

1 **BYLAWS OF**  
2 **American Society of Retina Specialists**  
3 **July 2012**

4 **BYLAWS OF**  
5 **AMERICAN SOCIETY OF RETINA SPECIALISTS**

6 **ARTICLE I**  
7 **Name**

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

10 **ARTICLE II**  
11 **Object**

12 **ASRS is a California nonprofit mutual benefit corporation, tax exempt under section**  
13 **501(c)(6) of the Internal Revenue Code. It is the purpose of ASRS to promote and advance**  
14 **the profession which addresses vitreous and retinal surgery and diseases. In pursuance of**  
15 **its purpose, ASRS provides various educational and scientific activities for the benefit of its**  
16 **members and others.**

17 **ARTICLE III**  
18 **Members**

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

23 **A. Member**

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

37 **B. International Member**

- 38 1. **Qualifications.** An ophthalmologist who has major professional activities primarily
- 39 devoted to instruction, research, or patient care in retina and vitreous diseases *outside of*
- 40 the United States and Canada.
- 41 a. **Has completed residency and clinical retina fellowship training appropriate**
  - 42 **for their country.**
  - 43 b. Is recommended by two current members of the Society.
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2. **Rights.** Shall have the right to vote and hold office.

**C. Senior Member**

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

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

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

**E. Resident Member**

1. **Qualifications.** An ophthalmology resident who:
  - a. Has matched into an US or Canada ophthalmology program and has started the integrated PGY1 year or ophthalmology residency.
  - b. Has provided a confirmation letter from the residency program director.
2. **Rights.** Shall not have the right to vote or hold office and is allowed to hold status as a Resident member until June 30 of the last year of ophthalmology residency. Upon successful match into a medical retina or surgical retina fellowship, the resident member is permitted to submit a request for transition of membership status. A resident member is eligible to submit and present in the poster category at the annual meeting if sponsored by a regular ASRS member.

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

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

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

**Section 5. Discipline of Members.**

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

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114 B. A suspended or terminated member may reapply for membership in the Society if the  
115 circumstances concerning the termination have been satisfactorily resolved in the view of the  
116 Board.

#### 117 118 **Section 6. Resignation and Reinstatement**

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

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

### 124 125 **ARTICLE IV** 126 **Officers**

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

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

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

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

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

151 be served.

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153 **Section 6 Indemnification.** The Society shall indemnify its officers as specified in the Board  
154 Standing Rules.

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156 **ARTICLE V**  
157 **Meetings**  
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159 **Section 1. Annual Meeting.** The Annual Meeting shall be held at a time and place determined  
160 by the Board of Directors. Notice of such meeting shall be sent to the membership at least 3  
161 months prior to the date of the meeting.

162 The Annual Meeting shall include:

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

165 B. A **Scientific Meeting** shall be open to all members. Non-members who are sponsored by a  
166 member that is in attendance at the meeting may attend the scientific sessions as per the  
167 Board Standing Rules.  
168

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

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174 **Section 3. Quorum.** 10% of the members registered at an annual or special meeting of the  
175 Society shall constitute a quorum for the transaction of business. All members will receive  
176 notice, but may not vote by proxy vote. If less than such number is present at any such meeting,  
177 any action that could be legally taken at the Annual or Special Meeting may be taken by the  
178 Board of Directors at a meeting of the Board called soon after the scheduled membership  
179 meeting.  
180

181 **Section 4. Mail Ballot.** Business may be transacted by mail ballot if so ordered by the Board of  
182 Directors.  
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184 **Section 5. Registration Fees.** All members and guests must be properly registered and have  
185 paid their fees in full to attend the Scientific Session.  
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188 **ARTICLE VI**  
189 **Board of Directors**  
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191 **Section 1. Composition.** The members of the Board of Directors shall be the officers  
192 (President, President-Elect, Secretary and Treasurer), the Chair of each standing committee,  
193 Representative Directors, Emeritus Directors, and Founding Directors. There shall be no less  
194 than 9 or more than 32 directors.

195 A. **Representative Directors.**

196 1. Representative Directors elected by the ASRS membership at the Annual Meeting:

197 a. American Academy of Ophthalmology Council Representative and Alternate The  
198 Academy Representative shall serve for a 3 year term or until the successor is elected

- 199           b. At-Large Representative Directors, who shall reside and practice in the USA, Canada,  
200           or US Territories  
201           c. Two International Representative Directors who shall reside and practice outside of  
202           the USA, Canada or US Territories.
- 203 **B. Emeritus Directors.** Up to five (5) Emeritus Directors are elected by the ASRS  
204 membership at the Annual Meeting and have the following qualifications:  
205       1. Served as a member of the Board of Directors of ASRS for at least 7 consecutive years.  
206       2. May be retired from active vitreoretinal practice.  
207       3. The composition of the Emeritus Directors shall preferentially include the three (3) most  
208       recent past Presidents of American Society of Retina Specialists, but not the Immediate  
209       Past President.
- 210 **C. Founding Directors.** The 3 Founding Directors of the American Society of Retina  
211 Specialists may serve on the Board of Directors, without term limits.
- 212 **D. Term of Office.** Unless indicated otherwise in this article, all Directors shall be elected to a  
213 term of one (1) year, renewable up to 4 years or until their successors are elected. No  
214 member shall hold more than one Director position at a time unless authorized by the Board  
215 of Directors.

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217 **Section 2. Duties.** The Board is the governing body of the Society and is responsible for the  
218 supervision, control, and direction of the Society. The board shall adopt standing rules to govern  
219 its proceedings and the affairs of the Society over which it has power and authority.  
220

221 **Section 3. Meetings.**

- 222 **A.** Regular Meetings of the Board of Directors shall be called by the President, the Board of  
223 Directors, or the Executive Committee. Notice of such meetings shall be given at least 30  
224 days in advance of the meeting.
- 225 **B.** Special Meetings of the board may be called by the President, the Executive Committee or  
226 five members of the board. Notice of special meetings shall be given at least 7 days in  
227 advance of the meeting.
- 228 **C.** A majority of the members of the board shall constitute a quorum.  
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231 **ARTICLE VII**  
232 **Executive Committee**  
233

234 **Section 1. Composition.** The members of the executive committee shall be the President,  
235 President-Elect, Treasurer/, Secretary. The Board has the authority to expand the membership of  
236 the Executive Committee in the Board Standing Rules.  
237

238 **Section 2. Duties.** The Executive Committee shall exercise all of the powers and authorities of  
239 the Board of Directors in the management of the business affairs of the Society, particularly the  
240 day-to-day operations of the Society, between meetings of the Board of Directors. It shall also  
241 exercise such other powers and authorities as may be delegated to it by the Board. The head staff  
242 person shall be employed by and report to the Executive Committee. The head staff person shall  
243 consult with and be responsible to the President between meetings of the Executive Committee.  
244

245 **Section 3. Meetings.**

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

- 249 B. Special Meetings of the Executive Committee may be called by the President, or three  
250 members of the committee.  
251 C. A majority of the members of the committee shall constitute a quorum.  
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254 **ARTICLE VIII**  
255 **Committees**  
256

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

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.**

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

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

275 **C. Education.** To facilitate the development of information and educational activities on topics of  
276 interest to the membership segments represented in the Sections.  
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279 **ARTICLE X**  
280 **Electronic Meetings**

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

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

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

294 **ARTICLE XII**  
295 **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.