

**INTERNATIONAL SOCIETY FOR CONTACT LENS
RESEARCH BY-LAWS**

13th Nov 2014

International Society for Contact Lens Research

Record of origin, review and amendments to ISCLR Bylaws

Date	Comment	Relevant Section	Activity	Actioned by
6 th January 2013	Original version revised and approved by council	All sections	General revision of language and updating of content to previous ISCLR Bylaws dated July 2009.	Craig Woods, secretary of ISCLR and Mark Willcox, President of the ISCLR. Recommended by Bylaws sub-committee and Approved by the council of the ISCLR.
10 th February 2013	Amended following review by Missouri lawyer, Jacob Reby of St Louis	Article IV, section 5 Article VI, section 3 Article VI, section 5 Article IX, section 2	Replaced <i>quorate</i> with <i>quorum</i> Replaced <i>executive</i> with <i>Executive Committee</i> Modified last sentence (added <i>but</i> to provide clarity Replaced <i>Board</i> with <i>Board of Directors</i>	Amended by Craig Woods, secretary of ISCLR. Amended by Craig Woods, secretary of ISCLR. Amended by Craig Woods, secretary of ISCLR. Amended by Craig Woods, secretary of ISCLR. Recommended by the Executive Committee of the ISCLR.
22 nd June 2013	Clarify that past presidents (ex-officio) have the same voting rights as other members of the council and executive committee	Article III, section 1 Article IV, section 2	Added: As ex-officio members Past Presidents shall be entitled to the same voting rights as elected members of the Board of Directors. Added: Vacancies will usually only come about as the result of a member of the Executive Committee transitioning from a Vice President position to President-elect, or as the result of an executive member retiring from the Society, or due to the need for the longest serving member of the Executive standing for re-election after their 8 years of service on the Executive Committee. As ex-officio members Past Presidents shall be entitled to the same voting rights as elected members of the Executive committee	Amended by Craig Woods, secretary of the ISCLR. Amended by Craig Woods, secretary of the ISCLR and Mark Willcox, President of ISCLR. Amended by Craig Woods, secretary of the ISCLR. Recommended by the Executive Committee of the ISCLR.
7 th April 2014	To indicate that past presidents are required to confirm their continued role on a 2 yearly cycle. To outline the new Hirkaru Hamano Travel Fellowship Amendment of subsequent article numbers	Article VI Section 4 Article XIII Article XIII to Article XIV	Modified: The Immediate Past President will indicate his/her wish to hold Ex-Officio Membership in writing at the end of the President's term of office. Added: Each Past President will re-confirm their continued involvement in the society in writing and thus maintain their ex-officio status following each scientific meeting. If they fail to reconfirm, the Secretary will contact the Past President (up to a maximum of two times) to establish their willingness to remain an Ex-Officio member of the Board of Directors. If there is no response, the Past President will be deemed to have resigned from membership of the Board of Directors. Funds were raised independent of the general society funds to establish the Hirkaru Hamano Travel Fellowship. This Travel Fellowship is awarded to the student whose abstract submitted to the scientific meeting has received the highest votes during the selection process. The awardee will be recognised during the Gala dinner of the scientific meeting and be presented with a plaque recognising their achievement. The amount given to the student from the Hirkaru Hamano Travel Fellowship trust will equal the cost of this student's attendance to the scientific meeting and be paid to the scientific meeting expense account for disbursement to the student. Amended to Article XIV to XV	Amended by Craig Woods, secretary of ISCLR and Mark Willcox, Immediate Past President of the ISCLR. Amended by Craig Woods, secretary of ISCLR and Mark Willcox, Immediate Past President of the ISCLR. Amended by Craig Woods, secretary of ISCLR and Mark Willcox, Immediate Past President of the ISCLR. Amended by Craig Woods, secretary of ISCLR and Mark Willcox, Immediate Past President of the ISCLR. Recommended by the Executive Committee of the ISCLR.
13 th Nov 2014	To confirm that the society secretary should ensure past presidents wish to stop their involvement in the board	Article VI Section 4	Each Past President will re-confirm their continued involvement on the Board of Directors of the Society in writing, thus maintain their ex-officio status, following any scientific meeting they do not attend. If they fail to reconfirm, the Secretary will contact the Past President (until they respond) to establish their willingness (or not) to remain an Ex-Officio member of the Board of Directors.	Amended by Craig Woods, secretary of ISCLR. Recommended by the Executive Committee of the ISCLR.

INTERNATIONAL SOCIETY FOR CONTACT LENS RESEARCH BY-LAWS

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of the Corporation shall be the International Society for Contact Lens Research (herein referred to as the "Society").

Section 2. Purposes

The purposes of the Society will be to provide a forum for the exchange of knowledge in contact lenses and allied sciences, and to encourage scientific research and educational advancement in these fields.

Section 3. Interpretation

"Biannual Board Meeting" is the meeting of the Board of Directors which is the second meeting scheduled to occur during the ISCLR Symposium.

"Board of Directors" is the governing body of the Society, the members of which are determined by Article III Section 1.

"Corporation" means the company incorporated in Missouri (USA) known as the International Society for Contact Lens Research or ISCLR.

"Council" is another term often used to describe the Board of Directors.

"Biannual Executive Meeting" means the biannual meeting of the Executive Committee which is the first meeting scheduled to occur during the ISCLR Symposium.

"ISCLR" means International Society for Contact Lens Research.

"ISCLR Symposium" means the biannual conference held for members and others listed at Article XII.

"Membership Sub-Committee" means the committee established and with the duties specified in Article VII.

"Officers" means the President-Elect, four (4) Vice Presidents, including a Vice President of Finance, the Secretary and the Immediate Past President.

"Society" is another term used in this document to refer to the ISCLR.

"Stipend" means the stipend paid in accordance with Article XII.

ARTICLE II: OFFICES AND REGISTERED AGENT

Section 1. Principal Office

The Principal Office of the Society shall be located at 917 S. Brentwood, Clayton, Missouri in St Louis County, Missouri, or at such other places as the Board of Directors may from time to time determine.

Section 2. Registered Office and Agent

The Registered Office of the Society shall be at such place as may be designated by resolution from time to time by the Board of Directors. The Registered Agent shall be such person or shall be designated by resolution from time to time by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Composition and Qualifications

The Board of Directors (also sometimes referred to as the "Council") shall be composed of 36 members, including Officers, who shall serve terms in accordance with Article V Section I. They shall be elected in accordance with Article III - Section 3. In addition, the Past Presidents of the organisation shall serve as ex-officio members of the Board of Directors. Ex-officio members will remain Directors and Officers as long as they remain members of the Society and the other members of the Board of Directors consider they would make a useful contribution to the Society. As ex-officio members Past Presidents shall be entitled to the same voting rights as elected members of the Board of Directors.

Section 2. Election of Officers

Officers (except for the President, the President-Elect and the Immediate Past President) will be elected by the Board of Directors (also sometimes referred to as "Councillors") in accordance with Article IV. Past Presidents will be included as ex-officio members of the Officers. The President-Elect will be elected by the Executive Committee at the Biannual Executive Meeting from among the Vice Presidents. The Vice President of Finance will be appointed as such by the Executive Committee from among the Vice Presidents. All of these appointments must be ratified by the members of the Society at the Scientific Meeting in order to be valid. If these appointments are not ratified, the previous persons fulfilling the roles of Officers shall resume and the issue of elections to these Officers roles will be referred again to a meeting of the Executive Committee and then a meeting of the Board of Directors after the ISCLR Symposium for new ballots. The decisions of the Executive Committee and of the Board of Directors in these additional meetings are final.

Section 3. Election of Directors

Directors elected at a meeting will be chosen by members of the Society. The term for Directors will be staggered so that approximately one-third (1/3) of the Directors are elected every two years. The election of Directors will normally take place at the Scientific Meeting. Candidates will be nominated by the Nomination Committee and additional candidates will be nominated from the floor. Any member who has missed two consecutive meetings will normally be ineligible for election, unless otherwise decided by the Board.

Section 4. Conduct of Business

The Board of Directors must convene once every two years (called the "Biannual Board Meeting"). Business may also be conducted at other times through the post, faxes, conference calls, email and other means of communications agreed to by the Board of Directors.

Section 5. Committees, Commissions and Publications

The Board of Directors may establish committees, commissions, or publications to undertake programs and studies.

Section 6. Biannual Board Meeting Procedure

The President will remain in office during the Biannual Board Meeting and will hand over the role of President to the President-Elect at the conclusion of the meeting. At the meeting, the longest serving Vice President shall stand down and his or her position shall be the subject of an election by the Board of Directors at the meeting.

Section 7. Functions Of The Board Of Directors

The functions of the Board of Directors will be to:

1. Amend the Articles of Incorporation and By-Laws;
2. Elect members of the Corporation;
3. Approve the budget;
4. Appoint the Executive Committee;
5. Make policy as necessary;
6. Elect the Officers of the Corporation;
7. Set Dues;
8. Appoint Sub-Committees;
9. Determine time and location of meetings.

ARTICLE IV: EXECUTIVE COMMITTEE

Section 1. Election / Term of Office

Vacancies will usually only come about as the result of a member of the Executive Committee transitioning from a Vice President position to President-elect, or as the result of an executive member retiring from the Society, or due to the need for the longest serving member of the Executive standing for re-election after their eight years of service on the Executive Committee. A ballot can be used if there are more nominees than necessary for any office. The President may not serve more than one term. The term of the Presidency will be for a minimum of two years and a maximum of four years. However, the President-Elect (or if the President-Elect then retires, the Immediate Past President) may fill the remaining term of a retiring President and one full term. Any members of the Executive Committee who have served 8 consecutive years in office will automatically retire, but will be eligible for re-election.

Vacancies for the remainder of the term shall be filled by the same election process. The process is nominations through the Nomination Committee.

The Secretary and the Vice Presidents will serve eight year terms before their position is to be the subject of a new ballot. Vice Presidents may serve a maximum of 12 years, however they must stand down and wait for a 2 year term after their first term of 8 years to serve again (if they are re-elected).

Section 2. Composition

The Executive Committee shall consist of the Officers of the Society plus Past Presidents as ex-officio members and such other members co-opted by these officers. As ex-officio members Past Presidents shall be entitled to the same voting rights as elected members of the Executive committee.

Section 3. Powers

The Executive Committee shall conduct the interim business of the Society directed by the Board of Directors. The Executive Committee shall also be responsible for nominating potential Directors at election time. Upon death or resignation of a member of Board of Directors, the Executive Committee may appoint a successor who will normally serve until the next Biennial Scientific Meeting.

Section 4. Periodic Reporting

All committees, commissions, and publications shall report periodically to the Executive Committee as well as to the Board of Directors.

Section 5. Quorum.

At least five members of the Executive Committee are required to constitute a quorum for any executive committee meeting.

Section 6. Nomination Committee

The Executive Committee shall constitute a Nomination Committee to nominate Directors and Officers (except for the nomination of Vice Presidents and the Secretary). Additional nominations may be added by members from the floor unless they are for Vice President and Secretary positions. The Nomination Committee shall set up the procedures to accept additional nominations and determine terms of office.

Section 7: Nominations of Vice Presidents and Secretary

Members of the Board of Directors may nominate persons for the positions of Vice President and Secretary. Nominations (which must include a proposer and a seconder) must be given to the Secretary no later than one month prior to the Biannual Board Meeting. The secretary will send out reminders via email to the Members of the Board of Directors for nominations two months prior the Biannual Board Meeting. No nominations for these positions will be allowed from the floor during the Biannual Board Meeting unless no nominations at all or insufficient nominations have been received.

ARTICLE V: ROLE OF OFFICERS

Section 1. President

The President shall preside over the Board of Directors, Executive Committee, shall appoint Committee members, shall take emergency actions where necessary until the next Board Meeting and then report such actions and shall appoint Officers to take over the duties of Directors in the event of retirement (for any reason).

Section 2. President-Elect

The President-Elect shall serve as the Deputy to the President and shall become President in the event of death or resignation of the President during his term of office, and shall succeed the President. The President-Elect shall also organize the Biennial Meeting.

Section 3. Secretary

The Secretary shall maintain the minutes of the Directors Meetings and conduct such other business as directed by the President. The Secretary shall usually:

1. Make the administrative arrangements for the Scientific Meeting;
2. Organise the collection of Dues;
3. Maintain a list of Members with relevant contact information and history of Dues payments;
4. In coordination with the President, raise funds from Sponsors for the Biennial Meeting; and
5. Provide the Vice-President of Finance a half-yearly accounting of the Corporation's income and expenditures.

Section 4. Vice President of Finance

The Vice President of Finance shall arrange for the Financial Reports/Accounts of the Society to be maintained and audited every year, and in coordination with the President and Secretary, oversee the Corporation's Accounts. The Vice President of Finance may be co-opted by the President to raise funds from Sponsors for the Biennial Meeting.

Section 5. Vice Presidents

The Vice Presidents will support the role and work of the President-Elect and the President and perform a periodic review of the members' eligibility for continued membership.

ARTICLE VI: GENERAL MEMBERSHIP

Section 1. Election

Membership to the Society shall be open to individuals (by invitation) who, in the opinion of the Executive and the Board of Directors meet the following qualifications:

- 1) Individuals who have made a significant contribution to the field of contact lenses; and
- 2) Individuals whom the Board of Directors consider would make a useful contribution to the Society.

Any Member of the Society may propose new members. Membership applications are submitted to and approved by the Board of Directors.

Section 2. Cessation of Membership

Membership to the Society will be reviewed every two years by a Membership Sub-Committee made up of three to five members of the Executive Committee, to determine if any member no longer qualifies for membership. Such cessation would be recommended by the Membership Sub-Committee to the Executive Committee.

Criteria for cessation will include non-payment of dues, lack of active participation in two (2) consecutive Scientific Meetings and inability to meet the requirements of active membership as judged by the Membership Sub-Committee.

If in the opinion of the Executive Committee, a member has a valid reason for non-attendance e.g. illness, an exception may be granted. Such a member should make application stating in full the reasons for non-attendance and why they should be granted continued membership.

Former members may apply for re-election but must do so on the official application form and follow the procedures as for new members.

Section 3. Honorary Life Membership and Emeritus Membership

An unlimited number of eminent individuals can be elected by the Board of Directors to Honorary Life Membership.

Members of the Society of at least five years duration will be eligible to apply for Emeritus Membership if at least 60 years of age and in retirement. The Executive committee will consider the application and decide upon granting Emeritus status or Honorary Life membership to the applicant, based upon past services to the Society. Emeritus and Honorary Life Members will be exempt from subscription and allowed to attend any Scientific Meeting of their choice, but will not be eligible for sponsorship from the Society to attend such meetings.

Section 4. Ex-Officio Members of the Board of Directors

Members of the Society who have held the position of President for a term with the Society will be eligible for Ex-Officio Membership with the Board of Directors. The Immediate Past President will indicate his/her wish to hold Ex-Officio Membership in writing at the end of the President's term of office. Each Past President will re-confirm their continued involvement on the Board of Directors of the Society in writing, thus maintain their ex-officio status, following any scientific meeting they do not attend. If they fail to reconfirm, the Secretary will contact the Past President (until they respond) to establish their willingness (or not) to remain an Ex-Officio member of the Board of Directors.

Section 5. Size of the Society

Membership of the Society will normally be limited to 100 members excluding Emeritus or Honorary Life Members unless the Executive and Board of Directors considers that there are exceptional circumstances. However the Executive Committee and Board of Directors may extend the membership to more than 100 members but only to a maximum of 115 members.

ARTICLE VII: MEETING OF THE GENERAL MEMBERSHIP

Section 1. Purpose

The Board of Directors shall report to the membership at the general meeting during the Scientific Meeting of the Society or at least every two (2) years.

The agenda for the meeting will include at least the following items:

- 1) President's Report;
- 2) Secretary's Reports on the current budget and the state of the membership;
- 3) Vice President of Finance's Report;
- 4) Election of new Directors;
- 5) Any other business.

Section 2. Representation of Members

Members may propose items to the agenda at a general meeting, if supported by at least 25% of the total membership. Members may also speak individually.

Section 3. Extraordinary General Meeting of Members

An extraordinary general meeting of members may be called by the Board of Directors or if requested by 25% of the total general membership.

ARTICLE VIII: THE RUBEN MEDAL

The Ruben Medal is the highest honor of the Society, and is awarded by vote of the previous recipients to an individual who has made outstanding contributions to the field of contact lens-related research.

The President shall confidentially and in a timely fashion, nominate a previous recipient to serve as Chairperson to canvass the votes of the previous awardees; and the result will be announced at the President's Gala Dinner during the meeting.

ARTICLE IX: AMENDMENTS TO THE BY-LAWS

Section 1. Procedure

Amendments may be proposed by at least one-fourth (1/4) of the Board of Directors.

Section 2. Voting

The By-Laws may be amended by two-thirds (2/3) majority of the Board of Directors. Voting may be conducted by mail ballot, but not by proxy.

ARTICLE X: DUES

The Board of Directors may establish dues as necessary to conduct the affairs of the Society. Dues shall be paid at the time of the Scientific Meeting biannually and may be automatically deducted from the payment of the Stipend at the request of the individual or by the Secretary or Vice-President Finance if there are Dues outstanding at the time of the Scientific Meeting. If a person is not eligible to receive a Stipend or the Stipend is insufficient to cover Dues, then they will be sent a letter or email advising them that their Dues are due to be paid within 2 months or their membership with the Society shall be terminated.

ARTICLE XI: PARLIAMENTARY PROCEDURE

The parliamentary procedure for the Board of Directors and the Executive Committee shall be governed by the latest edition of the Roberts Rules of Order, except where negated by the Articles of Incorporation or By-Laws.

ARTICLE XII: ATTENDANCE AT SCIENTIFIC MEETING

Attendance at the Scientific Meetings will be limited to members of the Society, to prospective members (who have the opportunity to attend one Scientific Meeting only as prospective members and at their own expense), Graduate Students or those in part-time or full-time post-doctoral positions at University departments or recognised institutions (who may attend a maximum of two Scientific Meetings before membership is required), invited panellists or speakers and sponsored industry scientists with a maximum of three per sponsoring organisation (with any additional sponsored industry scientists attending at an additional cost per person as determined by the Executive Committee).

All materials including papers, slides, lectures, audio-visual materials and handouts presented at the meeting shall be kept confidential and should not be published or presented in any form without prior consent of the presenter. Violation of these rules is subject to expulsion by the Society and disciplinary measures.

To attend a meeting, prospective members must make a formal application to the Executive Committee.

The right to vote at the Scientific Meeting is limited to members of the Society.

Stipends are paid to each member or invited speaker attending the Scientific Meeting to cover the cost of their attendance.

ARTICLE XIII: THE HIKARU HAMANO TRAVEL FELLOWSHIP

Funds were raised independent of the general society funds to establish the Hikaru Hamano Travel Fellowship. This Travel Fellowship is awarded to the student whose abstract submitted to the scientific meeting has received the highest votes during the selection process. The awardee will be recognised during the Gala dinner of the scientific meeting and be presented with a plaque recognising their achievement. The amount given to the student from the Hirkaru Hamano Travel Fellowship trust will equal the cost of this student's attendance to the scientific meeting and be paid to the scientific meeting expense account for disbursement to the student.

ARTICLE XIV: INDEMNIFICATION

Each Director or Officer, whether or not then in office, shall be indemnified by the Society against all costs and expenses reasonably incurred by, or imposed upon, him in connection with, or arising out of, any action, suit or proceeding in which he may be involved or to which he may be a party, by reason of his being or having been a Director or Officer of the Society. Such expense shall include the cost of a reasonable settlement made with a view to curtail the cost of litigation. The Society, however, shall not indemnify any Director or Officer with respect to matters as to which he shall finally be adjudged in such action, suit or proceeding to have been negligent in the performance of his duty or wilfully abusive of his or her position as such Director or Officer. The right of indemnification set forth herein shall not be exclusive of any rights to which any Director or Officer may be entitled by law.

ARTICLE XV: EFFECTIVE DATE OF BY-LAWS

Section 1. Date

The By-Laws of the Corporation shall become effective on the first meeting of the Board of Directors.