

Constitution And Bylaws Of The International Society Of Ophthalmic Pathology, Inc.

Article I - Name

This corporation shall be called the INTERNATIONAL SOCIETY OF OPHTHALMIC PATHOLOGY, hereinafter referred to as the "Society".

Article II - Objectives

The purpose of the Society shall be the advancement of ophthalmic pathology through:

- a. Improvement of methods of teaching ophthalmic pathology in medical schools, laboratories, and hospitals.
- b. Coordination of anatomic ophthalmic pathology, ophthalmic pathologic physiology and comparative ophthalmic pathology with allied sciences and techniques.
- c. Promotion of research in ophthalmic pathology.
- d. The formation in consultation with any existing regional ophthalmic pathology societies of national or larger geographic divisions.
- e. Convocation of meetings and congresses for exchange of scientific information and ideas.

The Society shall not exist for pecuniary profit and no part of its funds shall inure to the private benefit of any member, officer, or director.

Article III - Membership

Section 1 - Membership shall be international in scope and shall consist of the following categories: regular members, junior members, associate members, and honorary members. These classes shall be defined in the Bylaws.

Section 2 - Election to membership shall be by the Executive Committee. Each applicant shall be sponsored by two members of the Society and the candidate's application shall be accompanied by a letter of recommendation from each of the sponsors. Election to honorary membership shall be by the approval of the Council upon written recommendation from a National or Divisional Ophthalmic Pathology Society.

Article IV - Officers, Council and Executive Committee

Section 1- The officers of the Society shall consist of a President, a President-elect, a Secretary-Treasurer, and one or more Vice-Presidents, not to exceed two from any continent, a Local Arrangements Chairperson, and the Program Chairperson. The officers shall be elected in a manner

and shall hold their offices for such term with such right of succession as shall be specified in the Bylaws.

Section 2 - The Council shall consist of the officers, the most recently retired President, hereinafter referred to as the Past President, and the Councillors. The Councillors shall be appointed in the manner and serve for such terms as are specified in the Bylaws.

Section 3 - The Executive Committee shall consist of the officers and the Past President. The Executive Committee shall have the power to act for the Council when the latter is not in session.

Section 4 - The President shall preside at all meetings of the Society. The President shall, together with the other Officers, carry out the policies set forth by the membership, appoint committees and designate replacement members for existing committees. The President's term of office shall be for 4 years and no individual shall serve more than one elected term.

Section 5 - The President-Elect shall perform the duties of the President in the absence of the President and shall succeed to the Presidency in event of the resignation or death of the President. The term of office shall be no more than 4 years. In event of the death or resignation of the President-Elect, a nominating committee of three members shall be appointed by the President and an election shall be conducted by mail by the Secretary-Treasurer.

Section 6 - The Secretary-Treasurer shall keep the roster as specified in these Bylaws, collect dues in the amount specified by the membership, maintain the records and finances of the Society and execute communications to members as designated by the Executive Committee. Term of office will be 4 years and an audit will be made at the end of the term.

Section 7 - The Local Arrangements Chairperson will locate and be responsible for organizing all arrangements for meetings of the organization. The term of office is 4 years. Whenever possible the incumbent will live in the city where the meeting is held. In the event that no member lives in the city where the meeting is held, the President may appoint a non-member as the chairperson.

Article V - Meetings

Section 1 - The International Meetings of the Society shall be held at least every 4 years at the call of the President at such places and times as are decided by the Council.

Section 2 - Regular meetings of the Council shall be held during each International Meeting at the place and time designated by the President.

Section 3 - A special meeting of the Council may be called at any time and from time to time by the President or any six (6) Councillors. A written notice of each such called meeting shall be sent via air mail to each member of the Council by the Secretary-Treasurer of the Society not less than sixty (60) days prior to the date of the meeting; the place and time of the meeting to be designated by

whomsoever calls the meeting and the notice of the meeting shall specify the place and time it will be held.

Section 4- Regular meetings of the Executive Committee shall be held during each International Meeting at the place and time designated by the President.

Section 5 - A special meeting of the Executive Committee may be called at any time and from time to time by the President of the Society or any two other members of the Executive Committee and a written notice of each such called meeting shall be sent via air mail to each member of the Executive Committee by the Secretary of the Society not less than sixty (60) days prior to the date of the meeting; the place and time of the meeting to be designated by whomsoever calls the meeting and the notice of the meeting shall specify the place and time and reason for the meeting.

Section 6 - General business meetings for all members of the Society shall be held during each International Meeting at a place and time designated by the president, and the minutes of each such meeting shall be distributed by mail to all members.

Section 7 - All meetings of the Council and of the Executive Committee, and all International Meetings, and all general business meetings of the Society shall be conducted in English and in accordance with Roberts' Rules of Order Revised, Seventy-fifth Anniversary Edition.

Section 8 - The time and place of the meeting will be determined by the Executive Committee and will be announced to the membership by mail.

Section 9 - The International Meeting will be held as a companion meeting of a major meeting of interest to ophthalmic pathologists.

Section 10 - The agenda of the Business Meeting shall consist of as many of the following activities as determined necessary by the presiding officers:

- a. Call to Order
- b. Recognition of New Members
- c. Necrology
- d. Approval of the Minutes
- e. Report of the President
- f. Report of the Secretary-Treasurer
- g. Reports of the Committees
- h. Old Business
- i. New Business
- j. Election of Officers
- k. Adjournment

Article VI - Transaction of Business

Section 1 - A quorum at each meeting of the Council shall consist of ten (10) members of whom at least one (1) shall be an officer of the Society and there shall be representatives of a majority of the Divisions, provided that all members of the Council shall have been notified of the meeting not less than sixty (60) days prior to the date of the meeting, or shall have waived such notice and time of notice by an instrument in writing.

Section 2 - A quorum at each meeting of the Executive Committee shall consist of the President or President-elect and seven (7) of its other members, provided that all members of the Executive Committee shall have been notified of the meeting not less than sixty (60) days prior to the date of the meeting, or shall have waived such notice and time of notice by an instrument in writing.

Section 3 - A quorum at a general business meeting of the Society shall consist of the members present, of whom at least three (3) shall be officers and four (4) Councillors.

Article VII - Miscellaneous Provisions

Section 1- No part of the net earnings of the Society shall inure to the benefit of or be distributable to its members, officers, or other private persons. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation except that the opinions of the Society may be expressed upon professional matters when these become legislative issues; and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article VIII - Fiscal Affairs

Section 1 - Dues and/or changes in dues shall be recommended by the Executive Committee for membership vote as per Article III of the Constitution.

Section 2 - Annual budget and operating reports shall be submitted to the membership by the President and/or Secretary Treasurer.

Section 3 - The fiscal affairs of the Society shall be the responsibility of the Secretary-Treasurer.

Section 4 - Funds collected in the name of the Society shall be used solely to conduct projects of the Society, not for profit, but exclusively in such a manner that no part of its income or property shall inure to the private benefit of any donor, member, officer, or any individual having personal or professional interest in the Society, except as reasonable compensation for expenses.

Article IX - Procedures

Section 1- Roberts' Rules of Orders shall govern all proceedings at meetings of the Society except when in conflict with the Constitution or By-Laws.

Section 2 - Members who wish to submit matters for consideration or action at any meeting of the Society shall present the item, in writing, to the President at least one month in advance of the meeting.

Article X - Dissolution

Section 1 - Upon dissolution of the Society or termination of its affairs, residual assets shall be distributed according to a plan adopted by a majority of the current officers. But such distribution shall be made only in accordance with the purpose of the Society and shall be subject to any limitations set forth in its constitution and these By-Laws.

Section 2 - Final distribution of the assets of the Society may only be made to institutions, societies or organizations engaged in activities substantially similar to those of this organization.

Article XI - Amendments to the Constitution

This Constitution may be amended by the approval of two-thirds of the members of the Society voting thereon by ballot on a form to be prepared by the Secretary and mailed to each member eligible to vote and after being marked by such member shall be returned to the Secretary-Treasurer so that it will be received by him or her not later than sixty (60) days after being mailed by the Secretary Treasurer, provided, however, that no proposed amendment shall be submitted for adoption unless and until shall have been first reviewed by the Executive Committee and then approved by the Council whose approval and a statement of the reasons therefor together with a copy of the substance of the proposed amendment shall accompany each ballot when it is mailed to each member eligible to vote.

BYLAWS

Chapter I - Membership

Section 1 - Regular members shall consist of those who possess (a) the degree of Doctor of Medicine or its international equivalent, and a minimum of four (4) years of training and experience in ophthalmology and/or pathology, or ophthalmic pathology and who have demonstrated an interest in research and teaching or (b) a doctorate or its international equivalent in veterinary medicine or in an allied biologic science and training, experience, and interests in his field equivalent to those required of Doctors of Medicine. Regular members shall retain such membership by payment of the annual dues as determined by the By-Laws of the Society.

Section 2 - Junior Members shall consist of those who possess the degree of Doctor of Medicine, or its international equivalent, and who are actively engaged in formal training in ophthalmic pathology. Junior Membership shall be limited to the period of formal training not to exceed five (5) years, at which time this membership shall automatically terminate.

Section 3 - Associate Members shall consist of those who possess the degree of Doctor of Medicine, or its international equivalent, who are not engaged in ophthalmic pathology, but who have

demonstrated an active interest in ophthalmic pathology, all as shall be determined by the Executive Committee. They will maintain associate membership by payment of the annual dues as determined by the By-Laws of the Society.

Section 4 - Honorary Members shall consist of persons distinguished for eminent service to medicine and especially to the cause of ophthalmic pathology and to the Society. Other distinguished scientists and physicians with contributions to ophthalmic pathology may be nominated by the Nominating Committee and voted on by the membership for election to honorary membership. Honorary members shall enjoy all rights, benefits and privileges in the Society in perpetuity without payment of dues.

Section 5 - All categories of membership hold equal voting rights and other privileges on a member by member basis.

Section 6 - Membership in all categories is obtained through formal application and is subject to approval by the Executive Committee or its designate. Action of the Executive Committee and a 2/3 vote of the membership attending an announced annual meeting may terminate the membership of any individual in any categories of membership with return of the current year's dues to that terminated member. Such action may be appealed to the membership at large.

Section 7 - The official roster, which shall consist of names, addresses and telephone numbers of all members in each category with currently paid-up dues shall be issued to all members of each category annually.

Chapter II - Dues

Section 1- The annual membership dues of the Society shall be fixed by the Council, shall be payable in advance. Members delinquent in payment of dues for two years may be dropped from membership at the discretion of the Executive Committee.

Section 2 - Junior and Associate Members shall pay nominal dues determined by each Division. Honorary Members will be exempt from dues. Junior, Associate, and Honorary, Members may not vote or hold office in the Society but may be appointed to committees.

Chapter III - Election and Tenure of Officers and Councillors

Section 1 - The officers shall be elected by the International Council to serve the following terms:

- a. The Secretary-Treasurer shall be elected for a term of four (4) years.
- b. All other officers shall be elected for terms of four (4) years.
- c. The term of each office shall commence on the first day of the second month following the adjournment of the meeting at which the officer was elected provided, however, that should it be

necessary to prevent an unoccupied office an officer shall serve until his successor is elected and qualified.

d. The President-elect at the conclusion of his term shall become President.

e. A Vice-President may succeed himself/herself in office without limitation.

f. The Secretary-Treasurer may succeed himself/herself without limitation.

g. No person shall simultaneously hold two (2) offices.

Section 2 - Should any office other than that of President or that of President-elect become vacant, the office shall be filled by the Executive Committee for the remainder of the term. If the office of President shall become vacant, the President-elect shall there-upon become President for the unexpired term, provided that such service shall not affect such person becoming President upon adjournment of the next regular meeting of the Council. In the event that the office of President becomes vacant at a time when the office of President-elect is also vacant, the Executive Committee shall fill the office of President for the remainder of the term.

Section 3 - Each Councillor shall serve for a term of not less than two (2) years from the date of his selection and thereafter until his/her successor shall be selected and qualified.

Section 4 - Should the qualifications of any Councillor to serve on the Council be challenged by any member of the Society, such challenge shall be submitted in writing to the Secretary accompanied by evidence in writing in support of the grounds of such challenge, and the President after the Secretary shall report to this person such challenge shall make a ruling supporting or rejecting such challenge which ruling shall be final and binding on all persons and should the ruling support the challenger, the member challenged shall cease to be a member of the Council as of the date of the ruling.

Chapter IV - Duties of Officers, Council and Executive Committee

Section 1- The Council shall formulate policies and shall authorize disbursements of the Society's funds, except that the endowed funds of the Society shall be spent only after specific authorization by a two-thirds majority vote of the voting members present at a general business meeting of the Society or of those voting when polled by correspondence. The Council shall have authority to act for the Society in all matters except those otherwise specifically provided for in the Constitution or Bylaws.

Section 2 - The Executive Committee, in addition to other duties provided for in the Constitution or Bylaws, shall prepare a budget for the approval of the Council and shall make necessary adjustments according to circumstances, provided, however, that the changes are within the framework of the general policies determined by the Council.

Section 3 - The President shall appoint such committees as are necessary for the proper administration of the Society's affairs.

Section 4 - The Secretary-Treasurer shall maintain a central office for the transaction of the business of the Society and for the housing of its documents. This person shall submit to the Executive Committee and to the Council a report of all transactions.

Section 5 - The Secretary-Treasurer shall collect dues and other funds, disperse monies, and submit to the Executive Committee a financial statement which shall be kept permanently. This person shall also submit an estimated annual budget to the Executive Committee.

Chapter V - Committees

Section 1- The Executive Committee of the Society shall consist of the President, the President-Elect, the Secretary-Treasurer, the immediate past President, the Local Arrangement Chairperson and the Program Committee Chairperson.

Section 2 - The Nominating Committee shall consist of at least three members and shall be appointed for a one year term by the President.

Section 3 - The Program Committee shall consist of no less than three and no more than nine members. Appointments to the committee will be by the current President at least two years before the forthcoming International meeting. The President should exercise careful attention to maintain a balance between committee members representing different interests in ophthalmic pathology. The Program Committee Chairperson will be nominated by the Nominating Committee. In event of the Program Committee Chairperson's resignation or death, the President will designate an acting chairperson from within the Program Committee. The Program Committee Chairperson will be responsible for the theme, planning, selection and invitation of speakers for the scientific program at the Meeting.

Section 4 - Operating Committees: The President shall appoint such other operating committees as deemed necessary to carry out the policies, programs and projects of the Society as determined by a majority vote of the Executive Committee.

Chapter VI - Meetings

Section 1- The Council shall select the location of the International Meetings.

Section 2 - The Executive Committee shall appoint an Organizing Committee for each International Meeting to include representatives of the host country.

Section 3 - The President of the Society shall be the President for the International Meeting.

Section 4 - The Organizing Committee for each International Meeting shall:

- a. Select the specific subjects and the invited speakers.
- b. Approve the budget.
- c. Appoint a local arrangements committee.
- d. Appoint such other committees as it deems appropriate.

Section 5 - The program of each International Meeting shall include scientific sessions and exhibits, the regular meeting of the Executive Committee, the regular meeting of the Council, the general business meeting of the Society, the scientific sessions and if deemed appropriate exhibits.

Section 6 - Registration, course, and other fees collected from Meetings shall be spent in accordance with the budget approved by the Organizing Committee. At the conclusion of any such Meeting or meetings, the Organizing Committee shall meet to receive a full financial statement. Any surplus funds will be distributed appropriately in such manner, in such amounts, and to such recipients as shall be determined by the Organizing Committee in its uncontrolled discretion provided that any transfer of funds of the Society must be controlled by the limitations set forth in Article VII of the Constitution of the Society as amended at the Meeting at which this amendment to the Bylaws is presented, said Article from any Meeting or other meetings effected under its auspices, subject, however, to negotiation with the Organizing Committee and the restrictions and provisions of the said Article IX.

Section 7 - At any regular or special meeting of the Council, each Councillor shall be entitled to vote in person or by written proxy held by a member of the Council present at such meeting.

Section 8 - Without the holding of a meeting, questions to be decided by the Council or the Executive Committee, as the case may be, by the President and a majority of votes cast by such ballots and submitted to the Secretary to be received within sixty (60) days after the submission of the ballots shall be decisive.

Chapter VII - Voting

Section 1 - A quorum for voting shall not be specified except on matters involving the Constitution and By-Laws. Members present at any previously announced official meeting of the Society shall be considered representative of the group. Such official meetings shall be announced in writing to the entire membership.

Section 2 - Members may vote by proxy and a simple majority of votes shall govern on issues other than amendments to the Bylaws, which require a majority of two-thirds. Voting may be conducted by mail ballot of all members at the discretion of the Executive Committee.

Chapter VIII - Committees

Section 1 - The President shall appoint a Nominating Committee consisting of the three (3) persons. When required this committee shall nominate the President Elect, Secretary-Treasurer, at each international meetings of the society recognizing that nominations may also be made from the floor.

Section 2 - The President shall appoint a Scientific Program Committee which will plan and execute the forthcoming International Meetings.

Section 3 - The President may, upon his or her own initiative, and shall upon authorization of the Council, create and appoint such committees as are deemed necessary for the operation of the Society.

Chapter IX - Amendments to the Bylaws

The Bylaws may be amended by the approval of two-thirds of the whole members of the Society voting thereon by mail ballot on a form to be prepared by the Secretary-Treasurer and mailed to each member eligible to vote and after being marked by such member shall be returned to the Secretary-Treasurer so that it will be received by him/her not later than sixty (60) days after being mailed by the Secretary-Treasurer, provided, however, that no proposed amendment shall be submitted for adoption unless and until it shall have been first reviewed by the Executive Committee and then approved by the Council, whose approval and a statement of the reasons therefore together with a copy of the substance of the proposed amendment shall accompany each ballot when it is mailed to each member eligible to vote. The By-Laws may also be modified, amended or eliminated by a two-thirds majority of attendants at an annual meeting or two-thirds majority of respondents to a mail ballot, provided that the membership at large be informed of the specific changes proposed at least two months prior to said meeting or ballot.