

**BYLAWS**  
**OF**  
**THE KENTUCKY ACADEMY OF EYE PHYSICIANS AND SURGEONS**

Revised September 2001

**ARTICLE I — NAME**

The name of this group shall be the Kentucky Academy of Eye Physicians and Surgeons.

**ARTICLE 11 — PURPOSE**

This shall be a non-profit society, established to promote and advance the science and art of medicine and surgery pertaining to the eye and its adnexa, and to encourage the study of the relationship of these to medicine and surgery in general.

**ARTICLE III — DURATION**

The Academy shall continue indefinitely.

**ARTICLE IV — MEMBERSHIP**

As the Kentucky Academy of Eye Physicians and Surgeons is the successor organization of the Kentucky Eye, Ear, Nose and Throat Society, all members of that Society shall be considered to be members of the Kentucky Academy of Eye Physicians and Surgeons if they so desire.

**1. Classes of Membership**

A. Voting Memberships. All voting members may hold office in the Academy.

1. Active Membership. All ophthalmologists who at the time of the adoption of these Bylaws, are active members in good standing of the Academy, and those ophthalmologists who shall hereafter be elected to active membership in the manner hereinafter provided. Active members must maintain a current license to practice medicine in any one of the states of the United States.

2. Life Membership. An ophthalmologist who has been an Academy member and has retired or reached the age of seventy years may, at his or her request become a Life Member. Life members shall pay no dues. All current Life members shall be ‘grandfathered.’

3. Military Membership. Ophthalmologists on active military duty may join the Academy (KAEPS) and any applicable membership fees will be waived.

B. Non-Voting Memberships. Non-voting members may not hold office in the Academy.

1. Inactive membership. Members may request because of physical infirmity or retirement to be classified as inactive. This status may be granted at the discretion of the Board of Directors. Inactive members do not pay dues or may not hold office but shall be reinstated in his or her previous membership class, at the discretion of the Board of Directors, without having to reapply for membership.

2. Resident Membership. Residents and Fellows may at the discretion of the Board of Directors be extended invitations to membership of the Academy.

3. Honorary Membership. An honorary member is any person who the Academy deems worthy of special honor. This membership may be granted by the Board of Directors upon recommendation of the Membership Committee. Honorary members will not be required to pay dues or assessments.

4. Part-time Membership. Ophthalmologists working 20 hours a week or less may qualify for part time dues. Part time dues shall be one-half of the active member dues at the time he or she reduces his or her work week to 20 hours or less.

5. Corporate Affiliates. Corporate Affiliates are non-voting members of the society and shall include all companies, corporations, or natural persons which or who provide products and services to KAEPS members. Corporate Affiliate applications must be approved by the Board of Directors. Acceptance as a KAEPS Corporate Affiliate does not imply and may not be interpreted or advertised as an endorsement by KAEPS of the company or its products or services. Corporate Affiliates must abide by the Corporate Affiliate guidelines as approved by the Board of Directors.

Dues and assessments pertaining to the various membership categories as specifically defined by these Bylaws shall be determined by the Board of Directors with the approval of the general membership.

## **2. Election of Members.**

New members may be proposed by current members of the Academy, or new members may make application directly to the Academy. Members making application shall submit an application form, curriculum vitae and two letters of recommendation to the office of the Academy. Letters of recommendation must come from two Academy members, or one member and the Director or Chairman of the proposed applicant's training program. Applying members must have completed an approved ophthalmology residency program. Once the application and applicable letters of recommendation of an applying member have been received, these documents will be sent to the Membership Committee for review and approval.

## **3. Conditions of Membership.**

The names of all new approved members will be routinely published in the Academy's quarterly newsletter or in a special mailing to the membership. Any active member of the Academy shall have the right to protest an individual's membership by addressing the Board of Directors in writing. If such protest is made, the newly elected member shall be given the opportunity to be heard and may present his or her case before the Board of Directors. Membership may be terminated or suspended by a two-thirds vote (secret ballot) of the Board of Directors assuming a quorum is present. The admission, suspension, expulsion and reinstatement of members shall be administered by the Membership Committee and/or the Board of Directors. Each member agrees to support the Bylaws of the Academy and be guided professionally by its Code of Ethics.

## **4. Expulsion.**

Membership in the Academy shall continue as long as a member shall by act and conduct reflect credit upon the Academy. Any immoral or unethical act as judged by the Academy Code of Ethics shall be grounds for expulsion. Membership may also be terminated for failure to pay Academy dues and assessments, conviction

of a felony and in case of an active member failure to maintain a valid medical license in some state of the United States. A member so charged shall be given the opportunity to be heard and may present his or her case before the Board of Directors. Membership may be terminated or suspended by a two-thirds vote (secret ballot) of the Board of Directors assuming a quorum is present.

### **Article V — Officers**

1. The officers of the Academy shall be the President, the President-Elect and the Secretary-Treasurer. They shall serve a term of two years and shall be elected at the Spring Meeting of the election year (even numbered years).
2. President. The President shall be the principal elected officer of the Academy and shall preside at meetings of the Board of Directors and the general membership. The President shall be a member ex-officio with right of vote of all committees. The President shall appoint, with approval of the Board of Directors, the members of all committees except as otherwise provided in these Bylaws.  
  
The President shall call all regular and special meetings of the Academy and the Board of Directors at his or her discretion except as otherwise provided by these Bylaws.
3. 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 prescribed time. The President-Elect shall be a member of the Board of Directors.
4. Secretary-Treasurer. The Secretary-Treasurer shall be responsible for all records of the Academy and shall prepare and keep on file minutes of all meetings of the Academy and the Board of Directors, collect all dues and other funds due to the Academy, make disbursements authorized by the Board and report to meetings of the Academy and the Board as called on by the President. The President or Board of Directors may direct that the day-to-day financial operations be performed by the executive director with the Secretary-Treasurer retaining general and supervisory oversight and responsibility. The executive director shall submit monthly reports to the Secretary-Treasurer and to the President.

5. Vacancies. Vacancies in any office may be filled for the balance of the term by the Board of Directors unless otherwise provided for in these Bylaws.

#### **ARTICLE VI — BOARD OF DIRECTORS**

The Board of Directors shall consist of the President, President-Elect, Secretary-Treasurer, Past President, representative to the American Academy of Ophthalmology Council and the chairman of all standing committees. Other than the elected officers and the representative to the AAO Council who is elected, these positions will be filled by appointment of the President. The Board of Directors shall have four at-large members who shall be appointed by the President and approved by the membership. The Board of Directors, for all legal purposes, shall constitute the governing body of the Academy with power to transact such business, as it deems advisable in the best interests of the Academy.

The Board of Directors shall meet quarterly. Additional meetings may be called by the President or on call of any two members of the Board. All members of the board shall be notified and given ample time to attend. A simple majority shall constitute a quorum but a proxy shall not be considered equivalent to a member present. The President will act as the Chairman of the Board of Directors. Actions of the board shall be subject to review of the Academy.

#### **ARTICLE VII — MEETINGS**

There shall be an annual meeting of the Academy and any other meetings as shall be deemed necessary or desirable. The annual meeting shall consist of a scientific program, a business session, and as far as possible, time for recreation. Business may be conducted in the presence of a quorum, which is defined as one-fourth of the eligible voting membership.

#### **ARTICLE VIII — ELECTIONS**

Officers shall be elected at the annual meeting in even numbered years. Nominations for office will be made by a nominating committee appointed by the President. The nominating committee shall present its candidates to the Board of Directors at least three months prior to the annual meeting. Additional

nominations maybe made from the floor at the meeting. A candidate for office must have given his or her prior consent to the nomination. Voting will be by secret written ballot.

#### **ARTICLE IX — STANDING COMMITTEES**

Legislative, Membership, KOPAC, Health Plan Affairs, Bylaws *and* Ethics Committee. Other standing committees may be appointed by the Board of Directors.

#### **ARTICLE X — DUES AND ASSESSMENTS**

Dues and assessment will be established by the Board of Directors with the approval of the general membership. Dues for the year shall be in arrears as of April 1st.

A member delinquent for a period of one month shall be notified by registered mail and given thirty days to clear his or her account. After this period, the delinquent member will be dropped from membership.

A member so dropped shall be required upon reapplication to pay all delinquent dues before being readmitted. Delinquent dues in this event are defined as the amount owed at the time the membership was terminated.

#### **ARTICLE XI — INDEMNIFICATION**

The Academy may, by resolution of the Board of Directors, provide for indemnification by the Academy of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily Incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Academy, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **ARTICLE XII — DISSOLUTION**

Upon dissolution of the Academy and after payment of all liabilities and obligations of the Academy, all remaining assets shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors. These organizations must be exempt from federal income taxes under the currently applicable sections of the Internal Revenue Codes.

## **ARTICLE XIII — REVISIONS**

These articles may be amended at any annual meeting or a special meeting called by the President for the purpose of revising the Bylaws, providing:

1. A quorum is present. one-fourth of the eligible voting membership)
2. The suggested changes have been transmitted to all members at least thirty days prior to the meeting.
3. The proposed changes have been presented to the Bylaws Committee for review prior to the meeting.

The Academy adopts as its guide to procedure the "Standard Code of Parliamentary Procedure" by Sturgis.