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**BYLAWS OF
American Society of Retina Specialists
July 2012**

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

51 **C. Senior Member**

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

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

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

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

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

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

88 **Section 5. Discipline of Members.**

- 89
90 A. A member may be publicly reprimanded, fined, suspended, or have their membership
91 terminated for cause by the Board of Trustees after the following procedure: Cause shall
92 include a failure, in serious degree, to observe ASRS rules of conduct as prescribed by the
93 Board in these Bylaws or otherwise. The discipline shall occur only after the member has
94 been given a fifteen-day prior written notice of, and the reasons for, the proposed discipline.
95 The member shall have an opportunity to be heard, orally or in writing, not less than five
96 days before the effective date of the discipline by the Board or its designee. The Board shall
97 determine whether cause exists and the appropriate discipline, in any. The Board is not
98 required to follow the procedure when imposing a lesser discipline such as private reprimand.
99

- 101
102 B. A suspended or terminated member may reapply for membership in the Society if the
103 circumstances concerning the termination have been satisfactorily resolved in the view of the
104 Board.
105

106 **Section 6. Resignation and Reinstatement**

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

110 **B. Reinstatement.** A resigned member may be reinstated after filing a signed written request
111 with the Secretary and then obtaining a two-thirds vote of the Board.
112

113 **ARTICLE IV** 114 **Officers** 115

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

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

128 **Section 3. Term of Office.** The officers shall be elected to serve for two years or until their
129 successors are elected, and their term of office shall begin at the close of the Annual Meeting.
130

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

136 **Section 5. Removal from office.** Any officer or agent may be removed by a two-thirds vote of
137 the Board of Directors when in the judgment of the Board, the best interests of the Society would
138 be served.
139

140 **Section 6 Indemnification.** The Society shall indemnify its officers as specified in the Board
141 Standing Rules.
142

143 **ARTICLE V** 144 **Meetings** 145

146 **Section 1. Annual Meeting.** The Annual Meeting shall be held at a time and place determined
147 by the Board of Directors. Notice of such meeting shall be sent to the membership at least 3
148 months prior to the date of the meeting.
149 The Annual Meeting shall include:

- 150 A. A **Business Meeting** which shall be for the purpose of conducting Society business and the
151 election of officers.
- 152 B. A **Scientific Meeting** shall be open to all members. Non-members who are sponsored by a
153 member that is in attendance at the meeting may attend the scientific sessions as per the
154 Board Standing Rules.
155

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

160
161 **Section 3. Quorum.** 10% of the members registered at an annual or special meeting of the
162 Society shall constitute a quorum for the transaction of business. All members will receive
163 notice, but may not vote by proxy vote. If less than such number is present at any such meeting,
164 any action that could be legally taken at the Annual or Special Meeting may be taken by the
165 Board of Directors at a meeting of the Board called soon after the scheduled membership
166 meeting.
167

168 **Section 4. Mail Ballot.** Business may be transacted by mail ballot if so ordered by the Board of
169 Directors.
170

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

174 175 **ARTICLE VI** 176 **Board of Directors** 177

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

182 **A. Representative Directors.**

- 183 1. Representative Directors elected by the ASRS membership at the Annual Meeting:
- 184 a. American Academy of Ophthalmology Council Representative and Alternate The
185 Academy Representative shall serve for a 3 year term or until the successor is elected
- 186 b. Two At-Large Representative Directors, who shall reside and practice in the USA,
187 Canada, or US Territories
- 188 c. Two International Representative Directors who shall reside and practice outside of
189 the USA, Canada or US Territories.
- 190 2. The Representative Director appointed by the American Society of Retina Specialists
191 Foundation to serve as the Foundation Representative.

192 **B. Emeritus Directors.** Up to five (5) Emeritus Directors are elected by the ASRS 193 membership at the Annual Meeting and have the following qualifications:

- 194 1. Served as a member of the Board of Directors of ASRS for at least 7 consecutive years.
- 195 2. May be retired from active vitreoretinal practice.
- 196 3. The composition of the Emeritus Directors shall preferentially include the three (3) most
197 recent past Presidents of American Society of Retina Specialists, but not the Immediate
198 Past President.

- 199 C. **Founding Directors.** The 3 Founding Directors of the American Society of Retina
200 Specialists may serve on the Board of Directors, without term limits.
201 D. **Term of Office.** Unless indicated otherwise in this article, all Directors shall be elected to a
202 term of two (2) years or until their successors are elected. No member shall hold more than
203 one Director position at a time unless authorized by the Board of Directors.
204

205 **Section 2. Duties.** The Board is the governing body of the Society and is responsible for the
206 supervision, control, and direction of the Society. The board shall adopt standing rules to govern
207 its proceedings and the affairs of the Society over which it has power and authority.
208

209 **Section 3. Meetings.**

- 210 A. Regular Meetings of the Board of Directors shall be called by the President, the Board of
211 Directors, or the Executive Committee. Notice of such meetings shall be given at least 30
212 days in advance of the meeting.
213 B. Special Meetings of the board may be called by the President, the Executive Committee or
214 five members of the board. Notice of special meetings shall be given at least 7 days in
215 advance of the meeting.
216 C. A majority of the members of the board shall constitute a quorum.
217
218

219 **ARTICLE VII**
220 **Executive Committee**
221

222 **Section 1. Composition.** The members of the executive committee shall be the President,
223 President-Elect, Treasurer/, Secretary. The Board has the authority to expand the membership of
224 the Executive Committee in the Board Standing Rules .
225

226 **Section 2. Duties.** The Executive Committee shall exercise all of the powers and authorities of
227 the Board of Directors in the management of the business affairs of the Society, particularly the
228 day-to-day operations of the Society, between meetings of the Board of Directors. It shall also
229 exercise such other powers and authorities as may be delegated to it by the Board. The head staff
230 person shall be employed by and report to the Executive Committee. The head staff person shall
231 consult with and be responsible to the President between meetings of the Executive Committee.
232

233 **Section 3. Meetings.**

- 234 A. Regular Meetings of the Executive Committee shall be called by the President, or the
235 Executive Committee. Notice of such meetings shall be given at least 30 days in advance of
236 the meeting.
237 B. Special Meetings of the Executive Committee may be called by the President, or three
238 members of the committee.
239 C. A majority of the members of the committee shall constitute a quorum.
240
241

242 **ARTICLE VIII**
243 **Committees**
244

245 **Section 1. Standing Committees.** There shall be standing committees as established in the
246 Board Standing Rules.
247

248 **Section 2. Composition and Duties.** .. Unless otherwise indicated in the Board Standing Rules,

the chairperson of the standing committees shall be approved by the ASRS membership at the Annual Meeting. The committee members shall be appointed by the President, with approval of the Board of Directors. Committee responsibilities and make up shall be established in the Board Standing Rules. The President shall be ex officio a member of all committees, except the Nominating Committee.

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

ARTICLE IX

Sections

Section 1. Mission of the Sections.

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

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

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

Section 2. Young Physicians Section. All active physician members of the ASRS who have completed their vitreoretinal fellowship seven (7) or fewer years prior to the annual meeting date shall be eligible for membership in this Section. Fellowship completion data shall be defined by calendar year only. Young Physician Member Committee and Board members will be allowed to complete their terms of office independent of this seven (7) year rule.

ARTICLE X

Electronic Meetings

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

ARTICLE XI

Parliamentary Authority

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

ARTICLE XII

Amendment of Bylaws

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.

- 297 D. A bylaw amendment passes if 20% or more of the voting members have returned the ballots,
298 and a majority has voted to accept the amendment.
299 E. Amendments become effective upon the count of the ballots and declaration by the President,
300 unless provided for otherwise.
301

302 **ARTICLE XIII**
303 **Indemnification**
304

305 Any director, officer, employee, or agent of ASRS who was or is a party or is threatened to be
306 made a party to any threatened, pending or completed action, suit, or proceedings in any claim
307 arising out of the performance of Society duties, shall be indemnified for all expenses and
308 liabilities actually and reasonably incurred in connection therewith to the extent permitted by the
309 California Statutes.
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311
312 **ARTICLE XIV**
313 **Anticompetitive Policy**
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315 American Society of Retina Specialists has adopted guidelines that must be followed to avoid
316 inadvertent anticompetitive conduct that could be attributed to ASRS. These guidelines are
317 contained in the ASRS Board Standing Rules and apply to all of ASRS members, directors,
318 officers, committee members, and representatives to other professional or governmental
319 organizations, and employees.
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322 **ARTICLE XV**
323 **ASRS Foundation**
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325 The Society shall create and oversee an affiliated charitable organization named American
326 Retina Foundation.
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