

**STATUTES OF THE**  
**“SOCIEDAD AMERICANA DE OFTALMOLOGIA Y OPTOMETRIA”**  
**(AMERICAN SOCIETY OF OPHTHALMOLOGY AND**  
**OPTOMETRY)**

(NON PROFIT SOCIETY)

*CHAPTER 1.—Purpose; headquarters; duration; capital.*

ARTICLE 1. “Sociedad Americana de Oftalmología y Optometría” is a scientific association for the purpose of studying and divulging Ophthalmology and Optometry through lectures, publications and practical demonstrations. Its aim, thus, is the spreading and perfecting of the means by which human vision is both preserved and improved.

ARTICLE 2. The association is composed of specialists in Ophthalmology and Optometry and specialists in other fields closely related to the former.

ARTICLE 3. The association headquarters are in the city of Bogotá, but its activities may be extended to other cities.

ARTICLE 4. The term of duration of the association is indefinite.

ARTICLE 5. The association's treasury is formed by admission fees and monthly fees paid by its members, as well as additional fees voted by the General Assembly. Any other contribution, or donations given to the association by its members or by third persons, or obtained by the Board of Directors as such, will go into the treasury.

*CHAPTER 2. Membership; requirements to qualify a full member or associated member; causes by which membership is lost.*

ARTICLE 1. The members of the association are either “full members” or “associated members”.

ARTICLE 2. Ophthalmologists and Optometrists, as well as those persons who have completed their academical studies in either subject, will

be "full members" of the association.

ARTICLE 3. "Associated members" are either permanent, or temporary. "Permanently associated members" are those individuals who are not Ophthalmologists or Optometrists, but whose scientific collaboration may be desirable for the association in a continuous way. "Temporarily associated members" are those persons who temporarily collaborate with the association.

ARTICLE 4. "Temporarily associated members" will not have any voting rights in the administrative meetings and may not participate in the discussions.

ARTICLE 5. Besides the original members of the association, other persons who may belong to the same profession, or have completed their academic studies of the same profession may fill out an application to become members of the association. Duly supported by two or more "full members" or two or more "permanently associated members" these applications will be submitted to the Board of Directors who may accept them by a unanimous decision. If denied, the applications will go before the General Assembly, where the vote of two opposing members will be enough to deny admission. The voting will be secret in both General Assembly and Board of Directors.

ARTICLE 6. Applications for membership as "temporarily associated members" have to be supported by a "full member" or a "permanently associated member". The Board of Directors will decide the acceptance.

ARTICLE 7. Termination of membership.

- a) Those members who expressly resign membership.
- b) Those who do not pay their monthly fees (Article 5, Chapter I) during one year.
- c) Those members who commit acts regarded as serious by the Board of Directors. This body will accuse them before the General Assembly and their membership may be cancelled by an absolute majority of votes in the assembly.

ARTICLE 8. If any member of the Board of Directors is involved in a censurable act, the other members of the Board of Directors may decide to cancel his membership by unanimous vote. If unanimity cannot be obtained, he will be accused before the General Assembly as provided for all members of the association.

ARTICLE 9. All members of the association are obliged to:

- 1) Pay their monthly dues (Article 5, chapter 1).
- 2) Pay additional contributions when voted by a majority of the General Assembly.
- 3) Perform the commissions conferred on them by the Board of Directors or the General Assembly.

*CHAPTER III. Direction and administration of the Association; the General Assembly; the Board of Directors; the General Secretary; the Treasurer and the Joint Secretaries.*

ARTICLE 1. The General Assembly is completely responsible for the direction of the association; the Board of Directors and the General Secretary are in charge of its administration.

ARTICLE 2. The General Assembly is formed by the "full members" and the "permanently associated members" of the association.

ARTICLE 3. The General Assembly will hold an annual meeting; additional meetings when called by four of the members of the Board of Directors, or by twenty-five members of the association.

ARTICLE 4. The decisions of the General Assembly will be taken by an absolute majority of votes, unless otherwise provided, as in the cases of admission or suspension of members, election to the Board of Directors, dissolution of the organization and election of its liquidator.

ARTICLE 5. The topics to be considered in general meetings must be submitted to each member of the association at least ten days in advance.

ARTICLE 6. Discussions involving topics not directly related to the purpose of the association are to be barred.

ARTICLE 7. "Full members" and "permanently associated members" are forbidden to vote by proxy.

ARTICLE 8. At the General Assembly three quarters of its members will constitute a quorum. In case this working majority is not reached, the meeting will be delayed for half an hour and then any number of attending members will constitute a quorum.

ARTICLE 9. The Board of Directors will appoint one of its members to preside over the meetings of the General Assembly. The General Secretary

of the association will act as Secretary in those meetings.

ARTICLE 10. The meetings, resolutions, elections and all other proceedings of the General Assembly will be recorded in a minute-book, and signed by the President of the meeting and the General Secretary of the association.

ARTICLE 11. The General Assembly will have as principal functions the following ones:

- 1) The election of the Board of Directors by majority of three quarters of the members who attend the meeting.
- 2) The determination and increase of admission fees and monthly fees.
- 3) The establishment of subsidiary branches of the organization in other cities.
- 4) The revision of the Statutes of the association.
- 5) The declarations of dissolution and liquidation of the association, and the appointment of the liquidator by vote of three quarters of attending members.

ARTICLE 12. The first Board of Directors of the association will be composed of five Directors, unanimously elected by the original members. Two of its members will be renewed every year, by alphabetical order. Once a complete renewal of the Board has been made, alphabetical order will be replaced by order of seniority.

ARTICLE 13. The Board of Directors will be composed of seven members, one of whom will be the General Secretary of the association.

ARTICLE 14. The members of the Board of Directors will be appointed for a period of one year. The General Secretary of the association will hold office for three years, and is to be appointed by an absolute majority of the Board of Directors.

ARTICLE 15. Five of the seven Directors must be residents of Bogotá; the other two may reside in other cities or countries.

ARTICLE 16. Three have to be ophthalmologists, three optometrists, and the seventh a "permanently associated member".

ARTICLE 17. Directors may not be re-elected for a subsequent term.

ARTICLE 18. Every meeting of the Board of Directors will be presided by a different Director, following alphabetical order of last names.

ARTICLE 19. In case of death, suspension or resignation of one of the members of the Board, the other Directors, by absolute majority, will elect a substitute to finish his term.

ARTICLE 20. Except where otherwise provided, the decisions of the Board of Directors will be taken by unanimous vote.

ARTICLE 21. Four members of the Board of Directors will constitute a quorum. Those questions upon which unanimous agreement cannot be reached, will be submitted to the General Assembly for decision by absolute majority of votes.

ARTICLE 22. The Board of Directors will meet at least twice a year, and whenever two of the Directors decide to call it.

ARTICLE 23. The Board of Directors is responsible for the direction of the association in all matters not assigned to the General Assembly or the General Secretary. Its principal functions are the following:

- a) Delegate, when necessary, some of its duties to the General Secretary.
- b) Give the correct interpretation of these Statutes in doubtful cases, and decide, when faced by contradictory dispositions, which is to be applied. These cases will be reported to the following meeting of the General Assembly.
- c) Elect the Treasurer and the Joint Secretaries of the association.

ARTICLE 24. Upon any decision before the Board of Directors which cannot possibly be postponed, action will be taken by absolute majority of votes. A report of the case will be presented to the General Assembly in its next meeting.

ARTICLE 25. The association will have a General Secretary who will be its legal representative and shall reside in Bogotá.

ARTICLE 26. Besides the functions attributed to him by the General Assembly and by the Board of Directors, the General Secretary will have as principal obligations the following ones:

- a) To promote interchanges with other scientific associations;

- b) To encourage exchange of scientific publications;
- c) To keep the files of the association;
- d) To give notice to the members about the meetings of the General Assembly or the Board of Directors;
- e) To write down the minutes of the meetings of the General Assembly and Board of Directors;
- f) To read the minutes of the previous meeting, or read any motion or information to be approved by the General Assembly or the Board of Directors;
- g) To take care of the mail addressed to the association;
- h) To determine the functions of the Joint Secretaries.

ARTICLE 27. The Treasurer of the association will have as principal duties the following ones:

- a) To take care of and to keep the funds of the association.
- b) To collect all fees to be paid to the organization by members, as well as the additional fees voted by the General Assembly.
- c) To submit a report every three months to the Board of Directors.

ARTICLE 28. The Treasurer and the Joint Secretaries have to be members of the organization.

*CHAPTER IV. Organization's assets; amendment of statutes; dissolution and liquidation of the organization; by-laws.*

ARTICLE 1. The General Secretary will have the general administration of all the assets belonging to the association; but he may not disburse them without authorization given by the General Assembly.

ARTICLE 2. Publications made by the association are property of "Sociedad Americana de Oftalmología y Optometría"; they cannot be reproduced without the previous authorization of the Board of Directors.

ARTICLE 3. These Statutes may be amended as proposed to the General Assembly by the Board of Directors or by 25% of the members of the association. Amendments will require a favorable vote of an absolute majority of the General Assembly.

ARTICLE 4. The General Secretary will submit the proposed amendments to all members of the association at least ten days before the meeting of the General Assembly takes place.

ARTICLE 5. The association will be dissolved and liquidated when 95% of its members so decide. Its assets will be transferred to a charitable institution by the General Secretary duly authorized by the General Assembly. If there are any debts, they will be paid in equal shares by all its full members and permanently associated members.

ARTICLE 6. The General Assembly will adopt the by-laws in accordance with the provisions of these Statutes. The Board of Directors will take care of the elaboration, and the General Assembly will approve them by an absolute majority of votes.

ARTICLE 7. The by-laws may be amended when so proposed by the Board of Directors or by 25% of the members of the association, previous approval given in the General Assembly by an absolute majority of votes.

ARTICLE 8. The proposed amendments will be submitted through the General Secretary to all members of the association at least ten days before they are to be discussed in the General Assembly.