

THE AMERICAN EYE STUDY CLUB BY-LAWS

Established in 1956

Amended: November 16, 2013

Amended: August 4, 2018

Amended: October 12, 2019

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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6 **Article II: PURPOSE**

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

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13 **Article III: MEMBERS**

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15 Section 3.1 Categories of members; qualifications for membership.

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

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19 (a) Active Members. Membership as an Active Member is limited to ophthalmologists certified by the
20 American Board of Ophthalmology or the Royal College of Physicians and Surgeons of Canada or the
21 Royal College of Physicians of the United Kingdom, provided . A person must be admitted to Active
22 membership within fifteen (15) years after initial Board certification, except that each year up to one person
23 may be admitted more than 15 years but less than 21 years after initial board certification. Active
24 membership begins on January 1 in the year following election.

25
26 (b) Emeritus Members. After ten years of Active membership and attending at least seven annual
27 meetings, an Active member automatically becomes an Emeritus member at the conclusion of the annual
28 meeting. In the event of special circumstances when an Active member has not attended seven annual
29 meetings, graduation to Emeritus status may be permitted by a majority vote of the Active members present
30 at a Business Meeting. Emeritus members may attend meetings and propose new members, but they may
31 not vote or hold office. Emeritus members may serve in an advisory capacity on committees and perform
32 other duties at the discretion of the officers of the AESC.

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

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38 Section 3.2 Number of Members.

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40 (a) The target number of Active members shall be 60, but at no time shall the number of Active members
41 exceed 64. Nominees which, if approved, would result in more than 60 Active members may be considered
42 subject to the provisions in Section 3.3 of this Article.

43
44 (b) There shall be no limits on the number of Emeritus or Honorary members.

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46 Section 3.3 Election of Members.

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48 A minimum of four (4) nominees for membership may be considered annually not to exceed 64 Active
49 members. A maximum of eight (8) new members may be elected annually, only one of which may be

50 board certified more than 15 years but less than 21 years before nomination to membership. If the number
51 of new members under consideration will exceed 60 Active members, then a maximum of six (6) new
52 members may be elected provided the resulting number of Active members does not exceed 64. After
53 attending two Annual Meetings as defined in Section 5.1 of the Bylaws, each Active member or Emeritus
54 member may nominate or second annually only one new member. At least one seconding letter must be
55 submitted. If the primary sponsor is an Emeritus member, a seconding letter must be submitted by an
56 Active member. The new member proposal must be submitted in writing to the Secretary-Treasurer, and
57 sent by the Secretary-Treasurer to the Active members or posted on the Club website at least 30 days prior
58 to a Business meeting. Election shall be by written ballot from Active members present and may take place
59 at any Business meeting of the AESC. An Active or Emeritus member proposing or seconding the
60 nomination of the new member must be present at this meeting. Four or more dissenting votes will nullify
61 the election of a proposed member. The Secretary-Treasurer shall advise the new member of his/her
62 election.

63 Section 3.4 Dues.

64 (a) The fiscal year for dues and other purposes shall be the calendar year. The annual dues for Active and
65 Emeritus members shall be determined by the Active membership upon a majority vote by the Active
66 members present at a Business meeting. The Emeritus dues rate shall commence with the next fiscal year
67 after an Active member graduates to Emeritus status.

68 (b) Any member delinquent in payment of dues for one (1) year shall be notified by the Secretary-
69 Treasurer. Non-payment of dues or other fees is grounds for termination of membership by a majority vote
70 of the Active members present at a Business meeting. A member's annual dues may be waived by a vote of
71 the officers when special circumstances exist.

72 Section 3.5 Failure to Attend Scientific Meetings.

73 (a) Members are expected to attend all of the Club's annual meetings during the time of their Active
74 membership. However, recognizing that conflicts occur, an Active member may be excused from
75 attendance upon written request to the secretary-treasurer subject to the provisions of this Section and of
76 Section 3.1(b).

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

81 (c) An Active member who misses two consecutive Annual Meetings is subject to termination of
82 membership upon recommendation by the officers and a majority vote of the Active members present at a
83 Business meeting. The Secretary-Treasurer shall inform the member of this action by letter. The member's
84 termination may be stayed by a majority vote of the Active members present at a Business meeting, but
85 he/she must attend the next Annual Meeting and is expected to give a presentation.

86 (d) In special circumstances, exceptions to the above attendance requirements may be granted upon
87 recommendation by the AESC officers and a majority vote of the Active members present at a Business
88 meeting.

89 **Article IV: OFFICERS AND COMMITTEES**

90 Section 4.1 Officers.

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

107 Section 4.2 Nominations.

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109 A Nominating Committee consisting of the current President, who shall act as chair, and former presidents
110 of the AESC present at the Annual Meeting shall submit the names of candidates for office. These
111 nominees and any other individual(s) nominated and seconded by an Active member shall be subject to a
112 vote of the Active members present at the Annual Meeting. A majority vote is required for election.
113

114 Section 4.3 Duties of Officers.

115
116 (a) President. The President shall hold office for one (1) year and, as the chief executive officer, manage
117 the general affairs of the AESC. The President also shall be responsible for selecting the site for the annual
118 meeting in consultation with the Executive Committee.
119

120 (b) President-Elect. The President Elect shall serve as program chair for the Annual Meeting and succeed
121 the President after one (1) year in office.
122

123 (c) Secretary-Treasurer. The term of office of the Secretary-Treasurer shall be two years. The Secretary-
124 Treasurer shall perform all duties commonly incident to this office.
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126 (d) Recording Secretary. The term of office of the Recording Secretary shall be two years. The Recording
127 Secretary shall keep minutes of all meetings of the American Eye Study Club.
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129 Section 4.4 Vacancies.

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131 In the event that the office of President becomes vacant, the President-elect shall complete any unexpired
132 portion of the term of office in addition to his/her own term as President. If any other office becomes
133 vacant, a successor for the unexpired term shall be appointed by a majority vote of the remaining officers.
134 The appointee shall be subject to approval by a majority vote of the Active members present at the next
135 Business meeting.
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137 Section 4.5 Committees

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139 The Executive Committee shall be composed of the officers of the AESC and shall be responsible for
140 ongoing oversight of the Club functions. The President serves as chair of the Executive Committee. All
141 other committees, with the exception of the Nominating Committee, will be appointed as necessary by the
142 President. All committees of the Club shall meet at the call of the chair.
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145 **Article V: MEETINGS**

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147 Section 5.1 Annual Meetings.

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149 The AESC will have one scientific meeting a year designated as the Annual Meeting, and it will be called at
150 such time and place as designated by the President after having given due notice to all members.
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152 Section 5.2 Business Meetings

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154 The AESC shall have at least one Business Meeting of the membership each year for the election of
155 officers, election of new members and to transact any other business of the AESC as may be appropriate. A
156 Business Meeting will take place during the Annual Meeting of the AESC and may take place during the
157 annual meeting of the American Academy of Ophthalmology or in a manner consistent with Section 5.3 of
158 these By-Laws. Notice of any Business Meeting shall be made to the membership at least 30 days in
159 advance.
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162 Section 5.3 Special Meetings.
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164 Special meetings may be called at the discretion of the officers at such time and place as they shall
165 designate after giving due notice to all members at least 30 days in advance. Special meetings may be
166 conducted by teleconference or other electronic means provided that two-way communication is possible
167 for all members participating.
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169 Section 5.4 Quorum.
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171 A quorum shall consist of ten or more Active members present at any Annual, Business or Special meeting.
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173 Section 5.5 Vote Required.
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175 The affirmative vote of a majority of the Active members who are present at a meeting shall be sufficient to
176 elect any officer or to transact any business, unless the matter is one upon which, by express provision of
177 the By-Laws of the AESC, a different vote is required, in which case such express provision shall govern.
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179 Section 5.6 Notice
180

181 Notice to members may be by U.S. Mail or by electronic communication sent to the address listed in the
182 AESC's records.
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184 Section 5.7 Voting
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186 Voting by the membership may be conducted in person by voice, show of hands, written ballot or by
187 electronic means at any business or special meeting. At the discretion of the Executive Committee, a
188 binding electronic vote also may be conducted outside of a business or special meeting provided that
189 information about the matter to be decided is provided to all voting members at least 14 days before the
190 deadline for casting a ballot. Electronic voting shall be conducted in a manner determined by the Executive
191 Committee. Proxy votes shall not be permitted.
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193 **Article VI: AMENDMENT OF BY-LAWS**
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195 These By-Laws may be amended at any Business Meeting or Special Meeting by a two-thirds vote of the
196 Active members present. Proposed amendments shall be reviewed by the officers. A copy of the proposal
197 shall be sent to each Active and Emeritus member or shall be posted on the Club website with a notice to
198 the Active and Emeritus members at least 30 days prior to the meeting at which a vote on proposed
199 amendments is planned.