

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

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6 **AMERICAN SOCIETY OF RETINA SPECIALISTS**

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8 **ARTICLE I**
9 **Name**

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

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14 **ARTICLE II**
15 **Object**

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17 **ASRS is a California nonprofit mutual benefit corporation, tax exempt under section**
18 **501(c)(6) of the Internal Revenue Code. It is the purpose of ASRS to promote and advance**
19 **the profession which addresses vitreous and retinal surgery and diseases. In pursuance of**
20 **its purpose, ASRS provides various educational and scientific activities for the benefit of its**
21 **members and others.**

22 **ARTICLE III**
23 **Members**

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

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30 **A. Member**

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

44 **B. International Member**

- 45 1. **Qualifications.** An ophthalmologist who has major professional activities primarily
46 devoted to instruction, research, or patient care in retina and vitreous diseases *outside of*
47 the United States and Canada.
48 a. **Has completed residency and clinical retina fellowship training appropriate**
49 **for their country.**
50 b. Is recommended by two current members of the Society.

- 51 2. **Rights.** Shall have the right to vote and hold office.

52 **C. Senior Member**

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

56 **D. Lifetime Member**

- 57 1. **Qualifications.** A member under Sections A or B who has fully retired from medical
58 work, has been an active member of the ASRS for a minimum of twenty years and attended
59 at least one Annual Meeting in the past 5 years.
60 2. **Rights.** Shall not have the right to vote or hold office.

61 **E. Fellow-in-Training Member**

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

77 **F. Resident Member**

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

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

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96 **Section 3. Dual Memberships.-** All memberships in American Society of Retina Specialists, a
97 Texas nonprofit corporation, are members in this corporation with equivalent rights and benefits,
98 including voting rights.
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100 **Section 4. Dues.** The Board shall set dues and fees, make assessment, and set terms of payment.
101 Any member more than three months in arrears of dues will lose membership rights as described
102 in the Board Standing Rules.
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104 **Section 5. Discipline of Members.**

- 105 A. The Board of Directors by majority vote may revoke the membership of an individual

who fails to continue to satisfy the qualifications for the applicable membership category as set forth by these bylaws or otherwise by the Board of Directors.

B. A member may be publicly reprimanded, suspended, or have their membership terminated for cause by the Board of Directors. Cause shall include any conduct in violation of these Bylaws or other rules or regulations of the Society then-in effect or other conduct which, in the judgment of the Board, is improper, unethical, or detrimental to the reputation or the best interest of the Society. The discipline shall occur only after the member has been given fifteen days prior written notice of, and the reasons for, the proposed discipline. The member shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline, by the Board or its designee. The Board shall determine whether cause exists and the appropriate discipline, if any. The Board is not required to follow the procedure when imposing a lesser discipline such as private reprimand

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

Section 6. Resignation and Reinstatement

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

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

ARTICLE IV Officers

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

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

Section 3. Term of Office. The officers shall be elected to serve for one year non-renewable term or until their successors are elected, and their term of office shall begin on September 1.

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

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

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

ARTICLE V

Meetings

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

The Annual Meeting shall include:

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

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

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

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

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

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

ARTICLE VI

Board of Directors

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

A. **Representative Directors.**

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

B. **Emeritus Directors.** Up to five (5) Emeritus Directors are elected by the ASRS

membership at the Annual Meeting and have the following qualifications:

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

C. **Founding Directors.** The 3 Founding Directors of the American Society of Retina Specialists may serve on the Board of Directors, without term limits.

D. **Term of Office.** Unless indicated otherwise in this article, all Directors shall be elected to a term of one (1) year, renewable up to 4 years or until their successors are elected. No member shall hold more than one Director position at a time unless authorized by the Board of Directors.

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

Section 3. Meetings.

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

B. Special Meetings of the board may be called by the President, the Executive Committee or five members of the board. Notice of special meetings shall be given at least 7 days in advance of the meeting.

C. A majority of the members of the board shall constitute a quorum.

ARTICLE VII Executive Committee

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

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

Section 3. Meetings.

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

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

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

ARTICLE VIII Committees

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

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.

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.

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.

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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.