

CONSTITUTION AND ARTICLES OF INCORPORATION OF THE AMERICAN OPHTHALMOLOGICAL SOCIETY

ARTICLE I. NAME

This organization shall be called "The American Ophthalmological Society."

ARTICLE II. OBJECTS

Section 1. The purpose of this Society shall be the advancement of Ophthalmic Science and Art.

Section 2. In furtherance of the foregoing purpose, the Society is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of, and as contemplated and permitted by, Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Within the framework and limitations of the foregoing, this Society is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable, educational, and scientific activities, causes, and projects of every kind and nature whatsoever in its own behalf, or as agent, trustee, or representative of others, and, to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions (1) that are organized and operated exclusively for one or more purposes described in Section 170(c)(2) of the Code, (2) that are described in Section 501(c)(3) of the Code, and (3) that are exempt from federal income taxes under Section 501(a) of the Code. For such purposes, and not otherwise, this Society shall have and may exercise all powers that are afforded to this Society by the Minnesota Nonprofit Corporation Act; provided, however, that this Society shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the Code. All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section. All references in these Articles of Incorporation to the Minnesota Nonprofit Corporation Act shall mean and include, as now enacted or as thereafter amended, Chapter 317A of the Minnesota Statutes and any provision of Minnesota law as is or may hereafter be applicable, cognate to such chapter.

Section 3. No part of the net earnings shall inure to the benefit of, or be distributable to, its members, members of the Council, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 5. This Society may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this Society and after payment of all liabilities and obligations of this Society and all costs and expenses incurred by this Society in connection with such dissolution, any remaining assets shall be distributed to such one or more corporations, associations, trusts, foundations, and institutions as are then in existence, exempt from federal income taxes under Section 501(a) of the Code, organized and operated exclusively for one or more purposes described in Section 170(c)(2) and 501(c)(3) of the Code and are described in Section 509(a)(1), (2), or (3) of the Code, that are designated by the Council, in such proportions as the Council shall determine, or if required by laws of the State of Minnesota then in existence that a court of competent jurisdiction conduct the dissolution, or such court shall determine. Notwithstanding anything apparently or expressly to the contrary contained in this provision, if any assets are then held by this Society in trust or upon condition or subject to any executing or special limitation, and if the condition or limitation occurs by reason of the dissolution of this Society, those assets shall

revert or be returned, transferred, or conveyed in accordance with the terms and provisions of the trust, condition or limitation.

ARTICLE III. MEMBERSHIP

Section 1. The members of this Society shall be graduates in medicine in good professional standing, as evidenced by an unrestricted license to practice medicine in all jurisdictions in which they are licensed.

Section 2. All Active Members, Emeritus Members, and Honorary Members shall possess equal rights and preferences, except as this Constitution and the Bylaws of the Society may otherwise provide.

ARTICLE IV. COUNCIL

The group of persons vested with the general management of the affairs and having all of the power and authority under applicable law of a board of directors of this Society shall be known as "the Council." The Council shall be composed of five appointed Active Members, one of whom shall be appointed annually by the Council, to serve for a term of five years. This new member shall not have served in that capacity previously. The senior member in term of service shall be the Chair. The President, Executive Vice President and Editor of the Transactions shall be additional Council members, ex officio. All Council members, including ex officio members, shall possess full voting privileges.

ARTICLE V. OFFICERS

The officers of this Society shall be a President, Executive Vice President, and the Editor of the Transactions. Their terms of office shall be for one year. They shall be nominated by the Council, and elected by a vote of the Society at the Executive Session of each Annual Meeting, to manage the affairs of the Society during the interim, and to serve at its ensuing meeting. The President shall not be eligible for reelection to the same office at the expiration of his or her term of service. The term of the Editor may be renewed to a maximum of five years. The term of the Executive Vice President may be renewed to a maximum of ten years.

ARTICLE VI. NO PERSONAL LIABILITY

The officers, members of the Council, and the Active Members, Emeritus Members and Honorary Members of this Society shall not be personally liable to any extent whatsoever for any debts or obligations of this Society.

ARTICLE VII. REGISTERED OFFICE

The registered office of this Society is located at 50 South 6th Street, Suite 500, Minneapolis, MN 55402.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator, who is an adult natural person, is:
John S. Hibbs 50 South 6th Street, Suite 500 Minneapolis, MN 55402

ARTICLE IX. ADOPTION AND AMENDMENT OF BYLAWS

The initial Bylaws of this Society may be adopted by the incorporator or the Council; and thereafter the power to adopt, amend, revise, and repeal the Bylaws is reserved to the members of the Society.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of May, 1992. John S. Hibbs

BYLAWS OF THE AMERICAN OPHTHALMOLOGICAL SOCIETY

ARTICLE I. MEMBERSHIP

Section 1. There shall be a limit of 275 Active Members.

Section 2. A candidate for membership shall have demonstrated excellence in one or more of the following areas: clinical practice, scientific productivity, education, administration, or public service. A candidate for the category of Active Member shall possess current certification by the American Board of Ophthalmology or a similar alternative credential acceptable to the Council.

Section 3. The qualifications, including the recommendation of the Committee on Theses, of all candidates for membership in the Society shall be subject to the review of the Council. Candidates regarded favorably by the Council shall be recommended for Active Membership.

Section 4. Individuals engaged in the practice of related branches of medicine or surgery may, on the recommendation of the Council, be elected to Honorary Membership in the Society. Such recommendations shall be submitted at an Executive Session of the Society, and shall require for election the unanimous vote of the members present and voting.

Section 5. Any Active Member who has been a member for at least 25 years, or who has reached the age of 70 years and has been a member for at least 10 years, or who has completely retired from active practice or from gainful occupation and has been a member for at least 10 years, may upon written request become an Emeritus Member, subject to recommendation of the Council and to affirmative vote of three quarters of the members present and voting at any Executive Session of an Annual Meeting.

ARTICLE II. MEETINGS

Section 1. The Society shall hold a meeting each year. The date and place of the meeting shall be established by the Council.

Section 2. An Executive Session shall be held during the Annual Meeting, and at this meeting the Council shall make its report. Other Executive Sessions or business meetings of the Council may be called by the President.

ARTICLE III. NOMINATION AND ELECTION OF MEMBERS

Section 1. All nominations of candidates for membership shall be presented in writing to the Executive Vice President, signed by two Active or Emeritus Members of the Society, at least 30 days before the Annual Meeting. All nomination materials shall then be reviewed by the Committee on Membership and approved by the Council prior to the Annual Meeting, and the names of those applicants invited to submit formal application forms shall be read by the Executive Vice President at an Executive Session, with the names of a proposer and seconder.

Section 2. The Executive Vice President shall, after each Annual Meeting, send to each member of the Society a list of the names of all candidates proposed for membership, together with the names of the proposers and seconds.

Section 3. When all other credentials and qualifications of a candidate have been favorably reviewed by the Committee on Membership and approved by the Council, the candidate shall be notified by the Executive Vice President to prepare a thesis. The thesis must be presented to the Executive Vice President by the assigned due date. If no thesis has been submitted within this time period, the candidate's invitation to write a thesis shall be withdrawn. In this instance, the candidate may be proposed a second (and final) time, but only after two years from the due date

of the original thesis. The thesis is transmitted by the Executive Vice President to the Committee on Theses, which may accept or reject it, or request revisions, which are to be submitted within an additional interval to be determined by the Council. A thesis may be requested to be revised only twice. If a candidate is not favorably referred to the Council by the Committee on Theses after the original due date or after the date when a revision, if requested, is due, the name of such candidate shall be referred back to the Council for final action.

Section 4. Names of candidates for membership reported favorably to the Society by the Council at the Executive Session of the Annual Meeting shall be placed on the roll of Active Members of the Society. Any two Active Members of the Society may demand a vote by ballot on any name so reported, in which case a vote of three-fourths of the members present and voting at the Executive Session shall be required to elect.

Section 5. Honorary Members and Emeritus Members may not vote, be elected to office or be appointed to standing committees with the exception that Emeritus Members may serve on the Committee on Prizes.

Section 6. Every member shall sign the Constitution and Bylaws.

ARTICLE IV. DUES

Section 1. The operational and financial affairs of the Society shall be conducted on an annual basis corresponding to the calendar year. Annual membership dues are payable by December 31 of the year to which the dues apply.

Section 2. Emeritus and Honorary Members shall be exempt from dues and assessments.

Section 3. Upon election to membership an initiation fee established by the Council becomes payable. This sum is to be added to the fund known as the Endowment Fund.

ARTICLE V. DUTIES OF THE COUNCIL

Section 1. The judicial power of the Society shall be vested in the Council, whose decision, after investigation of any charges brought against a member, shall be final. The Council shall be the Nominating Committee for officers and committee members. It shall consider the qualifications of all candidates proposed for membership in the Society, their scientific attainments, and also, the reports of the Committee on Membership and the Committee on Theses. It shall have the power to fill any vacancy that may occur in any office of the Society between one Annual Meeting and the next. It shall act on all matters pertaining to the welfare of the Society not otherwise provided for by the Constitution and Bylaws. It shall meet before the annual Executive Session to act upon nominations for membership and to transact other business that may come before it. It may hold other meetings before or during the Annual Meeting, at the call of the Chair. In the absence or incapacity of the Chair, the next member of the Council in term of service shall automatically succeed to the Chair on an interim basis. A majority of the members of the Council shall constitute a quorum and a simple majority of the assembled voting quorum is required to pass a motion.

Section 2. If the Council wishes to act in the absence of a meeting, it may do so through a written action signed in single or multiple counterparts by every Council member. If such an action does not require approval by the members of the Society, the number of Council members signing the written action need only equal the number of votes required to take the same action at a meeting of the Council at which all Council members were present. Electronic meetings (eg. by email communications) and ballots are acceptable.

ARTICLE VI. DUTIES OF OFFICERS AND COMMITTEES

Section 1. The President shall preside at all meetings of the Society and shall act ex officio as a member of the Council.

Section 2. The Council Chair shall perform the duties of the President when the President is absent or unable to serve, until a successor has been chosen.

Section 3. The Executive Vice President shall keep the minutes and have charge of the finances, and shall act ex officio as a member of the Council.

Section 4. The Editor of the Transactions shall be responsible for its publication and shall act ex officio as a member of the Council.

Section 5. The standing committees shall be as follows, and shall be appointed by the Council, except when otherwise provided for:

- Committee on Membership
- Committee on New Members
- Committee on Prizes
- Committee on Programs
- Committee on Publications
- Committee on Theses

Section 6. The Committee on Membership shall consist of four Active Members, one appointed each year by the Council to serve for a term of four years. It shall identify and solicit qualified candidates for membership in the Society and their sponsors, review nomination letters, and recommend to the Council those applicants who should be invited to submit formal application forms. It shall review submitted membership application forms and recommend to the Council those applicants to be invited to submit a thesis. It shall make recommendations to the Council regarding candidates for Honorary Membership. The appointed member who is senior in service on the Committee shall serve as Chairperson.

Section 7. The Committee on New Members shall consist of at least one Active Member, appointed by the Council, to serve for a term of three years, which may be renewed for one additional term. The Committee shall correspond with new members prior to their first attendance at an Annual Meeting and shall coordinate the new member reception and participation in the Society's other social activities by new members.

Section 8. The Committee on Prizes shall consist of three Active or Emeritus Members, one appointed each year by the Council, to serve for a term of three years. It shall select the recipient of any honorary award the Society grants. The announcement of the decisions of the Committee, and when possible the presentation of the award, shall be made at the Annual Meeting of the Society. The appointed member who is senior in service on the Committee shall serve as Chairperson.

Section 9. The Committee on Programs shall consist of four Active Members, one appointed each year by the Council, to serve for a term of four years, and the Executive Vice President as a fifth member, ex-officio. It shall select from the abstracts submitted, the number of papers that can be accommodated in the Scientific Session of the Annual Meeting. It shall determine the order of presentation of papers to be read before the Society and ensure compliance with requirements of the Accreditation Council for Continuing Medical Education. It may indicate special subjects for consideration and discussion, and invite members to report on these subjects at a subsequent meeting of the Society. The decisions of the Committee shall be final. The appointed member who is senior in service on the Committee shall serve as Chairperson.

Section 10. The Committee on Publications shall consist of two Active Members, the Editor of the Transactions and the Executive Vice President. The Committee shall decide which theses will appear in the Transactions and prepare the Minutes of the Proceedings for the Transactions. It shall have the power to require authors of a thesis to edit or abbreviate their manuscript so as to bring it within proportions suitable for publication in the printed Transactions. The Editor of the Transactions shall serve as Chairperson.

Section 11. The Committee on Theses shall consist of three Active Members, one appointed each year by the Council, to serve for a term of three years. It shall report its evaluation of each thesis submitted as a requirement for membership. The appointed member who is senior in service on the Committee shall serve as Chairperson.

ARTICLE VII. ANNUAL MEETING PRESENTATIONS

Section 1. Approximately six months prior to the next Annual Meeting, all members shall receive notification from the Executive Vice President regarding the dates and location of the meeting, together with a call for abstracts of possible presentations in the Scientific Program, according to instructions issued by the Committee on Programs.

Section 2. The primary discussant of each presentation, and the order of presentation, shall be determined by the Committee on Programs.

Section 3. The maximum time to be allotted to the presentation or special lecture shall be determined by the Committee on Programs and communicated to the authors in advance of the Annual Meeting.

Section 4. In discussions, each member shall be limited to a time established by the Committee on Programs in advance of the Annual Meeting.

Section 5. Any member presenting a paper before this Society may publish this paper in any journal. The work should be prefaced with the statement that it was presented at the Annual Meeting.

Section 6. No paper shall be read at a meeting of the Society which has been published prior to the meeting.

Section 7. No paper submitted by a member in conjunction with a nonmember shall be read at any meeting of the Society unless the member is present.

Section 8. At the invitation of the Committee on Programs and with the approval of the Council, a nonmember may read a paper before the Society without a member as co-author.

ARTICLE VIII. TRANSACTIONS

Section 1. The Society shall publish a yearly volume of its Transactions as soon as possible after the Annual Meeting.

Section 2. All Proceedings, accepted AOS Theses, or other communications intended for publication in the Transactions, shall be given to the Editor of the Transactions, together with illustrations accompanying them.

ARTICLE IX. FORFEITURE OF MEMBERSHIP

Section 1. Where a member is accused, or suspected of unethical conduct, the Council shall make a complete investigation and hold a hearing where the accused can present his or her

defense. The definition of unethical conduct shall be the same as that of the American Academy of Ophthalmology.

Section 2. Any member found guilty of unethical conduct shall automatically cease to be a member of the Society.

Section 3. Any member who shall be absent from meetings for three consecutive years without acceptable excuse shall be dropped from the roll, except for Honorary Members, Emeritus Members, Members of twenty years standing or those then serving in the armed forces. An excuse for absence is acceptable only when a member is ill, or when there is illness of a member of his or her immediate family, and may not be considered approved until received in written form and acted upon by the Council. The Council shall have the authority to approve other excuses only upon a finding of exceptional circumstances. This Bylaw shall be printed in every call for the Annual Meeting.

Section 4. The name of any member who is in arrears to the Society for a period of one year shall be stricken from the list of members. The Council, upon review of individual exceptional circumstances, may extend the time for payment. No member in arrears, however, shall be dropped from membership until three months after the member has been formally notified of indebtedness and has failed during this period to make the necessary payments in full.

ARTICLE X. FUNDS

ARTICLE X-A. ENDOWMENT FUND

Section 1. The Endowment Fund shall be known as the Endowment Fund of The American Ophthalmological Society and shall be administered by the Council.

Section 2. The accumulated interest from this fund shall be dispensed at the direction of the Council.

Section 3. When indicated, in the opinion of the Council, funds from the Endowment Fund may be used to purchase equipment that will improve the facilities of the scientific session.

Section 4. All funds in excess of \$1000 that may be present in the interest fund at the end of the fiscal year shall be transferred to the principal.

Section 5. The cost of printing and distributing to members of outstanding monographs may, at the discretion of the Council, be defrayed by this fund.

ARTICLE X-B. THE HOWE MEDAL

Section 1. Monies derived from the funds contributed by Dr. Lucien Howe and the American Ophthalmological Society shall be known as the Howe Medal Fund. The interest from this fund shall be used to defray the expenses of awarding the medal.

Section 2. The Howe Medal for distinguished service to ophthalmology or medicine shall be awarded by the Council upon recommendation of the Committee on Prizes. It shall be awarded not more often than once a year and not more than once to the same individual.

Section 3. The granting of the award is to be based on one or more of the following reasons:

- (a) Discoveries so notable as suddenly to advance the progress of ophthalmology in all parts of the world.
- (b) Conspicuous service as a writer or teacher, or, long years of devotion to our science and other contributions which constitute unusually distinguished service to ophthalmology.
- (c) Outstanding original investigation in the field of ophthalmology.

ARTICLE X-C. THE FREDERICK H. VERHOEFF LECTURE FUND

Section 1. The Frederick H. Verhoeff Lecture Fund is established to add prestige to, and recognition of, the American Ophthalmological Society, while honoring the name of a distinguished ophthalmic pathologist.

Section 2. The Fund shall be under the control of the Council which shall select the lecturer.

Section 3. The corpus of the fund may not be invaded at any time.

ARTICLE X-D. THE HOLLOWAY FUND

Section 1. The Thomas B. Holloway Fund is established to aid The American Ophthalmological Society in publishing scientific papers and theses.

Section 2. Disbursement from the fund shall be approved by the Council.

ARTICLE X-E. THE KENNEDY-SNELL FUND

Section 1. The Kennedy-Snell Fund of The American Ophthalmological Society shall be employed for the advancement of ophthalmic science and art.

Section 2. The \$50,000 corpus of the fund is not to be invaded.

Section 3. Disbursement from the fund shall be approved by the Council.

ARTICLE XI. VISITORS

At the discretion of the presiding officer, any member of the medical profession or layperson may attend an Annual Meeting of the Society, except an Executive Session, if registered as a guest of a member attending the meeting, and may be invited to take part in the proceedings.

ARTICLE XII. ORDER OF BUSINESS AT EXECUTIVE SESSION

Section 1. The Executive Session of the Annual Meeting shall address the following:

- A. Acceptance of the minutes of the previous meeting.
- B. Report of the Executive Vice President
- C. Report of President
- D. Report of Committees.
- E. Report of Council.
- F. Appointment of Committees.
- G. Written Communications.
- H. Verbal Communications.
- I. Unfinished Business.
- J. New Business.
- K. Election of Members.
- L. Election of Officers.

Section 2. The order of business shall be at the discretion of the presiding officer.

ARTICLE XIII. AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1. Propositions to amend the Constitution or Bylaws must be made in writing at least six months prior to an Annual Meeting, and will be considered and voted upon first by the Council. All proposed amendments approved by the Council shall be circulated to the voting members at least 30 days in advance and shall be acted upon at the Executive Session. Propositions voted upon

unfavorably by the Council may be presented to the membership for action upon the written petition of at least twenty members entitled to vote.

Section 2. An affirmative vote of three-fourths of the members present and voting at an Executive Session shall be requisite for an amendment of the Constitution or Bylaws.

Revised/approved May 19, 2012