

# THE AMERICAN EYE STUDY CLUB BY-LAWS

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D R A F T amendments (9/19/11)  
Amended ~~October 16, 2010~~

1     **Article I:     NAME**

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3             The name of this organization shall be the American Eye Study Club, Inc. (AESC).  
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5     **Article II:    PURPOSE**

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7             The purpose of this organization is to provide an opportunity for young leaders in ophthalmology  
8             to meet annually and to discuss subjects of mutual interest including scientific, professional,  
9             socioeconomic, and political issues.

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11    **Article III:  MEMBERS**

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13            Section 3.1 Categories of members; qualifications for membership.

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15            The members of the AESC shall be of the following categories:

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17            (a) Active Members. Membership as an Active Member is limited to ophthalmologists certified  
18            by the American Board of Ophthalmology or the Royal College of Physicians and Surgeons of  
19            Canada. A person must be admitted to Active membership within fifteen (15) years after initial  
20            Board certification, except that each year up to one person may be admitted more than 15 years  
21            but less than 21 years after initial board certification.

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23            (b) Emeritus Members. After ten years of Active membership, a member automatically becomes  
24            an Emeritus member. Emeritus members may attend meetings and propose new members, but  
25            they may not vote or hold office. Emeritus members may serve in an advisory capacity on  
26            committees and perform other duties at the discretion of the officers of the AESC.

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28            (c) Honorary Members. Honorary Membership may be bestowed by a majority vote of the  
29            membership present at any Business Meeting. Honorary members do not pay dues, vote, hold  
30            office or propose new members.

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32            Section 3.2 Number of Members.

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34            The maximum number of members of each category shall be as follows:

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36                    Active members, 60; Emeritus members, no limit; Honorary members, no limit.

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38            Section 3.3 Election of Members.

39 A maximum of eight (8) new members may be elected annually, only one of which may be board  
40 certified more than 15 years but less than 21 years before nomination to membership. After  
41 attending two Annual Meetings as defined in Section 5.1 of the Bylaws, each Active member or  
42 Emeritus member may nominate annually one person for membership. At least one seconding  
43 letter also must be submitted. If a candidate is nominated by an Emeritus member, a seconding  
44 letter must be submitted by an Active member. A member may second more than one nomination  
45 annually. The new member proposal must be submitted in writing to the Secretary-Treasurer, and  
46 sent by the Secretary-Treasurer to the Active members or posted on the Club website at least 30  
47 days prior to a Business meeting. Election shall be by written ballot from Active members  
48 present and may take place at any Business meeting of the AESC. An Active or Emeritus  
49 member proposing or seconding the nomination of the new member must be present at this  
50 meeting. Four or more dissenting votes will nullify the election of a proposed member. The  
51 Secretary-Treasurer shall advise the new member of his/her election.

#### 52 Section 3.4 Dues.

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55 The annual dues for Active and Emeritus members shall be determined by the Active membership  
56 upon a majority vote by the Active members present at a Business meeting. Any member  
57 delinquent in payment of dues for one (1) year shall be notified by the Secretary-Treasurer. Non-  
58 payment of dues is grounds for termination of membership by a majority vote of the Active  
59 members present at a Business meeting. A member's annual dues may be waived by a vote of the  
60 officers when special circumstances exist.

#### 61 Section 3.5 Failure to Attend Scientific Meetings.

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64 (a) A new member who does not attend the first or second Annual Meeting after election is  
65 subject to termination of membership upon recommendation by the officers and a majority vote  
66 of the Active members present at a Business meeting. The Secretary-Treasurer shall inform the  
67 member of this action by letter.

68  
69 (b) An Active member who misses two consecutive Annual Meetings is subject to termination of  
70 membership upon recommendation by the officers and a majority vote of the Active members  
71 present at a Business meeting. The Secretary-Treasurer shall inform the member of this action by  
72 letter. In the event of extenuating circumstances, the member in question may write an  
73 explanatory letter to the Secretary-Treasurer. The member's termination may then be stayed by a  
74 majority vote of the Active members present at a Business meeting, but must attend the next  
75 Annual Meeting.

76  
77 (c) In special circumstances, exceptions to the above attendance requirements may be granted  
78 upon recommendation by the AESC officers and a majority vote of the Active members present at  
79 a Business meeting.

81 **Article IV: OFFICERS AND COMMITTEES**

82  
83 Section 4.1 Officers.

84  
85 The officers of the AESC shall be a President, President-Elect, Secretary-Treasurer, Recording  
86 Secretary, and Immediate Past-President. These five officers shall coordinate the policies and  
87 activities of the AESC and preside at the meetings. The AESC may hire an executive director  
88 who shall have duties and authority as determined by the officers. The executive director shall  
89 report to and be supervised by the officers.

90  
91 Section 4.2 Nominations.

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93 A Nominating Committee consisting of the current President, who shall act as chair, and former  
94 presidents of the AESC present at the Annual Meeting shall submit the names of candidates for  
95 office. These nominees and any other individual(s) nominated and seconded by an Active  
96 member shall be subject to a vote of the Active members present at the Annual Meeting. A  
97 majority vote is required for election.

98  
99 Section 4.3 Duties of Officers.

100  
101 (a) President. The President shall hold office for one (1) year and, as the chief executive officer,  
102 manage the general affairs of the AESC. The President also shall be responsible for selecting the  
103 site for the annual meeting in consultation with the Executive Committee.

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105 (b) President-Elect. The President Elect shall serve as program chair for the Annual Meeting and  
106 succeed the President after one (1) year in office.

107  
108 (c) Secretary-Treasurer. The term of office of the Secretary-Treasurer shall be two years. The  
109 Secretary-Treasurer shall perform all duties commonly incident to this office.

110  
111 (d) Recording Secretary. The term of office of the Recording Secretary shall be two years. The  
112 Recording Secretary shall keep minutes of all meetings of the American Eye Study Club.

113  
114 Section 4.4 Vacancies.

115  
116 In the event that the office of President becomes vacant, the President-elect shall complete any  
117 unexpired portion of the term of office in addition to his/her own term as President. If any other  
118 office becomes vacant, a successor for the unexpired term shall be appointed by a majority vote  
119 of the remaining officers. The appointee shall be subject to approval by a majority vote of the  
120 Active members present at the next Business meeting.

123 Section 4.5 Committees

124

125 ~~The Annual Meeting Site Selection Committee shall be composed of the officers of the AESC~~  
126 ~~and any additional members chosen by the President-elect, who is the chair of the Committee.~~

127 The Executive Committee shall be composed of the officers of the AESC and shall be responsible  
128 for ongoing oversight of the Club functions. The President serves as chair of the Executive  
129 Committee. All other committees, with the exception of the Nominating Committee, will be  
130 appointed as necessary by the President. All committees of the Club shall meet at the call of the  
131 chair.

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133 **Article V: MEETINGS**

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135 Section 5.1 Annual Meetings.

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137 The AESC will have one scientific meeting a year designated as the Annual Meeting, and it will  
138 be called at such time and place as designated by the President after having given due notice to all  
139 members.

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141 Section 5.2 Business Meetings

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143 The AESC shall have at least one Business Meeting of the membership each year for the election  
144 of officers, election of new members and to transact any other business of the AESC as may be  
145 appropriate. A Business Meeting will take place during the Annual Meeting of the AESC and  
146 may take place during the annual meeting of the American Academy of Ophthalmology or in a  
147 manner consistent with Section 5.3 of these By-Laws. Notice of any Business Meeting shall be  
148 made to the membership at least 30 days in advance.

149 Section 5.3 Special Meetings.

150  
151 Special meetings may be called at the discretion of the officers at such time and place as they  
152 shall designate after giving due notice to all members at least 30 days in advance. Special  
153 meetings may be conducted by teleconference or other electronic means provided that two-way  
154 communication is possible for all members participating.

155  
156 Section 5.4 Quorum.

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158 A quorum shall consist of ten or more Active members present at any Annual, Business or  
159 Special meeting.

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161 Section 5.5 Vote Required.

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163 The affirmative vote of a majority of the Active members who are present at a meeting shall be  
164 sufficient to elect any officer or to transact any business, unless the matter is one upon which, by  
165 express provision of the By-Laws of the AESC, a different vote is required, in which case such  
166 express provision shall govern.

167  
168 Section 5.6 Notice

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170 Notice to members may be by U.S. Mail or by electronic communication sent to the address listed  
171 in the AESC's records.

172  
173 Section 5.7 Voting

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175 Voting by the membership may be conducted in person by voice, show of hands, written ballot or  
176 by electronic means at any business or special meeting. At the discretion of the Executive  
177 Committee, a binding electronic vote also may be conducted outside of a business or special  
178 meeting provided that information about the matter to be decided is provided to all voting  
179 members at least 14 days before the deadline for casting a ballot. Electronic voting shall be  
180 conducted in a manner determined by the Executive Committee.

181  
182 **Article VI: AMENDMENT OF BY-LAWS**

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184 These By-Laws may be amended at any Business Meeting or Special Meeting by a two-thirds  
185 vote of the Active members present. Proposed amendments shall be reviewed by the officers. A  
186 copy of the proposal shall be sent to each Active and Emeritus member or shall be posted on the  
187 Club website with a notice to the Active and Emeritus members at least 30 days prior to the  
188 meeting at which a vote on proposed amendments is planned.