



**By-Laws of the
American Association of Ophthalmic Oncologists and Pathologists, Incorporated**

Article I - Definitions

- A. Ophthalmic Pathologist: A person who has demonstrated interest in teaching, diagnosis or research of tissues and processes which affect the normal or abnormal function of the eye shall be considered an "ophthalmic pathologist.
- B. Ophthalmic Pathology: A discipline of science that consists of the study of any activity that affects the normal or abnormal function of the eye employing any appropriate data-gathering mechanism as determined by the Board of Directors.
- D. Ophthalmic Oncologist: A person with demonstrated interest in teaching, diagnosis, treatment or research in neoplastic diseases of the eye and ocular adnexal shall be considered an "ocular oncologist."
- E. Ophthalmic Oncology: A discipline of medical science regarding the study of neoplastic diseases of the eye and ocular adnexal.

Article II - Membership

Section 1.

- a) Membership shall be open to ophthalmic pathologists and oncologists.
- b) There shall be the following ***categories of membership***.
1. Charter Members
 2. Regular Voting Members
 3. Associate Members
 4. Emeritus Members
 5. Honorary Members

6. Members in Training

Section 2. Charter Members

- a) Charter members must be licensed to practice medicine and/or surgery in the United States. They shall also be certified by the American Board of Ophthalmology and/or the American Board of Pathology. At the time of the founding of the Association they were actively engaged to the extent of 25% of his/her professional time during a significant period of the previous 10 years in the instruction and/or supervision of diagnostic ophthalmic pathology of a laboratory, hospital or medical school. A Charter Member shall pay dues as specified by the Board of Directors, and shall have the right to vote and hold office.
- b) A list of Charter Members was established and closed by the Board of Directors.

Section 3. Regular Voting Members

1. Regular Voting Members are those individuals who possess a degree of Doctor of Medicine or its international equivalent, who have completed training that is acceptable to the Board of Directors, and who are actively engaged in the discipline of ophthalmic pathology or ophthalmic oncology.
2. A Regular Voting Member shall pay dues as specified by the Board of Directors and shall have the right to vote and hold office. Each voting member shall be entitled to cast one vote on matters presented as motions by the organization.
3. Every Regular Voting Member shall be eligible for holding an office and serving on committees of the organization.
4. The Board of Directors of the American Association of Ophthalmic Oncologists and Pathologists (AAOOP) has the right to review qualifications of all proposed members to the AAOOP but does not have the right to refuse membership to anyone once he/she meets the admissions criteria except as stipulated under Article Article XIX.

Section 4. Associate Members

1. Associate Members are those individuals who possess a degree of Doctor of Medicine or its international equivalent, who are not actively engaged in ophthalmic oncology or pathology, but who have demonstrated an active interest in ophthalmic oncology or pathology as determined by the Membership and Credentials Committee of the organization.
2. An Associate Member shall pay annual dues in the amount determined by the Board of Directors of the organization.
3. An Associate Member will not vote on matters presented to the organization.
4. An Associate Member may not hold office or serve on committees of the organization.

Section 5. Emeritus Members

An Emeritus Member is any Member or Charter Member who has been inactive in the instruction and/or supervision of diagnostic ophthalmic pathology or ophthalmic oncology for the past two years. In addition, a Charter Member or Regular Voting Member shall have the option of becoming an Emeritus Member upon reaching the age of 65 years, whether or not remaining active in the field of ophthalmic oncology or pathology. An Emeritus Member shall not pay dues, shall not have the right to vote and shall be ineligible to hold office.

Section 6. Honorary Members

An Honorary Member is an individual of outstanding caliber who may be elected to Honorary Membership by the Board of Directors. An Honorary Member shall not pay dues or have the right to vote and shall be ineligible to hold office. Only one new Honorary Member can be elected each year.

Section 7. Members in Training

1. Members in Training are those individuals who possess a degree of Doctor of Medicine or its international equivalent, which is acceptable to the Board of Directors and who are actively engaged in formal training in ophthalmic pathology or oncology.

2. Members in Training shall be limited to the period of formal training not to exceed five (5) years, at which time the junior membership will terminate.

3. Members in Training shall not be responsible to pay dues to the organization.

4. Members in Training will not vote on matters presented to the organization.

5. Members in Training may not hold office or serve on committees of the organization.

Section 8. Annual Dues

1. Dues. Annual dues for individuals shall be a sum determined by the Board of Directors of the organization. The individual shall transfer funds directly to the Treasurer of The Organization.

2. Continued Membership. Continued membership in the organization is contingent upon being current with payment of membership dues.

Section 9. Official Roster of Membership

The official roster, which shall consist of names, geographic addresses, electronic mail addresses, and telephone numbers of all members in each category, and status of dues payment. The roster shall be maintained by the Secretary Treasurer and distributed to the membership annually.

Article III - Officers

Section 1. Officers

- a) President, President-Elect, and Secretary-Treasurer elected by the Board of Directors in the first instance of majority vote and thereafter by majority by closed ballot at the annual business meeting.

Section 2. Term of Office

a) Duration of office

President	2 years
President-Elect	2 years
Secretary-Treasurer	3 years

- b) The terms of office of President and President-Elect shall begin immediately after adjournment of the Annual Meeting of the Association. The Secretary Treasurer assumes duties on the first day of January following election to the post. The secretary-Treasurer may not serve more than two consecutive terms.

Article IV - Board of Directors

Section 1. Membership: Board of Directors

- a) The membership of the Board of Directors shall consist of the President, President-Elect, Secretary-Treasurer, the immediate Past-President, and five members at large. The members at large shall be elected for a term of three years.
- b) Each Board member shall hold office until a successor is appointed or until the Board member's own death, resignation, or removal as directed Article XVII.

Section 2. Chairperson of the Board of Directors

- a) The President shall be the Chairperson of the Board of Directors.

Section 3. Conduct of Meetings

- a) The Present shall call meetings of the Board of Directors to order and shall chair the meeting.
- b) In the absence of the President, any board member chosen by the board members present shall call the meeting of the Board of Directors to order and shall act as Chairperson of that meeting.
- c) In the absence of the Secretary-Treasurer the presiding officer may appoint any board member or other person present to act as Secretary of that meeting.

Section 4. Quorum

- a) Except as otherwise provided by the By-Laws, five (5) board members shall constitute a quorum for the transaction of business of the Board of Directors, but a majority of Directors present (though less than such a quorum) may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting

- a) The acting of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Duties of the Board of Directors

- a) The Board of Directors shall generally oversee the business and affairs of the Association and make certain that the spirit and letter of the Articles of Incorporation and of the By-Laws are carried out.
- b) The Board of Directors shall pass recommendations on candidates for membership to the entire membership.
- c) The Board of Directors shall meet at least once a year, or more times as is appropriate.
- d) Special meetings of the Board of Directors may be called by or at the request of the President or the President-Elect or any two Board Members with the approval of the majority of the Board Members.
- e) Notice of the date, time, and place of each meeting of the Board of Directors shall be given by at least seven (7) days written notice delivered personally or by certified mail or given by telegram or by FAX to each Director of his/her business address or at such other address as such Directors shall have designated in writing to the Secretary-Treasurer. If the date, time, and place of the meeting is announced at a previous meeting of the Board, notice is not required. Vacancies on the Board of Directors, other than the President, shall be filled either by appointment by the President or left vacant until an election can be held at the next meeting; the decision of which course of action shall be left to the discretion of the President.

Section 7. Compensation

- a) The Board of Directors will not receive compensation for their services.
- b) Payment of certain expenses may be authorized by the President with the approval of the Board of Directors.

Section 8. Liability for Unpaid Directors

- a) Except as provided in subdivision b), a person who serves without compensation as a board member or committee member of the Association shall not be civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as a board member, or committee member, and did not constitute willful or reckless misconduct.
- b) Subdivision a) does not apply to:
 - 1. An action or proceeding brought by the attorney general for a breach of fiduciary duty as a director;

2. A cause of action to the extent it is based on federal law;
3. A cause of action based on the person's express contractual obligation.

Section 9. Action Without Meeting By Less Than All Of The Directors

Any action required or permitted to be taken at a Board meeting, other than an action requiring member approval, may be taken by written action of the Board of Directors if signed by the number of directors that would be required to take the same Action at a meeting at which all directors were present.

Article V - Duties of Officers

Section 1. Duties of the President

- a) Shall preside at the Annual Meeting and at all meetings of the Board of Directors.
- b) Shall enforce all rules and regulations of the Association.
- c) Shall sign all official documents
- d) Shall make appropriate committee appointments
- e) Shall be an ex-officio member of all committees except the Nominating Committee.

Section 2. Duties of the President-Elect

- a) Shall preside at the Annual Meeting in the absence of the President.
- b) Shall preside at other meetings in the absence of the President.
- c) in the event of the resignation, disability or death of the President, Shall assume the President's responsibilities.
- d) Shall become the President after two years.

Section 3. Duties of the Secretary-Treasurer

- a) Shall record and distribute to all members the proceedings at all business meetings and Shall record the minutes of all meetings of the Board of Directors and all Committees of the Association.
- b) Shall notify the membership of all meetings and Shall publish and distribute the agenda of the Business meeting.
- c) Shall maintain a registry of membership.
- d) Shall conduct appropriate correspondence and maintain a file of such.
- e) Shall submit a report of the minutes of the previous Annual Business Meeting.

- f) Shall bill to and collect from the appropriate members all dues and fees pertaining to the Association.
- g) Shall render disbursements for authorized official expenses subject to the approval of the Board of Directors.
- h) Shall maintain a financial ledger which Shall be available for an annual audit by outside accounting firms.
- i) Shall maintain at the expense of the Association, a surety bond for the conduct of his office.
- j) Shall present a financial report to the membership at the business session of the Annual Meeting.
- k) upon resignation, disability or death of the President and the President-Elect, Shall assume the office of the President until the next Annual Meeting.

Article VI - Meetings

There shall be an Annual Meeting consisting of a scientific portion, which is open to the entire membership and guests, and business meetings, which are restricted to members. The programs for the scientific meetings shall be determined by the Program Committee.

Article VII - By-Laws

Section 1. The By-Laws shall take effect immediately from the time of adoption by the first Board of Directors of the Association.

Section 2. Amendments of the By-Laws

Amendments to these Bylaws must be approved by two-thirds (2/3) of the total number of directors.

Article VIII - Fiscal Year and Dues

Section 1. The initiation fee and annual dues will be determined by the Board of Directors.

Section 2. Fiscal Year.

A. The fiscal year shall be from January 1 to December 31.

Section 3. Membership Dues

Dues and/or changes of dues for active members shall be recommended by the Board of Directors for membership vote.

Section 4. Annual Budget

Annual budget and operating reports shall be submitted to the membership by the President and/or Treasurer annually by electronic mail and at the General Business Meeting.

Section 5. Fiscal Affairs

The fiscal affairs of the organization shall be the responsibility of the Treasurer.

Section 6. Revenues of the Organization

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

Article IX - Committees

Section 1. Standing Committees

- a) Combined American Association of Ophthalmic Pathologists/American Academy of Ophthalmology Program Committee
- b) Annual Meeting Program Committee
- c) Membership and Credentials Committee
- d) Nominating Committee
- e) Educational Committee
- f) By-Laws Committee
- g) Legislative Committee
- h) Quality Assurance Committee
- i) Audit Committee

Section 2. Ad hoc Committees

- a) are appointed by the President as deemed necessary.
- b) shall have a defined length of function.
- c) shall have a clearly defined purpose.

Article X - Procedures

A. Rules of Order. Roberts' Rules of Order shall govern all proceedings at meetings of the organization except when in conflict with the Bylaws.

B. Business Meeting Agenda. Members who wish to submit matters for consideration or action at any meeting of The Organization shall present the item, in writing, to the President at least one month in advance of the meeting.

Article XI - Combined American Association of Ophthalmic Pathologists/American Academy of Ophthalmology Program Committee

Section 1. Membership of the Combined American Association of Ophthalmic Oncologists and Pathologists / American Academy of Ophthalmology Program Committee.

- a) The Committee shall be composed of three (3) members of the American Association of Ophthalmic Oncologists and Pathologists who are also fellows of the American Academy of Ophthalmology. The three (3) members shall be appointed by the President to have alternating three (3) year terms to be nonrecurring.
- b) The Combined American Association of Ophthalmic Oncologists and Pathologists/American Academy of Ophthalmology Program Committee shall be responsible for the scientific program which is a part of the scientific program of the annual meeting of the American Academy of Ophthalmology.

Article XII - Annual Meeting Program Committee

Section 1. Membership of the Annual Meeting Program Committee

- a) The Annual Meeting Program Committee shall be composed of three (3) members. The members shall be appointed by the President to have alternating three (3) year terms to be nonrecurring.
- b) The Annual Meeting Program Committee is responsible for the scientific program of the Annual Meeting and for any other scientific meetings that the organization holds, except for the Combined American Association of Ophthalmic Oncologists and Pathologists/American Academy of Ophthalmology Meeting.

Section 2. Meeting Chairman

- a) The Annual Meeting Program Chair shall be appointed two (2) years in advance by the President.

Section 3. Papers

- a) Free and invited papers may be incorporated into the program if deemed appropriate manner by the Annual Meeting Committee Chairperson on the advice of the President.

Article XIII - Membership and Credential Committee

Section 1. Membership

- a) The Credential Committee shall be appointed by the President. Three (3) members shall constitute this committee. Each member shall serve for three (3) years. The President shall designate the Chairperson of the Committee.

Section 2. Duties

- a) The Committee shall maintain and distribute application forms, receive applications and pass on recommendations for action to the Board of Directors.

Article XIV - Nominating Committee

Section 1. Membership

- a) The Nominating Committee shall consist of three (3) members who are elected by voting members of the Association.
- b) The election to the Nominating Committee shall take place at a Business Meeting. Nominations shall be presented by the Chairperson of the Nominating Committee with additional nominations being accepted from the floor at a Business Meeting.

Section 2. Duties

- a) Prepare and propose a slate of candidates, one (1) per position for elected officers at the next year's Annual Business Meeting. The nominations for elected officers normally constitute: a member at large to the Board of Directors, President-Elect, and on those years when appropriate, the Secretary Treasurer.

Article XV - Educational Committee

Section 1. Membership

- a) The Committee shall be appointed and charged by the President of the Association.

Section 2. Duties

- a) The Educational Committee shall be concerned by with education, training and qualification of ophthalmic pathologists.

Article XVI - By-Laws Committee

Section 1. Membership

- a) The Committee shall consist of three (3) regular voting members appointed by the President of the Association.

Section 2. Duties

- a) The By-Laws Committee shall review and suggest changes to the By-Laws, from time to time, as deemed necessary by the President and Board of Directors.

Section 3. Term of Office

The term of office shall be alternating six (6) year terms to be nonrecurring.

Article XVII - Legislative Committee

Section 1. Membership

The Committee shall consist of four (4) regular voting members two (2) of which are Ophthalmic Oncologists and two (2) of which are Ophthalmic Pathologists.

Section 2. Duties

The Legislative Committee shall monitor all legislative actions which may affect the practice of ophthalmic pathology and associated fields of medicine and to formulate suggestions for response by the American Association of Ophthalmic Oncologists and Pathologists relative to those actions.

Section 3. Term of Office

The term of office shall be alternating four (4) year terms to be nonrecurring.

Article XVIII - Quality Assurance Committee

Section 1. Membership

The Committee shall consist of four (4) active members two (2) of which are Ophthalmic Oncologists and two (2) of which are Ophthalmic Pathologists.

Section 1. Duties

The Quality Assurance Committee establishes and maintain a program designed to assist members of the American Association of Ophthalmic Oncologists and Pathologists with their responsibilities relative to medical quality assurance issues.

Section 2. Term of Office

The term of office shall be alternating four (4) year terms to be nonrecurring.

Article XIX - Audit Committee

The Audit Committee shall select and oversee the organization's auditors, review audit plans and findings of the organization's auditors, review financial statements, accounting policies, and financial reporting processes, review internal compliance program and tax, legal, and regulatory matters and engage independent auditors.

Article XX - Loss of Membership

Section 1. A member may be dropped from membership for:

- a) loss of license to practice medicine by legal action.
- b) failure to remit dues for more than two (2) fiscal years.
- c) loss of hospital privileges.

- d) being unfit as a member, as determined by two-thirds (2/3) affirmative vote by the members.

Section 2. Standards of Procedure

- a) The Board of Directors shall act by a two-thirds (2/3) vote to implement Section 1, Article XVII and instruct the Secretary-Treasurer to notify the person concerned by written notice not less than fifteen (15) days prior to the expulsion, suspension, or termination, and the reasons for it.
- b) A member may appeal the Board of Director's action by submitting an appeal in writing to the Secretary-Treasurer within thirty (30) days. A member will have an opportunity to be heard by the Board of Directors, either orally or in writing, at any time after notification but not less than five (5) days before the effective date of expulsion.

Section 3. Time Limit to Challenge

A proceeding challenging an expulsion, suspension, or termination, including a proceeding in which lack of or unclear notice is alleged, must be begun within one (1) year after the effective date of the expulsion, suspension, or termination.

Section 4. Member Liability

The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to the Association for dues.

Article XXI - Official Seal

The American Association of Ophthalmic Oncologists and Pathologists has adopted a seal which is circular in shape and bears the name of the Association and the year of its incorporation.

Article XXII - Certificate of Membership

A Certificate of Membership has been designed and is issued to each new member after being signed by the President and the Secretary-Treasurer.

Article XXIII - Offices

The American Association of Ophthalmic Oncologists and Pathologists may establish one or more offices in the District of Columbia and in such other places as the Board of Directors may direct.