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**BYLAWS OF
American Society of Retina Specialists
July 2016**

**BYLAWS OF
AMERICAN SOCIETY OF RETINA SPECIALISTS**

**ARTICLE I
Name**

The name of the organization is American Society of Retina Specialists, hereafter also called the Society or ASRS.

**ARTICLE II
Object**

ASRS is a California nonprofit mutual benefit corporation, tax exempt under section 501(c)(6) of the Internal Revenue Code. It is the purpose of ASRS to promote and advance the profession which addresses vitreous and retinal surgery and diseases. In pursuance of its purpose, ASRS provides various educational and scientific activities for the benefit of its members and others.

**ARTICLE III
Members**

Section 1. Classification. There shall be at least 4 classifications of membership in this Society: Member, International Member, Senior Member, and Fellow-In-Training Member. The ASRS Board of Directors may establish additional classifications of membership and include them in the ASRS Board Standing Rules.

A. Member

1. **Qualifications.** An ophthalmologist who:
 - a. Has completed residency training and whose major professional activities are primarily devoted to instruction, research, or patient care in the field of retina and vitreous diseases.
 - b. Has completed a clinical vitreoretinal fellowship of one year or more.
 - c. Is engaged in an active vitreoretinal practice.
 - d. Is recommended by two current members of the Society and the Retina Fellowship Director.
 - e. Is currently licensed to practice medicine and surgery in at least one of the United States or in Canada.
 - f. Is certified by the American Board of Ophthalmology or the American Osteopathic Board of Ophthalmology or the equivalent in Canada.
2. **Rights.** Shall have the right to vote and hold office.

B. International Member

1. **Qualifications.** An ophthalmologist who has major professional activities primarily devoted to instruction, research, or patient care in retina and vitreous diseases *outside of* the United States and Canada.
 - a. **Has completed residency and clinical retina fellowship training appropriate for their country.**

- 51 b. Is recommended by two current members of the Society.
52 2. **Rights.** Shall have the right to vote and hold office.
53

54 **C. Senior Member**

- 55 1. **Qualifications.** A member under Sections A or B who has retired from full-time medical
56 work and requests to be made a senior member.
57 2. **Rights.** Shall not have the right to vote or hold office.
58

59 **D. Fellow-in-Training Member**

- 60 1. **Qualifications.** A physician who:
61 a. Has completed a US or Canadian approved residency in ophthalmology or for
62 International members an equivalent ophthalmology residency training.
63 b. Is currently engaged in a one or two year fellowship in vitreoretinal diseases.
64 c. Is recommended by their fellowship director. US or Canadian Fellows-in-
65 Training who do not become certified by the American Board of Ophthalmology,
66 American Osteopathic Board of Ophthalmology or Canadian equivalent within 18
67 months of completing their fellowship for fellowships of one year or within 6
68 months of completing their fellowship for fellowships of two years will have their
69 Fellow-in-Training membership revoked. It is the responsibility of the Fellow-in-
70 Training to notify the ASRS office of their certification so their membership can
71 be converted to a Member or International Member
72 2. **Rights.** Shall not have the right to vote and hold office and is allowed to hold status as a
73 Fellow-in-Training for a maximum of 30 months.
74

75 **Section 2. New Members.** All new members shall be recommended by two current members of
76 the Society. Members shall be elected by the Credentials Committee, as defined in the Board
77 Standing Rules, with approval of the Board of Directors. That the Credentials Committee shall
78 attest to the completeness of the applications and to the fulfillment of membership requirements.
79 Members shall pay dues and fees as established by the Board of Directors. The Board may
80 waive any of the qualifications for membership. All rules and regulations, including the Board
81 Standing Rules, are binding on the members.
82

83 **Section 3. Dual Memberships.-** All memberships in American Society of Retina Specialists, a
84 Texas nonprofit corporation, are members in this corporation with equivalent rights and benefits,
85 including voting rights.
86

87 **Section 4. Dues.** The Board shall set dues and fees, make assessment, and set terms of payment.
88 Any member more than three months in arrears of dues will lose membership rights as described
89 in the Board Standing Rules.
90

91 **Section 5. Discipline of Members.**

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93 A. A member may be publicly reprimanded, fined, suspended, or have their membership
94 terminated for cause by the Board of Trustees after the following procedure: Cause shall
95 include a failure, in serious degree, to observe ASRS rules of conduct as prescribed by the
96 Board in these Bylaws or otherwise. The discipline shall occur only after the member has
97 been given a fifteen-day prior written notice of, and the reasons for, the proposed discipline.
98 The member shall have an opportunity to be heard, orally or in writing, not less than five days
99 before the effective date of the discipline by the Board or its designee. The Board shall
100 determine whether cause exists and the appropriate discipline, in any. The Board is not

101 required to follow the procedure when imposing a lesser discipline such as private reprimand.

- 102
103
104 B. A suspended or terminated member may reapply for membership in the Society if the
105 circumstances concerning the termination have been satisfactorily resolved in the view of the
106 Board.

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108 **Section 6. Resignation and Reinstatement**

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110 **A. Resignation.** Any member may resign by filing a written resignation with the Secretary.
111 Such resignation shall not relieve the member of the obligation to pay any dues, assessments, or
112 other charges theretofore accrued and unpaid.

113
114 **B. Reinstatement.** A resigned member may be reinstated after filing a signed written request
115 with the Secretary and then obtaining a two-thirds vote of the Board.

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117 **ARTICLE IV**
118 **Officers**

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120 **Section 1. Officers and Duties.** The officers of the Society shall be a President, President-
121 Elect, Secretary, and Treasurer. The Board of Directors has the authority to elect Assistant
122 Treasurers, Assistant Secretaries, or other officers as it may deem necessary. These officers shall
123 perform the duties provided in these bylaws, and the Board Standing Rules as well as those
124 specified by the Board of Directors, the Executive Committee, the President, and the adopted
125 parliamentary authority.

126
127 **Section 2. Nomination and Election.** The Nominating Committee shall prepare and propose a
128 slate of candidates to be approved by the Board of Directors and to be voted upon by the voting
129 membership at the Annual Business Meeting. Additional nominations can be made at the Annual
130 Business Meeting.

131
132 **Section 3. Term of Office.** The officers shall be elected to serve for one year non-renewable
133 term or until their successors are elected, and their term of office shall begin at the close of the
134 Annual Meeting.

135
136 **Section 4. Vacancy.** A vacancy in the office of President shall be filled by the President-Elect
137 who shall serve as President for the remainder of that term and then for the term for which
138 elected. A vacancy in the office of President-Elect shall be filled at the next Annual Business
139 Meeting. A vacancy in any other office shall be filled by the board of directors.

140
141 **Section 5. Removal from office.** Any officer or agent may be removed by a two-thirds vote of
142 the Board of Directors when in the judgment of the Board, the best interests of the Society would
143 be served.

144
145 **Section 6 Indemnification.** The Society shall indemnify its officers as specified in the Board
146 Standing Rules.

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148 **ARTICLE V**
149 **Meetings**

150 **Section 1. Annual Meeting.** The Annual Meeting shall be held at a time and place determined

151 by the Board of Directors. Notice of such meeting shall be sent to the membership at least 3
152 months prior to the date of the meeting.

153 The Annual Meeting shall include:

154 A. **A Business Meeting** which shall be for the purpose of conducting Society business and the
155 election of officers.

156 B. **A Scientific Meeting** shall be open to all members. Non-members who are sponsored by a
157 member that is in attendance at the meeting may attend the scientific sessions as per the
158 Board Standing Rules.

160 **Section 2. Special Meeting.** Special Meetings may be called by the President, the Board of
161 Directors, or the Executive Committee or five percent of the members in good standing and
162 entitled to vote. Notice stating the time, place, and purpose of the meeting shall be sent to the
163 members not less than ten (10) nor more than fifty (50) days before the meeting.

164 **Section 3. Quorum.** 10% of the members registered at an annual or special meeting of the
165 Society shall constitute a quorum for the transaction of business. All members will receive
166 notice, but may not vote by proxy vote. If less than such number is present at any such meeting,
167 any action that could be legally taken at the Annual or Special Meeting may be taken by the
168 Board of Directors at a meeting of the Board called soon after the scheduled membership
169 meeting.

171 **Section 4. Mail Ballot.** Business may be transacted by mail ballot if so ordered by the Board of
172 Directors.

173 **Section 5. Registration Fees.** All members and guests must be properly registered and have
174 paid their fees in full to attend the Scientific Session.

177 **ARTICLE VI**

178 **Board of Directors**

181 **Section 1. Composition.** The members of the Board of Directors shall be the officers
182 (President, President-Elect, Secretary and Treasurer), the Chair of each standing committee,
183 Representative Directors, Emeritus Directors, and Founding Directors. There shall be no less
184 than 9 or more than 32 directors.

185 **A. Representative Directors.**

- 186
- 187 1. Representative Directors elected by the ASRS membership at the Annual Meeting:
 - 188 a. American Academy of Ophthalmology Council Representative and Alternate The
189 Academy Representative shall serve for a 3 year term or until the successor is elected
 - 190 b. At-Large Representative Directors, who shall reside and practice in the USA, Canada,
191 or US Territories
 - 192 c. Two International Representative Directors who shall reside and practice outside of
193 the USA, Canada or US Territories.

194 **B. Emeritus Directors.** Up to five (5) Emeritus Directors are elected by the ASRS
195 membership at the Annual Meeting and have the following qualifications:

- 196 1. Served as a member of the Board of Directors of ASRS for at least 7 consecutive years.

- 199 2. May be retired from active vitreoretinal practice.
200 3. The composition of the Emeritus Directors shall preferentially include the three (3) most
201 recent past Presidents of American Society of Retina Specialists, but not the Immediate
202 Past President.

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204 C. **Founding Directors.** The 3 Founding Directors of the American Society of Retina
205 Specialists may serve on the Board of Directors, without term limits.
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207 D. **Term of Office.** Unless indicated otherwise in this article, all Directors shall be elected to a
208 term of one (1) year, renewable up to 4 years or until their successors are elected. No
209 member shall hold more than one Director position at a time unless authorized by the Board
210 of Directors.

211
212 **Section 2. Duties.** The Board is the governing body of the Society and is responsible for the
213 supervision, control, and direction of the Society. The board shall adopt standing rules to govern
214 its proceedings and the affairs of the Society over which it has power and authority.
215

216 **Section 3. Meetings.**
217

218 A. Regular Meetings of the Board of Directors shall be called by the President, the Board of
219 Directors, or the Executive Committee. Notice of such meetings shall be given at least 30
220 days in advance of the meeting.
221

222 B. Special Meetings of the board may be called by the President, the Executive Committee or
223 five members of the board. Notice of special meetings shall be given at least 7 days in
224 advance of the meeting.
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226 C. A majority of the members of the board shall constitute a quorum.
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ARTICLE VII Executive Committee

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232 **Section 1. Composition.** The members of the executive committee shall be the President,
233 President-Elect, Treasurer/, Secretary. The Board has the authority to expand the membership of
234 the Executive Committee in the Board Standing Rules.
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236 **Section 2. Duties.** The Executive Committee shall exercise all of the powers and authorities of
237 the Board of Directors in the management of the business affairs of the Society, particularly the
238 day-to-day operations of the Society, between meetings of the Board of Directors. It shall also
239 exercise such other powers and authorities as may be delegated to it by the Board. The head staff
240 person shall be employed by and report to the Executive Committee. The head staff person shall
241 consult with and be responsible to the President between meetings of the Executive Committee.
242

243 **Section 3. Meetings.**
244

245 A. Regular Meetings of the Executive Committee shall be called by the President, or the
246 Executive Committee. Notice of such meetings shall be given at least 30 days in advance of
247 the meeting.

248 B. Special Meetings of the Executive Committee may be called by the President, or three

249 members of the committee.
250 C. A majority of the members of the committee shall constitute a quorum.

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253 **ARTICLE VIII**
254 **Committees**

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256 **Section 1. Standing Committees.** There shall be standing committees as established in the
257 Board Standing Rules.

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259 **Section 2. Composition and Duties.** Unless otherwise indicated in the Board Standing Rules,
260 the chairperson of the standing committees shall be approved by the ASRS membership at the
261 Annual Meeting. The committee members shall be appointed by the President, with approval of
262 the Board of Directors. Committee responsibilities and make up shall be established in the
263 Board Standing Rules. The President shall be ex officio a member of all committees, except the
264 Nominating Committee.

265 **Section 3. Special Committees.** Special committees may be created as necessary by the Board
266 of Directors, the Executive Committee or the President. The president shall appoint the
267 committee members.

268 **ARTICLE IX**
269 **Sections**

270 **Section 1. Mission of the Sections.**

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272 **A. Involvement.** To provide a direct means for membership segments represented in the Sections to
273 participate in the activities of the ASRS.

274 **B. Outreach.** To enhance ASRS outreach, communication, and interchange with the membership
275 segments represented in the Sections.

276 **C. Education.** To facilitate the development of information and educational activities on topics of
277 interest to the membership segments represented in the Sections.

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280 **ARTICLE X**
281 **Electronic Meetings**

282 The Board of Directors, executive committee, standing committees, and special committees are
283 authorized to meet by telephone conference or through other electronic communications media
284 so long as all the members may simultaneously hear each other and participate during the
285 meeting, in accordance with current California statutes.

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287 **ARTICLE XI**
288 **Parliamentary Authority**

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290 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
291 the proceedings of ASRS in all cases to which they are applicable and in which they are not
292 inconsistent with these bylaws, the ASRS Board Standing Rules and any special rules of order
293 that ASRS may adopt.

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295 **ARTICLE XII**
296 **Amendment of Bylaws**

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- These bylaws may be amended by a vote of the membership provided that:
- A. The amendment is submitted to the Bylaws Committee by any member, committee, or board.
 - B. The Bylaws Committee reviews the proposed amendment, edits and consolidates it, and presents it to the Board of Directors.
 - C. Any amendment approved by the Board of Directors shall be sent to the members for their approval by mail or electronic vote, in accordance with California statutes.
 - D. A bylaw amendment passes if 20% or more of the voting members have returned the ballots, and a majority has voted to accept the amendment.
 - E. Amendments become effective upon the count of the ballots and declaration by the President, unless provided for otherwise.

ARTICLE XIII
Indemnification

Any director, officer, employee, or agent of ASRS who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings in any claim arising out of the performance of Society duties, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by the California Statutes.

ARTICLE XIV
Anticompetitive Policy

American Society of Retina Specialists has adopted guidelines that must be followed to avoid inadvertent anticompetitive conduct that could be attributed to ASRS. These guidelines are contained in the ASRS Board Standing Rules and apply to all of ASRS members, directors, officers, committee members, and representatives to other professional or governmental organizations, and employees.

ARTICLE XV
ASRS Foundation

The Society shall create and oversee an affiliated charitable organization named American Retina Foundation.