

EUNOS Bye-Laws

(Effective from 1st July, 2008)

Article I: Name, Seat, Registration

1. The name of the Society shall be the European Neuro-Ophthalmology Society (EUNOS).
2. The official seat of the Society shall be Zurich, Switzerland, the location of the first meeting.
3. The business year shall be the European calendar year.
4. The official language of the Society shall be English.
5. The business affairs of the society shall be directed by an elected council and office-bearers.

Article II: Objectives

The objectives of the Society are:

- a) to promote and extend the knowledge of neuro-ophthalmology;
- b) to promote co-operation and communication among clinical neuro-ophthalmologists and visual scientists within Europe;
- c) to prepare and conduct clinical neuro-ophthalmology scientific meetings and symposia;
- d) to provide news sheets and pertinent information to members including symposia presentations and to promote and maintain a website facilitating communication between members;
- e) to establish and continually revise good practice and training standards in clinical neuro-ophthalmology;
- f) to disburse grants for the purpose of facilitating the aims of the society;
- g) to organise and promote other related activities deemed to be in the interest of furthering clinical neuro-ophthalmology within Europe, in particular basic scientific and clinical research;
- h) to arrange publication of a journal reflecting the activities of the society,
- i) to interact with other international neuro-ophthalmological societies and colleagues.

Article III: Charitableness

1. The society promotes exclusively and directly charitable purposes as defined in the chapters concerning 'tax-deductible purposes' according to legal tax-regulations.
2. The assets of the society can only be used for purposes stated in the bye-laws.
3. No person may benefit by payments, which are outside of the specific purposes of the society.

Article IV: Members

The society has the following categories of membership/fellowship:

1. **Regular members:** include physicians, surgeons, scientists or other professional personnel actively engaged in clinical neuro-ophthalmology and related disciplines. They have all the privileges of membership, including the right to vote and to hold office.
2. **Trainee members:** include residents or their equivalents, fellows, and post-doctoral fellows. Applicants should include, with their application form, confirmation from their supervisor of their status and an indication of its duration. They have all the privileges of membership, excluding the right to vote and hold office.
3. **Fellows:** include regular members who have attended at least 3 EUNOS meetings and who have in the opinion of the Council achieved distinction in clinical neuro-ophthalmology. Candidates are recommended by the Council at a membership meeting and election of fellows requires the vote of a majority of members present.
4. **Corporate members:** include members of scientific, university or commercial organisations which have a *bona fide* interest in clinical neuro-ophthalmology and related disciplines. They can obtain advertising rights in publications or on the website of EUNOS for an additional fee.
5. **Honorary fellows;** include colleagues who, in the opinion of the Council, have acquired particular distinction in neuro-ophthalmology or allied fields, or who have performed particularly meritorious work for the Society. Names of candidates for honorary fellowship are placed by the Council before a Membership Meeting of the Society and are elected by vote of the majority of the members present who are entitled to vote. Honorary fellows do not pay membership fees. They have all the privileges of membership.
6. **Emeritus members;** include colleagues who have been members of EUNOS for at least five years and wish to retain their membership upon retirement from full-time employment. One of two categories of Emeritus membership may be chosen by the colleague concerned:
Category 1 Emeritus Members will pay the same membership fees as Trainee Members and will have all the privileges of membership, except the right to hold office.
Category 2 Emeritus Members will pay no membership fees and will receive only the Newsletter and other mailings, with no other privileges and no right to vote.

The Board may, at its discretion, grant Emeritus category 2 membership, on either a national or an individual basis, to individuals who fulfil the criteria of interest and work in the field, but who are prevented by circumstances beyond their control from paying a membership fee. Such membership shall be reviewed annually.

Article V: **Acquisition of Membership**

1. Membership can be acquired in principle only by persons or organisations qualified according to Article IV. Payment of the membership fee is a prerequisite to becoming a member (except for honorary members and emeritus category 2 members). If the membership fee for the current year is not paid, the member is considered as a “dormant” member in the subsequent year and will lose all membership privileges. Membership is reactivated by payment of all outstanding fees.

2. Exemption from, reduction of or deferment of payment from membership fees will be decided by the Executive Board.

Article VI: Privileges of Members

All members (if not defined otherwise in Article IV) have the right to vote using the methods adopted by the society. These may include a show of hands or secret ballot at the membership meeting, mail ballot or online ballot.

Article VII: Duties of Members

Every member has a duty:

- a) to uphold the good name of the society
- b) to adhere to the bye-laws and other regulations of the society, including the decisions of the society's Council and Executive Board and the Membership Meeting
- c) to pay the membership fees and possible additional payments

Article VIII: Membership Fees and Additional Payments

1. The society will charge membership fees to cover its costs. The amount and method of payment will be determined by voting at the membership meeting after a proposal by the Council.
2. In exceptional situations all members or a subgroup of members may be charged an additional payment. Such a payment and its amount has to be decided by the membership meeting after a proposal by the Council.

Article IX: Resignation of Membership

1. Resignation from membership has to be provided in writing. Withdrawal is possible at the end of each calendar year with notification at least 4 weeks prior to that date. The resigning member is required to ensure the timely arrival of the notification. A resigning member has no rights on any part of the financial assets of the society.
2. Outstanding liabilities to the society are required to be paid immediately prior to the resignation date.

Article X: Exclusion of a Member

1. If important reasons are present, a member can be excluded from the society by decision of the Council.
2. Prior to such a decision, the member concerned has to be given notice of the offence causing concern and sufficient time to provide an explanation.
3. The decision has to be given to the member in writing. Any appeal against the decision must be submitted in writing to the Council within 4 weeks of receipt. Following any appeal, the decision of the Council is final.
4. Specific reasons for exclusion include
 - severe violation of the bye-laws or other regulations of the society or decisions of the Council or membership meeting.
 - damage to the good name and standing of the society.

- dishonourable behaviour
- non-payment of membership fees in spite of repeated reminders after a period of 1 year.

Article XI: **Executive Committees of the Society**

Executive members of the society are:

1. The Council including the Executive Board.
2. The Members represented at the biennial Membership Business meeting.

Executive committees of the society are:

1. The education committee chaired by the education director and comprised of 3 ordinary members recommended by the Council and approved by the membership at the business meeting. The term shall be 6 years but renewable by rotation at 2 yearly intervals for continuity.
2. The research committee chaired by the research director and comprised of 3 ordinary members recommended by the Council and approved by the membership at the business meeting. The term shall be 6 years but renewable by rotation at 2 yearly intervals for continuity.
3. The internet committee chaired by the webmaster and comprised of 3 ordinary members recommended by the Council and approved by the membership at the business meeting. The term shall be 6 years but renewable by rotation at 2 yearly intervals for continuity.

Article XII: **Council/Executive Board/Office-Bearers**

1. The Council consists of the Executive Board, Office-Bearers and Members-at-large.
 - a) The Executive Board consists of four persons: the President, the Secretary, the Treasurer, and the Webmaster.
 - b) The full Council consists of the above plus a Vice-President/President-Elect, the Journal Editor (ex-officio, non-voting), a Director of Education, a Director of Research, and up to 4 members-at-large.
2. The officers and members-at-large of the Council shall be elected as follows:
 - a) Notice of impending elections will be communicated by the Secretary on the website.
 - b) Members wishing to nominate candidates for Council office/membership should send an e-mail message to the President with the name of the proposed candidate. The message must include the agreement of the individual concerned to stand for office/membership and to fulfil the duties of office/membership if elected. The proposal must reach the President at least one calendar month before the Council meeting for the year in which the vacancy occurs.
 - c) A person holding any office accepting nomination for a vacancy must resign the existing office and immediately inform the President, the resignation taking effect from the date of the forthcoming vacancy.
 - d) At the EUNOS Council Biennial Meeting, the Council will consider those names put forward, together with any names proposed by the Executive

Board. The President may designate a nominating committee, which will prepare a slate of names for presentation to the next Membership Business Meeting.

- e) At the EUNOS Membership Business Meeting the slate of names for each vacancy will be proposed by the President or by another Executive Board member acting on his behalf. Nominations from the floor for candidates other than those proposed are in order, with the proviso that any candidate so nominated must have indicated willingness to serve (in writing if not present).

If, for any vacant position, there are two or more candidates, a ballot will be held at the meeting. Each member may vote for up to two of the nominated candidates.

If, with a slate of more than two candidates, none of them obtains the support of a simple majority of those present, the procedure is repeated with the candidates that have achieved the two highest numbers of votes.

If, with a slate of more than two candidates, only one of them obtains the support of a simple majority of those present, the procedure is repeated with the candidates that have achieved the next two highest numbers of votes.

If, because of a tie, there is no clear decision as to which two candidates shall go forward, there will be a repeat ballot involving only the tied candidates. If the tie persists, the Council will choose between the tied candidates, with the President holding a casting vote in the event of a further tie.

If, for any vacancy, there is only one candidate a simple majority of those present will suffice for election to office.

- f) The successful candidate (s) will be advised by the Secretary at the business meeting.
 - g) The name(s) of the successful candidate(s) will be announced to the membership at the business meeting.
3. If a vacancy occurs among the office-bearers other than by natural completion of a period of office, the Secretary may, after consultation with the President, ask the membership for nominations at any time and bring these to the Council and membership business meetings for consideration as described above. Alternatively, upon the proposal of the President, the Council may choose a person from among the membership to fill the vacancy on an interim basis until the next membership business meeting.
 4. If a Council member fails to participate in two consecutive regular meetings of the EUNOS council, the Executive Board may consider the post vacant and carry out elections as described above.
 5. The election of the Secretary will be performed as follows:
The President-Elect shall nominate one or more candidates for the office of Secretary during the period between election and taking up office, informing the Council at least three months prior to its regular annual meeting. The Council shall appoint a Secretary from among the candidates nominated by the

- President-Elect. The decision of the Council shall be ratified by a majority vote of the membership (either in attendance at the next membership business meeting or by e-mail online).
6. The term of office of any office-bearer, except the Secretary, is six years. Transfer of office normally takes place on 1 January following the election. An individual may not serve more than two terms in the same office, except in the absence of nomination of any other candidate. The term of office of the Secretary shall be linked to that of each newly-elected President. It shall commence one year after the beginning of the presidential term and extend one year beyond the presidential term. In the event that a presidential term is shortened, the term of the Secretary will be shortened as well, so that the office ends one year after the next newly-elected President takes office.
 7. All officers of the Council shall work in an honorary capacity.
 8. The Council shall meet at least two yearly at the biennial meeting and through e-mail and telephone conferences in the interim. Decisions of the Council are by simple majority vote. In the case of a tie, the President shall cast the deciding vote.
 9. Regular members or honorary members with special qualifications may be asked by the Council to join the Council as advisory members to provide advice for a term of two years. The term may be renewed at the discretion of the Council. Advisory Council members have no Council voting rights.

Article XIII: Duties of the Council/Executive Board/Office-Bearers

1. The Council manages the society according to the purposes of the society, the execution of decisions and directives of the Membership Meeting, the administration of the society's assets, and decisions about regulations, which are binding upon all members.
2. The Executive Board implements the day-to-day processes required to make effective the decisions of the Council and the Membership e.g. maintenance of Membership list and Website, collection of Fees etc.
3. The President calls and conducts the meetings of the Council and Executive Board, appoints committees and directs and oversees all activities of the society. The President may delegate any duties, if required, to the Vice-President / President-Elect. In the absence of the President, the Vice-President will conduct the meetings of the Council, Executive Board, and Membership, either by designation from the President or by vote of the Executive Board members.
4. The Vice-President/President-Elect is required to deputise for the President whenever absent for whatever reason. He/she is required to develop good relations with other International and National Neuro-Ophthalmological Societies and to promote the international standing and good name of the society.
5. The Secretary keeps and maintains the list of Members and establishes, in collaboration with the President, the agenda for the Council, Executive Board, and Membership Business Meetings, executes the decisions of these meetings, keeps the minutes of the Council, Executive Board, and Membership meetings and conducts all correspondence with the Membership.
6. The Treasurer collects the membership fees and makes the necessary disbursements at the direction of the Council or Executive Board. He/she submits an annual statement of accounts for the expired business year as well

- as a financial plan for the upcoming year. These have to be approved by the Council and presented to and approved by the Membership meeting. The Treasurer is required to submit all accounts to the society's auditors for inspection and approval and to register the society with an appropriate governing body so that tax-exempt status is achieved.
7. The Webmaster is responsible for the maintenance and governance of the society's website. He/she is required to chair the society's internet committee, to seek sponsorship funding, and to utilise the website to promote the society's activities and communication between members. An annual report must be provided to the Council and a biennial report to the Membership for acceptance.
 8. The Editor-in-Chief is responsible for the issue and distribution of the society's official publications at the direction of the Council, including the society's journal. He/she is required to chair an annual meeting of the Editorial Board to discuss the development of the society's journal. An annual report must be provided to the Council and Editorial Board and a biennial report to the Membership for acceptance. The editor-in-chief shall be appointed by the Council on the recommendation of the Editorial Board for a period of 5 years, renewable once, and is directly accountable to the Council. Major decisions regarding governance of the EUNOS journal and other publications are the direct responsibility of the Council. Editorial autonomy will include final authority for the selection, modification, and quality approval of all published materials. An Editorial Board will assist the editor-in-chief in all publishing tasks, including constructive criticism. Members of the Editorial Board will be appointed by the Council on the recommendation of the Editor-in-Chief for a period of 5 years, non-renewable.
 9. The Director of Education is responsible for the EUNOS Teaching Courses at the biennial meeting and for the establishment and implementation of EUNOS-approved courses. He/she is required to chair the society's educational committee and to identify and maintain a state-of-the-art educational curriculum for the benefit of both EUNOS trainers and trainees, which must be approved by the Council and the Membership in plenary session. An annual report must be provided to the Council and a biennial report to the Membership for acceptance.
 10. The Director of Research is responsible for the establishment and implementation of EUNOS-approved research projects. He/she is required to chair the society's research committee, to promote collaborative research within the society, and to submit all research projects to the Council for approval. An annual report must be provided to the Council and a biennial report to the Membership for acceptance.
 11. Members-at-Large are required to represent the views of the membership from different European constituencies and to promote membership of the society within their constituency. Their positions are intended to encourage participation in the society's leadership and to develop skills pertinent to potential office-bearer roles.
 12. The society will be represented judicially and extra-judicially by the Council and Executive Board. Within the society it is agreed that the Council and Executive Board legally manage and represent the society.

Article XIV: Calling of the Membership Meeting

1. The President, or in the event of his/her inability, the Vice-President, is required to call a membership meeting during the biennial scientific meeting of the Society.
2. Notice must be provided in writing at least three weeks prior to the meeting including the agenda.
3. Proposals for the agenda should be delivered to the president or secretary at least six weeks prior to the meeting in writing.
4. The Council may call an extraordinary membership meeting according to the aforementioned conditions. In addition, an extraordinary membership meeting may be demanded by a minimum of one third of the members, who must give due notice in writing, stating the cause and purpose of the meeting. The extraordinary membership meeting has the same rights as the regular membership meeting.
5. Online meetings are allowed. The details of an electronic membership meeting – e.g. invitation, quorum, majorities – will be regulated in a separate rule of procedures.

Article XV: Tasks of the Membership Meeting

1. The membership meeting has the following tasks:
 - a. Consideration of the reports of the Council and its Office-Bearers.
 - b. Election of the Council and its Office-Bearers.
 - c. Approval of the Auditors' report.
 - d. Setting of the membership fee and possible additional payments.
 - e. Changes to bye-laws.
 - f. Any other competent business.
2. All decisions and elections during the membership meeting are based on a simple majority of votes of those present, except if regulated otherwise in the bye-laws.
3. The transfer of a vote to another member is not permitted.
4. All proceedings have to be recorded by the Secretary in a written minute of the meeting, which is required to be approved by the Council and the subsequent Membership meeting. The minute must be circulated to the Council within 4 weeks of the membership meeting and signed by the Secretary.

Article XVI: Auditors

The membership meeting is required to elect two Auditors of the society's accounts. The chosen auditors must provide an annual report to the Council and a biennial report to the membership on the society's financial regulation.

Article XVII: Change of the Bye-Laws

A change of the bye-laws needs the agreement of at least 2/3 of the members with the right to vote present at a membership meeting. Proposals for change have to be presented to the President at least 3 months prior to the membership meeting and have to be sent to all voting members at least 1 month prior to the membership meeting.

Article XVIII: Dissolution of the Society

1. Any proposal to dissolve the society has to be given in writing to the President at least 6 months prior to the proposed date of dissolution. The President has to send this proposal to all members with a right to vote immediately with an explanatory letter.
2. Dissolution of the society will be decided by the membership meeting with a majority of at least 2/3 of all members of the society with the right to vote. Members who are unable to attend the membership meeting have the possibility to send their vote in writing or online.
3. The assets of the society shall be given to a worldwide, tax-exempt scientific society, which will be named by majority decision of the Council.
4. In case of dissolution of the society the active members of the Council are the liquidators.

Article XIX: Enactment

These bye-laws were decided upon at the membership meeting in Lübeck (Germany), on 19th July 2009. They come into effect immediately.