

**BYLAWS OF THE FLORIDA SOCIETY OF OPHTHALMOLOGY**  
**ADOPTED AS AMENDED BY THE MEMBERSHIP**  
**SEPTEMBER 15, 2001**

**ARTICLE I**  
**MEMBERSHIP**

**Section 1. Qualifications for Membership:**

The FLORIDA SOCIETY OF OPHTHALMOLOGY, INCORPORATED, hereinafter the "SOCIETY," shall be the sole judge of the qualifications of its members and prospective members. The full, discretionary authority for the admission, suspension, expulsion, and reinstatement of members and the manner of said admission, suspension, expulsion, and reinstatement of members shall be in the membership and may be delegated in accordance with these Bylaws. With limited exceptions, all applicants for active membership must be members in good standing of the Florida Medical Association through their County Medical Society and engaged in the full or part time active practice of ophthalmology. All applicants for active membership not belonging to the Florida Medical Association and their respective County Medical Society or not engaged in the full or part time active practice of ophthalmology must submit their reasons in writing.

All Active SOCIETY members are strongly encouraged to join their local Ophthalmological association, if one exists.

**Section 2. Classes of Membership:**

**A. Voting Memberships:**

1. Active Membership: Active members shall consist of those physicians who are active members in good standing of the FLORIDA SOCIETY OF OPHTHALMOLOGY INCORPORATED, and those physicians in the full or part time active practice of ophthalmology who shall hereafter be elected to active membership in the manner hereinafter provided.

2. Life Membership: Life members shall be members of the SOCIETY who are no longer engaged in the full or part time active practice of ophthalmology, who have been active members in good standing for a period of not less than thirty (30) years. Life membership may also be awarded to individuals who have served in good standing as a president of the SOCIETY and who are no longer engaged in full or part-time active practice of ophthalmology, even though their membership in the SOCIETY may have been less than 30 years. Life membership status shall be awarded at the discretion of the Board of Directors. Life members shall have all of the privileges accorded to active members but shall no longer be required to pay dues and assessments.

**B. Non-Voting Memberships:**

1. Retired Membership: An active member of the SOCIETY no longer engaged in the actual practice of ophthalmology may be elected to retired membership status by the Board of Directors upon recommendation by the Membership Committee. Retired members may not hold office and shall not be required to pay dues or assessments.

2. In-Training Membership: In-Training members shall be physicians who are currently part of a recognized American Medical Association/American Osteopathic Association approved ophthalmology residency training program or fellowship program. In-Training members shall be entitled to all privileges and benefits of active membership and shall pay dues annually as set by the Board of Directors.

3. Affiliate Membership: An Affiliate member shall be physicians who do not practice medicine on a full-time basis in the state of Florida but wish to participate in activities of the SOCIETY and receive applicable membership benefits or, those physicians who are members of their State Society and wish to transfer membership to the Society. Affiliate members may not hold office and shall be required to pay dues annually as set by the Board of Directors.

**Section 3. Manner and Procedure for Admission to Membership:**

The SOCIETY shall be the sole judge of the qualifications and classifications of its members and every application for membership shall be made on the form authorized by the SOCIETY and furnished by the Secretary. Such application form should be properly completed, and accompanied by a letter from one active or life member attesting that the applicant conforms to the ethical standards embodied in the code of ethics. A copy of the bylaws shall be sent to each applicant along with the application form or upon receipt of the application form. The Secretary shall publish the name and address of the applicant and shall promptly submit each completed application for membership to the Membership Committee. No incomplete application shall be submitted to the Membership Committee for consideration.

The Membership Committee shall make a thorough investigation of the applicant and make its recommendation to the Board of Directors. The recommendation of the Membership Committee on each member shall be reviewed by the Board of Directors and the applicant may then be voted upon by the Board of Directors at any regular or special meeting.

Objections to any applicant for membership may be raised by any member prior to the vote of the Board of Directors. Objections by a member of the Membership Committee or a member of the Board of Directors shall be considered by the Board of Directors in making its determination. Objections from other members shall cause the application to be returned to the Membership Committee for further consideration and report at the next Board of Directors Meeting. Any member may raise an objection to any applicant by filing said objection in writing with the Secretary. The objecting member may be invited to the meeting of the Membership Committee at which said application is to be considered.

Actions of the Board of Directors unfavorable to applicants shall not be published to the membership. The actions of the Board of Directors are confidential, except for the result thereof, and shall not be revealed to any person including the applicant. Whenever an applicant has been denied membership, no further application of said applicant may be considered for one (1) year from the date of the denial.

#### **Section 4. Resignation:**

A member desiring to resign from membership in the SOCIETY shall submit a resignation in writing and such resignation shall not be effective until accepted by the Board of Directors. Upon acceptance of such resignation, the member ceases to be a member of the SOCIETY. Such a resignation operates as a forfeiture of all rights, interests, or claims in or against the SOCIETY.

#### **Section 5. Voluntary Withdrawal/Expulsion:**

Any person who has been dropped from membership because of nonpayment of dues and/or assessments, or who has resigned from membership, may make written application to the chairperson of the Membership Committee for admission in the usual manner provided for applicants. Reinstatement within thirty (30) days after being dropped for nonpayment of dues and/or assessments may be requested by letter and need not be by application. Such requests shall be accompanied by payment of any indebtedness to the SOCIETY. Any re-application made after one year non-membership status shall be considered a new application and processed as such. Repayment of previous indebtedness shall not apply.

#### **Section 6. Conditions of Membership:**

Each member of the SOCIETY becomes a member subject to the Charter and the Bylaws of the SOCIETY and to all disciplinary proceedings authorized thereby. Such membership is subject to termination as provided herein. Each member agrees to be guided professionally by the Code of Ethics of the American Medical Association, Judicial Council of the Florida Medical Association, the Code of Ethics of the American Academy of Ophthalmology, Inc., and the rules of the SOCIETY governing the conduct of its members, and the Code of Ethics of the FLORIDA SOCIETY OF OPHTHALMOLOGY, INCORPORATED.

Members of the SOCIETY shall not have any vested right, interest or privileges of, in, or to the assets, functions, affairs, or franchises of the SOCIETY, or any right, interest or privilege which may be transferable or inheritable or which shall continue if membership ceases or while a member is not in good standing.

#### **Section 7. Leave of Absence:**

A member in good standing who is temporarily absent from Florida because of military service, study, research, or similar reason, may, at the discretion of the Board of Directors, be granted a leave of absence for a specified period of time. A member granted a leave of absence shall not be required to pay dues or assessments nor vote or hold office during the period of such leave. Restoration of membership status upon return shall be automatic upon request of member.

#### **Section 8. Loss of License:**

Membership in the SOCIETY shall automatically be revoked, without requirement of any action by the Membership Committee or the Board of Directors, with reference to any member who has had his or her Florida Medical License or Florida Osteopathic License suspended or revoked by the State Board of Medical Examiners or the State Board of Osteopathic Medical Examiners, as the case may be. Restoration of his or her Medical License or Osteopathic License shall make the former member eligible to reapply for membership under the same terms and conditions as any other applicant for membership.

#### **Section 9. Felony Conviction:**

Conviction of a felony results in automatic suspension of membership. Such membership shall be automatically terminated if an appeal for such conviction is not filed within the time required by law or if the conviction is ultimately upheld by the appellate process. Exoneration as the result of an appeal shall result in automatic restoration of membership.

## **ARTICLE II**

### **DUES AND ASSESSMENTS**

#### **Section 1. Dues:**

Dues shall be due and payable as of January 1 of each year and dues not paid by April 1 following are deemed to be in arrears. Annual dues may be prorated for part time practicing ophthalmologists, who are practicing less than 20 hours a week, based upon objective information at the discretion of the Board of Directors. Any member whose dues are in arrears shall not vote or otherwise participate in the activities of the SOCIETY. If a member whose dues are in arrears fails to pay said dues by August 1, following the due date, said individual's membership shall be automatically terminated without further notice. Dues statements shall be mailed to the general membership no later than December 15 of each year. A second notice, which shall include a description of the penalty for dues delinquency, shall be mailed by April 1. A third notice with termination advice shall be mailed on July 1 by certified letter.

## **Section 2. Assessments:**

A special assessment may be made against the members at any regular meeting of the SOCIETY, including the annual meeting, provided that a written petition of ten (10) active members in good standing is filed with the Secretary twenty (20) days before the meeting and the notice of the resolution or motion is published to the membership at least ten (10) days prior to the meeting. The motion or resolution making the assessment shall prescribe the due date for the assessment and the date such assessment is deemed to be in arrears if not paid (in which case a member shall lose the same privileges as though dues were in arrears) and the date when a delinquent member shall cease to be a member if such assessment is not paid, shall be seven (7) months after the due date of the assessment. Assessments for such matters as deemed to be urgent may be made by the President with the concurrence of the majority of the Board of Directors.

## **ARTICLE III RULES GOVERNING THE CONDUCT OF MEMBERS**

### **PREAMBLE**

The Code of Ethics of the Florida Society of Ophthalmology applies by its terms to the SOCIETY and to its members in their capacities as members of the SOCIETY, and not in any other capacities, and is enforceable by the SOCIETY.

### **A. PRINCIPLES OF ETHICS**

The Principles of Ethics form the first part of this Code of Ethics. They are aspirational and inspirational model standards of exemplary professional conduct for all members of the SOCIETY in any class of membership. They serve as goals for which SOCIETY members should constantly strive. The Principles of Ethics are not enforceable.

1. Ethics in Ophthalmology. Ethics address conduct and relate to what behavior is appropriate or inappropriate, as reasonably determined by the entity setting the ethical standards. An issue of ethics in ophthalmology is resolved by the determination that the best interests of the patients are served.
2. Providing Ophthalmological Services. Ophthalmological services must be provided with compassion, respect for human dignity, honesty, and integrity.
3. Competence of the Ophthalmologist. An ophthalmologist must maintain competence. Competence can never be totally comprehensive, and therefore must be supplemented by other colleagues when indicated. Competence involves technical ability, cognitive knowledge, and ethical concerns for the patient. Competence includes having adequate and proper knowledge to make a professionally appropriate and acceptable decision regarding the patient's management.
4. Communication with the Patient. Open communication with the patient is essential. Patient confidences must be safeguarded within the constraints of the law.
5. Fees for Ophthalmological Services. Fees for ophthalmological services must not exploit patients or others who pay for the services.
6. Corrective Action. If a member has a reasonable basis for believing that another person has deviated from professionally-accepted standards in a manner that adversely affects patient care or from the Rules of Ethics, the member should attempt to prevent the continuation of this conduct. This is best done by communicating directly with the other person. When the action is ineffective or is not feasible, the member has a responsibility to refer the matter to the appropriate authorities and to cooperate with those authorities in their professional and legal efforts to prevent the continuation of the conduct.
7. An Ophthalmologist's Responsibility. It is the responsibility of an ophthalmologist to act in the best interest of the patient.

### **B. RULES OF ETHICS**

The Rules of Ethics form the second part of this Code of Ethics. They are mandatory and descriptive standards of minimally-acceptable professional conduct for all members of the SOCIETY in any class of membership. The Rules of Ethics are enforceable.

1. Competence. An ophthalmologist is a physician who is educated and trained to provide medical and surgical care of the eyes and related structures. An ophthalmologist should perform only those procedures in which the ophthalmologist is competent by virtue of specific training or experience or is assisted by one who is. An ophthalmologist must not misrepresent credentials, training, experience, ability, or results.
2. Informed Consent. The performance of medical or surgical procedures shall be preceded by appropriate informed consent.
3. Clinical Trials and Investigative Procedures. Use of clinical trials or investigative procedures shall be approved by adequate review mechanisms. Clinical trials and investigative procedures are those conducted to develop adequate information on which to base prognostic or therapeutic decisions or to determine etiology or pathogenesis, in circumstances in which insufficient information exists. Appropriate informed consent for these procedures must recognize their special nature and ramifications.
4. Other Opinions. The patient's request for additional opinion(s) shall be respected. Consultation(s) shall be obtained if required by the condition.
5. The Impaired Ophthalmologist. A physically, mentally or emotionally impaired ophthalmologist should withdraw from those aspects of practice affected by the impairment. If the impaired ophthalmologist does not cease inappropriate behavior, it is the duty of other ophthalmologists who know of the impairment to take action to attempt to assure correction of the situation. This may involve a wide range of remedial actions.

6. Pretreatment Assessment. Treatment shall be recommended only after a careful consideration of the patient's physical, social, emotional, and occupational needs. The ophthalmologist must evaluate the patient and assure that the evaluation accurately documents the ophthalmic findings and the indications for treatment. Recommendation of unnecessary treatment or withholding of necessary treatment is unethical.

7. Delegation of Services. Delegation is the use of auxiliary health care personnel to provide eye care services for which the ophthalmologist is responsible. An ophthalmologist must not delegate to an auxiliary those aspects of eye care within the unique competence of the ophthalmologist (which do not include those permitted by law to be performed by auxiliaries). When other aspects of eye care for which the ophthalmologist is responsible are delegated to an auxiliary, the auxiliary must be qualified and adequately supervised. An ophthalmologist may make different arrangements for the delegation of eye care in special circumstances, so long as the patient's welfare and rights are the primary considerations.

8. Postoperative Care. The providing of postoperative eye care until the patient has recovered is integral to patient management. The operating ophthalmologist should provide those aspects of postoperative eye care within the unique competence of the ophthalmologist (which do not include those permitted by law to be performed by auxiliaries). Otherwise, the operating ophthalmologist must make arrangements before surgery for referral of the patient to another ophthalmologist, with the patient's approval and that of the other ophthalmologist. The operating ophthalmologist may make different arrangements for the provision of those aspects of postoperative eye care within the unique competence of the ophthalmologist in special circumstances, such as emergencies or when no ophthalmologist is available, so long as the patient's welfare and rights are the primary considerations. Fees should reflect postoperative eye care arrangements with advance disclosure to the patient.

9. Medical and Surgical Procedures. An ophthalmologist must not misrepresent the service that is performed or the charges made for that service.

10. Procedures and Materials. Ophthalmologists should order only those laboratory procedures, optical devices, or pharmacological agents that are in the best interest of the patient. Ordering unnecessary procedures or materials or withholding necessary procedures or materials is unethical.

11. Commercial Relationships. An ophthalmologist's clinical judgement and practice must not be affected by economic interest in, commitment to, or benefit from professionally-related commercial enterprises.

12. Communications to Colleagues. Communications to colleagues must be accurate and truthful.

13. Communications to the Public. Communications to the public must be accurate. They must not convey false, untrue, deceptive, or misleading information through statements, testimonials, photographs, graphics or other means. They must not omit material information without which the communications would be deceptive. Communications must not appeal to an individual's anxiety in an excessive or unfair way; and they must not create unjustified expectations of results. If communications refer to benefits or to other attributes of ophthalmic procedures that involve significant risks, realistic assessments of their safety and efficacy must also be included, as well as the availability of alternatives and, where necessary to avoid deception, descriptions and/or assessments of the benefits or other attributes of those alternatives. Communications must not misrepresent an ophthalmologist's credentials, training, experience or ability, and must not contain material claims of superiority that cannot be substantiated. If a communication results from payment by an ophthalmologist, this must be disclosed unless the nature, format or medium makes it apparent.

14. Interrelations Between Ophthalmologists. Interrelations between ophthalmologists must be conducted in a manner that advances the best interests of the patient, including the sharing of relevant information.

15. Conflict of Interest. A conflict of interest exists when professional judgment concerning the well-being of the patient has a reasonable chance of being influenced by other interests of the provider. Disclosure of a conflict of interest is required in communications to patients, the public, and colleagues.

### **C. ADMINISTRATIVE PROCEDURES**

The Administrative Procedures form the third part of this Code of Ethics. They provide for the structure and operation of the Ethics Committee; and they detail procedures followed by the Ethics Committee and by the Board of Directors of the SOCIETY in handling inquiries or challenges raised under the Rules of Ethics. All ophthalmologists who are members of the SOCIETY in any class of membership are required to comply with these Administrative Procedures; failure to cooperate with the Ethics Committee or the Board of Directors in a proceeding on a challenge may be considered by the Ethics Committee and by the Board of Directors according to the same procedures and with the same sanctions as failure to observe the Rules of Ethics.

#### **1. Ethics Committee:**

a. The Committee. The Board of Directors appoints at least five, but not more than nine, ophthalmologists who are Voting Members of the SOCIETY to serve two-year, staggered terms as members of the Ethics Committee. The Board of Directors makes its appointments to the Committee from among respected ophthalmologists who will, to the extent practicable, assure that the Committee's composition is balanced as to relative age, diversity and experience and as to the emphasis of the appointees upon practice, education, research, or other endeavors within ophthalmology. Members of the Ethics Committee may serve no more than two two-year terms. A member appointed as Chair or Vice Chair of the Committee may serve no more than two two-year terms. Members may resign from the Committee at any time. Membership on the Ethics Committee may be terminated by the Board of Directors at any time and for any reason. Vacancies on the Committee are filled by the Board of Directors. The Committee members will be reimbursed for reasonable and necessary expenses under guidelines approved the Board of Directors. The Ethics Committee is responsible for (i) developing and implementing an educational program regarding professional ethics and the Code of Ethics of the SOCIETY especially among ophthalmologists and ophthalmologists-in-training who are members of the SOCIETY, (ii) responding to each inquiry regarding ethics, and, if appropriate, making a recommendation to the Board of Directors regarding action such as the development of an advisory opinion interpreting the Rules of Ethics in this Code; (iii) investigating each challenge regarding ethics and recommending whether

the Board of Directors should make a determination that a member of the SOCIETY has failed to observe the Rules of Ethics in this Code, and recommending an appropriate sanction; and (iv) serving as a resource for the SOCIETY, its members and the Board of Directors regarding professional ethics and ethical issues; and (v) assessing the Principles of Ethics, Rules of Ethics and Administrative Procedures in this Code periodically and recommending any amendments to the Board of Directors.

b. The Chair of the Committee. The Chair of the Committee shall be appointed by the Board of Directors. The Chair of the Committee is responsible directly and exclusively to the Board of Directors. The Chair is reimbursed for expenses and is provided, upon the approval of the Board of Directors, with staff, legal counsel, and other resources necessary to fulfill the responsibilities of administering this Code. The Chair presides at, and participates in, all meetings and hearings of the Ethics Committee, except at any hearing at which the Committee considers the possible failure of a member of the SOCIETY to observe the Rules of Ethics in this code. The Chair is responsible for ensuring that these Administrative Procedures are followed. The Chair maintains liaison with entities, both public and private, which are interested or involved in medical ethics, particularly as they relate to ophthalmology.

c. The Vice Chair of the Committee. The Board of Directors appoints one member of the Committee as the Committee's Vice Chair to serve, at the will of the Board of Directors, in the place of the Chair when the Chair is unable to serve.

d. Meetings of the Ethics Committee. Meetings of the Ethics Committee are called upon at least seven days' written notice to Committee members, which notice includes a copy of the agenda for the meeting. A quorum consists of a majority of all of the appointed Committee members. Voting is by majority of those present at a meeting (or by a majority of those submitting votes in a mail vote). Mail voting without a meeting is permitted where all Committee members submit mail votes or abstentions. Voting by proxy is not permitted. A member of the Committee must decline to participate in the consideration of, or the decision in, any matter before the Committee in which the member has a personal interest.

e. Indemnification and Insurance. All Ethics Committee members, staff, and other individuals engaged in investigations at the written request of the Chair, are indemnified and defended by the SOCIETY against liability arising from Committee-related activities to the extent provided by the Bylaws of the SOCIETY for Ethics Committee members, Board of Directors members, officers, employees and agents. The SOCIETY maintains indemnification insurance against such liability.

## **2. Inquiries and Challenges:**

a. Preliminary Review. The Chair preliminarily reviews each submission involving this Code of Ethics to consider whether it may be an inquiry (i.e., a request for issuance by the Board of Directors of an advisory opinion interpreting the Rules of Ethics in this Code) or a challenge (i.e., a request for a finding by the Board of Directors that a member of the SOCIETY has failed to observe the Rules of Ethics in this Code). A submission involving this Code of Ethics, whether or not it is designated or phrased as an inquiry or challenge, may be construed by the Chair or the Committee as either an inquiry or a challenge in light of information in the submission. Inquiries may be considered without regard to their means or form of submission. Challenges relating to information not in the public domain are not considered unless they are submitted in writing and signed by their submitters. A published advertisement need not have a signed submitter. Inquiries or challenges may be submitted by ophthalmologists (whether or not they are members of the SOCIETY), other physicians, health care institutions, health care reimbursers, allied health professionals, patients or organizations representing any of these.

b. Preliminary Disposition. Upon preliminary review of a submission involving this Code of Ethics, the Chair may conclude, in the Chair's sole discretion, that the submission (i) contains insufficient information on which to base an investigation or (ii) is patently frivolous or inconsequential. For example, the Chair may conclude that a submission does not present an issue of interpretation of the Rules of Ethics in this Code adequate to constitute a valid and actionable inquiry and to justify bringing the submission before the Committee for investigation and recommendation to the Board of Directors on issuance of an advisory opinion. Similarly, the Chair may conclude that a submission does not present an issue of the failure of a member of the SOCIETY to observe the Rules of Ethics in this Code adequate to constitute a valid and actionable challenge and to justify bringing the submission before the Committee for investigation and recommendation to the Board of Directors on a determination of failure to observe the Rules of Ethics. If the Chair so concludes, the submission is disposed of by notice from the Chair to its submitter, if the submitter is identified. Each such preliminary disposition by the Chair of a submission involving this Code of Ethics shall be reported to the Ethics Committee.

c. Investigation. For each submission involving this Code of Ethics that the Chair concludes is a valid and actionable inquiry or challenge, the Committee conducts an investigation into its specific facts or circumstances to whatever extent is necessary in order to clarify, expand, or corroborate the information provided by the submitter, or in order to determine, with respect to a challenge, whether it is most appropriately raised under the Rules of Ethics in this Code and considered further by the Ethics Committee and Board of Directors, rather than by some other entity engaged in the administration of law or the regulation of the conduct of physicians, such as a law enforcement agency, physician licensing authority, medical quality review board, or professional peer review committee. The Chair may supervise each investigation and may conduct an investigation personally. The Chair may be assisted in the conducting of an investigation by other Ethics Committee members or by Committee staff. The Chair may also be assisted by any other individual, (i) whose location, professional position, or expertise might facilitate the investigation; (ii) whose assistance is requested in writing by the Committee Chair; and (iii) who agrees in writing to follow the Administrative Procedures of this Code; but only when all three of those conditions are fulfilled. A member of the SOCIETY who is the subject of a valid and actionable challenge is informed in writing at the beginning of the Committee's investigation as to (i) the nature of the challenge; (ii) the obligation to cooperate fully in the Committee's investigation of the challenge; and (iii) the opportunity to request a hearing on the challenge before the Ethics Committee. Investigations involving challenges are conducted in confidence, with all written communications sealed and marked "Personal and Confidential," and they are conducted objectively, without any indication of prejudice. An investigation may be directed toward any aspect of an inquiry or challenge which is relevant or potentially relevant. The investigation may include one or more site visits and informal interviews with the Member who is the subject of the

Challenge. If at any time during the investigation the Committee determines that the submission involving this Code of Ethics is without merit, the Committee may halt the investigation and report this disposition to the Board of Directors or to the submitter if identified.

### **3. Proceeding on Inquiries:**

a. Hearing on an Inquiry. In the course of an investigation involving an inquiry, the Committee may conduct a public administrative hearing to receive the views of those who are interested in, or may be affected by, issuance by the Board of Directors of an advisory opinion interpreting the Rules of Ethics in this Code. Thirty days' written notice of the hearing is given to the members of the SOCIETY and to others who, in the opinion of the Committee, may be interested in, or affected by, issuance of an advisory opinion. The notice may include a tentative proposed advisory opinion. The hearing is conducted by the Committee with any three or more Committee members participating. The Chair of the Committee serves as the Hearing Officer to preside at the hearing and assure that these Administrative Procedures are followed. The Hearing Officer may issue any appropriate procedural or evidentiary ruling in the course of the hearing and may be assisted by legal counsel. The Hearing Officer presents at the hearing the issues raised by the inquiry, the results of the investigation up to the time of the hearing, and any tentative proposed Committee recommendation to the Board of Directors for an advisory opinion. Information is offered through witnesses, who may be assisted by legal counsel and are subject to questioning by the Committee. Any information may be considered which is relevant or potentially relevant. A transcript or audio recording of the hearing is made. The official record of the hearing becomes part of the investigation of the inquiry.

b. Recommendation of an Inquiry. Upon completion of an investigation involving an inquiry, the Ethics Committee may develop an advisory opinion which is submitted to the Board of Directors for approval.

c. Advisory Opinion. The Board of Directors issues an advisory opinion interpreting the Rules of Ethics in this Code (i) upon the recommendation of the Ethics Committee arising from an inquiry and following an investigation or (ii) upon the recommendation of the Committee arising from its own initiative. A representative of the Committee presents to the Board of Directors, for its review, the recommendations of the Committee and its record of the investigation. Once issued by the Board of Directors, the advisory opinion is promulgated by publication to the members of the SOCIETY. Advisory opinions are compiled by the Ethics Committee, and the compilation is periodically made available to the members of the SOCIETY.

### **4. Proceedings on Challenges:**

a. Hearing on a Challenge. In the course of an investigation involving a challenge, the Committee conducts a private adjudicative hearing if one is requested by the member of the SOCIETY who is the subject of the challenge or at the Committee's own initiative. The member who is the subject of the challenge shall be given at least thirty days' notice of his or her right to request a hearing. The hearing is conducted by the Committee with any three or more Committee members participating, other than (i) the Chair; (ii) any Committee member who assisted substantially in the investigation of the challenge; and (iii) any Committee member whose professional activities are conducted at a location in the approximate area of that of the member of the SOCIETY who is the subject of the challenge. To the extent practicable, the Chair shall assure that at least one member of the panel be of the same subspecialty as the member who is the subject of the challenge. Those Committee members participating in the hearing elect from their number a Hearing Officer to preside at the hearing and assure that these Administrative Procedures are followed. The Hearing Officer may issue any appropriate procedural or evidentiary ruling in the course of the hearing and may be assisted by legal counsel. The Hearing Officer, or a person or persons designated by the Hearing Officer, shall summarize for the Ethics Committee the results of the investigation up to the date of the hearing which are believed to support a finding that the member has failed to observe the Rules of Ethics, and may make such other introductory factual remarks as the Hearing Officer or the Hearing Officer's designate deems appropriate. A person designated by the Ethics Committee shall present the facts indicating that the member has failed to observe the Rules of Ethics, including documentary evidence and the testimony of the witnesses. Those witnesses shall be available in person or by telephone for questioning by the members of the Ethics Committee or its legal counsel and by the member or the member's legal counsel or other representative. The member subject to the challenge may be assisted at the hearing, at their sole cost and expense, by legal counsel or another representative selected by the member. The member, legal counsel, or other representative may present documentary evidence and the testimony of witnesses in the member's defense. Those witnesses shall be available in person or by telephone for questioning by the member, the member's legal counsel, or other representative, and members of the Ethics Committee and its legal counsel. Any information may be considered which is relevant or potentially relevant. The hearing officer shall assure that a transcript or audio recording of the hearing is made. The hearing is closed to all except the Committee, the Chair, the member of the SOCIETY who is the subject of the challenge, their witnesses and counsel, staff, and official reporter. The official record of the hearing becomes a part of the record of the investigation of the challenge.

b. Recommendation of a Challenge. Upon completion of an investigation involving a challenge, the Ethics Committee recommends whether the Board of Directors should make a determination that the member of the SOCIETY who is the subject of the challenge has failed to observe the Rules of Ethics in this Code. When the Ethics Committee recommends a determination by the Board of Directors of non-observance, the Ethics Committee also recommends imposition by the Board of Directors of an appropriate sanction. A copy of the recommendation and a statement of the basis of the recommendation shall be provided to the member who is the subject of the challenge. If the Ethics Committee so recommends, a proposed determination with a proposed sanction is prepared under the supervision of the Chair and is presented by a representative of the Committee to the Board of Directors, along with the record of the Ethics Committee's investigation. If the Ethics Committee recommends against a determination of non-observance, the challenge is dismissed, with notice to the member of the SOCIETY who is the subject of the challenge and to the submitter of the challenge, and a summary report is made to the Board of Directors. In the sole discretion of the Committee and with the written consent of the member who was the subject of the challenge, the Committee may recommend to the Board of Directors that the fact of dismissal of

the challenge (and, in appropriate cases, the reason for dismissal) be publicized, and the Board of Directors may, in its sole discretion, determine the nature, extent and manner of such publication.

c. **Determination of Non-Observance.** The Board of Directors makes the determination whether a member of the SOCIETY has failed to observe the Rules of Ethics in this Code and imposes an appropriate sanction upon the recommendation of the Ethics Committee arising from a challenge and following an investigation. The Board of Directors reviews the recommendation of the Ethics Committee based upon the record of the investigation. The Board of Directors may accept, reject or modify the Ethics Committee's recommendation, either with respect to the determination of non-observance or with respect to the sanction. If the Board of Directors makes a determination of non-observance, this determination and the imposition of a sanction are promulgated by written notice to the affected member of the SOCIETY and to the submitter of the challenge, if the submitter agrees in advance and in writing to maintain in confidence whatever portion of the information is not made public by the Board. Additional publication occurs only to the extent provided in the sanctions themselves. If the Board of Directors does not make a determination of non-observance, the challenge is dismissed, with notice to the affected member and to the submitter of the challenge.

d. **Alternative Disposition.** Before the Committee makes any recommendation to the Board of Directors as to a determination that a member of the SOCIETY has failed to observe the Rules of Ethics in this Code, the Committee may request that the Board of Directors extend to the member an opportunity to submit a proposed alternative disposition of the matter in whole or in part upon terms and conditions suggested by the Ethics Committee. The terms and conditions may include sanctions and restrictions which are the same, as, different from, or more or less restrictive than the sanctions contained in the following lettered paragraphs, but shall in all cases include a written assurance by the member that the possible non-observance has been terminated and will not recur. The decision of the Ethics Committee on whether to request that the Board of Directors extend such an offer is entirely within the Committee's own discretion, based upon its investigation of the challenge and upon its assessment of the nature and severity of the possible non-observance when viewed from the point of view of what is in the best interests of patients of the member of the SOCIETY who is the subject of the challenge. The decision of the Board of Directors whether to subsequently extend such an offer is likewise entirely within the Board of Directors's own discretion. If an opportunity to submit a proposed alternative disposition is extended, an alternative disposition will be considered only if the member submits to the Board of Directors the proposed alternative disposition within thirty (30) days of the date of the Board of Directors' notice that it is extending such an opportunity. If the member timely submits a proposed alternative disposition that is accepted by the Board of Directors, the matter shall be resolved on the basis of the alternative disposition, and notice shall be given to the submitter of the challenge, only if the submitter agrees in advance and in writing to maintain the information in confidence.

e. **Sanctions.** Any of the following sanctions may be imposed by the Board of Directors upon a member of the SOCIETY who, the Board of Directors had determined, has failed to observe the Rules of Ethics in this Code, although the sanction applied must reasonably relate to the nature and severity of the non-observance, focusing upon reformation of the conduct of the member and deterrence of similar conduct by others:

- i. Reprimand to the member of the SOCIETY, with publication of the determination and with or without the member's name;
- ii. Suspension of the member from the SOCIETY for a designated period, with publication of the determination and with or without publication (at the discretion of the Board of Directors) of the member's name; or
- iii. Termination of the member from the SOCIETY, with publication of the determination and of the member's name.

Members of the SOCIETY who are suspended are deprived of all benefits and incidents of membership during the period of suspension, except continued participation in SOCIETY insurance programs. In addition, if the member is suspended with publication of the name or terminated, and, if an appeal (if any) sustains the determination on which the sanction is based, the Board of Directors may authorize the Ethics Committee to communicate the determination and transfer a summary or the entire record of the proceeding on the challenge to an entity engaged in the administration of law or the regulation of the conduct of physicians, in a proceeding that relates to the subject matter of the challenge, provided, however, that the entity is a federal or state administrative department or agency, law enforcement agency, physician licensing authority, medical quality review board, professional peer review committee, or similar entity; and the Chair of the Ethics Committee may appear if requested as a witness to that determination and record. Except in the instance of communication of the determination and transfer of the record, or in the instance of request of the record by the member of the SOCIETY who was the subject of the challenge, the entire record, including the record of any appeal, is sealed by the Ethics Committee and the Board of Directors and no part of it is communicated by the members of the Board of Directors, the members of any appellate body, the members of the Ethics Committee, the staff or any others who assisted in the proceeding on the challenge, to any third parties. Members of the SOCIETY whose membership has been terminated may not reapply for membership in any class.

f. **Appeal.** Within thirty days of receipt of notice of a determination by the Board of Directors that a member of the SOCIETY has failed to observe the Rules of Ethics in this Code and of imposition of a sanction, the affected member may submit to the Board of Directors in writing a request for an appeal. The Board of Directors establishes an appellate body consisting of at least three, but not more than five, ophthalmologists who are Voting Members of the SOCIETY and who did not participate in the Ethics Committee's investigation or in the Board of Directors's determination. The appellate body conducts and completes the appeal within ninety days after receipt of the request for an appeal. The purpose of the appeal is to provide an objective review of the original challenge, the investigation and recommendation of the Ethics Committee, and the determination of the Board of Directors, but not, however, the sanction imposed. The appeal is limited to a review of the Ethics Committee's and Board of Directors's application of the Rules of Ethics in this Code to the facts established in the investigation of the challenge and to a review of the procedures followed to ascertain whether they were consistent with those detailed in these Administrative Procedures. An appeal may not take into consideration any matters not included as part of the record of the Ethics Committee's investigation and the Board of Directors's determination. The appeal consists of a review by the appellate body of the entire record of the proceeding on the challenge and written appellate submissions of the member of the SOCIETY who was the subject of the challenge and of the Board of Directors. Written appellate submissions and any reply

submissions may be made by authorized representatives of the member and of the Board of Directors. Submissions are made according to whatever schedule is established by the appellate body. The decision of the appellate body either affirms or overrules the determination of the Board of Directors on non-observance of the Rules of Ethics in this code by a member of the SOCIETY. The decision does not address the sanction imposed by the Board of Directors. The decision of the appellate body, including a statement of the reasons for the decision, is reported to the Board of Directors. The decision is binding upon the Board of Directors, the member who is the subject of the challenge, the Ethics Committee, and all other persons.

g. Resignation. If a member of the SOCIETY who is the subject of a challenge resigns from the SOCIETY at any time during the pendency of the proceeding on the challenge, the challenge is dismissed without any further action by the Ethics Committee, the Board of Directors, or an appellate body established after an appeal; the entire record is sealed, and the member may not reapply for membership in any class. The Board of Directors may authorize the Ethics Committee to communicate the fact and date of resignation, the name and address of the member who resigned, and the fact that a challenge pursuant to the Code of Ethics was pending at the time of the resignation. Such communications shall not reveal the nature of the challenge. In addition, the Board of Directors may authorize the Ethics Committee to communicate the fact and date of resignation, and the fact and general nature of the challenge on which a proceeding was pending at the time of the resignation to, and at the request of, an entity engaged in the administration of law or the regulation of the conduct of physicians, in a proceeding that relates to the subject matter of the challenge, provided, however, that that entity is a law enforcement agency, physician licensing authority, medical quality review board, professional peer review committee, or similar entity.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Composition of the Board:**

The Board of Directors shall consist of the following: the President, President-Elect, the Vice Presidents, the Secretary-Treasurer, the two (2) immediate Past Presidents, the Chairperson of each Standing Committee of the SOCIETY, the Florida Medical Association Subspecialty Council Representative of the SOCIETY, the SOCIETY Representatives to the Florida Medical Association, the designated representative from each university-affiliated Department of Ophthalmology, the Presidents of organized regional ophthalmology societies, duly recognized by the SOCIETY, the Chairperson of the Florida Eye Injury and Disease Foundation, and Representatives of the SOCIETY to the Council of the American Academy of Ophthalmology, Incorporated. Any SOCIETY member who is a member of the Florida Legislature or the United States Congress may serve as an advisory member. No member of the Board of Directors shall have more than one (1) vote. Each member of the Board of Directors must be a member in good standing of the FLORIDA SOCIETY OF OPHTHALMOLOGY, INCORPORATED.

### **Section 2. Duties.**

The management of the FLORIDA SOCIETY OF OPHTHALMOLOGY, INCORPORATED shall be vested in the Board of Directors. The Board of Directors, for all legal purposes, shall constitute the governing body of the SOCIETY with power to transact such business as it deems advisable in the best interest of the SOCIETY and it shall have such other powers and duties as hereinafter provided.

The Board of Directors shall act as a reference committee for the SOCIETY and all motions and resolutions which affect the professional or other policy of the SOCIETY shall, after being presented upon the floor of a membership meeting of the SOCIETY and duly seconded, be referred to the Board of Directors for its report and recommendations before being debated or voted upon. The Board of Directors shall render a report upon such motion or resolution at the next regular meeting of the membership of the SOCIETY or, in the event of a matter requiring earlier attention, shall render such report as early as possible after a special meeting of the Board of Directors sitting as a reference committee.

The Board of Directors shall make the necessary arrangements for the meetings of the SOCIETY and for the transaction of its business and shall perform such other duties as the SOCIETY may direct.

At the annual meeting of the SOCIETY, the members of the Board of Directors shall consider the names submitted to it by the President-elect for appointments to the Standing, other, and Ad Hoc Committees, and shall by vote express its approval or disapproval of the same. No nominee whom the majority of the Board of Directors disapproves shall be appointed by the President to any Standing, other, or Ad Hoc Committee.

The Board of Directors shall act upon charges against members of the SOCIETY upon which the Ethics Committee has found probable cause, as provided by these Bylaws.

The Board of Directors by a majority vote shall fill vacancies in any elected office for the unexpired term thereof at the first meeting after the vacancy is created, except where otherwise provided by these Bylaws.

The Board of Directors shall have the responsibility for interpretation of these Bylaws should any question arise concerning their application, interpretation or usage.

The Board of Directors shall transact the business of the SOCIETY but it shall not have power to amend these Bylaws, or to take other actions reserved to the membership alone by these Bylaws.

At the meeting preceding the annual meeting of the SOCIETY, the Board of Directors shall receive and consider the annual reports of the officers and all committees. It shall prepare a report for presentation at the annual meeting based upon these reports, or in lieu thereof, may direct that the Chairpersons of the various committees render reports directly to the membership. The Board of Directors shall make such recommendations to the membership as its judgement may dictate and shall also present a report of its own proceedings for the year.

### **Section 3. Meetings of the Board of Directors:**

The Board of Directors shall hold a regular meeting at least twice a year. The regular meeting of the Board of Directors shall precede the regular meetings of the membership and the annual meetings of the SOCIETY.

Special meetings of the Board of Directors shall be called whenever the President deems it necessary or at the written request of three (3) Board of Directors members.

In order to transact business, the Board of Directors shall have a quorum. Seven of the voting members shall constitute a quorum.

Each Board of Directors member will be given no more than three (3) consecutive unexcused absences from scheduled Board of Directors meetings. After three (3) unexcused absences, the member may be removed from the Committee. An alternate may be appointed by an Board of Directors member to take his place at a meeting.

**Section 4. Order of Business:**

The order of business for meetings of the Board of Directors shall be as follows: (a) actions on the minutes of previous regular or special meetings of the Board of Directors; (b) report of the Chairperson of the Ethics Committee; (c) report of the Chairperson of the Membership Committee; (d) the report of the Chairperson of each Standing Committee and of Ad Hoc Committees when requested; (e) unfinished business; (f) new business; and (g) adjournment.

**Section 5. Special Ballot:**

When in the opinion of the Board of Directors there exists any item of business which requires an expression of or the attention of the voting membership, the Board of Directors may direct the Secretary to prepare a ballot containing the proposed resolution or recommendation of the Board of Directors and mail a copy thereof to each voting member. It is intended that this be an alternate method for the submission of matters which would ordinarily be proper items for the agenda of regular or special meetings of the membership, including the annual election. The Board of Directors shall tabulate the ballots and shall verify the results. A majority affirmative vote of the total enrollment of voting members in good standing shall be required to approve any resolution or recommendation which shall be effective immediately upon certification of its passage unless the resolution itself provides for a separate effective date.

**Section 6. Executive Committee:**

An Executive Committee of the Board of Directors composed of the five officers of the SOCIETY (President, President-elect, First Vice-President, Second Vice President, and Secretary/Treasurer), the Immediate Past President, and two more members elected by the Board of Directors from its remaining members shall be formed each year at the annual meeting. The President of the SOCIETY will chair the Executive Committee. The Executive Committee will conduct necessary SOCIETY business between meetings of the Board of Directors. The Board of Directors will review and affirm or modify the Executive Committee's actions. The Executive Committee may conduct its business in whatever format deemed most efficient by the President. For the purpose of a quorum, (4) members will be necessary.

**ARTICLE V  
COMMITTEES**

**Section 1. Standing Committees:** The Standing Committees of the SOCIETY are the (a) Ethics Committee, (b) Membership Committee, (c) Legislation Committee, (d) Public Relations Committee, (e) Program Committee, (f) Managed Care and Third Party Liaison Committee.

**Section 2. Ethics Committee:**

In accordance with Article III, contained in these Bylaws.

**Section 3. Membership Committee:** The Membership Committee shall consist of a Chairperson and four (4) members appointed by the President. Duties of the Membership Committee shall be to examine applicants for membership and perform such duties in respect thereto as provided elsewhere in these Bylaws.

The Membership Committee shall meet biannually and report at each regular meeting of the Board of Directors. Before reporting favorably upon any application for membership, the Membership Committee shall be satisfied that the applicant is a Doctor of Medicine or a Doctor of Osteopathy, that the applicant has complied with the laws of the State of Florida relative to the practice of medicine or osteopathy, that the applicant is of good moral and professional character, standing and reputation, and that applicant's admission will not be prejudicial to the best interest of the SOCIETY and otherwise conforms with requirements of the Charter and Bylaws of the SOCIETY.

The Membership Committee by citation, pursuant to a resolution of the Membership Committee and signed by its Chairperson or any two (2) of its members, may summon any member of the SOCIETY upon not less than ten (10) days written notice to appear before it to give information with respect to the eligibility for membership of any applicant. All such information given to the Membership Committee pursuant to any citation shall be confidential. Any member who shall fail to obey such citation without satisfactory excuse shall be subject to discipline as otherwise provided in these Bylaws.

**Section 4. Legislation Committee:** The Legislation Committee shall be the legislative action committee of the SOCIETY. The Committee shall obtain information on pending federal, state and local laws, rules, regulations, or ordinances affecting the public health or the medical profession and it shall promptly inform the Board of Directors of the pendency of such measures.

The Legislation Committee shall, upon the direction of the Board of Directors, employ reasonable means to make known the wishes of the SOCIETY and its membership in regard to such laws, rules, regulations, and ordinances insofar as they concern the health and welfare of the citizens of Florida. However, no action shall be taken that violates applicable provisions of the Internal Revenue Code, or State or other Federal law.

The Legislation Committee, through its Chairperson, shall make reports of its activities to the Board of Directors at each meeting thereof and to the membership of the SOCIETY whenever requested.

#### **Section 5. Public Relations Committee:**

The duties of the Public Relations Committee shall be to inquire, gather facts, and make studies or surveys on the general subject of the relationship of the physician individually and collectively to the public. It shall receive matters of general public information and study them in regard to their effect upon the practice of medicine in private and institutional work. It shall study and, when requested, report upon all questions relating to medical practice and infringement upon medical practice by individuals, public or lay institutions, publicity, advertising, and similar matters. The Public Relations Committee also shall promote the education of the public in regards to the field of ophthalmology.

The Public Relations Committee shall at all times work in close coordination with the Legislation Committee and shall not act independently on legislative matters without the consent of the Legislation Committee or the Board of Directors.

#### **Section 6. Program Committee:**

The duties of the Program Committee shall be supervision over all programs presented before the membership of the SOCIETY. The Program Committee shall work at all times in close harmony with the President in preparation of programs and shall, whenever feasible or proper, arrange papers and orations for presentation to the membership as the President deems it in the best interest of the membership. It shall be the duty of the Program Committee Chairperson, or one of its members designated by the Chairperson, to be present at all meetings at which a program is to be presented and either the Chairperson or his or her designated Committee person shall be in charge of the program. The Chairperson of the Program Committee shall also act as Chairperson for Continuing Medical Education.

#### **Section 7. Managed Care and Third Party Liaison Committee:**

The duties of the Managed Care and Third Party Liaison Committee shall be to advocate ophthalmology to consumers and groups including third party carriers, insurance carriers, state agencies and representatives of managed care organizations. The Committee shall receive matters of general public information concerning new and existing medical and diagnostic reimbursement coding, procedural coverage and information concerning managed care. The Committee will evaluate the effect of these matters on the practice of Ophthalmology, and promptly inform the Board of Directors on any matters which are of interest to the Society. The Committee shall, upon the direction of the Board of Directors: petition for changes of interpretation and application of reimbursement and procedural coverage policies; serve as a liaison to third party carriers in order to foster better understanding between provider ophthalmologists and third party carriers; inquire, gather facts or make studies on specific managed care matters of interest to the society; represent the Society before the AAO Managed Care Committee. The Committee shall work in close coordination with the legislation committee and the Board of Directors. The Committee shall not act independently on any issues involving the establishment of any reimbursement fees, or on any legislative matters without the consent of the Board of Directors. The Managed Care and Third Party Liaison Committee shall consist of a Chair and such members as appointed by the President.

### **ARTICLE VI**

#### **PRESIDENT**

##### **Section 1. Duties:**

It shall be the duty of the President to preside at all meetings of the SOCIETY and the Board of Directors. The President shall be a member, ex officio, of all Standing Committees.

##### **Section 2. Committee Appointments:**

The President, subject to the approval of the Board of Directors, shall appoint the members of all committees except as otherwise provided by these Bylaws. At the annual meeting of the SOCIETY, the members of the Board of Directors shall consider the names submitted to it by the President-Elect for appointments to the Standing, Ad Hoc and other Committees, and shall by vote express its approval or disapproval of the same. In making these appointments, the President and President-Elect shall make every effort to ensure a geographical balance of representation.

##### **Section 3. Special Meetings:**

The President shall call special meetings of the membership of the SOCIETY at the written request of the Board of Directors or upon written request of fifteen percent (15%) of the active members of the SOCIETY. The President shall call meetings of the Board of Directors at his or her discretion or upon the written request of three (3) Board of Directors members.

**Section 4. Vacancies:** The President shall have the authority to dismiss any appointed committee member for just cause and with the approval of the Board of Directors. The vacancy thereby created shall be filled by a nominee of the President whose name shall have been approved by the Board of Directors as provided for above.

##### **Section 5. Other Committees:**

With the approval of the Board of Directors, the President is authorized to appoint Ad Hoc committees or to not appoint committee members which are authorized but not required by these Bylaws and are not designated as Standing Committees.

**Section 6. Other duties:** The President shall enforce the Charter and Bylaws of the FLORIDA SOCIETY OF OPHTHALMOLOGY, INCORPORATED and perform such other duties as shall pertain to the office of President.

### **ARTICLE VII**

#### **PRESIDENT-ELECT**

The President-Elect shall, in the absence of the President, perform the duties of President and shall succeed to the Presidency at the conclusion of the annual meeting following his or her election. In addition, the President-Elect shall perform such duties as may be required and exercise such authority as may be delegated to the President-Elect by the Board of Directors. The President-Elect shall have the right to attend meetings of all

Standing Committees but shall have no vote upon any such committee except as a regularly appointed member thereof. It is the obligation of the President-Elect to become familiar with the policies of the SOCIETY and its business and affairs and the methods of formulating and transacting same during the year preceding induction as President. In the event of the resignation or other disqualifying action of the President-Elect, the Vice President shall become President-Elect and, in due course, succeed to the Presidency.

## **ARTICLE VIII VICE PRESIDENTS**

### **Section 1. Election:**

At least one Vice President shall be elected each year at the annual meeting of the SOCIETY. In the event the Board of Directors determines that there shall be more than one Vice President for any year, the several Vice Presidents shall be known as First, Second, and Third Vice President, etc. and shall mark numerically. The First Vice-President shall also serve as Parliamentarian.

### **Section 2. Succession:**

The Vice President, if there is only one, or the First Vice President, if there is more than one, shall, in the absence of the President-Elect, perform the duties of President-Elect. In the event of a vacancy in the office of President-Elect, the Vice President, or if there is more than one, the First Vice President, shall succeed to the office of President-Elect for the unexpired term and shall automatically thereupon succeed to the Presidency, and the next senior Vice President, if any, shall be progressed one step. In such event, if there be more than one Vice President, the office of the junior Vice President shall remain vacant for the balance of the term, but if there is only one Vice President and the office has become vacant by the incumbent succeeding to the office of President-Elect, as herein provided, a Vice-President to serve for the unexpired term shall be selected by majority vote of the Board of Directors.

### **Section 3. Duties of Other Vice-Presidents.**

The Second or other junior Vice-Presidents, if any, shall perform such duties as may be required of them and shall exercise such authorities as may be delegated to them by the Board of Directors.

## **ARTICLE IX SECRETARY**

### **Section 1. Duties:**

The Secretary shall perform the duties generally pertaining to that office. The Secretary shall be responsible to the Board of Directors. The Secretary shall be in charge of all papers and archives of the SOCIETY except its financial records and of all property except funds and other financial assets. The Secretary shall make and keep on file minutes of the meetings of the SOCIETY and of the Board of Directors and shall present a report of the transactions of the Board of Directors to the membership at regular and annual meetings. The Secretary shall receive and forward to the Board of Directors applications for membership in the SOCIETY. The Secretary shall keep a roster of the members together with such data regarding them as may be of interest to the SOCIETY.

The Secretary shall be in charge of all correspondence and shall conduct the same, making a report on correspondence to the Board of Directors and shall issue all notices of meetings and notifications of election to membership.

### **Section 2. Other Duties:**

The Secretary shall forward to each newly elected member a copy of the Bylaws of the SOCIETY and a copy of the Code of Ethics of the Florida Society of Ophthalmology.

The Secretary shall cause the officers and chairpersons of the various committees to be supplied with necessary stationery and members and candidates for membership with application blanks upon request for the same.

### **Section 3. Assistant to the Secretary:**

The Secretary, with the approval of the Board of Directors, shall be empowered to employ an assistant to assist the Secretary in the duties of the office at a salary to be recommended by the Board of Directors.

### **Section 4. Elections:**

It shall be the duty of the Secretary to provide the membership with ballots for elections, both annual and special, such ballots and elections being under the supervision of the Ethics Committee acting as an Election Board.

## **ARTICLE X TREASURER**

### **Section 1. Duties:**

The Treasurer shall collect and receive all dues, assessments, and other funds due the SOCIETY. The Treasurer shall be accountable therefore to the Board of Directors, and to the SOCIETY at such times as the Treasurer shall be ordered to give account by any such body. The Treasurer shall be responsible for proper books, records, and accounts, which shall at all times be open for examination by the Board of Directors or their duly designated representatives. The Treasurer shall deposit the funds of the SOCIETY in the SOCIETY's name at such depositories as shall be recommended and approved by the Board of Directors. The Treasury's accounts and funds shall be subject to audit annually or more often if directed by the Board of Directors.

### **Section 2. Draft of Funds:**

No money shall be drafted from the Treasury except for such purposes as shall have been recommended by the SOCIETY, approved and directed by the Board of Directors to provide for the successful conduct of the business and furtherance of the objectives and purposes of the SOCIETY.

**Section 3. Notice of Dues:**

On or before December 15 of each year, the Treasurer shall mail to each member a statement for dues and assessments as of the date for the ensuing year ending December 31. On April 1, the Treasurer shall notify all members of their arrearages and of the penalty for nonpayment of dues and assessments.

**Section 4. Accounting:**

At the annual meeting of the SOCIETY each year, the Treasurer shall render his or her statement, prepared by an authorized accountant, itemizing receipts and disbursements of the Treasurer's office, after such statement has been presented to the Board of Directors.

**ARTICLE XI  
REPRESENTATIVE TO THE  
FLORIDA MEDICAL ASSOCIATION  
COUNCIL ON SPECIALTY MEDICINE**

The representative to the Council on Specialty Medicine of the Florida Medical Association shall be appointed annually by the President.

**ARTICLE XII  
REPRESENTATIVE TO THE  
FLORIDA MEDICAL ASSOCIATION  
HOUSE OF DELEGATES**

The representative to the Florida Medical Association House of Delegates shall be appointed annually by the President of the SOCIETY. No member shall serve more than three consecutive terms. This member shall not serve in the House of Delegates in another representative capacity at the same time.

**ARTICLE XIII  
NOMINATIONS, VOTING AND ELECTIONS**

**Section 1:**

At each annual meeting of the SOCIETY, the President-Elect, the Vice President or Vice Presidents, and the Secretary-Treasurer shall be elected.

**Section 2. Election of Nominating Committee:**

At each regular annual membership meeting, a Nominating Committee shall be formed consisting of the two (2) immediate Past Presidents, the President and two (2) members who shall be elected from nominations from the floor. The Nominating Committee shall be responsible for preparing a slate of proposed officers consisting of one nominee for each elective office to be presented to the membership at the next succeeding regular annual membership meeting.

**Section 3. Nominations for Officers:**

Prior to the regular annual membership meeting held after the Nominating Committee is formed, the Nominating Committee shall meet and elect a Chairperson. The Nominating Committee shall then prepare a slate of proposed officers consisting of one nominee for each elective office. Each nominee shall be contacted and provided an opportunity express acceptance or rejection of the nomination. The slate of nominees approved by the Nominating Committee shall be mailed to the members or published on the Society's web page at least sixty (60) days prior to the regular annual membership meeting. After the slate is mailed to the members or published on the web page, additional nominees for each elective office may be proposed upon petition of ten (10) or more members. Such petition must be received by the Chairperson of the Nominating Committee at least seven (7) days prior to the regular annual membership meeting in order for a nominee to be placed on the ballot. No nominations for officers may be made from the floor.

**Section 4. Qualifications for Voting or Holding Office:**

No member, while in arrears in the payment of dues or assessments, or while under suspension, shall be eligible for nomination, election, or appointment to any office or official position in the SOCIETY, nor shall he or she be entitled to vote for the election of any officer or delegate or upon any other matter. Only active members in good standing may vote. The Treasurer shall provide the Secretary with a list of all members who are in arrears in the matter of payment of dues and assessments. The Secretary shall keep a running list of those who are not eligible to hold office or vote for other reasons stated in these Bylaws.

**Section 5. Balloting Procedure:**

The Ethics Committee sitting as the Election Board shall have general responsibility for the actual conduct of the balloting and tabulation thereof. A majority of the votes cast shall be necessary for election to any office. In the event of a tie vote for an office, another ballot shall be held at the same meeting. In the event of a tie vote on the second ballot, the Board of Directors shall select one candidate for the office in question.

**Section 6. Proxies and Absentee Ballots:**

All voting for officers shall be in person. Neither proxies nor absentee ballots shall be permitted for such elections.

### **Section 7. Unexpired Terms of Office:**

The Board of Directors will have the authority to name a replacement to complete an unexpired term to any elected office that becomes vacant because of withdrawal, resignation, suspension, illness, or death of the duly elected officer.

## **ARTICLE XIV**

### **AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the members present at any regular meeting of the SOCIETY, notice having been given in writing or by publishing on the Society's web page, setting forth specifically the action proposed to be taken with regard to the Bylaws. This notice shall have been given at least ten (10) days prior to the meeting at which the action is proposed to be taken. At the meeting at which the vote is taken, the Bylaws amendment or, if the amendment is too lengthy, a synopsis thereof, shall be read to the membership.

## **ARTICLE XV**

### **ANNUAL MEETING**

#### **Section 1. Date of Annual Meeting:**

The annual meeting of the membership of the SOCIETY shall be held on the date(s) determined by the Board of Directors.

#### **Section 2. Order of Business at Annual Meeting:**

The order of business at the annual meeting shall be as follows:

A. Approval of Minutes of previous membership meeting.  
B. Election of officers and others to be elected to serve during the ensuing year or, for their term of office, as the case may be, during which the following business shall be in order pending the report of the Board of Election to the President.

- C. Report of the Board of Directors.
- D. Annual report of the Ethics Committee.
- E. Annual reports of the Standing Committees.
- F. Annual reports of other committees and Ad Hoc Committees.
- G. Unfinished business.
- H. Report of the Board of Election and announcement of results by the President.
- I. Installation of officers.
- J. New Business.
- K. Adjournment.

The order of business may be changed at the discretion of the President or presiding officer.

## **ARTICLE XVI**

### **REGULAR MEETINGS**

#### **Section 1. Time and Notice:**

Regular meetings of the membership of the SOCIETY shall be at least annually. Written notice of each meeting is to be mailed at least seven (7) days prior to the date of said meeting by the Secretary to each member. The time and place of all meetings shall be designated by the Board of Directors and, when for good and sufficient reason it is necessary to change the time and/or date of such regular meeting, the Secretary shall, at the direction of the Board of Directors, provide notice of such change of time and/or date of regular meeting at least three (3) weeks in advance of date of said meeting. During those months in which a regular meeting is not held, the Board of Directors shall be authorized to transact the business of the Corporation except for making amendments to these Bylaws or taking other action reserved only to the membership by these Bylaws.

#### **Section 2. Order of Business at Regular Meetings:**

At each regular meeting, the order of business shall be as follows:

- A. Call to order by President.
- B. Introduction of new active members and guests.
- C. Approval of minutes of previous meeting.
- D. Presentation of resolutions and/or memorials.
- E. Announcement as to the date, time, place, and agenda (insofar as is possible), for the next regular meeting of the Board of Directors.
- F. Any action on matters in respect of which the Board of Directors has acted upon at previous meetings.
- G. Unfinished Business.
- H. New Business.
- I. Announcements.
- J. Adjournment.

The order of business may be changed at the discretion of the President or presiding officer.

#### **Section 3. Special Meetings:**

Special meetings of the membership shall be called by the President upon the request of a majority of the Board of Directors or upon the written request of ten percent (10%) of the active members of the SOCIETY who shall specify the particular reason for such a meeting. Notice of a special

meeting and the purpose of such meeting shall be given to all members in writing prior to the date of any such special meeting. At a special meeting, no business other than that which was specified in the notice shall be transacted.

## **ARTICLE XVII**

### **QUORUM AT MEMBERSHIP MEETINGS**

#### **Section 1. At Regular Meetings:**

At regular meetings of the membership, a quorum shall consist of that number of active members present.

#### **Section 2. Special Meetings:**

At special meetings, a quorum shall consist of not less than twenty percent (20%) of the active members of the SOCIETY entitled to vote.

#### **Section 3. Continuation of**

#### **Quorum:**

If a quorum is once present at a given meeting, the meeting may continue to transact business even if enough members leave to reduce the members in attendance to less than a quorum.

## **ARTICLE XVIII**

### **RULES OF ORDER**

Deliberations of the FLORIDA SOCIETY OF OPHTHALMOLOGY, INCORPORATED, shall be governed by parliamentary usage as contained in Robert's Rules of Order, latest revised edition, when not in conflict with the Charter and Bylaws of the SOCIETY.

## **ARTICLE XIX**

### **INDEMNIFICATION OF OFFICERS**

Each officer now or hereafter serving the SOCIETY, their respective heirs, executors, and administrators of each of them shall be indemnified by the SOCIETY against all cost, expenses, judgments, and liabilities, including attorney's fees reasonably incurred by an opposing connection resulting with or resulting from any action, suit or proceeding civil or criminal, in which he or she is or may be made a party by reason of being or having been such officer, or reason of any action alleged to have been taken or admitted by him or her as such officer, whether or not he or she is an officer at the time of incurring such cost, expenses, judgment, and liabilities; except in relation to matters in which he or she shall finally be adjudged, without right of further appeal in such action, suit, or proceeding, to have been liable of willful misconduct in the performance of a duty as such officer. Such indemnification shall be made with respect to adjudication other than on their merits, and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such officer may be entitled as a matter of law.

## **ARTICLE XX**

### **FISCAL YEAR**

The taxable and fiscal year of the SOCIETY shall be from January 1 to December 31.