

# CONSTITUTION AND BY-LAWS

## CONNECTICUT SOCIETY OF EYE PHYSICIANS

### CONSTITUTION

#### ARTICLE 1 - Name

This organization shall be called the Connecticut Society of Eye Physicians, (CSEP) (Eye M.D.s) serving as the section of Ophthalmology of the Connecticut State Medical Society.

#### ARTICLE II - Object

The purpose of this section shall be to bring together the physicians of Connecticut who principally limit their practice to ophthalmology, to increase their knowledge in the art and science of ophthalmology, and to enlighten the public and doctors of medicine and osteopathy in matters pertaining to ophthalmology.

#### The Mission Statement:

The purpose of the Connecticut Society of Eye Physicians (Eye M.D.s) is to act as the voice of ophthalmologic medicine and surgery in Connecticut; To foster the use of its member's talents, knowledge, and skills as medically educated and clinically trained ophthalmologists for the benefit of the public; to serve as the patients advocate in promoting quality medical and/or surgical care for individuals with ophthalmologic disease; to encourage members to be the managers of total medical and surgical eye care; to advance the knowledge, science, and practice of ophthalmology and assist in the improvement of the quality of ophthalmologic medicine and training therein and to preserve the integrity of the profession of ophthalmology; to foster the cooperation of all who are concerned with the medical, social, and economic aspects of ophthalmology in Connecticut; to support local medical professional organizations, coordinate with national, state, and regional organizations and to represent the views and wishes of its membership before governing bodies of the American Academy of Ophthalmology – the Eye M.D. Association; and to participate in the development and implementation of regulations and laws affecting the practice of Ophthalmology and the delivery of quality medical eye care in the best interests of the patient-public.

#### ARTICLE III - Membership

Members of this section shall be doctors of medicine and osteopathy who principally limit their practice to ophthalmology.

#### ARTICLE IV - Officers

The officers of this section shall be a President, President-elect, and a Secretary- and a Treasurer. Their terms of office shall be for two years, and they shall take office on the Annual Meeting on even years. Officers may serve a second term, if re-elected. Officers may not serve more than two consecutive 2 year terms, but can serve more than two terms if elected in non- consecutive terms .

## **ARTICLE V - The Executive Committee**

The Executive Committee shall be composed of the following members: The President, President-elect, Secretary and Treasurer, the immediate past President of the section, AAO Councilor, the Chairs of the Committee on Legislation, Education, Third Party Payments, Membership, and the chairs of such committees as may be appointed by the president, the newsletter editor, and appointed members with three year terms by the president. The president may appoint additional members at his/her discretion. Each appointed member shall serve a three-year term; one member of the executive committee shall be appointed liaison to The Connecticut State Medical Society and another to the Medicare CAC. When there is a vacancy on the Committee due to the fact that one member is serving in more than one capacity on the Executive Committee, or caused by the death or retirement of a member of the Committee, the President shall make an appointment for the unexpired term of the vacancy.

## **ARTICLE VI - Meetings**

The society shall hold at least two regular educational and business meetings each year, on dates to be decided by the executive committee of the society. The summer meeting shall be the annual meeting at which time there will be election of officers on even years. Special meetings may be called by the President and must be called by him/her at the request of ten active members. The summer and winter meetings shall be divided into a scientific, a business and a social component within the meeting.

## **ARTICLE VII - Dues**

The annual dues shall be recommended by the Executive Committee at the annual meeting and decided by a majority vote of the membership of the section. The dues for active part-time and semi-retired members who are working less than 20 hrs/wk shall be half that for full-time active members. Life, honorary, and associate members shall not pay dues. Relief from paying dues in other cases shall be decided by the executive committee.

## **ARTICLE VII - Amendments**

This Constitution and By-Laws may be amended at any regular or special meeting of the section. The proposed change shall have been introduced at a preceding regular meeting and shall be stated in the notice of the meeting. For the adoption of an amendment, the favorable votes of two-thirds of the members present at the meeting shall be required.

## **BY-LAWS**

### **ARTICLE I - Meetings and Order of Business**

Section 1. At a business meeting, the agenda shall be as follows:

- A. Introduction of guests
- B. Reading of the minutes of the last meeting.
- C. Report of the Treasurer
- D. Reports of committees
- E. Old or unfinished business
- F. New business
- G. Legislative Updates
- H. Election of officers, if appropriate

Section 2. Meetings shall be planned and programs approved by the Executive Committee. CME lecturers and speakers will be taken from the education survey forms of the members. Fifteen members shall constitute a quorum for the transaction of business at a business meeting. None other than members shall attend meetings except upon invitation of the President.

### **ARTICLE II - Election of Officers**

The president of the section shall appoint at least thirty days prior to the annual meeting a nominating committee of three to prepare a ballot for President, President-elect, Secretary and Treasurer. The officers shall be elected at the annual meeting by a majority vote of those present.

### **ARTICLE III - Duties of the Officers**

Section 1. The President, or in his/her absence, the President-elect, shall preside at all meetings. He/she shall appoint the standing committees and appoint the chairperson of each. He/she shall be chairperson of the Executive Committee.

Section 2. The Secretary shall keep a record of minutes of all meetings of the society. He/she shall notify each member of the time and place of all meetings. The Treasurer shall render a financial report at the annual meeting. These matters may be delegated to the executive director.

### **ARTICLE IV - Standing Committees and Their Duties**

Section 1. The Standing Committees shall be:

- A. Committee on Membership
- B. Committee on Legislation
- C. Committee on Education
- D. Committee on Public Relations

Section 2. The Executive Committee shall hold regular meetings during the year, at the call of order of the President or in his/her absence, the President-elect. The Executive Committee shall deter-

mine policy of the society between regular membership meetings. It shall take action on such matters as may be referred to it by the President, President-elect or Secretary or Treasurer which require prompt decision or are not of sufficient importance to be referred to the membership as a whole.

Section 3. The Committee on Membership shall consist of no less than three members. The Secretary or Treasurer shall be chairman. The committee shall approve all applicants for membership.

Section 4. The Committee on Legislation shall consist of no less than three members. The Committee on Legislation shall keep the society informed on legislation pertaining to ophthalmology and its ancillary services.

Section 5. The Committee on Education shall consist of no less than three members. This committee shall suggest education programs and make the necessary arrangements for meetings.

Section 6. The Committee on Public Relations shall consist of no less than three members. The committee shall apprise the membership of current changes in all public statements or action.

Section 7. Special committees may be appointed by the President to function until completion of the assignment or until the next annual meeting. They may be reappointed. The president shall appoint the chairman of the committee.

Section 8. The Education Committee chair shall review the education mission statement annually and comply with the Connecticut State Medical Society (AMA) Guidelines for continuing education credits.

### **Eye M.D. Education Mission Statement**

We are committed to advancing the highest standards of eye care through continuing education activities. The CSEP Semiannual Scientific Education Programs are dedicated to improving and protecting our patient's vision and eye health by presenting advances in the diagnosis and treatment of eye disease. Our target audience includes ophthalmologists and their staff, including office managers and technicians. Activities range from didactic lectures to participatory activities, and whenever possible are approved for CME credit. We expect that our audience will incorporate best practices, as presented, into their daily practice. Specific competency, performance and patient outcome goals that will result from the program will be proposed by the presenters and evaluated by the participants.

-Revised 1/13/12

### **Eye M.D. Education Objective Statement**

The CSEP Semi Annual Scientific Education Programs are an opportunity for ophthalmologists and leaders of ophthalmology community to identify and discuss critical issues facing ophthalmology, while earning CME credits. These Programs are dedicated to presenting recent advances in the diagnosis and treatment of eye disease, offering symposia, scientific papers, videos and instruction courses. It is designed to meet the clinical and educational needs of our members and strives to achieve the objectives set forth by the CSEP education committee.

## **ARTICLE V**

Section 1. Candidates for membership shall have qualifications stated in Article III of the Constitution and shall be voted upon by the Committee on Membership. Candidates approved by the Committee on Membership shall be voted upon at the next regular meeting of the Section or the Executive Committee. An affirmative vote of a majority of members present shall be necessary for membership. Active members (full or part-time) in arrears of dues for 90 or more days shall no longer be in good standing and shall be notified of such in writing by the executive director. If a member remains in arrears for 9 additional months, the member shall lose his/her membership and forfeit the rights and privileges of membership.

Section 2. Part-time active members. Ophthalmologists who practice less than 20 hours per week will receive discounted dues, in an amount to be determined by the executive committee.

Section 3. Life members. Any member of the section who retires from active practice may become an emeritus and be relieved from annual dues. He/she may be a member of any committee except the executive committee.

Section 4. Associate members. Any physician actually engaged in ophthalmology residency in the State of Connecticut, will be eligible for dues free membership.

Section 5. Honorary members. Any outstanding scientist may be proposed for honorary membership at any meeting. Such candidates shall be referred to the Committee on Education, and if approved by the Committee on Membership, shall be voted upon at the next regular meeting. Honorary members shall hold no office, shall have no vote, and shall pay no dues or assessments.

## **ARTICLE VI - Discipline and Expulsion**

Section 1. The Executive Committees shall investigate reports of unethical conduct and criticism of professional care by members of the section. After inviting a member to attend a hearing of the Committee, it may reprimand him/her, recommend him/her for expulsion, or take other appropriate action. Any member may be expelled due cause upon two-thirds vote of the members present when notice of such vote has been given in the call for the meeting. Upon request of any member, such vote shall be by ballot.

Section 2. Members in arrears for dues to the Section for two years shall be dropped. One month prior to the expiration of this period, notice of the above provision shall be sent to the delinquent member by the Secretary. A member, by liquidation of his/her indebtedness to the Society, may be reinstated by the Committee on Admissions.

## **ARTICLE VII - PERSONAL LIABILITY; INDEMNIFICATION**

Section 1. Neither the board of directors nor any committee, nor any member or officer, shall have the power to bind the members or the individual members of the committees or the offices of the society, personally. All persons or corporations extending credit to, contracting with, or having any claims against the society, shall look only to the funds and property of the society for payment of any debt, damage, judgment or decree, payable to them from the society, so that neither the members nor the members of the committees nor the officers, present or future, shall be personally liable

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## Section 2. Right to indemnification.

The directors shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that person is or was a director, officer, employee, member or agent of the directors. Indemnification shall be against all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the corporation or is found liable on the basis that he or she improperly received personal benefit, indemnifications shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the directors.

## Section 3. Limitations on indemnification

A. No indemnifications shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the directors.

B. Indemnification under this bylaw shall be available only after a determination has been made that the person acted in good faith and:

i. in the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the directors, or

ii. In all other cases, reasonably believed his or her conduct to be at least not approved to the best interests of the director.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of not guilty or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

C. The determination of indemnification required by paragraph (b) above, must be made:

i. By majority vote of a quorum of directors not named as defendants or respondents in the proceeding; or

ii. If such a quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated by majority vote of all directors, consisting of two or more directors not named as defendants or respondents in the proceeding; or

iii. By special legal counsel selected by the board of directors or by a committee of the board by vote as set forth in subparagraphs (i) or (ii) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

Authorization of indemnifications and determination of all reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnifications and determination of reasonableness of expenses shall be made in the manner specified in subparagraph (ii) above, for the selection of special legal counsel.

## Section 4. Indemnity for successful defense.

In spite of any limitations set forth in section 2 and 3, above, to the extent that any person has been

wholly successful on the merits or otherwise in defense of a proceeding referred to in those sections, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

#### Section 5. Advancement of expenses

Reasonable expenses incurred by a director, officer, employee, or agent of the directors who was, is, or is threatened to be made a named defendant or respondent in an action, suite, or proceeding may be paid or reimbursed by the directors in advance of the final disposition as authorized by the board of directors. Before authorizing the advance, the board of directors must determine that under the facts then known indemnification would not be precluded under these bylaws. In addition, the board must receive:

- A. A written affirmation by the director, officer, employee, or agent involved of that person's good faith belief that she had met the standard of conduct necessary under these bylaws for indemnification; and
- B. A written undertaking by or on behalf of the director, officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these bylaws for indemnification.

#### Section 6. Indemnification not exclusive.

The indemnification provided by this article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the disinterested directors or otherwise. The indemnification provided by this article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the directors or any person referred to in this article may have or acquire under the laws of the state of Connecticut. Indemnifications shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this article.

#### Section 7. Insurance

The directors may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or designated agent of the directors or who is or was serving at the request of the directors as a director, officer, partner, venturer, proprietor, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in his or her status as such, whether or not the directors would have the power to indemnify him or her under the provisions of this article. If the insurance or other Arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the directors would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the directors. Without limiting the director's power to procure or maintain any kind of insurance or other arrangement, the directors, for the benefit of persons it has indemnified, may:

- A. Create a trust fund;
  - B. Establish any form of self-insurance;
  - C. Secure its indemnity obligation by grant of a security interest or other lien on the director's assets;
- or
- D. Establish a letter of credit, guaranty, or surety arrangement.

The insurance or other arrangement may be procured, maintained, or established within the execu-

tive board of directors or with any insurer or other person deemed appropriate by the board of directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in a whole or in part by the directors. In the absence of fraud, the judgment of the board of directors as to the terms and conditions of the insurance or other arrangements and the identity of the insurer or other person participating in an arrangement shall be conclusive, and in the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

#### ARTICLE VIII

Robert Rules of Order shall govern the parliamentary procedures of the section.-

Adopted June 6, 2008