

# ASSOCIATION OF VETERANS AFFAIRS OPHTHALMOLOGISTS

## BYLAWS

### Article I. Purpose

The purpose of this association will be to improve patient care, medical education and research in eye disorders in the Veterans Administration medical system.

### Article II. Members

#### Section 2.1. Categories of Membership

- (a) Active Membership: Limited to ophthalmologists licensed in the United States and Puerto Rico who are employed by the Veterans Administration either as a staff physician, consultant or attending.
- (b) Associate Membership: Limited to ophthalmologists licensed in the United States and Puerto Rico who are not employed by the Veterans Administration but who have an interest in eye care delivery provided by the Veterans Administration.

Unless otherwise specifically designated in the Bylaws, the term "Members" shall be deemed to include Active and Associate members.

#### Section 2.2. Rights and Privileges of Members:

Associate members shall exercise all of the rights and enjoy all of the privileges of Active members except the right to vote and the right to hold office or membership on committees.

#### Section 2.3. Dues

Dues shall be assessed of all members. Annual dues will be set by the Executive Committee, payable on admission to membership and annually. Any member defaulting in the payment of dues shall be dropped from membership in the Association.

#### Section 2.4. Resignations

A member may resign at any time by delivering his resignation in writing to the President or to the Secretary.

### Article III. Officers and Committees

#### Section 3.1.

The elected officers of the Association shall be a President, a Vice-President, a Secretary-Treasurer and a representative to the American Academy of Ophthalmology's Board of Councilors.

#### Section 3.2.

All officers of the Association shall be active members who are employed at least 3/8 time at a veterans Administration medical facility.

**Section 3.3.**

The President, Vice-President and Secretary-Treasurer shall be elected at every other annual meeting of the Association and shall have concurrent two-year terms of office.

**Section 3.4.**

The Association's representative to the American Academy of Ophthalmology's Board of Councilors shall, beginning in 1982, be elected at every third annual meeting of the Association and shall have a three-year term of office.

**Section 3.5. President**

The President, subject to the supervision of the Executive Committee, shall have the general management, charge and control of all of the affairs of the Association and shall be its Chief Executive Officer. The President shall preside at all meetings of the members and at all committees of the Association at which he shall be present.

**Section 3.6. Vice-President**

The Vice-President, at the end of his or her two-year term, shall succeed to the Presidency. The Vice-President shall have the powers and duties of the President during the latter's absence or incapacity.

**Section 3.7. Secretary-Treasurer**

The Secretary-Treasurer shall keep minutes of all meetings of the members and of the Executive Committee at which he or she shall be present, shall give notice of meetings to be held and shall perform all duties commonly incident to the office. The Secretary-Treasurer shall also keep regular books of account which shall be open at all times to the inspection of any member. A report on the financial condition of the Association shall be made at every annual meeting of the Association. The Secretary-Treasurer shall receive and disburse the funds of the Association subject to the supervision and control of the Executive Committee.

**Section 3.8. Representative to the Board of Councilors**

Effective with the term of office beginning January 1, 1983, the Association's representative to the Board of Councilors of the American Academy of Ophthalmology will not, during the term of his or her office, concurrently hold another elected office in the Association.

**Section 3.9. Policy Statement**

Any statement, publicly issued by an officer of the Association and used as an official representation of the Association, should meet with the approval of the Executive Committee.

**Section 3.10. Executive Committee**

The Association shall have a standing Executive Committee consisting of the currently incumbent President, Vice-President, Secretary-Treasurer and Board of Councilor's representative as well as the immediate past President. The Executive Committee shall have the general management and control of all of the affairs of the Association.

**Section 3.11. Ad Hoc Committees**

Ad hoc committees may be formed by the President with the consent of the Executive Committee.

**Section 3.12. Nominating**

The Executive Committee shall nominate a slate of candidates for elected office in the Association prior to the appropriate annual meeting at which such election is to take place. Notice of these nominations shall be sent to Active members at least thirty days prior to the annual meeting of the Association at which such officers are to be elected. At the time of the annual meeting, nominations may be made from the floor by any Active member whose dues have been paid.

**Section 3.13. Vacancies**

If a vacancy involving an elected office should occur for any cause between regularly scheduled elections, the Executive Committee may fill such vacancy by the affirmative vote of a majority of its members. Any person so elected to fill such a vacancy shall serve until the regular term of the office is completed and the next regularly scheduled election for that office takes place.

**Section 3.14. Resignation**

Any officer or committee member may resign their office or committee membership at any time by delivering their resignation in writing to the President or Secretary-Treasurer.

**Section 3.15. Impeachment**

If an officer is felt to be performing his or her duties in an unsatisfactory manner, a question of impeachment can be placed on the agenda of the next meeting of the Association. This would require a written petition for impeachment of the specified officer, signed and dated by five Active members and received by the President or Secretary-Treasurer at least thirty days prior to the meeting of the Association members. In order to pass, a motion for impeachment must receive 2/3 of the affirmative votes of the Active members present.

**Article IV.  
Meeting of Members**

**Section 4.1. Annual Meeting**

The annual meeting of members shall be held every year during and at the annual meeting of the American Academy of Ophthalmology. At such annual meeting the members will, as required, elect officers, hear reports from officers and committees and conduct other business as shall be stated in the notice of the meeting or as otherwise may properly come before the meeting.

**Section 4.2. Special Meetings**

Special meetings of the members may be called at any time on the order of the Executive Committee. A special meeting may also be called if a written petition calling for such a meeting is received by the Secretary-Treasurer from ten percent of the currently Active members.

**Section 4.3. Notice of Meetings**

A written notice of any annual or special meeting of the members stating the place, time and purposes thereof, shall be given to each member by the Secretary-Treasurer at least thirty days before the date of the meeting.

**Section 4.4. Quorum**

Ten Active members will constitute a quorum for the transaction of business at any meeting of the members. If a quorum is not present, less than a quorum may adjourn a meeting to a future date without notice.

**Section 4.5. Vote Required**

If a quorum is present or represented at a meeting, the affirmative vote of a majority of the Active members who are present or represented at the meeting shall be sufficient to elect any officer or to transact any business. This is true unless the matter is one upon which by express provision of the Bylaws of the Association, a different vote is required, in which case such express provision shall govern.

**Section 4.6. Method of Voting**

All votes taken shall be by open ballot unless an Active member makes a request for a secret ballot. If such a request is received a secret ballot will be held. Each Active member of the Association will be entitled to one vote at any meeting of the members. Any Active member not present in person at any meeting of the member may vote at such meeting through a representative named in a written proxy, dated and signed by such member and received by the Secretary-Treasurer prior to the commencement of the meeting. No proxy statement dated earlier than thirty days prior to the meeting will be valid.

**Article V.  
Committee Meetings**

**Section 5.1. Meetings of the Executive Committee**

Regular meetings of the Executive Committee shall be held at such time and place as established by the Executive Committee. Special meetings of the Executive Committee may be called by the President or by a majority of the members of the Committee.

At any meeting of the Executive Committee, a majority of the members, if present, shall constitute a quorum. Except as otherwise expressly provided in the Bylaws, the affirmative vote of a majority of the members of the Executive Committee present, at any meeting at which a quorum is present, shall be sufficient to transact any business which may properly come before the meeting.

**Section 5.2. Meetings of Ad Hoc Committees**

Meetings of ad hoc committees may be called in such a manner and at such places as each committee determines. A majority of the members of each committee shall constitute a quorum for the transaction of business. Except as otherwise expressly provided in the Bylaws, the affirmative vote of a majority of the members of the committee present, at any meeting at which a quorum is present, shall be sufficient to transact any business which may properly come before the meeting.

**Article VI.  
Amendment of Bylaws**

The Bylaws may be amended at any annual meeting of the Association by the affirmative vote of a majority of the Active members who are present or represented at such a meeting. Amendments of the Bylaws can only be proposed by the Executive Committee or by at least ten percent of the Active members. All proposed amendments to the Bylaws must be submitted in writing to the Secretary-Treasurer not less than sixty days prior to the next annual meeting. The Secretary-Treasurer shall then send notice of the proposed amendments to all Active members at least thirty days prior to the annual meeting at which the issue is to be discussed.