

Bylaws of the Florida Society of Ophthalmology

(Revisions Adopted, June 21, 2014)

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 vested in the Society's Board of Directors (hereinafter the "Board").

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 ophthalmologists who are current in all dues and assessments and have been elected to active membership in the manner provided in Article I, Section 3.

2. Life Membership: At the discretion of the Board, Life Membership may be awarded to individuals who have (i) been active members of the SOCIETY (or of the ophthalmology society of another state in which they have practiced) in good standing for a period in the aggregate of not less than thirty (30) years; or (ii) 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 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 upon recommendation by the Membership Committee. Retired members shall not be required to pay dues or assessments but may hold office at the discretion of the Board in which case the retired member shall have voting rights commensurate with the office held.

2. In-Training Membership: In-Training members shall be physicians who are currently enrolled as a resident in the ophthalmology residency program in Florida recognized by the Accreditation Council for Graduate Medical Education ("ACGME"), or who are practicing in fellowship programs located within the State of Florida. In-Training members shall be elected by the Board as provided in Article I, Section 3 and may not hold office and shall not be required to pay dues or assessments during their residency or fellowship. In-Training membership expires upon completion or termination of the member's residency or fellowship at which time In-Training member may apply to become an active or affiliate member.

3. Affiliate Membership: An Affiliate member shall be physicians who are licensed to practice medicine in a state other than Florida but wish to participate in the activities of the SOCIETY. Affiliate members shall be in good standing with the ophthalmology society of the state in which they practice, if such organization exists. The applicant shall be endorsed by at least one active or retired member of the SOCIETY. Prior to the vote of the Board, the Secretary shall publish the name and address of the applicant and shall promptly submit each completed application for membership to the Membership Committee for consideration. Affiliate members shall not hold office and shall be required to pay dues annually as set by the Board.

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 Board and furnished by the Secretary or Membership Committee. Applicants for membership shall agree to abide by the Bylaws of the SOCIETY and pay all applicable dues and assessments in a timely manner. A copy of the Bylaws shall be made available to each applicant. Prior to the vote of the Board, the Secretary shall publish the name and address of the applicant and shall promptly submit each completed application to the General Counsel.

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

Objections to any applicant for membership may be raised in writing by any member prior to the vote of the Board. Objections by a member of the Board shall be considered by the Board in making its determination.

Actions of the Board unfavorable to an applicant shall not be published to the membership. The Board's deliberations on membership applications are confidential and shall not be revealed to any person including the applicant; however, the results of the vote, but not the deliberations, may be revealed to the applicant. If 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 unless otherwise determined by the Board.

Section 4. Resignation:

A member desiring to resign from membership in the SOCIETY shall submit a notice of resignation in writing and such resignation shall be effective upon receipt unless the notice specifies a future date. Such a resignation operates as a forfeiture of all rights, interests, or claims in or against the SOCIETY. Former members of the SOCIETY who desire reinstatement shall complete and submit a formal membership application which shall be processed in accordance with the provisions of Article I, Section 3.

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 ninety (90) 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 ninety (90) days of non-membership status shall be considered a new application and processed as such unless otherwise determined by the Board.

Section 6. Conditions of Membership:

Each member of the SOCIETY becomes a member subject to the Bylaws of the SOCIETY and is subject to revocation or termination as provided herein. Each member agrees to be guided professionally by the Code of Ethics of the American Academy of Ophthalmology, Inc., to the extent that those requirements are not inconsistent with the Bylaws and policies of the SOCIETY governing the conduct of its members.

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 suffers from a severe illness or incapacitation, or who is temporarily absent from Florida because of military service, study, research, or similar reason, may upon written request and at the discretion of the Board, 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 the member.

Section 8. Loss of License:

Membership in the SOCIETY shall automatically be revoked, without requirement of any action by the Board, 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.

Section 10. Anti-Discrimination:

Membership in the SOCIETY shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, or age.

ARTICLE II

DUES AND ASSESSMENTS

Section 1. Dues:

Dues shall be assessed on a calendar year basis. 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. Any member whose dues are in arrears shall not vote or otherwise participate in the activities or benefits of the SOCIETY. 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. 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.

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. Notwithstanding the foregoing, assessments for such matters as deemed by the Executive Committee to be urgent may be made by vote of the majority of the Board at any meeting of the Board provided that at least ten (10) days' notice of the special assessment recommendation is published to the membership.

ARTICLE III

POLICIES GOVERNING THE CONDUCT OF MEMBERS

A member has the responsibility to adhere to the SOCIETY's Policy on Ethics. The Policy on Ethics shall be established, and may be subsequently amended, by the Board.

In establishing the Policy on Ethics, SOCIETY members shall consider the following principles:

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 Policy on 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.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Composition of the Board:

The Board 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 Chairperson of the For Eye Care Foundation, Inc., Representatives of the SOCIETY to the Council of the American Academy of Ophthalmology, Incorporated, and up to fifteen (15) At-Large seats. The term for each officer is one year. The term for each At-Large seat is three years, except that the terms for the At-Large seats initially shall be staggered such that approximately one-third of the seats will have a term of one year, one-third of the seats will have a term of two years, and one-third of the seats will have a term of three years. Thereafter the terms of At-Large Board seats shall expire every three years. By initially staggering the terms of the At-Large seats, the terms of approximately one-third of the seats expire each year. Board member terms shall begin at the adjournment of the Annual Meeting and end at the adjournment of the Annual Meeting consistent with the terms specified. Directors and officers may serve terms in succession. No member of the Board shall have more than one (1) vote. The chairperson of each university affiliated Department of Ophthalmology shall be formally invited to participate on the Board, and if such invitation is accepted shall be an *ex officio*, member of the Board and shall serve as long as the individual serves as department chair. Each member of the Board must be a member in good standing of the SOCIETY.

Section 2. Duties:

The management of the SOCIETY shall be vested in the Board. The Board, 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 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 for its report and recommendations before being debated or voted upon. The Board 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 sitting as a reference committee.

The Board 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 Board meeting immediately preceding the Annual Meeting of the SOCIETY, the Board 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 disapproves shall be appointed by the President to any Standing, other, or Ad Hoc Committee.

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

The Board 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 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 shall make such recommendations to the membership as its judgment may dictate and shall also present a report of its own proceedings for the year.

Section 3: Resignations

Any Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Society. A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective. The pending vacancy that arises due to a Director's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

Section 4: Vacancies

Any vacancy occurring in the Board, or any directorship to be filled, by reason of an increase in the number of Directors, may be filled by the Board at the Annual Meeting, any regular meeting, or at a special meeting of the Board called for that purpose even if the number on the Board is less than a quorum. Each Director elected to fill a vacancy will hold office for the duration of the unexpired term of his or her predecessor in office.

Section 5: Removal

One or more of the Directors may be removed, with or without cause, by the affirmative vote of at least two-thirds of the Directors then in office. If the vote for the removal of one or more Directors is to take place at a regular or special meeting called pursuant to these Bylaws, written notice of the proposed removal must be prepared and delivered to all Directors, no fewer than ten (10) days prior to the special meeting. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director or Directors sought to be removed.

Section 6. Meetings of the Board of Directors:

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

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

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

Each Board member will be given no more than three (3) consecutive unexcused absences from scheduled meetings or conference calls. After three (3) unexcused absences, the member may be removed from the Board upon an affirmative vote of the majority of the Board entitled to vote.

Section 7. Electronic Participation at Meetings:

Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equivalent so long as all persons participating in the meeting can communicate with each other concurrently. Telephonic or electronic Director participation in a meeting will constitute attendance and presence at the meeting, provided that e-mail alone is not considered a proper form of electronic participation at a meeting of the Board.

Section 8. Order of Business:

Unless otherwise determined by the President and approved by the Board, the order of business for meetings of the Board shall be as follows: (a) actions on the minutes of previous regular or special meetings of the Board; (b) report of the Treasurer; (c) the report of the Chairperson of each Standing Committee and of Ad Hoc Committees when requested; (d) unfinished business; (e) new business; and (f) adjournment.

Section 9. Special Ballot:

When in the opinion of the Board there exists any item of business which requires an expression of or the attention of the voting membership of the SOCIETY, the Board may direct the Secretary to prepare a ballot containing the proposed resolution or recommendation of the Board and mail a copy thereof to each voting member in good standing. 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 shall tabulate the ballots and shall verify the results. A majority of members voting (but not less than ten percent (10%) of the total number of active members) shall be required to approve any resolution or recommendation which shall be effective immediately upon certification by the Secretary of its passage unless the resolution itself provides for a separate effective date.

Section 10. Executive Committee:

An Executive Committee of the Board composed of the officers of the SOCIETY (President, President-elect, Vice-President(s), the Immediate Past President, and the Secretary/Treasurer) 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. The Board 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, four (4) members shall be necessary.

ARTICLE V

COMMITTEES

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

Section 2. Electronic Participation at Meetings: Committee members may participate in and act at any committee meeting by telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently. Telephonic or electronic committee member participation in a meeting will constitute attendance and presence at the meeting, provided that e-mail alone is not considered a proper form of electronic participation at a meeting.

Section 3. Membership Committee: The Membership Committee shall consist of the Chairperson, and two (2) 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. 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 Bylaws and Policies on Ethics 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, shall promptly inform the Board of the pendency of such matters, and shall recommend to the Board a plan to address such matters consistent with the SOCIETY's Policy on Ethics and fiscal policies.

The Legislation Committee shall, upon the direction of the Board, 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 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.

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. Third Party Liaison Committee: The duties of the Third Party Liaison Committee shall be to advocate on behalf of 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 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. The President shall be a member, ex officio, of all Standing and Ad Hoc Committees.

Section 2. Committee Appointments:

The President, subject to the approval of the Board, shall appoint the members of all committees except as otherwise provided by these Bylaws. At the meeting preceding the Annual Meeting of the SOCIETY, the Board 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 reasonable effort to ensure a geographical and practice-oriented 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 or upon written request of fifteen percent (15%) of the active members of the SOCIETY. The President shall call meetings of the Board at his or her discretion or upon the written request of three (3) Board members.

Section 4. Vacancies:

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

Section 5. Other Committees:

With the approval of the Board, the President is authorized to appoint Ad Hoc committees which are not designated as Standing Committees. The President is authorized to appoint Board members to serve as liaisons to other organizations where appropriate.

Section 6. Other duties:

The President shall enforce the Charter and Bylaws of the SOCIETY 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 the event of a vacancy in the office of President, the President-Elect shall succeed to that office for the unexpired term. 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. 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.

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:

In the event of a vacancy in the office of President-Elect, the Board, by majority vote, shall select a Vice-Presidents to succeed to the office of President-Elect for the unexpired term. If the office of the Vice-President becomes 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 from those At-Large Board members sitting at that time.

Section 3. Duties of Other Vice-Presidents.

The Second or other 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. 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 and shall present a report of the transactions of the Board to the membership at regular and Annual Meetings. The Secretary shall receive and forward to the Board 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 and shall issue all notices of meetings and notifications of election to membership. The Secretary also may serve as Treasurer.

Section 2. Other Duties:

The Secretary shall forward to each newly elected member a copy of the Bylaws of the SOCIETY.

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 forms upon request.

Section 3. Assistant to the Secretary:

The Executive Director shall assist the Secretary in fulfillment of the duties described herein.

Section 4. Elections:

It shall be the duty of the Secretary to provide the membership with ballots for elections, both annual and special, and to supervise such ballots and elections.

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, 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 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. The Treasury's accounts and funds shall be subject to audit annually or more often if directed by the Board. The Treasurer also may serve as Secretary.

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 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.

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(s) 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: Annual Meeting Elections

At each Annual Meeting of the SOCIETY, the President-Elect, the Vice President(s), the Secretary, and the 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 chaired by the President and shall be responsible for preparing a slate of proposed officers and at-large Board members consisting of one nominee for each elective office to be presented to the membership at the next succeeding regular annual membership meeting. The Nominating Committee shall also be responsible for nominating those members of the Board to serve as Councilors with the American Academy of Ophthalmology ("AAO").

Section 3. Nominations for Officers and Directors:

At least ninety (90) days prior to the regular annual membership meeting held after the Nominating Committee is formed, the Nominating Committee shall meet and begin to prepare a slate of proposed officers, At-Large Board members and AAO Councilors consisting of one nominee for each open seat. Each nominee shall be contacted and provided an opportunity express acceptance or rejection of the nomination. The slate of nominees proposed by the Nominating Committee shall be submitted to the Board for review, modification if necessary, and approval. The slate of nominees approved by the Board shall be mailed to the members or published on the SOCIETY's web page at least sixty (30) 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 seat 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 or directors may be made from the floor.

A member's name may appear as a nominee for only one office, provided that a member nominated for one office also may be nominated to serve as an AAO Councilor.

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 Secretary, working with the Executive Director and the General Counsel, 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 or seat. 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 or seat shall select one candidate for the office or seat 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 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

Section 1. Generally. Amendments to the Bylaws may be proposed by the Board of Directors and adopted in accordance with provision of this Article XIV.

Section 2. Action Required to Amend Bylaws. An amendment of these Bylaws can be made only upon approval of the members as follows:

A. By Written Consent. The Board of Directors may submit to all members any amendment to these Bylaws and such amendment may be approved by written consent provided that (i) at least 50 percent of the members respond to the Executive Director within 60 days following the date of initial solicitation of such consent ("Solicitation Period"); and (ii) a majority of the responding members tender their written consent to such amendment to the Executive Director by the end of the Solicitation Period. The initial solicitation shall include a copy of the proposed amendment along with a synopsis thereof. A members' written response to such amendment shall be memorialized on a form provided by the SOCIETY and conveyed to the Executive Director by hand-delivery, mail, or e-mail. After the Solicitation Period, the Executive Director and the Secretary/Treasurer shall post notice on the SOCIETY website if the Bylaws have been amended by written consent in accordance with this subsection (a). Thereafter, the President shall sign a certification or attestation as to the adoption thereof in accordance with these Bylaws.

B. At Meeting. 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. The Bylaws, as amended, shall be filed with such governmental entities as prescribed by law.

ARTICLE XV

ANNUAL MEETING

Section 1. Date of Annual Meeting:

The Annual Meeting of the membership of the SOCIETY shall be held at least annually on the date(s) determined by the Board and stated in the notice of the meeting. Notice is given if delivered in person, by telephone, mail, fax, telegram, or listed in the official SOCIETY or affiliate publication or web site at least thirty (30) days in advance of the meeting. If mailed, such notice shall be deemed to have been delivered if it is deposited in the United States mail, addressed to the member at the address then appearing on the records of the SOCIETY.

Section 2. Order of Business at Annual Meeting:

The business at the Annual Meeting shall generally address the following:

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

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

ARTICLE XVI

REGULAR AND SPECIAL MEETINGS

Section 1. Regular Meetings: 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 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, 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 shall be authorized to transact the business of the SOCIETY 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 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. Annual and Regular Meetings: At the Annual Meeting and at the 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 SOCIETY shall be generally guided by parliamentary procedure as contained in Robert's Rules of Order, latest revised edition, when not in conflict with the Bylaws or the procedural policies of the SOCIETY.

ARTICLE XIX

INDEMNIFICATION

(a) The Society may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Society against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society.

(b) To the extent that a present or former director, officer, employee, or agent of the Society has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society.

(c) Sections (a) and (b) of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.

(d) Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.

(e) The Society shall have power to purchase and maintain, at the Society's expense, insurance on behalf of the Society and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.

(f) The Society shall have the power to give other indemnification to the extent permitted by law.

ARTICLE XX

EXECUTIVE DIRECTOR

The Board may employ an Executive Director that shall be directly responsible to the Board to serve at the Board's discretion. The Executive Director will report directly to the Board, and will keep the Board fully informed of his or her activities. The assignment of duties of the Executive Director shall be the responsibility of the Board and shall be set forth in a contract that shall be determined and approved by the Board.