Chicago Ophthalmological Society

BY-LAWS

as amended May 2021

Established in 1893
Incorporated March 8, 1956

Administrative office
288 Hawthorn Village Commons, #123
Vernon Hills, IL 60061-1519

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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)(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.

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

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

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

Affiliate members are entitled to vote but may not hold elected office in the Society. Affiliate 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.

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

Article IV - Council, Officers and Committees

Section 1 - *Council.*

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

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

(c) *Terms of Office* - Each officer shall serve a term of one year and Councillors shall serve three-year staggered terms. The Secretary and the Treasurer may be re-elected one time. All officers and Councillors shall remain in office until his or her successor is elected. Terms shall commence on July 1 each year.

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

(e) *Conflicts of Interest* - Each officer or Councilor shall work in the best interests of the Society and the membership. It is the responsibility of each officer or Councilor to disclose any real or potential conflicts of interest with respect to any matter coming before the Council or the membership, and to refrain from voting on such matters when a significant conflict exists. A conflict of interest is defined as any matter in which the officer or Councilor, including members of the individual's 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 by any voting member during the business meeting at which the election is to take place. 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) *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. The Vice President also shall chair the Professional Education Committee.

(c) *Treasurer* - The Treasurer shall be the chief financial officer of the Society 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 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.

(d) *Secretary* - The Secretary shall be the custodian of the official records of the Society and shall carry out those duties normally associated with the office, including but not limited to: (a) keeping minutes of meetings of the membership and the Council; (b) maintaining corporate records, Articles of Incorporation, bylaws, regulations, and the seal of the corporation; (c) keeping the official membership roster; (d) recruitment of new members; and (e) contacting members who are in arrears. The Secretary 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, if required; and perform all duties incident to the office of Secretary and other such duties as the Council may prescribe. The Secretary may delegate tasks associated with these responsibilities to the Executive Director provided that he/she provides appropriate oversight for these tasks. The Secretary also shall serve as chair of the Membership Committee.

(e) *Councillor* - Councillors shall participate in meetings of the Council and in such special duties as may be assigned.

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

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

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

(b) *Membership Committee* - The Membership Committee shall review all applications for membership in the Society to assure eligibility for the category of membership sought. The purpose of the committee also is to develop and implement strategies for recruiting new members and encouraging participation in the Society by the membership in general. The committee shall be chaired by the Secretary. The President also shall appoint one Councilor and one member of the Young Ophthalmologist Committee to serve.

(c) *Professional Education Committee* - The purpose of the Professional Education Committee is to coordinate the educational activities of the Society, as well as organizing review of the Beem-Fisher papers or other scholarly programs as may be developed and approved by the Council. The committee shall be chaired by the Vice President. The program chairs for regular COS educational conferences and the annual meeting shall serve as members of the committee, along with any other members appointed by the President with the approval of the Council.

(d) *Young Ophthalmologist Committee* - The purpose of the Young Ophthalmologist Committee is to devise strategies and programs to engage residents, fellows and ophthalmologists in the Chicago area who are in the first five years of practice after completing training. The President shall appoint the committee members which shall be composed of at least five ophthalmologists in residency or not more than five years after graduation from residency or fellowship training. To the extent possible, the committee membership shall be balanced between academic and private practice ophthalmologists.

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

Article V - Membership Meetings

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

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

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

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

Section 5 - *Quorum.* A quorum for general membership meetings shall be 15 voting members.

Section 6 – *Votes.* Each voting member in good standing shall be entitled to one vote on any matter submitted to the members. For the transaction of any business coming before the membership, voting may be in person at a duly constituted meeting of the membership, or by mail or electronic ballot in a manner determined by the Council. Proxy voting shall not be permitted on any matter presented for a vote to the general membership.

Section 7 – *Meeting Format.* Meetings of the Society may take place in person or in electronic format provided that all participants in the meeting are able to communicate with each other.

Article VI - Finances

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

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

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

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

Section 5 - *Financial Transactions.*

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

(b) *Contracts.* The Council may authorize any officer or officers or agent, including the Executive Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

(c) *Checks, Drafts, Etc.* All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, or their designees, as from time to time may be determined by the Council.

(d) *Deposits.* All funds of the Society not otherwise employed shall be deposited in a timely fashion to the credit of the Society in such banks, trust companies or other depositories as the Council may authorize.

(e) *Loans.* No loan may be contracted on behalf of the Society nor any evidence of indebtedness issued in its name except upon approval by two-thirds of the voting members of the Council. Short term charge accounts may be established to efficiently manage the day-to-day business of the Society.

(f) *Use of Funds and Dissolution.* The use of assets held by the Society shall at all times be in compliance with section 501(c)(6) of the Internal Revenue Code. Upon the dissolution of the Society, assets shall be distributed for one or more purposes within the meaning of section 501(c)(6) 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 VII - Parliamentary Authority

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

Article VIII - Amendments of By-Laws and Dissolution

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

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