

# Chicago Ophthalmological Society



## BY-LAWS

as amended May 14, 2012

*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 May 14, 2012*

**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 monthly 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 monthly conferences they attend.

- 55 (e) *Honorary Members* - Honorary membership shall be conferred upon persons nominated by the  
56 Council who have contributed to the success of the Society and are not eligible for membership in  
57 other categories. Election to membership shall be by vote of the membership of Society at any duly  
58 called meeting of the membership. Honorary members are exempt from paying dues and may not  
59 vote or hold office.  
60
- 61 (f) *Affiliate Members* - Affiliate membership is open to any person fulfilling all of the following criteria:  
62 (1) Holds the degree of Doctor of Medicine or Doctor of Osteopathy;  
63 (2) Holds a license to practice medicine in the United States or Canada;  
64 (3) Has demonstrated an active interest and involvement in a field of medicine with frequent  
65 intellectual or clinical association with ophthalmology;  
66 (4) Is certified by a Board recognized by the American Board of Medical Specialties.  
67

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

73 Section 2 - *Election of members*. Application for membership shall be completed by the candidate on a  
74 form provided by the Society, endorsed by one active member of the Society, and delivered with an  
75 initiation fee to the Treasurer or his/her designee. The Council shall certify the eligibility of the candidate  
76 and shall grant or deny applications by majority vote, after which the applicant's name shall be  
77 announced at a duly called membership meeting of the Society.  
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79

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

##### 81 Section 1 - *Council*.

- 82
- 83 (a) *General Powers* - The Council shall be the governing body of the Society. The affairs of the Society  
84 shall be managed by or under the direction of the Council. The Council shall adopt policies and  
85 procedures to govern the means by which the officers and staff carry out the business of the Society.  
86 All members of the Council shall act in good faith for the best interests of the Society. Officers and  
87 Councilors shall serve without compensation. The Council shall meet at least once each year or  
88 other times at the call of the presiding officer upon at least seven days notice. A quorum shall  
89 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 11 members:  
92 President, President-elect, Vice President, Treasurer, Secretary, three Councilors, and the three  
93 Immediate Past-Presidents. Of these Council members, there shall be at least one affiliated with an  
94 existing Chicago-area residency program. The Monthly Meeting Program Chair and the Annual  
95 Meeting Program Chair, if appointed, shall serve as ex-officio members of the Council. Six Young  
96 Ophthalmologist (YO) members shall serve as ex-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. Each of the Young Ophthalmologist members shall serve a two-year term, and the terms  
101 shall be staggered with three expiring each year. Terms shall commence on July 1 each year.  
102
- 103 (d) *Vacancies* - In the event that a seat on the Council, other than the President, becomes vacant, the  
104 unexpired term shall be filled by a majority vote of the remaining Councilors with confirmation by a  
105 vote of the majority of members present at the next regular meeting of the membership.  
106
- 107 (e) *Conflicts of Interest* - Each officer or Councilor shall work in the best interests of the Society and the  
108 membership. It is the responsibility of each officer or Councilor to disclose any real or potential  
109 conflicts of interest with respect to any matter coming before the Council or the membership, and to  
110 refrain from voting on such matters when a significant conflict exists. A conflict of interest is  
111 defined as any matter in which the officer or Councilor, including members of the individual's  
112 immediate family, has a personal interest, whether financial or otherwise, in which a gain or loss  
113 could be realized as a result of the deliberation pending before the body.  
114  
115

116 Section 2 - *Nomination and Election of Officers and Councilors.* The Nominating Committee shall  
117 annually nominate a slate of officers and Councilors of the Society. Candidates for any office to be  
118 elected may be nominated during the business meeting at which the election is to take place by any voting  
119 member. The election shall occur at the last regular membership meeting held during the fiscal year. A  
120 majority vote of those members present and voting shall be sufficient for election.  
121

122 Section 3 - *Duties of Officers.* The duties of the officers of the Society shall be as follows:  
123

- 124 (a) *President* - The President, when in attendance, shall preside at all membership meetings of the  
125 Society and Council, and shall act as the Society's chief executive officer.  
126
- 127 (b) *President-Elect* - The President-Elect shall participate in meetings of the Council and act as ex-  
128 officio member of all committees, except the Nominating Committee. The President-elect shall  
129 automatically become President upon the expiration of the current president's term of office.  
130
- 131 (c) *Vice-President* - The Vice President shall preside at meetings of the Council and the membership  
132 when the President is absent. The Vice President shall become Acting President in the event that the  
133 office of President becomes vacant during the normal term of office.  
134
- 135 (d) *Treasurer* - The Treasurer shall be the chief financial officer of the Society and, as such, have  
136 charge and custody of and be responsible for all funds and securities of the Society; receive and give  
137 receipts for all monies due and payable to the Society from any source whatsoever; deposit all such  
138 monies in the name of Society, and account for all receipts and expenditures. The Treasurer shall,  
139 before the beginning of each fiscal year, present to the Council a proposed annual budget for the  
140 coming fiscal year. The Treasurer also shall assure that dues notices are sent to members and  
141 collections are accounted for according to the dues rates adopted by the Council. The Treasurer may  
142 delegate tasks associated with these responsibilities to the Executive Director provided that he/she  
143 exercises appropriate oversight for these tasks and has access to the financial records of the Society,  
144 including bank statements, as deemed appropriate and necessary which are sent to the Treasurer.  
145
- 146 (e) *Secretary* - The Secretary shall be the custodian of the official records of the Society and shall carry  
147 out those duties normally associated with the office, including but not limited to: (a) keeping  
148 minutes of meetings of the membership and the Council; (b) maintaining corporate records, Articles  
149 of Incorporation, bylaws, regulations, and the seal of the corporation; (c) keeping the official  
150 membership roster; (d) recruitment of new members; and (e) contacting members who are in arrears.  
151 The Secretary also shall assure that all notices are given in accordance with these bylaws or as  
152 required by law; attest to the execution of all duly authorized documents, if required; and perform all  
153 duties incident to the office of Secretary and other such duties as the Council may prescribe. The  
154 Secretary may delegate tasks associated with these responsibilities to the Executive Director  
155 provided that he/she provides appropriate oversight for these tasks.  
156
- 157 (f) *Councilor* - Councilors shall participate in meetings of the Council and in such special duties as may  
158 be assigned.  
159
- 160 (g) *Young Ophthalmologist (YO) Delegates* - Young Ophthalmologist delegates shall be appointed by  
161 the President to represent each of the six ophthalmology residency training programs in the Chicago  
162 metropolitan area. Each YO delegate shall have completed his/her residency training within five  
163 years of appointment, and shall serve as a non-voting member of the Council. Duties and  
164 responsibilities shall be as determined by the Council.  
165
- 166 (h) *Executive Director.* The Council may appoint an Executive Director who shall serve as the chief  
167 operating officer of the Society. The Executive Director may be an employee or an independent  
168 contractor and may, at the discretion of the Council, be compensated for services rendered. The  
169 Executive Director serves under the general supervision of the President and shall perform such  
170 duties and tasks as may be directed by the President, the Council or an employment contract. The  
171 Executive Director may attend meetings of the Council, committees and the membership, but does  
172 not have a vote.  
173

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

- 178 (a) *Nominating Committee* - The Nominating Committee shall consist of the three most recent past-  
179 presidents who are available to serve. The committee shall propose a slate of candidates for officers  
180 and Councilors no later than the last membership business meeting of the fiscal year.  
181

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

## 194 **Article V - Membership Meetings**

197 Section 1 - *Monthly Meetings*. Regular meetings of the Society shall be held on a schedule and at  
198 locations as determined by the Council. The purpose of such meetings shall be to conduct business and  
199 scientific educational programs.  
200

201 Section 2 - *Special Meetings*. The Society may sponsor memorial lectureships or scientific conferences,  
202 and may conduct special meetings with the approval of a majority the members upon recommendation of  
203 the Council.  
204

205 Section 3 - *Annual Business Meeting*. The annual business meeting shall be held during the last regular  
206 meeting of the fiscal year.  
207

208 Section 4 - *Order of Business*. The order of business for all meetings of the Council and the membership  
209 shall be determined by the President and may include approval of the minutes of previous meetings;  
210 announcements or reports; consideration of applications for membership; unfinished or old business; new  
211 business; election of officers; and presentation of clinical or scientific papers.  
212

213 Section 5 - *Quorum*. A quorum for general membership meetings shall be 15 voting members. Proxies  
214 shall not be allowed.  
215

## 216 **Article VI - Finances**

217 Section 1. *Fiscal Year*. The fiscal year of the Society shall begin on July 1 and shall end on June 30.  
218  
219

220 Section 2 - *Dues*. The Council shall determine the dues rate each year for each category of membership.  
221 The Council may apply discounts or waive dues for groups of members or for individual members when  
222 there is good cause. Dues shall be payable at the beginning of each fiscal year and shall be considered in  
223 arrears at the end of the third month of the fiscal year. The Council may suspend membership rights and  
224 privileges for any member who is in arrears.  
225  
226

227 Section 3 - *Assessments*. The Council may impose assessments on the membership when it determines  
228 doing so is in the best interests of the Society. All assessments shall be paid by members within the time  
229 specified by the Council.  
230

231 Section 4 - *Donations and Gifts*. The Treasurer may accept restricted or unrestricted donations or  
232 bequests of cash, securities or real property on behalf of the Society. Such donations shall be properly  
233 recorded as may be required by law and shall be held appropriately for the benefit of the Society.  
234

235 Section 5 - *Financial Transactions*.  
236

- 237 (a) *Books and Records*. The Society shall keep correct and complete books and records of its accounts.  
238 Audits of the financial records of the Society may be conducted at times and in a manner as directed  
239 by the Council and at the expense of the Society.  
240

- 241 (b) *Contracts.* The Council may authorize any officer or officers or agent, including the Executive  
242 Director, to enter into any contract or execute and deliver any instrument in the name of and on  
243 behalf of the Society, and such authority may be general or confined to specific instances.  
244
- 245 (c) *Checks, Drafts, Etc.* All checks, drafts or orders for the payment of money, notes or other evidences  
246 of indebtedness issued in the name of the Society shall be signed by such officer or officers, or their  
247 designees, as from time to time may be determined by the Council.  
248
- 249 (d) *Deposits.* All funds of the Society not otherwise employed shall be deposited in a timely fashion to  
250 the credit of the Society in such banks, trust companies or other depositories as the Council may  
251 authorize.  
252
- 253 (e) *Loans.* No loan may be contracted on behalf of the Society nor any evidence of indebtedness issued  
254 in its name except upon approval by two-thirds of the voting members of the Council. Short term  
255 charge accounts may be established to efficiently manage the day-to-day business of the Society.  
256
- 257 (f) *Use of Funds and Dissolution.* The use of assets held by the Society shall at all times be in  
258 compliance with section 501(c)(6) of the Internal Revenue Code. Upon the dissolution of the  
259 Society, assets shall be distributed for one or more purposes within the meaning of section 501(c)(6)  
260 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be  
261 distributed to the federal government, or to a state or local government, for a public purpose.  
262

#### 263 **Article VII - Parliamentary Authority**

264 *Roberts' Rules of Order* shall be the parliamentary guide in the meetings of the Society in all cases in  
265 which they are applicable.  
266

#### 267 **Article VIII - Amendments of By-Laws and Dissolution**

268 Section 1 - The By-Laws may be amended at any membership meeting by a two-thirds vote of the  
269 members present or by electronic ballot when amendments are considered outside of a membership  
270 meeting, notice of the proposed amendment having been given no later than 15 days before the meeting  
271 or electronic vote at which amendments are to be considered. Amendments of the By-Laws of the  
272 Society may be proposed by the Council or any member.  
273

274 Section 2 - Dissolution of the corporation may be effected only upon the affirmative vote of two-thirds  
275 (2/3) of the members of the Society casting ballots on the question.  
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