

THE INTERNATIONAL SOCIETY FOR EYE RESEARCH

PURPOSES**

The purposes of the corporation are charitable and educational, including, but not limited to, the general advancement of knowledge regarding the function of the eye, on the prevention, treatment and cure of eye diseases and on the process of vision. The corporation shall initiate, organize, administer and facilitate scientific communication and cooperation on an international level. It will provide for the holding of conferences, meetings, symposia and lectures which advance the objectives of the corporation. It will arrange for publication of reports and other print or electronic media, including meeting abstracts, for the dissemination of knowledge in eye research. It will arrange for scientific and medical cooperation between various individuals, groups and organizations to further the advancement of its field of interest. It will seek cooperation with other national and international organizations with similar objectives. It will seek financial aid and support from individuals, organizations, corporations, national and international governments and governmental agencies and other organizations interested in its objectives and the support of the goals of ISER.

In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Delaware, and the activities and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, *viz*:

Acting through its Executive Committee of the Council, its members, and its officers, subject to the powers and restrictions of this Certificate of Incorporation, and its By-laws, to do all such acts as are necessary or convenient to the attainment of the activities and purposes herein set forth.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated;

To solicit and receive contributions from any and all sources and receive and hold, in trust or otherwise, funds received by gift or bequest.

No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

*Incorporated in the State of Delaware, USA

**Excerpt from the Certificate of Incorporation

THE INTERNATIONAL SOCIETY FOR EYE RESEARCH BYLAWS

Article I - General

Section 1. *Name and Purposes.* The name and purposes of the corporation shall be as set forth in the Certificate of Incorporation.

Section 2. *Location.* The principal office of the Society in the State of New York shall initially be located at the place set forth in the Certificate of Incorporation of the Society. The Society offices shall be at such other place or places within or without of the State of New York as the Council may from time to time determine or the business of the Society may require.

Section 3. *Corporate Seal.* The Council may adopt or alter a seal for the Society.

Section 4. *Fiscal Year.* The fiscal year of the Society shall, unless otherwise decided by the Council, end on December 31 in each year.

Article II - Membership

Section 1. *Categories.* There shall be six categories of members which shall be designated collectively as Members. These categories are *Full, Family, Young Investigator, Sustaining, Emeritus* and *Honorary*.

Full Members shall be investigators who are actively engaged in eye or vision research or other fields related to eye or visual system tissues and are 7 years or more past their terminal degree. .

Family Members shall be a *Full Member* and his/her spouse. Both *Family Members* will be considered “Full Members” and shall be investigators who are actively engaged in eye or vision research or other fields related to eye or visual system tissues.

Young Investigators shall be predoctoral or postdoctoral (PhD/MD/OD/DVM/DO)/equivalent students, clinical residents, or clinical fellows engaged in vision/eye research for no longer than 7 years since their terminal degree.

Sustaining Members shall be persons, organizations, societies, corporations or agencies who provide financial support of the society.

Emeritus Members shall be *Full Members* who have 10 years cumulative ISER membership, who have reached the age of 65, whose academic appointment is no more than 50%, and who have requested a change to Emeritus Membership in writing.

Honorary Members shall be persons who have made exceptional scientific contributions to eye or vision research or other fields related to eye or visual system tissues. The Membership Committee will solicit nominations one year prior to the ICER meeting. The Committee will review the nominations and submit recommendations to the Council for action.

Section 2. Selection. Any person may apply to become a *Full Member* by submitting (1) an application form, and (2) dues payment. The Council reserves the right to decide if an applicant has appropriate credentials for membership in the Society.

Application for *Family Membership* should include all supporting documents for both applicants otherwise required for their application as *Full Members*.

Application for *Young Investigator Membership* should include 1) an application form, with the authorized signature of the young investigator's supervisor or department head verifying the individual's current status and 2) dues. Annual renewal of membership will be accompanied by certification of their position by their supervisor. Upon notification to the Society of the completion of their training or the first five years of their appointment in rank, *Young Investigator Members* may elect to become Full Members of the Society. *Young Investigator* member status may persist no longer than one year past the initial five-year duration of the Member's junior-level faculty appointment or equivalent professional position.

Individuals, organizations, agencies and corporations can apply for *Sustaining Membership* by submitting in writing this intention and any supporting documentation to the Secretariat. Members of the Council can also suggest candidates for *Sustaining Membership*. Formal recognition of the contributions of Sustaining members will be made on the ISER website and at the biennial ISER meeting.

Any Member can submit nominations for *Honorary Membership to Council for action*.

Section 3. Rights and Privileges.

Full Members can participate in all meetings of the Society. *Full Members* shall vote on all issues presented by the Officers and Committees of the Society. *Full Members* can serve as an Officer of the Society if duly elected, or serve in any capacity in the Society if requested. *Full Members* shall receive all bulletins, announcements and information of the Society and shall receive a reduced rate on the official journals or other commercial publications of the Society. The tenure of all dues-paying Members shall be terminated by actions of the Council one year after the failure of the Members to pay his or her dues. Reinstatement will occur with payment of current dues.

Family Members have the rights and privileges of single Full Members, with the exception that their reduced membership fee includes only one reduced rate subscription to the Journal of the Society, *Experimental Eye Research*, should they choose to subscribe.

Young Investigator Members have the rights and privileges of Full Members and shall pay a reduced membership fee which does not include a subscription to *Experimental Eye Research*.

Sustaining Members can participate in and, in the case of societies, organizations, agencies and companies, send representatives to all meetings of the Society. The representatives of *Sustaining Members* can submit papers for presentation at the scientific meetings. *Sustaining Members* shall receive all bulletins, announcements, and information of the Society and may subscribe to *Experimental Eye Research* at the Full Member subscription price.

Emeritus Members and Honorary Members shall have all the rights and privileges of Full Members and may subscribe to *Experimental Eye Research* at the Full Member subscription price.

Section 4. Dues. *Full Members, Family Members, Young Investigator Members and Sustaining Members* shall pay dues every year, the amount of which shall be determined annually by the Council.

Article III - Business Meetings of Members

Section 1. Regular Meetings. A regular meeting of the Members shall be held in even-numbered years at the biennial ISER meeting. The meeting shall be held at such a time and place as shall be determined at the ISER meeting two cycles prior to the planned meeting, or failing such determination, at such time and place as the Council may decide.

Section 2. Special Meetings. Special meetings of the Members for any purpose may be called by the Council. In addition, special meetings shall be called by the President or Secretary whenever one-tenth of the Members so request in writing. Such request shall state the purpose or purposes of the proposed meeting, and the President shall determine its time and location.

Section 3. Notice. Notice of every meeting of Members, regular or special, stating the time, place and in general terms, the purpose or purposes thereof, shall be delivered at least forty (40) days prior to such meeting to each Member by electronic mail.

Section 4. Quorum. Action of Members. Except as otherwise provided by law or by the Certificate of Incorporation, a simple majority (>50%) of the membership with Full Membership privileges who are present shall constitute a quorum at any meeting of Members for the transaction of business. Less than a majority may adjourn any meeting for a time and the meeting may be adjourned without further notice except as required by law. If a quorum is present at the beginning of the meeting, a quorum shall be deemed present throughout the meeting for all purposes.

At any meeting at which a quorum is present, a majority of the votes properly cast upon any other question shall decide the question, except in a case where a larger vote is required by law, the Certificate of Incorporation, these Bylaws or otherwise.

Section 5. *Votes.* At each meeting of Members and in the Fall election ballot, each member who has Full Membership privileges shall be entitled to one vote for each vacancy in any office to be filled and one vote upon each question submitted to a vote of the Members. Members entitled to vote at a meeting may do so in person or by Electronic Ballots. Ballots cast in the manner provided by this section shall be deemed votes properly cast by Members by proxy for all the purposes under law, the Certificate of Incorporation of these Bylaws.

Section 6. *Conduct of the Business Meetings.* The President, or in his/her absence, a Vice-President, or in their absence, a Chair of the meeting selected by the Members present shall preside at meetings of the Members. The Secretary shall keep the records of any meeting of the Members. In the absence of the Secretary, the presiding officer may appoint a Secretary *Pro Tem*.

Article IV - Council

Section 1. *Management of the Society.* The business and property of the Society shall be conducted and managed by the Council of the Society.

Section 2. *Members of the Council.* The Council shall be composed of the President, President-Elect, Immediate Past President, Vice Presidents (two each from Asia Pacific the Americas, Europe,), Secretary, Treasurer, Young Investigator, and the ISER Meeting Liaison. All Councilors must hold ISER membership in a position which has Full Membership privileges (with the exception of the YI, who must be a YI member of ISER) at the time of their nomination, election and during their term of office.

Section 3. *Term of office.* The President Elect and Immediate Past President will have one year terms. The President and Secretary will have a three (3)-year term. The Treasurer and ISER Meeting Liaison will be appointed by Council by majority vote for a term determined by Council. All other positions will have three (3) year terms, with the exception of the Young Investigator whose term will be two (2) years. The President cannot succeed him/herself. The other elected positions can be held for a maximum of 2 terms. In case any vacancy should occur among the Council members, a successor shall be appointed by a majority of the remaining Council members in office to serve until the next election by ballot, at which time a successor shall be elected to fill such office for the then remaining term. Such persons shall be eligible to be elected to fill that same office for another term, or to be a candidate for any other elected position for which they qualify. The term of office may be abbreviated, due to resignation (see *Section 4*, below).

Section 4. *Resignation and Removal.* Any Council member may resign his/her office by giving written notice to the President. Resignations shall be effective at the time specified in the notice thereof or, if no time is specified, upon receipt of such notification by the President. A member of the Council may be removed if for one year he/she has failed to participate in the work of the Council. She/he may be removed by a vote of two-thirds of the Council members then in office.

Section 5. *Meetings.* Regular meetings of the Council shall be held yearly at such times and such places, within or without the State of Delaware, as may from time to time be fixed by

resolution of the Council. Special meetings of the Council may be held at any time or place upon the call of the President or of any four Council members. Notice of meetings shall be sent electronically to each Councilor not less than thirty (30) days before such meeting. Other meetings, such as strategic planning meetings, may be held at any time and place upon notification of the Council members.

In instances where a physical meeting of Council members is precluded or impractical, or one or more Council members cannot attend the meeting physically, participation in a Council meeting may take place by teleconference, videoconference, or other similar electronic communications modality by means of which all persons participating in the meeting can hear and talk to each other.

Section 6. *Procedures.* All decisions by the Council shall be made by a simple majority (>50%) of the Council members present.

Section 7. *Action by Consent.* Any action required or permitted to be taken at any meeting of the Council or of any committee thereof may be taken without a meeting if all of the members of the Council or committee consent thereto in writing following written notice of the proposed action to all members of the Council or committee. All written consents and any dissenting views shall be filed with the minutes of proceedings of the Council or committee as the case may be.

Section 8. *Quorum.* A simple majority (>50%) of the Council shall constitute a quorum for the transaction of business.

Section 9. *Compensation.* Councilors, as such, shall not receive any compensation for their services, but by resolution of the Council, may be reimbursed for expenses incurred by them in carrying out the business of the Society.

Article V - Officers

Section 1. *President.* The President shall be Chief Executive Officer of the Society. Subject to the directions of the Council, President shall exercise direct charge of and general supervision over the business and affairs of the Society and shall perform all duties incident to the office of a president of a corporation, and such other duties as from time to time may be assigned by the Council. The President shall be the Chair of the Council and oversee appointments to and composition of Committees as well as being an ex officio member of each committee (See Article VIII for Committee composition).

Section 2. *Vice Presidents* shall represent geographic areas where there are large and active groups of eye researcher, members of ISER and have responsibility for membership recruitment efforts in their region. The Council shall from time to time define which geographic region shall be represented in such a way based on membership statistics. Currently, 3 geographic areas have been defined: Asia Pacific, the Americas, and Europe. Each Vice President shall have and exercise such powers and shall perform such duties conferred upon or assigned by the Council, or as may be delegated by the President.

Section 3. *Secretary.* The Secretary will continually update the bylaws to be consistent with any changes in operation of the Society as voted on by Council and/or the membership. The Secretary will supervise the travel award rankings which will be determined by the Young Investigators/Membership committee of which the Secretary will be a member (Article VIII). In general, the Secretary shall perform such other duties as from time to time may be assigned by the Council.

Section 4. *Treasurer.* The Treasurer shall be appointed by a vote of the Council and shall have charge of and be responsible for all funds, securities, receipts and authorized disbursements of the Society, and shall deposit, or cause to be deposited, in the name of the Society, all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be selected by the Council. The Treasurer shall render to the President and to the Council, whenever requested, an account of the financial condition of the Society; and shall report annually to the Council. Tax returns will be prepared annually by a CPA and the Treasurer will maintain these records. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as from time to time may be assigned by the Council or the President. The Treasurer will be an ex officio member of the Meeting Coordination, Young Investigators/Membership and Fundraising Committees.

Section 5. *Young Investigator Representative.* The elected Young Investigator Representative will work to increase membership and improve Council's relationship with the *Young Investigators*. The Young Investigator Representative will assist in the selection of travel awardees and to organize activities at the meeting as well as social get-togethers for *Young Investigators* at other meetings, such as ARVO. The YI representative will be a member of the YI/Membership Committee.

Section 6. *ISER Meeting Liaison.* The Meeting Liaison will be appointed by Council and will be an ISER member who has attended a minimum of three (3) ISER meetings and has been an ISER meeting organizer in the past. The Liaison will be a member of the Meeting Coordination Committee and the Fundraising Committee. The Liaison will work with ISER Council, the local organizing committee, and the Company engaged to organize the meeting to ensure thorough communication, continuity and fiscal responsibility

Section 7. *Temporary Officers.* The Council may advise the President to appoint temporary officers as it may deem desirable. Each such officer shall hold office at the pleasure of the Council and have such authority and perform such duties as the President may prescribe.

Section 8. *Compensation.* Elected officers of the Society shall not receive compensation for their services. The Council may authorize the President, with the concurrence of the Treasurer, to establish the compensation of temporary officers.

Article VI - Elections

Section 1. *Nominations.* At least ninety (90) days prior to January 1st, the President will send to each Member a notice of elected offices which are coming open for election at the end of that year and requesting submission of nominations in writing to fill such vacancies.

A person shall be nominated if his/her name is submitted by the stated deadline and endorsed by at least one Member. Each nominee will be asked whether he/she wishes to stand for election. At least sixty (60) days prior to January 1st of any year, names of nominees to be included on the electronic election ballot will be finalized by the Executive Committee. The ballot shall provide spaces for write-in votes.

Section 2. *Voting.* The electronic ballots will be due by December 1 of the year with the term of office beginning January 1 of the following year.

Article VII - Executive Committee of the Council

Section 1. The Executive Committee shall include the President, the Secretary, Treasurer and ISER Meeting Liaison . The President shall chair the Executive Committee.

Section 2. *Powers.* During the intervals between the meetings of the Council, the Executive Committee shall possess and exercise all the powers of the Council in the management and direction of the business and affairs of the Society; provided, however, that it shall have no power or authority with respect to amending the Certificate of Incorporation, adopting an agreement or merger or consolidation, recommending to the Members the sale, lease or exchange of all or substantially all of the Society's property and assets, recommending to the Members a dissolution of the Society or a revocation of a dissolution, or amending the Bylaws of the Society.

Section 3. *Reports.* The Executive Committee and each other committee of the Council shall keep regular minutes of its proceedings and all actions by any such committee shall be reported promptly to all members of the Council. Such actions shall be subject to review by the Council, provided that no rights of third parties shall be affected by such review.

Article VIII - Committees of Members

Section 1. *Meeting Coordination Committee.* This committee is charged to work with Council and the meeting organizing company during the planning and execution of the meeting to ensure the success of the meeting. Members of the Committee will be the President, Vice President representing the area for the planned meeting, ISER meeting Liaison, local organizing committee, the Treasurer and other members as so designated.

Section 2. *Young Investigators/Membership Committee.* This committee is charged with increasing ISER membership and improving ISER's relationship with Young Investigators , selecting travel awardees, organizing activities at the biennial ISER meeting as well as at other eye research meetings such as ARVO. Members of the Committee will be the Secretary, one Vice President (appointed by the Executive Committee), the Treasurer, the elected Young Investigator Representative, and one or more ISER Members selected from the membership (see Section 5, below).

Section 3. *Communications Committee.* This committee is charged with assisting the President with producing the ISER Newsletter, promotional materials, updating the website as well as developing other mainstream media contacts, marketing, etc. The Members of the

Committee will be the President-elect, a Vice President (appointed by the Executive Committee), the President, and one or more ISER Members selected from the membership (see Section 5, below).

Section 4. *Fundraising Committee.* This committee is charged with fundraising both for the biennial meeting as well as for the Society. It is important for this committee to have a strong connection with the Company contracted to run the ISER meeting. The Members of the Committee will be the Treasurer, a Vice President (appointed by the Executive Committee), the Meeting Liaison and one or more ISER Members selected from the membership (see Section 5, below).

Section 5. *Selection of other committee members from the membership.* Requests will be sent out to the membership for interest in serving on three Standing Committees, the Young Investigator/Membership Committee, Communications Committee and Fundraising Committee at the same time as the request for Council position nominations. A statement of interest will be required as well as qualifications for serving, which includes the requirement that the nominee be a member of the Society. The Standing Committee members will be able to choose from the self-selected pool of applicants for additional committee members.

Section 6. *Other Committees.* The Council may appoint other committees of its members from time to time to do such things and have such powers and serve per such terms as the resolution establishing the committee shall provide.

Article IX - Execution of Documents by the Corporation

Section 1. *Execution of Checks, Notes, Etc.* All checks and drafts drawn upon the Society's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, shall be signed by the Treasurer or such officer or officers, agent or agents, as shall be authorized from time to time by the Council. Payments in excess of \$15,000 must be approved in writing by the President.

Section 2. *Execution of Contracts, Assignments, Etc.* All contracts, agreements, endorsements, assignments, transfers, stock powers, or other instruments shall be signed by the President, the Secretary or the Treasurer; provided, however, that the Council may in its discretion, require any or all of such instruments to be signed by any two or more of such officers, or may permit any or all such instruments to be signed by such other officer or officers, agent or agents, as it shall thereunto authorize from time to time.

Article X - Adoption of the By-Laws

Section 1. These by-laws will become the by-laws of the Society by the approval of two-thirds of the present Council.

Article XI - By-Law Amendment

On the recommendation of the President or two-thirds of the membership, the by-laws can be amended by a two-thirds vote of the Council.

Approved Revisions September 1, 2012