

# **BYLAWS**

## **Article I – Name**

This Organization shall be called the “Massachusetts Society of Eye Physicians and Surgeons, Inc.”

## **Article II – Purpose**

The purposes of this Society shall be as set forth in its Articles of Organization. Consistent with these purposes the Society shall seek:

- a. to promote and advocate for measures to preserve vision and maintain eye health on behalf of the citizens of the Commonwealth,
- b. to promote and advocate for high standards of medical and surgical treatment of eye diseases and visual disorders on behalf of the citizens of the Commonwealth, to aid and assist physicians practicing ophthalmology in Massachusetts in their professional relations with patients, hospitals, medical institutions, governmental agencies, and all other groups related in any way to the practice of ophthalmology especially within the Commonwealth of Massachusetts, to promote educational and scientific activities pertaining to the practice of ophthalmology, to promote high ethical standards in the practice of ophthalmology, and to cooperate with other professional societies in the implementation of these aims and to keep them informed of the activities of this Society.

The Society is not organized for profit and no part of the assets or net earnings of the Society shall inure to the benefits of any private individual and no member, director, officer or employee of the Society shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the purposes of the Society.

## **Article III – Gender References**

Words used in these bylaws in any gender shall be construed to include all genders. References to an individual shall be interpreted without regard to gender.

## **Article IV – Members**

Section 1. Classes of Membership.

There shall be four classes of membership: Regular Members, Senior Fellows, Honorary Members, and Candidate Members.

Section 2. Regular Members.

The Regular Members of the Society shall be practitioners of ophthalmology with a valid license to practice medicine in the Commonwealth of Massachusetts who agree to follow the Society’s Code of Ethics. Beyond the above, there shall be no other prerequisites for membership, except for payment of required dues and assessments.

Regular membership is effected by meeting requirements for membership, certifying compliance with the Society’s Code of Ethics, and the paying of annual dues and any applicable special assessments.

Dues and special assessments for Regular Members may be waived at the discretion of the Executive Board for physical disability, military service and for other valid reasons.

### Section 3. Senior Fellows.

Regular Members who have attained the age of sixty-five (65) will be known as Senior Fellows. Senior Fellows shall have all the rights of Regular Members including the right to vote and hold office in the Society. Senior Fellows shall continue to pay dues if they retain active practice on a full time basis. Those who continue to practice on a part-time basis may request that their dues be reduced commensurately. Requests by Senior Fellows for partial reduction of dues shall be reviewed and approved by the Executive Board. Those Senior Fellows who are fully retired from practice shall not be required to pay dues or maintain an active license to practice medicine.

### Section 4. Honorary Members.

Honorary membership may be conferred on any individual by vote of the membership at the annual meeting of the Society. Honorary Members may participate in deliberations of the Society but may not vote or hold office. Honorary members shall not be required to pay dues or assessments, have a valid license to practice medicine in the Commonwealth of Massachusetts, or agree to abide by the Society's Code of Ethics.

### Section 5. Candidate Members.

Residents and fellows who are currently training in ophthalmology in Massachusetts will be granted Candidate Membership upon completion of an annual application and certification of compliance with the Society's Code of Ethics. Candidate members shall be excused from the payment of dues. Candidate members shall not be entitled to vote on any corporate action but may participate in deliberations of the Society and serve on Society Committees as provided in Article X.

### Section 6. Society Communications.

Senior Fellows, Honorary Members, and Candidate Members shall receive all communications sent from the Society to its Regular Members.

### Section 7. Termination of Membership.

A member may resign from membership at any time by giving notice of resignation to the Secretary of the Society or to such other person that the Secretary or the Executive Board may designate. Members in arrears of dues and special assessments to the Society for six months will be dropped from membership. Three months before expiration of this period, notice will be sent to the delinquent member. Reinstatement may be effected by payment of current and past dues and special assessments.

The membership of any member shall be automatically terminated upon his conviction of a felony in a court of law, revocation of his medical license for violation of the disciplinary rules of the Massachusetts Board of Registration in Medicine, or the surrender of his medical license while under investigation by the Massachusetts Board of Registration in Medicine

### Section 8. Dues and Assessments.

The annual dues shall be approved by a majority vote of the members at the annual meeting, as will be reduced dues for new members in their first three years of practice. The need for special assessments shall be determined by a two-thirds vote of the Executive Board.

## **Article V – Meetings of the Membership**

### Section 1. Annual Meeting of the Membership.

The annual meeting of the membership shall be held in the spring at a date and place determined by the President. In the event that the annual meeting is not held at that time, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

### Section 2. Order of Business for the Annual Meeting.

Each annual meeting shall consist of:

- a. reading of minutes of the previous meeting;
- b. reports of the Secretary and the Treasurer
- c. reports of committees;
- d. setting annual membership dues;
- e. elections;
- f. unfinished business;
- g. new business.

### Section 3. Special Meetings of the Membership.

Special meetings of the membership may be called by the President as necessary, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary by any other officer, upon written application of any two members. In case none of the officers is able and willing to call a special meeting, the supreme judicial or superior court, upon application of said number of members, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

### Section 4. Notice.

All members shall be notified by mail at least fifteen days in advance of all general membership meetings. Notice shall be by mail and/or electronic mail (email)

## **Article VI - Executive Board**

### Section 1. Powers and Duties of the Executive Board.

The Society shall have an Executive Board whose members shall have the powers and duties of a board of directors under Massachusetts law. The Executive Board shall be responsible for the general management and direction of the business and affairs of the Society, except for the powers specifically reserved to the members by law, the Articles of Organization, or these Bylaws.

### Section 2. Composition.

The Executive Board shall be composed of the five officers of the Society elected by the members at the annual meeting, the immediate Past President, the seven regional representatives elected at the annual meeting, the three representatives to other organizations, and three other members at large appointed by the President.

Section 3. Terms; Vacancies.

Except as otherwise provided in these Bylaws, Executive Board members shall serve a one-year renewable term. Except as otherwise specifically provided in these Bylaws, any vacancy in the Executive Board shall be filled for the remainder of the unexpired term by appointment of the President (if replacing an appointed member) or a vote of the Executive Board (if replacing an elected member). The members of the Executive Board shall have all of their powers notwithstanding a vacancy in their numbers.

Section 4. Resignation.

An Executive Board member may resign by delivering his resignation to the Secretary of the Society or such other person as the Executive Board may designate. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Removal.

An Executive Board member may be removed with or without cause by a two-thirds vote of the Executive Board. An Executive Board member may be removed for cause only after reasonable notice and opportunity to be heard.

Section 6. Agents.

The Executive Board may appoint such agents as the needs of the Society may require. Any such Agents shall hold their positions for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Executive Board.

## **Article VII - Meetings of the Executive Board**

Section 1. Meetings.

The Executive Board shall have a minimum of four regular meetings a year, scheduled at the discretion of the President. Special meetings may be called by the President or by the Secretary upon the written petition of any four Board members. Notice of any special meeting of the Executive Board shall be provided to its members at least seven days in advance. At the discretion of the Executive Board, one or more members of the Executive Board may participate in a meeting by means of any communications equipment by means of which all persons participating in the meeting can hear and communicate with each other at the same time, and all Board members so participating shall be deemed to be present in person at the meeting.

Section 2. Action by Vote.

At any meeting of the Executive Board at which a quorum is present, the action of the Executive Board on any matter brought before the meeting shall be decided by vote of a majority of those Executive Board members present, unless a different vote is required by law or by these Bylaws.

Section 3. Action by Written Consent.

Any action which may be taken at a meeting of the Executive Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Executive Board members and shall be filed with the Secretary and with the minutes of the proceedings of the Executive Board.

## **Article VIII – Officers**

### Section 1. Election.

The officers of the Society shall be a President, a President-elect, a Vice president, a Secretary and a Treasurer. The officers of the Society shall be elected individually at the annual meeting. The Nominating Committee shall present a slate consisting of one candidate for each office. The floor will then be open for additional nominations.

### Section 2. Resignation.

An Officer of the Society may resign by delivering their resignation to the secretary or other person as the Executive Board may designate. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon happening of some other event.

### Section 3. Removal.

An officer of the Society may be removed with or without cause by a two-thirds vote of the Executive Board. An officer may be removed for cause only after reasonable notice and opportunity to be heard.

### Section 4. Vacancies.

Except as otherwise provided in these Bylaws, any vacancy in an officer position shall be filled for the remainder of the term by a member appointed by vote of the Executive Board.

## **Article IX – Regional Representatives**

The President shall appoint a representative from each region to serve on the Executive Board. The regional representatives shall bring the perspectives of their regions to deliberations of the Executive Board.

The seven regions represented shall be comprised of one or more districts of the Massachusetts Medical Society.

Each regional representative who is chairperson of a committee shall designate a vice-chairperson or vice-representative from his own region. He shall so designate his/her choice to the secretary, and assume the responsibility for his alternate's attendance at any meeting which they cannot attend.

## **Article X - Committees**

### Section 1. Standing Committees.

The Executive Board may establish, modify, combine, or dissolve standing committees as it deems necessary to carry out the purposes of the Society. The names, composition, duties, and authority of such committees shall be determined by the Board of Directors and set forth in the Society's policies and procedures or other governing documents.

The President shall appoint a member of the Society to serve as chairperson of each of the standing committees. In the absence of a specific appointment the President may serve as chairperson of a single standing committee other than the Committee on Membership, the Committee on Budget and Finance or the Nominating Committee. The President may appoint Candidate Members to serve as committee members without the right to vote on all committees other than the Committee on Budget and Finance, the Committee on Quality Care and Ethics, and the Nominating Committee.

Except as otherwise specifically provided, the chairperson of each standing committee shall select the other members of the committee. Each chairperson of a committee shall attempt to appoint the other members of his committee as consistently as possible with state-wide regional distribution. All Committee members are eligible for re-appointment.

Section 2. Other Committees and Task Forces.

The Executive Board may designate and create temporary committees in addition to those provided for in these Bylaws. Such committees shall have such duties and responsibilities as the Executive Board may deem appropriate.

## **Article XI - Representatives to Other Organizations**

Section 1. The Society shall have representatives to the following professional Societies:

- a. Massachusetts Medical Society
- b. American Academy of Ophthalmology

Section 2. Society representatives to each organization shall be selected in accordance with the requirements and procedures of the other organization. In the absence of any such procedures or requirements, the representatives shall be selected from those members who are also members in the other organization by the President on an annual basis.

Section 3. Subject to the requirements of the other organization, each representative to another organization shall designate a vice-representative from his/her own region. He shall so designate his choice to the Secretary of the Society and to the appropriate person at the other organization, and assume the responsibility for his alternate's attendance at any meeting which he cannot attend.

## **Article XIII – Advisory Council**

Section 1. Purpose and Composition.

In order to govern more effectively, promote the objectives of the Society, and maintain continuity of historical perspective through changes in administration, the Society shall have an advisory council composed of past presidents of the Society. The Advisory Council shall be chaired by the immediate past president.

Section 2. Activities.

The Advisory Council shall serve as an advisory body to the Executive Board and in connection therewith, shall, at the call of the President, hold periodic meetings either alone or in conjunction with the Executive Board. Members of the Advisory Council may receive agenda of all meetings of the Executive Board and of all general membership meetings of the Society. Advisory Council members are expected to maintain a liaison with the President and volunteer attendance at Executive Board meetings whenever, in the judgment of the Executive Board, their particular expertise would contribute favorably to the scheduled deliberations.

## **Article XIV – Indemnification**

Any person who has been on the date of adoption of these Bylaws, or who becomes after said day:

- an officer of the Society,
- a member of the Executive Board,
- a member of a Committee,
- an employee of the Society,

- an agent of the Society,
- an employee or an agent of another organization serving in such capacity at the request of the Society,
- a fiduciary of an employee benefit plan serving at the request of the Society

shall be indemnified by the Society for acts performed within the scope of his official duties on behalf of the Society, to the extent hereinafter provided. A person entitled to indemnification under this provision shall be referred to herein as an "Indemnified Person."

The extent of the indemnification provided herein shall be limited to that permitted by law and these Bylaws and shall only be provided to the extent that the status of the Society is not affected thereby as an organization exempt under Section 501 (c) (6) of the Internal Revenue Code of 1986 as amended (or to the corresponding provision of any future United States Revenue Law). Any indemnification right provided under this provision shall not affect other rights to which the individual may be entitled by contract or otherwise under law.

Each Indemnified Person shall be entitled to reimbursement by the Society and shall be indemnified by the Society against all past and future liabilities and expenses including:

- a. amounts paid or incurred by such Indemnified Person in satisfaction of judgments or in settlement (other than amounts paid or incurred to the Society itself)
- b. amounts paid as fines or penalties, and
- c. counsel fees reasonably incurred by such Indemnified Person, in each case in connection with or arising out of any claims made, or any action, suit, or proceeding threatened or brought against such Indemnified Person in which such Indemnified Person may be involved as a party or otherwise by reason of any action alleged to have taken or omitted by such Indemnified Person in his or her capacity acting on behalf of the Society and within the scope of his or her duties to the Society whether or not such person continues in such Indemnified Capacity at the time of incurring such liabilities and expenses.

However, no person shall be so indemnified in relation to any matter which has been made the subject of a settlement, unless such indemnification has

- the approval of a court of competent jurisdiction, or
- a vote of a disinterested majority of the Executive Board of the Society then in office.

No reimbursement or indemnification shall be provided for any person with respect to any matter as to which:

- a. they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society, or
- b. to the extent that such matter relates to service to another organization or to an employee benefit plan, in good faith in the reasonable belief that his or her action was in the best interests of the Society, or in the best interests of such other organization to which the fiduciary duty is owed.

Reimbursement or indemnification hereunder may, at the discretion of the Executive Board, include payments by the Society of costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action upon receipt of any undertaking by the person indemnified to repay such payment, if such person shall be adjudicated to be not entitled to indemnification hereunder. Such undertaking may be accepted by the Executive Board without reference to the financial ability of such person to make repayment.

Any rights to reimbursement and indemnification granted under or pursuant to this Article to any Indemnified Person shall ensure to the Indemnified Person's heirs, executors and administrators.

Nothing herein contained is intended to, or shall, prevent a settlement by the Society prior to final adjudication of any claim, including claims for reimbursement or indemnification hereunder, against the Society, when such settlement appears to be in the interests of the Society.

### **Article XV – Fiscal Year**

The fiscal year of the Society shall be from June 1 of one year to May 31 of the following year, unless a different 12 month period is fixed by vote of the Executive Board and a Certificate of Change of Fiscal Year is filed with the Secretary of the Commonwealth in accordance with Massachusetts General Laws Chapter 180, section 10C.

### **Article XVI – Quorum**

A quorum for meetings of the Executive Board shall be five members and for general membership meetings it shall be 25 members entitled to vote.

### **Article XVII – Notice**

Section 1. Means of Notice.

Whenever, under the provisions of the statutes or of the Articles of Organization or of these Bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail or by telegram, charges prepaid, or by facsimile transmission or electronic mail, or by recognized delivery service to the appropriate address appearing on the books of the Society or supplied by him to the Society for the purpose of notice. Notice shall be deemed to have been given when delivered in person, or sent by facsimile or electronic mail or one day after being deposited in the mail or with a recognized delivery service or sent by telegram.

Section 2. Waiver of Notice.

Whenever any written notice is required to be given by statute or by the Articles of Organization or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any Board member at any Executive Board meeting shall constitute a waiver of notice of such Board meeting, except where such member attends a Board meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

### **Article XVIII – Parliamentary Authority**

Meetings of the Society, the Board of Directors, and all committees shall be conducted in a fair and orderly manner. The presiding officer may establish reasonable procedures for the conduct of meetings, provided such procedures are consistent with applicable law and these Bylaws. The Board of Directors may adopt additional policies and procedures governing the conduct of meetings as it deems appropriate.

### **Article XX – Conflicts of Interest**

Subject to the Articles of Organization and any applicable law, the Executive Board shall adopt a conflict of interest policy for officers and other Executive Board members. The Executive Board may also adopt a conflict of interest policy for committee members, agents and staff of the Society as the Board deems appropriate.

## **Article XXI – AMENDMENT**

The Bylaws may be amended at the annual meeting of the Society. Any proposed change shall be sent to the members. Notice shall be by mail or electronic mail (email) no less than thirty (30) days preceding the annual meeting. The favorable vote of two-thirds of the voting members present shall be required for adoption.

Amended as of May 9, 2026