary~~-Treasurer may accept **restricted or unrestricted** donations
249 or bequests of cash, securities or real property on behalf of the Society. Such donations shall be properly
250 recorded as may be required by law and shall be held appropriately for the benefit of the Society.

251
252 Section 5 - *Financial Transactions*.

- 253 (a) *Books and Records*. The Society shall keep correct and complete books and records of its accounts.
254 Audits of the financial records of the Society may be conducted at times and in a manner as directed
255 by the Council **at the expense of the Society**.
- 256 (b) *Contracts*. The Council may authorize any officer or officers or agent, including the Executive
257 Director, to enter into any contract or execute and deliver any instrument in the name of and on
258 behalf of the Society, and such authority may be general or confined to specific instances.
- 259 (c) *Checks, Drafts, Etc.* All checks, drafts or orders for the payment of money, notes or other evidences
260 of indebtedness issued in the name of the Society shall be signed by such officer or officers, or their
261 designees, as from time to time may be determined by the Council.
- 262 (d) *Deposits*. All funds of the Society not otherwise employed shall be deposited in a timely fashion to
263 the credit of the Society in such banks, trust companies or other depositories as the Council may
264 authorize.
- 265 (e) *Loans*. No loan may be contracted on behalf of the Society nor any evidence of indebtedness issued
266 in its name except upon approval by two-thirds of the **entire voting members of the** Council. Short
267 term charge accounts may be established to efficiently manage the day-to-day business of the
268 Society.
- 269 (f) *Use of Funds and Dissolution*. The use of assets held by the Society shall at all times be in
270 compliance with **section 501(c)(3) (6)** of the Internal Revenue Code. Upon the dissolution of the
271 Society, assets shall be distributed for one or more purposes within the meaning of **section 501(c)(3)**
272 **(6)** of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be
273 distributed to the federal government, or to a state or local government, for a public purpose.

274 275 **Article VII - Parliamentary Authority**

276
277 *Roberts' Rules of Order* shall be the parliamentary guide in the meetings of the Society in all cases in
278 which they are applicable.

279 280 **Article VIII - Amendments of By-Laws and Dissolution**

281
282 Section 1 - The By-Laws may be amended at any **membership** meeting by a two-thirds vote of the
283 members present **or by electronic ballot when amendments are considered outside of a membership**
284 **meeting**, notice of the proposed amendment having been given no later than 15 days before the meeting
285 **or electronic vote** at which amendments are to be considered. Amendments of the By-Laws of the
286 Society may be proposed by the Council or any member.

287
288 Section 2 - Dissolution of the corporation may be effected only upon the affirmative vote of two-thirds
289 (2/3) of the members of the Society casting ballots on the question.