

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 on the function of the eye, on the prevention and cure of eye diseases and on the process of vision. The corporation shall initiate, organize and administer facilities 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 printed material for the dissemination of knowledge in its field of interest. 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 Board of Directors, 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 BY-LAWS

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, more than five years out of their first appointment in rank, who are actively engaged in eye or vision research or other fields related to eye or visual system tissues and who have published related work.

Family Members shall be a Full Member and his/her spouse. Both Family Members shall be investigators who are actively engaged in eye or vision research or other fields related to eye or visual system tissues and who have published related work.

Young Investigators shall be predoctoral or postdoctoral (PhD/OD/MD)/equivalent students, clinical residents, or clinical fellows engaged in vision/eye research, Assistant Professors, or the equivalent, within the first five years of their appointment in rank or equivalent, appointment at an institution of higher learning, or industry, in a scientific field related to vision or ophthalmology, MD/PhD or OD/PhD students engaged in the PhD research phase of the degree.

Sustaining Members shall be persons, organizations, societies, corporations or agencies whose intention is to support or promote research in the broad field of eye or vision research.

Emeritus Members shall be Full Members 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 visual system 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. Applications shall be transmitted by the Secretariat from time to time to the Membership Committee which shall evaluate each application and transmit its recommendation to the Council. The Council may approve the application, in which case an applicant shall become a Member effective immediately and the Secretariat shall notify him/her. If the Membership Committee does not recommend an applicant for membership, or the Council does not approve the recommendation, the Secretariat will notify the applicant of the decision. On the request of the applicant, the Secretariat shall disclose the reasons for non-approval.

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. Upon approval, the person shall become a *Young Investigator Member* for a period of 1 year at which time verification of Young Investigator status must be re-submitted with membership renewal.

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 Membership Committee or the Council can also suggest candidates for *Sustaining Membership*. The Secretariat shall transmit from time to time the applications and recommendations to the Membership Committee. This Committee, if it approves the applications, shall recommend annual dues and transmit the application and supporting documentation to the Council. The Council may approve the recommendation, in which case the applicant shall become a *Sustaining Member*.

Any Member can submit nominations in writing to the Membership Committee, any person for *Honorary Membership*. The Membership Committee will review such nominations prior to each International Congress for Eye Research or other special meeting of the Society and submit its recommendation to the Council for action. At no time shall the Society have more than 15 Honorary Members.

Section 3. *Rights and Privileges.* *Full Members* can participate in all meetings of the Society, submit papers of their own or sponsor papers of a non-member scientist for presentation at such a meeting. *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. The *Full Member* 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 singular *Full Members*, with the exception that their reduced membership fee includes only one copy of the *Journal of the Society, Experimental Eye Research*, should they choose to subscribe.

Young Investigator Members shall pay a reduced membership fee which does not include a subscription to *Experimental Eye Research*. They shall receive special consideration for travel fellowships to the biennial International Congress of Eye Research sponsored by the Society and pay a reduced registration fee at these congresses. 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.

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. The *Sustaining Members* shall receive all bulletins, announcements, and information of the Society and the official journals or other commercial publications of the Society.

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.* The *Full Members*, *Family Members*, *Young Investigator Members* and *Sustaining Members* shall pay dues every year. The amount of dues 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 either within or without the State of Delaware in even-numbered years when there is an International Congress of Eye Research. The meeting shall be held at such a time and place as shall be determined at the prior regular meeting, or failing such determination, at such time and place as the Council may fix.

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 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 majority of the Full Members by presence in person or by representation by proxy 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 held as 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 by-laws or otherwise.

Section 5. *Votes and Proxies.* At each meeting of Members, each Full Member 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. No Sustaining Member shall be entitled to vote upon any matter. Members entitled to vote at a meeting may do so in person or by proxy appointed in the manner provided by Section 7 of Article III of these by-laws, or by Mail or Electronic Ballots. Such proxy appointment shall not be valid after the meeting or any adjournment thereof. No other proxy shall be valid, and no proxy may convey discretionary authority to act for a Member.

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

The presiding officer may, in his sole discretion, direct that action upon any matter before the meeting which has not prior to the meeting been the subject of the procedures prescribed by Section 7 of this Article, Mail or Electronic Ballots, be postponed until a special meeting of Members called for by the President, to be held at a date and place which he/she shall determine which date shall not be later than twelve weeks from the final adjournment of the meeting at which the matter was presented. The matter shall be included on a mail or electronic ballot to be cast at such special meeting.

Section 7. *Ballots.* Ballots cast in the manner provided by this section shall be deemed votes properly cast by Members by proxy for all purposes under law, the Certificate of Incorporation or these by-laws.

At least forty days prior to any meeting of Members, the President shall send to each Full Member the means by which such Member shall vote in any election and upon any proposed amendment of the Certificate of Incorporation or these by-laws, or upon any other matter designated by the Council, along with such other materials as the Council or the President shall designate. Such ballots and materials, and the Notice of the Meeting, along with the proxy form will be posted on the Society's web site. Members wishing to exercise their right of proxy should complete the proxy form and return it to the ISER office 10 days before the posted date of the meeting.

PROXY

The undersigned hereby appoints _____, and _____ (spaces to be completed by the President) or any of them, with full power of substitution, as his proxy to represent him at the meeting of members of the International Society for Eye Research to be held on (insert date) and to cast the enclosed ballot(s) at such meeting. This proxy confers no discretionary authority to vote on any matter and may not be cast except according to the enclosed ballot(s). This proxy and the ballot(s) contained herein may be revoked or modified by written notice received by the holder hereof at any time prior to the casting of the enclosed ballot(s).

DATE: _____ SIGNED: _____
 PRINT NAME: _____

Note: Please use this form. Revocation or change of proxy need not be on an official proxy form.

The persons named to hold the proxies by the President shall be disinterested persons, who may be Members, but shall in no event be nominees for office. The ballots enclosed in a proxy envelope may be pre-counted by the holders of the proxies but shall be kept inside the proxy envelope until cast so that they may be modified as directed by the Member.

Article IV - Council

Section 1. *Management of the Society.* The business and property of the Society shall be conducted and managed by a board of directors which shall be designated the Council of the Society.

Section 2. *Members of the Council.* The Council shall be composed of six Councilors-at-large who shall be elected by ballot or at regular meetings of Members in the manner provided by these by-laws, and the President, President-Elect, Immediate Past President, Vice Presidents, Secretary, and Treasurer who shall be Members ex-officio. All Councilors must be *Full, Honorary or Emeritus Members* at the time of their nomination, election and during their term of office.

Section 3. *Term of Office. Classification.* Councilors-at-large shall serve for four years and until their successors are elected and qualify. The Councilors-at-large shall be divided into

three classes of two each with the terms of the classes staggered at two year intervals with two Councilors-at-large being elected by ballot or at a regular meeting. Initially two Councilors shall be elected for a two-year term, two for four- and two for six-year terms. Councilors-at-large may not succeed themselves without interruption. In case any vacancy should occur among the Councilors-at-large, a successor shall be appointed by a majority of the remaining Council members in office to serve until the next election by ballot or regular meeting of Members at which time a successor shall be elected to fill such office for the then remaining term. *Ex-officio members* of the Council shall serve while they hold office.

Section 4. *Resignation and Removal.* Any Council member may resign his/her office by giving written notice to the President, except that no ex-officio member shall resign unless he/she simultaneously resigns from his/her elected office. Resignations shall be effective at the time specified in the notice thereof or, if no time is specified, upon receipt by the President. A member of the Council may be removed if for two years he/she 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 given and may be telegraphic, telephonic or written notice duly communicated or mailed to each Councilor not less than thirty days before such meeting. Meetings may be held at any time and place without notice if all Councilors are present or if those not present shall, in writing or by telegram, before or after the meeting, waive notice thereof.

Council members may participate in a meeting of the Council by conference telephone or similar communications equipment 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 majority of 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 majority 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 - Executive and Other Committees of the Council

Section 1. *Executive Committee.* The Council may appoint an Executive Committee of the Council to serve during the pleasure of the Council, to consist of such Councilors as the Council may from time to time designate, but not less than three, and including in all events the President who shall be the Chair of the Executive Committee, the Secretary and Treasurer.

Section 2. *Procedures.* The Executive Committee, by a vote of two-thirds of its members, shall fix its own times and places of meeting, shall determine the number of its members constituting a quorum for the transaction of business which shall be not less than a majority, and shall prescribe its own rules of procedure.

Section 3. *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 by-laws of the Society.

Section 4. *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.

Section 5. *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 upon such terms as the resolution establishing the committee shall provide.

Article VI - Officers

Section 1. *Offices Created.* The elected offices of the Society shall include a President, a President-Elect, not more than six Vice-Presidents, a Secretary, and six Councilors-at-large. The Treasurer and any Associate Treasurers shall be appointed by the Council. Each shall be a *Full, Emeritus or Honorary Member* at the time of nomination, election and during his/her term of office. The President-Elect shall succeed to the office of President upon completion by the President of his/her term in office or upon any earlier vacancy in the office of the President. All elected officers other than the President shall be elected in the manner provided by these by-laws by ballot or at a regular meeting of Members.

Section 2. *Terms of Office.* The President, Vice-Presidents, Secretary, Treasurer and Associate Treasurers and Councilors-at-large shall serve for four years and until their successors are installed in office, on January 1 of the year following the election. They may

not succeed themselves in the same office. The President-Elect shall serve for two years prior to his/her term of Presidency.

Section 3. *Vacancies.* A vacancy in any office may be filled by the Council until the next election or regular meeting of Members. In the case of a Secretary, the successor elected by ballot or at the next regular meeting of Members may succeed himself/herself even though he/she has served a fractional term prior to his/her election. In the case of a Treasurer, the successor appointed by the Council may succeed himself/herself even though he/she has served a fractional term prior to his/her election.

Section 4. *President.* The President shall be chief executive officer of the Society. Subject to the directions of the Council, the 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.

Section 5. *Vice Presidents.* Vice Presidents shall represent regional or national chapters of large and active national eye research societies and serve as liaisons on the Membership Committee with a responsibility for recruitment efforts in their region. The Council shall from time to time define which regional or national society shall be represented in such a way. They can also be elected on the basis of representing a geographic region where a large number of Members reside and are active. When a Vice President is representing a regional or national chapter of the Society, he/she will be appointed or elected by that chapter. Each Vice President shall have and exercise such powers and shall perform such duties as from time to time may be conferred upon or assigned by the Council, or as may be delegated by the President.

Section 6. *Secretary.* The Secretary shall keep the minutes of all meetings of the Council; he/she shall see that all notices are duly given in accordance with the provisions of law and these by-laws; he/she shall keep the membership records of the Society and make and keep lists of the membership of committees of the Council and the Society which lists he/she shall make available upon request to the members; he/she shall be custodian of all contracts, assignments, and other legal documents and records and of the corporate seal of the Society; and in general, shall perform all duties incident to the office of a secretary of a corporation, and such other duties as from time to time may be assigned by the Council.

Section 7. *Treasurer and Associate Treasurers.* 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 depositaries as shall from time to time be selected by the Council. The Treasurer and Associate Treasurers shall render to the President and to the Council, whenever requested, an account of the financial condition of the Society; and shall in any event report annually to the Council and shall submit financial statements certified by independent public accountants chosen by the Council to the Council and Members at each regular meeting of Members. 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.

The *Associate Treasurers* shall be appointed by the President for geographical or national areas where international monetary considerations warrant the establishment of a separate treasurer's office to collect dues and utilize available funds.

Section 8. *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 9. *Compensation.* Elected officers of the Society shall not receive compensation for their services. The Council may authorize the President, with the concurrence of the Treasurers, to establish the compensation of temporary officers.

Section 10. *Resignation and Removal.* The provisions of Section 4 of Article IV of these by-laws shall apply to all elected officers of the Society with respect to such office. Temporary officers may resign by giving written notice to the President.

Article VII - Elections

Section 1. *Nominations.* At least 90 days, January 1 the Nominating Committee shall instruct the President to send to each Member a notice stating the offices among the elected officers, the Councilors-at-large and Members of the Membership Committee to be filled by elections at the meeting and requesting submission to the Nominating Committee of nominations in writing to fill such vacancies. A person shall be nominated if his/her name is submitted by the stated deadline to the Nominating Committee by a writing or writings signed by at least one Member. The Nominating Committee shall inquire of each nominee whether he/she wishes to stand for election. The Nominating Committee shall make additional nominations as it deems appropriate. At least 60 days prior to January 1st of any year, the Nominating Committee shall communicate to the President the names of nominees to be included on the election ballot. The ballot shall provide spaces for write-in votes.

Article VIII - Committees of Members

Section 1. *Nominating Committee.* The President shall appoint a Nominating Committee of at least three *Full Members* in any year in which there will be an election. The President is ex-officio member of the Committee.

Section 2. *Membership Committee.* This Committee shall consist of six Full Members and any Vice Presidents in service who shall act as liaisons to the committee unless the Council from time to time sets the membership larger. The Members of this Committee shall be elected by the Membership for a period of four years. Initially two members shall be elected for a two-year term, four for four-year terms and two for six-year terms. Annually, the President will appoint one of the Committee members to act as its chairperson.

Section 3. *Regional Chapters.* The Council may, upon application to it by interested Members from a defined geographical area, establish, for such an area as it shall determine, a Regional Chapter of Members to be formed and to function in such manner and with such rules and such financial authority as the Council in establishing such a Chapter may provide.

Section 4. *Meeting Organizing Committee.* The President shall appoint an Organizing Committee of Members to make arrangements for each Meeting of the Society. The Committee may include *Full, Emeritus and Honorary Members*. The Committee will have such authority as may be specifically given by the Council or by a standing resolution of the Council dealing with such Committees.

Section 5. *Honorary Membership Committee.* The President shall appoint an Honorary Membership Committee of at least three *Full Members* to serve for a period of two years. This Committee shall propose to the Council persons to become Honorary Members.

Section 6. *Additional Committees.* The Council may establish and the President appoint additional committees of the Members, including a Finance Committee, from time to time either as standing or special committees to perform tasks and have such powers and serve upon such terms as the resolution establishing the committee shall provide. Such committees may include Full, Sustaining, Emeritus or Honorary Members. Councilors, other than the President, shall serve on no more than one committee of the Society, not including committees of the Council. Each committee shall appoint a recording secretary from among its members to keep records of its actions and make such reports as the committee is directed to make by the Council.

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 such officer or officers, agent or agents, as shall be thereunto authorized from time to time by the Council, which may in its discretion authorize any such signature to be facsimile.

Section 2. *Execution of Contracts, Assignments, Etc.* Except as is otherwise provided in Section 1 of this Article IX, 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 Board of Directors of the Society. The pro tem President will then appoint a Nominating Committee for the election of officers. The Committee has to submit its nominations within 15 days after its appointment to the pro tem President, who will execute the election by ballot. The nominations shall be made from among the members of the Board of Directors. The officers will be elected by majority vote of the Board of Directors whose office will terminate after election.

Section 2. The Initial Membership shall be made up by the members of the Board of Directors and invited Members. The invitation will be made by the President from the nomination list provided by the Board of Directors.

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 October 2006