

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

9th April 2017

	Memorial Lecture	Sections 1,2, 3 Article XIII becomes Article VIII Section 3	Memorial Lecture. The merger of this, the Ruben Medal and Hamano society articles to create a new article, Society awards	Recommended by the Executive Committee of the ISCLR.
	The Corporate Advisory Board	New Article XIII sections 1,2,3,4,5,6,7	Incorporation of the Corporate Advisory Board into the Bylaws	
	To align the nomination process of the executive with that of the council	Article V sections 1,2,3 Article III section 3 Article IV Sections 6 & 7 Section 7 becomes 8	Aligns the nomination process for the executive to match that of the council	

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

"AAO Conf" is the American Academy of Optometrists Annual Conference

"ARVO" is the Association for Research in Vision and Ophthalmology

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

"Biennial Executive Meeting" means the biennial meeting of the Executive Committee which is the first 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. Can also be referred to as Councillors

"CAB" is the Corporate Advisory Board to the society

"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.

"Councillors: is another name for members of the Board of Directors

"Director" means a member of the Board of Directors

"Executive Committee" see article IV, Section 2..

"ISCLR" means International Society for Contact Lens Research.

"ISCLR Symposium" means the biennial 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 Sections 1 to 5. 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 Biennial 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. These appointments must be ratified by the members of the Society at the Scientific Meeting 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 are normally elected at the biennial Board of Directors meeting from nominations made by members of the Society. Candidates will be nominated through a nomination committee (Article IV Section 6 to 8). The term for Directors will be staggered so that approximately one-third (1/3) of the Directors are elected every two years. 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 "Biennial 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. Biennial Board Meeting Procedure

The President will remain in office during the Biennial Board Meeting and will hand over the role of President to the President-Elect after the meeting. At the meeting, the longest serving Vice President shall stand down and their 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 usually for a minimum of two years, but may, under exceptional circumstances, be extended to a maximum of four years upon majority agreement of the Executive Committee. 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 (Article IV Section 6 to 8).

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). The nomination committee shall set up the procedures to accept nominations, determine terms of office and report back to the Executive Committee meeting held at the Biennial scientific meeting.

Section 7. Nominations of Directors

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

Section 8: 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 biennial Board of Directors Meeting. The secretary will send out reminders via email to the Members of the Board of Directors for nominations two months prior the biennial Board of Directors Meeting. No nominations for these positions will be allowed from the floor during the biennial Board Meeting unless no nominations at all or insufficient nominations to fill the number of vacancies have been received.

ARTICLE V: ROLE OF OFFICERS

Section 1. President

The President shall preside over the Board of Directors, Executive Committee and the CAB, 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 their term of office, and shall succeed the President. The President-Elect shall also organize the Biennial Meeting and represent the society on the CAB.

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. Serve and make the administrative arrangements for the Executive Committee, CAB and the Scientific Meeting;
2. Organise the collection of Dues and CAB fees
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 biennial 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 including CAB members.

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 their 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: Society Awards

Section 1. 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 canvas the votes of the previous awardees; and the result will be announced at the President's Gala Dinner during the meeting.

Section 2. The Brien A Holden Memorial Lecture

The Brien A Holden Memorial Lecture is in recognition of their contributions to the International Society for Contact Lens Research. The Lecture will be delivered at the ISCLR Symposium held every two years. This lecture will be introduced with a statement recognising the contributions of Brien Holden to the Society and the purpose of the Brien A Holden Memorial Lecture. The Lecture will be no longer than 30 minutes and additional time will be allocated to allow questions and discussion of the presentation. There will be only one Brien A Holden Lecture at any Symposium. The Brien A Holden Memorial Lecture will be scheduled by the President-Elect at a suitable time in the meeting proceedings to ensure maximum recognition of the Lecture and Awardee. The lecture will be memorialized with the presentation of a personalized plaque to the awardee.

The awardee

Candidates will be a distinguished basic or clinical scientist of international standing whose area of research is of general interest to the Society but not necessarily within the ophthalmic field. The nominee would be recognised for the quality, significance, impact of their work and general relevance to the field of contact lenses and related research. The nominee may or may not be a current member of the ISCLR. Fulfilling the selection criteria would typically require the nominee to be at the mid-career stage, meaning that current accomplishments are worthy of the award and the nominee is highly likely to continue to make significant contributions to their field.

The recipient will present the Brien A Holden Memorial Lecture at the Symposium on their current research contributions that relate to a topic/session to be covered during the Symposium. It is also expected that the selected recipient will attend the entire Symposium, contribute to discussions at the Symposium and, if not already a member, would be asked to consider joining the ISCLR, if appropriate.

The nomination process

Any member of the Society may nominate a candidate to deliver the Brien A Holden Memorial Lecture. A letter of nomination from an ISCLR member with a seconder (again from a member of the ISCLR) must describe why the nominee is appropriate, indicate the nominee's willingness to deliver the Lecture if selected and should include a copy of the curriculum vitae of the nominee.

The Secretary of the Society will announce the call for nominations from the membership one month prior to the executive meeting held during the AAO Conf in the year before the Scientific meeting. These nominations will be reviewed by the Brien A Holden Memorial Lecture sub-committee (see below), who will make their recommendation to the society's executive at their next executive meeting (AAO Conf).

The Executive Committee will establish a sub-committee to evaluate nominations. The Brien A Holden Memorial Lecture Sub-Committee will be chaired by the President Elect and will include two other members of the Society nominated by the President; one nominee from the ISCLR's council and one from the membership. The Committee should have expertise in a range of interest areas of the Society, for example, but not limited to, infection, vision, material science, clinical sciences. It is anticipated that the composition of the Committee will change every two years. No member of the Committee should serve for more than two consecutive selection cycles (ie for 4 years).

The selected nominee will be informed of the outcome by the Secretary who will confirm arrangements. The honorarium to the selected recipient shall not exceed the amount provided to other keynote speakers for the scientific meeting.

Section 3. 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 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 biennially 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 CAB representatives (see Article XIII Section 7). Any industry scientists can attend by approval from the Executive Committee at an agreed registration fee.

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 offset some of the cost of their attendance.

ARTICLE XIII: CORPORATE ADVISORY BOARD

Section 1. Purpose

The purpose of the ISCLR scientific meeting is to disseminate the latest research on contact lenses and associated fields to key stakeholders. The two main stakeholder groups are the members of the ISCLR and the society's industrial partners. The CAB has been established to enable the industry partners to have a forum to make representation to the ISCLR.

Section 2. Corporate Advisory Board Composition

The CAB will have broad representation from industry partners of the ISCLR as well as the ISCLR executive. Each industry partner is entitled to one representative on the board. Representation from the ISCLR executive will consist of:

- The president - Chair of the committee
- The president elect
- The secretary

Representation will be sought from a broad spectrum of the industry associated with contact lenses.

Section 3. Terms of reference

The CAB will have no executive function but will be an important aspect of the organizational structure of the ISCLR. It will be scheduled to meet periodically with representatives of the ISCLR executive to provide advice and recommendations relating to the scientific meeting including:

- The biennial scientific meeting; its structure and topic areas.
- Opportunities in expanding and developing industry partner relationships

- Areas of activity appropriate for the ISCLR to expand or develop

Section 4. Quorum

A simple majority of CAB members in attendance will constitute a quorum.

Section 5. Frequency of Meetings

The CAB will meet a minimum of annually, but usually during the ARVO and AAO conferences, via conference calls as needed and during each biennial scientific meeting.

Section 6. Agendas

Meeting agendas will be distributed at least one month prior to the meeting. CAB members will be invited to submit agenda items.

Section 7. Becoming an industry partner of the ISCLR

An industry partner can become a member of the CAB on payment of the annual fee of to be determined by the Executive committee, invoiced January each year.

The following benefits will be offered to a member of the CAB:

- One place on the advisory board
- Three complimentary registrations for the scientific meeting
- Acknowledgement of partnership on website and with society members
- Subsequent subsidized registration set at a fee determined by the Executive committee

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, them in connection with, or arising out of, any action, suit or proceeding in which they may be involved or to which they may be a party, by reason of their 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 they shall finally be adjudged in such action, suit or proceeding to have been negligent in the performance of their duty or wilfully abusive of their 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.