

# Chicago Ophthalmological Society



## BY-LAWS

as amended February 2020

*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 February 2020*

**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)(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 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 by the American Board of Ophthalmology. 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 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) *Resident and Fellow Members* - Any person fulfilling the following criteria automatically shall be considered a Resident/Fellow Member:
  - (1) Holds the degree of Doctor of Medicine or Doctor of Osteopathy;
  - (2) Is engaged on a full-time basis in an accredited ophthalmology training program located within the Chicago metropolitan area.

Resident/Fellow members are individually exempt from paying dues, and may not vote or hold office. Any dues or membership fees assessed by the Council for Resident/Fellow members shall be paid by the training program in which the Resident or Fellow is enrolled.
  
- (c) *Life Members* - Life membership shall, upon request of the member, be awarded to those who have been Active members for 35 consecutive years. Members who are no longer in active practice or not continuing active practice in the Chicago area may, on recommendation of the Council, be transferred to Life membership. Life members shall enjoy all the privileges of Active members except the power to hold office, and shall be exempt from payment of dues and registration fees for the clinical conferences. Life members may be reinstated to Active membership upon application and approval of the Council.
  
- (d) *Emeritus Members* - Emeritus membership shall, upon request of the member, be granted to those who have been Active members for at least 10 years and who have fully retired from the practice of medicine. Emeritus members shall enjoy all the privileges of Active members except the power to hold office. Emeritus members shall be exempt from payment of dues but must pay registration fees, as determined by the Council, for any clinical conferences they attend.

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

58  
59 (f) *Affiliate Members* - Affiliate membership is open to any person fulfilling all of the following  
60 criteria:

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

66  
67 Affiliate members are entitled to vote but may not hold elected office in the Society. Affiliate  
68 members are entitled to all other general rights and privileges of membership, and are responsible  
69 for payment of full regular dues and for the fulfillment of other responsibilities associated with the  
70 membership as determined by the Council.  
71

72 Section 2 - *Election of members*. Application for membership shall be completed by the candidate on a  
73 form provided by the Society and delivered with an initiation fee to the Secretary or his/her designee.  
74 The Membership Committee shall review all applications for membership and then forward candidates  
75 who meet the requirements of membership as stated in these bylaws to the Council which shall grant or  
76 deny applications by majority vote, after which the applicant's name shall be announced at a duly called  
77 membership meeting of the Society.  
78

## 79 80 **Article IV - Council, Officers and Committees**

81  
82 Section 1 - *Council*.

83 (a) *General Powers* - The Council shall be the governing body of the Society. The affairs of the  
84 Society shall be managed by or under the direction of the Council. The Council shall adopt policies  
85 and procedures to govern the means by which the officers and staff carry out the business of the  
86 Society. All members of the Council shall act in good faith for the best interests of the Society.  
87 Officers and Councilors shall serve without compensation. The Council shall meet at least once  
88 each year or other times at the call of the presiding officer upon at least seven days notice. A  
89 quorum shall consist of a majority of voting members of the Council.  
90

91 (b) *Composition* - The voting members of the Council shall consist of the following 10 members:  
92 President, Vice President, Treasurer, Secretary, three Councilors, the two most recent Past-  
93 Presidents and one member of the Young Ophthalmologist Committee. Of these Council members,  
94 there shall be at least one affiliated with an existing Chicago-area residency program. The Clinical  
95 Meeting Program Chair and the Annual Meeting Program Chair, if appointed, shall serve as ex-  
96 officio members of the Council.  
97

98 (c) *Terms of Office* - Each officer shall serve a term of one year and Councilors shall serve three-year  
99 staggered terms. All officers and Councilors shall remain in office until his or her successor is  
100 elected. Terms shall commence on July 1 each year.  
101

102 (d) *Vacancies* - In the event that a seat on the Council, other than the President, becomes vacant, the  
103 unexpired term shall be filled by a majority vote of the remaining Councilors with confirmation by a  
104 vote of the majority of members present at the next regular meeting of the membership.  
105

106 (e) *Conflicts of Interest* - Each officer or Councilor shall work in the best interests of the Society and  
107 the membership. It is the responsibility of each officer or Councilor to disclose any real or potential  
108 conflicts of interest with respect to any matter coming before the Council or the membership, and to  
109 refrain from voting on such matters when a significant conflict exists. A conflict of interest is  
110 defined as any matter in which the officer or Councilor, including members of the individual's  
111 immediate family, has a personal interest, whether financial or otherwise, in which a gain or loss  
112 could be realized as a result of the deliberation pending before the body.

113 Section 2 - *Nomination and Election of Officers and Councilors.* The Nominating Committee shall  
114 annually nominate a slate of officers and Councilors of the Society. Candidates for any office to be  
115 elected may be nominated by any voting member during the business meeting at which the election is to  
116 take place. The election shall occur at the last regular membership meeting held during the fiscal year.  
117 A majority vote of those members present and voting shall be sufficient for election.  
118

119 Section 3 - *Duties of Officers.* The duties of the officers of the Society shall be as follows:  
120

- 121 (a) *President* - The President, when in attendance, shall preside at all membership meetings of the  
122 Society and Council, and shall act as the Society's chief executive officer.  
123
- 124 (b) *Vice-President* - The Vice President shall preside at meetings of the Council and the membership  
125 when the President is absent. The Vice President shall become Acting President in the event that  
126 the office of President becomes vacant during the normal term of office. The Vice President also  
127 shall chair the Professional Education Committee.  
128
- 129 (c) *Treasurer* - The Treasurer shall be the chief financial officer of the Society and, as such, have  
130 charge and custody of and be responsible for all funds and securities of the Society; receive and give  
131 receipts for all monies due and payable to the Society from any source whatsoever; deposit all such  
132 monies in the name of Society, and account for all receipts and expenditures. The Treasurer shall,  
133 before the beginning of each fiscal year, present to the Council a proposed annual budget for the  
134 coming fiscal year. The Treasurer also shall assure that dues notices are sent to members and  
135 collections are accounted for according to the dues rates adopted by the Council. The Treasurer may  
136 delegate tasks associated with these responsibilities to the Executive Director provided that he/she  
137 exercises appropriate oversight for these tasks and has access to the financial records of the Society,  
138 including bank statements, as deemed appropriate and necessary which are sent to the Treasurer.  
139
- 140 (d) *Secretary* - The Secretary shall be the custodian of the official records of the Society and shall carry  
141 out those duties normally associated with the office, including but not limited to: (a) keeping  
142 minutes of meetings of the membership and the Council; (b) maintaining corporate records, Articles  
143 of Incorporation, bylaws, regulations, and the seal of the corporation; (c) keeping the official  
144 membership roster; (d) recruitment of new members; and (e) contacting members who are in arrears.  
145 The Secretary also shall assure that all notices are given in accordance with these bylaws or as  
146 required by law; attest to the execution of all duly authorized documents, if required; and perform  
147 all duties incident to the office of Secretary and other such duties as the Council may prescribe. The  
148 Secretary may delegate tasks associated with these responsibilities to the Executive Director  
149 provided that he/she provides appropriate oversight for these tasks. The Secretary also shall serve  
150 as chair of the Membership Committee.  
151
- 152 (e) *Councillor* - Councillors shall participate in meetings of the Council and in such special duties as  
153 may be assigned.  
154
- 155 (f) *Executive Director.* The Council may appoint an Executive Director who shall serve as the chief  
156 operating officer of the Society. The Executive Director may be an employee or an independent  
157 contractor and may, at the discretion of the Council, be compensated for services rendered. The  
158 Executive Director serves under the general supervision of the President and shall perform such  
159 duties and tasks as may be directed by the President, the Council or an employment contract. The  
160 Executive Director may attend meetings of the Council, committees and the membership, but does  
161 not have a vote.  
162

163 Section 4 - *Committees.* With the exception of the following standing committees, the President, with the  
164 concurrence of the Council, may appoint committees to address issues of importance to the Society. In  
165 making such appointments, the President shall set a time limit for the duration of the committee and the  
166 number of committee members.  
167

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

- 171 (b) *Membership Committee* - The Membership Committee shall review all applications for membership  
 172 in the Society to assure eligibility for the category of membership sought. The purpose of the  
 173 committee also is to develop and implement strategies for recruiting new members and encouraging  
 174 participation in the Society by the membership in general. The committee shall be chaired by the  
 175 Secretary. The President also shall appoint one Councilor and one member of the Young  
 176 Ophthalmologist Committee to serve.  
 177
- 178 (c) *Professional Education Committee* - The purpose of the Professional Education Committee is to  
 179 coordinate the educational activities of the Society, as well as organizing review of the Beem-Fisher  
 180 papers or other scholarly programs as may be developed and approved by the Council. The  
 181 committee shall be chaired by the Vice President. The program chairs for regular COS educational  
 182 conferences and the annual meeting shall serve as members of the committee, along with any other  
 183 members appointed by the President with the approval of the Council.  
 184
- 185 (d) *Young Ophthalmologist Committee* - The purpose of the Young Ophthalmologist Committee is to  
 186 devise strategies and programs to engage residents, fellows and ophthalmologists in the Chicago  
 187 area who are in the first five years of practice after completing training. The President shall appoint  
 188 the committee members which shall be composed of at least five ophthalmologists in residency or  
 189 not more than five years after graduation from residency or fellowship training. To the extent  
 190 possible, the committee membership shall be balanced between academic and private practice  
 191 ophthalmologists.  
 192

193 Section 5. *Indemnification and Liability.* No officer, Councilor or employee of the Society shall be  
 194 personally liable for monetary damages resulting from the exercise of judgment or discretion in  
 195 connection with the duties or responsibilities of such unless the act or omission involves willful or  
 196 wanton conduct. Each officer, Councilor or employee of the Society shall be indemnified and held  
 197 harmless for all official actions taken and for all failures to take action in connection with the officer's,  
 198 Councilor's or employee's official duties to the fullest extent as permitted under law, except for the  
 199 officer's, Councilor's or employee's gross negligence, willful misconduct or criminal acts or omissions.  
 200 Such indemnification shall include claims, demands, liabilities, losses, damages or expenses, of any kind  
 201 and nature, including judgments, interest and attorney fees and all other reasonable costs, expenses and  
 202 charges. For purposes of this section, the Executive Director, if appointed, shall be considered an officer  
 203 of the Society.  
 204

## 205 **Article V - Membership Meetings**

206  
 207 Section 1 - *Regular Meetings.* Regular meetings of the Society shall be held on a schedule and at  
 208 locations as determined by the Council. The purpose of such meetings shall be to conduct business and  
 209 scientific educational programs.  
 210

211 Section 2 - *Special Meetings.* The Society may sponsor memorial lectureships or scientific conferences,  
 212 and may conduct special meetings with the approval of a majority the members upon recommendation of  
 213 the Council.  
 214

215 Section 3 - *Annual Business Meeting.* The annual business meeting shall be held during the last regular  
 216 meeting of the fiscal year.  
 217

218 Section 4 - *Order of Business.* The order of business for all meetings of the Council and the membership  
 219 shall be determined by the President and may include approval of the minutes of previous meetings;  
 220 announcements or reports; consideration of applications for membership; unfinished or old business; new  
 221 business; election of officers; and presentation of clinical or scientific papers.  
 222

223 Section 5 - *Quorum.* A quorum for general membership meetings shall be 15 voting members. Proxies  
 224 shall not be allowed.  
 225

## 226 **Article VI - Finances**

227  
 228 Section 1. *Fiscal Year.* The fiscal year of the Society shall begin on July 1 and shall end on June 30.  
 229

230 Section 2 - *Dues.* The Council shall determine the dues rate each year for each category of membership.  
 231 The Council may apply discounts or waive dues for groups of members or for individual members when

232 there is good cause. Dues shall be payable at the beginning of each fiscal year and shall be considered in  
233 arrears at the end of the third month of the fiscal year. The Council may suspend membership rights and  
234 privileges for any member who is in arrears.

235  
236 Section 3 - *Assessments*. The Council may impose assessments on the membership when it determines  
237 doing so is in the best interests of the Society. All assessments shall be paid by members within the time  
238 specified by the Council.

239  
240 Section 4 - *Donations and Gifts*. The Treasurer may accept restricted or unrestricted donations or  
241 bequests of cash, securities or real property on behalf of the Society. Such donations shall be properly  
242 recorded as may be required by law and shall be held appropriately for the benefit of the Society.

243  
244 Section 5 - *Financial Transactions*.

- 245  
246 (a) *Books and Records*. The Society shall keep correct and complete books and records of its accounts.  
247 Audits of the financial records of the Society may be conducted at times and in a manner as directed  
248 by the Council and at the expense of the Society.
- 249  
250 (b) *Contracts*. The Council may authorize any officer or officers or agent, including the Executive  
251 Director, to enter into any contract or execute and deliver any instrument in the name of and on  
252 behalf of the Society, and such authority may be general or confined to specific instances.
- 253  
254 (c) *Checks, Drafts, Etc.* All checks, drafts or orders for the payment of money, notes or other evidences  
255 of indebtedness issued in the name of the Society shall be signed by such officer or officers, or their  
256 designees, as from time to time may be determined by the Council.
- 257  
258 (d) *Deposits*. All funds of the Society not otherwise employed shall be deposited in a timely fashion to  
259 the credit of the Society in such banks, trust companies or other depositories as the Council may  
260 authorize.
- 261  
262 (e) *Loans*. No loan may be contracted on behalf of the Society nor any evidence of indebtedness issued  
263 in its name except upon approval by two-thirds of the voting members of the Council. Short term  
264 charge accounts may be established to efficiently manage the day-to-day business of the Society.
- 265  
266 (f) *Use of Funds and Dissolution*. The use of assets held by the Society shall at all times be in  
267 compliance with section 501(c)(6) of the Internal Revenue Code. Upon the dissolution of the  
268 Society, assets shall be distributed for one or more purposes within the meaning of section 501(c)(6)  
269 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be  
270 distributed to the federal government, or to a state or local government, for a public purpose.

## 271 272 **Article VII - Parliamentary Authority**

273  
274 *Roberts' Rules of Order* shall be the parliamentary guide in the meetings of the Society in all cases in  
275 which they are applicable.

## 276 277 **Article VIII - Amendments of By-Laws and Dissolution**

278  
279 Section 1 - The By-Laws may be amended at any membership meeting by a two-thirds vote of the  
280 members present or by electronic ballot when amendments are considered outside of a membership  
281 meeting, notice of the proposed amendment having been given no later than 15 days before the meeting  
282 or electronic vote at which amendments are to be considered. Amendments of the By-Laws of the  
283 Society may be proposed by the Council or any member.

284  
285 Section 2 - Dissolution of the corporation may be effected only upon the affirmative vote of two-thirds  
286 (2/3) of the members of the Society casting ballots on the question.