

Dear ISCEV members – as intimated at the 2021 Membership Meeting, past revisions to the bye-laws (marked as blue/grey below) were previously approved by the Membership but the approved changes were not lodged with the District court in Bonn as required by German law. Please review the blue/grey changes below.

In addition, some new changes are proposed in red with deletions; please also review these.

In order to comply with the law, members will be asked to approve all changes, old and new, at the 2023 Membership Meeting.

INTERNATIONAL SOCIETY FOR CLINICAL ELECTROPHYSIOLOGY OF VISION (ISCEV)

Revised Bye-Laws 2004 (with minor amendments Nov 2007) 2023 (effective from 4 April 2003)

Article I

Name, Seat, Registration

1. The name of the Society shall be the International Society for Clinical Electrophysiology of Vision (ISCEV). It will get the addition “e.V.” following registration.

Article II: — Seat

2. The official seat of the Society shall be the place of work of the incumbent Secretary General Bonn (Germany).

3. The Society is registered as an eingetragener Verein (e.V., = registered society) in North Rhine-Westphalia District court Bonn, VR 8230

4.3. The business year shall be the European calendar year.

Article III: Communication

5.4. The official language of the Society shall be English.

Article IV

Objectives

The objectives of the Society are:

- 1a.) to promote and extend the knowledge of clinical electrophysiology of vision;
- 2b.) to promote co-operation and communication among workers in the field of clinical and basic electrophysiology, as it pertains to vision;
- c. preparing and conducting meetings and symposia on clinical electrophysiology relating to vision;
- d. providing news sheets and pertinent information to members as well as material presented at symposia;
- e. establishing and continually revising reference data (norms), standards and guidelines for instrumentation, recording procedure and measurement in clinical electrophysiology of vision;
- f. disbursing grants for the purpose of facilitating the aims of the Society;
- g. organising and promoting other related activities deemed to be in the interest of furthering electrophysiology of vision.

Article III

Charitableness

1. The Society promotes exclusively and directly charitable purposes as defined in the chapters concerning ‘tax-deductible purposes’ in the tax-regulations (§§ 51–58 AO).
2. The Society does not pursue economic interests. The assets of the Society can only be used for purposes stated in the bye-laws.
3. No person may benefit either by payments, which are outside of the purposes of the Society, or by disproportionately high salary.
4. Members of the Society do not receive gratuities/payments from the assets of the Society. (added 2007)

Article IV

Members

~~Section 1: Members of the Society are: Regular members; Junior members; Corporate members; Honorary members; Emeritus members. The Society has~~

~~Section 2: 1. Regular members~~ These are physicians, scientists, engineers or other professional personnel who are actively engaged in work on clinical electrophysiology of vision. They have all the privileges of membership, including the right to vote and to hold office.

~~2. Section 3: Junior members~~ These are those primarily engaged in supervised basic science or clinical training. Examples include graduate students, post-doctoral fellows, residents and clinical 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.

~~Section 4: 3. Corporate members~~ These are members of scientific, university or commercial organisations which have a *bona fide* interest in (clinical) electrophysiology of vision and related disciplines. They receive all mailings of the Society and certain ~~can obtain~~ advertising rights in *Documenta Ophthalmologica* or on the ISCEV website for an additional fee. They have all the privileges of membership, including the right to vote and to hold office.

~~Section 5: 4. Honorary members~~ These are individuals who, in the opinion of the Board of Officers, have acquired particular distinction in the electrophysiology of vision or allied fields, or who have performed particularly meritorious work for the Society. Names of candidates for honorary membership are placed by the Board before a Membership Meeting of the Society and are elected by vote of the majority of the members present. Honorary members do not pay membership fees. They have all the privileges of membership.

~~Section 6: 5. Emeritus members~~ These are individuals who have been members of ISCEV for at least five years, who wish to retain their membership upon retirement from full-time employment. One of two categories of Emeritus Membership may be chosen by the individual concerned:

Category 1 Emeritus Members will pay the same membership fee as Junior Members and will have all the privileges of membership, except the right to hold office.‡

Category 2 Emeritus Members will pay no membership fee 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 category 2 Emeritus 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 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 Board.

~~Section 7:~~

~~Dues paying members who are in arrears for two fiscal years can be suspended from membership.~~

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 show of hands or secret ballot at the Membership Meeting, mail ballot or online ballot.

Article VII

Duties of Members

Every member has the duty:

- a. to uphold the image of the Society
- b. to follow the bye-laws and other regulations of the Society as well as the decisions of the Board of Officers and the Membership Meeting
- c. to pay the membership fee 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 defined by voting in a Membership Meeting after a proposal by the Board.
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.

Article IX

Resignation of membership

1. A resignation from membership has to be announced in writing. ~~The withdrawal is possible at the end of the calendar year with an announcement at least 4 weeks prior to that date. The leaving member has to ensure for the timely arrival of the withdrawal announcement.~~ A withdrawing member has no rights on any part of the financial assets of the Society.
2. Open liabilities to the Society have to be paid immediately to the date of the end of membership.

Article X

Exclusion of a Member

1. If important reasons are present, a member can be excluded from the Society by decision of the Board.
2. Prior to such a decision, the member concerned has to be given sufficient time for explanation.
3. The decision has to be given to the member in writing. The decision is final.
4. Reasons for exclusion are especially
 - severe violation against the bye-laws or other regulations of the Society as well as decisions of the Board or the Membership Meeting
 - damage to the image 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 Board of Officers
2. The Membership Meeting

Article ~~VIXII~~

Board of Officers

Section 1:

~~The management of the Society shall be carried out by a central Board of Officers consisting of:~~

~~a. the President; a the Secretary-General and the Treasurer.~~

~~b. The Extended Board consist of the above ; a Vice-President for the Americas; a Vice-President for Asia/Oceania; a Vice-President for Europe/Africa; a Treasurer; an Editor; a Director of Education; a Director of International Communications; a Director of Standards and; six Members-at-Large, at least one from each of ISCEV's three geographical areas.~~

~~Section 2. ÷~~

~~The oOfficers of the Board shall be elected as specified in Article XII, except for the Secretary-General, who shall be appointed as specified in Section 3, below as follows:-~~

~~a. Notice of impending elections will be communicated by the Secretary-General in the newsletter.~~

~~b. Members wishing to nominate candidates for office should write to the President with the name of the proposed candidate. The letter must include the signed consent of the individual concerned **must have agreed** to stand for office and to fulfil the duties of office if elected. The letter of proposal must reach the President at least one calendar month before the Board Meeting for the year in which the vacancy occurs.~~

~~c. A person holding the office of Secretary-General, Treasurer or Editor 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 Board Meeting, the Board will consider those names put forward, together with any names put forward by the Board. The President may designate a nominating committee, which will prepare a slate of names for presentation to the next Membership Meeting.

e. At the Membership Meeting the slate of names for each vacancy will be put forward by the President or by another Board member acting on ~~his~~ **their** 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 secret ballot will be held at the Meeting. Each member may vote for up to two of the nominated candidates. Candidates will go forward to the next stage of the election procedure (mail ballot) if they obtain the support of a simple majority of those present and the highest or second-highest number of votes cast.

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 Board will choose between the tied candidates who will go forward to the next step of the election procedure (~~mail~~ ballot).

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

In the case of election of Member(s)-at-Large, the election is run to meet Article XIII 1.b. provision that at least one Member-at-Large should be from each of ISCEV's three geographical areas.

f. A ~~mail~~ ballot, if necessary, will be ~~sent out~~ **opened** within two months after the Membership Meeting.

g. The (anonymous) ~~mail~~ ballot will be conducted by the Secretary-General, who will include a statement, not longer than 500 words, from each candidate who wishes to present a statement of policy. Candidates circulating the membership in any other manner will forfeit their candidature.

h. Ballots will be returned to the Secretary-General **or delegated polling process** so as to be received within two months of ~~mail~~ **opening** the ballot, ~~and will be counted by the Secretary-General in the presence of another present or past Board member of the Society~~. The candidate with the highest number of votes wins the election. In the event of a tie, the President has the casting vote.

i. Election results will be announced by the **President or Secretary-General** to the candidates and to the Board within one month of receipt of the ballots or, at latest, by ~~November, 1 in the end of~~ the year prior to the candidate(s) taking office.

j. The name(s) of the successful candidate(s) will be announced to the membership in the next newsletter or by other appropriate means.

3. If a vacancy occurs in the Board of Officers other than by natural completion of a period of office, the Secretary-General may, after consultation with the President, ask the membership for nominations at any time and bring these to the Board and Membership Meetings for consideration as described above. Alternatively, upon the proposal of the President, the Board may choose a person from among the membership to fill the vacancy on an interim basis until the next Membership Meeting.

4. If a Board member fails to attend Meetings for two consecutive years, the Board may consider the post vacant and carry out elections as described before.

5. The election of the Secretary-General will be performed as follows: ~~Section 3:~~

A President-elect shall nominate one or more candidates for Secretary-General during the period between election and taking up office, informing the Board of Officers at least three months prior to its regular annual meeting. The Board shall appoint a Secretary-General from among the candidates nominated by the President-elect. The decision of the Board shall be ratified by a majority vote of the membership (either in attendance at the next regular meeting, ~~or~~ by mail **or online**).

~~Section 4:6.~~

The term of office of any member of the Board of Officers, except the Secretary-General, is four years.

Transfer of office normally takes place on 1 January following election. An individual may not serve more than two terms in the same office, except in the absence of nomination of any other candidate ~~at the Membership Meeting~~.

~~Section 5:~~

The term of office of the Secretary-General 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-General 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 Board work in an honorary capacity.

8. The Board of Officers shall meet every year. Decisions of the Board of Officers are by simple majority vote. In the case of a tie, the President shall cast the determining vote.

9. Regular members or honorary members with special qualifications may be asked by the Board of Officers to join the Board as advisory members to give assistance in the work of the Board of Officers for a term of two years. The term can be renewed by decision of the Board of Officers. Advisory Board members have no right of vote for decisions of the Board of Officers.

Article ~~VH~~XIII Duties of the Officers

~~Section 1:~~ The Board of Officers 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 the decision about regulations, which are binding upon all members.:

The President calls and conducts the meeting of the ~~Central~~ Board of Officers, appoints standing committees and directs and oversees all activities of the Society. The President may delegate any duties, if required, to one of the Vice-Presidents. In the absence of the President, one of the Vice-Presidents will conduct the meeting of the Board, either by designation from the President or by vote of the Board members.

~~Section 2:~~

The Secretary-General establishes, in collaboration with the President, the agenda for the Board meeting, executes the decisions of the Board, keeps the minutes of the Board meetings and the Membership Meetings and conducts all correspondence with the members. The Vice-Presidents for, respectively, Europe and Africa, the Americas, and Asia/Oceania, act as liaison officers between the Board and the members residing in the respective parts of the world. Their task is to support the Secretary-General and to stand in for the Secretary-General upon instruction. The Vice-Presidents are responsible for promoting ISCEV and its aims within their geographical region and for promoting the interests of members in that region within ISCEV. This may include running regional meetings on clinical electrophysiology of vision for ISCEV members and others, and organising "ISCEV awareness" sessions at appropriate meetings within the region.

~~Section 3:~~

The Treasurer collects the membership fees and; makes the necessary disbursements at the direction of the Board. and 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 Board of Officers and to be presented and approved by the Membership Meeting. The Treasurer has to present the bookkeeping to the Auditors for control.

The Executive Board yearly financial reports to the Board. ~~The Treasurer is asked to~~ maintains and updates the registration of the Society appropriately so that tax-exempt status is achieved.

~~Section 4:~~

The Editor is responsible for the issuing and distributing of official publications at the direction of the Board **the Editor-in-Chief of *Documenta Ophthalmologica*, ISCEV's journal.**

~~Section 5:~~

The Director of Education is responsible for the ISCEV Teaching Course and for liaison regarding ISCEV-approved courses.

~~Section 6:~~

The Director of International Communications is responsible for maintenance and usage of the ISCEV website, and for facilitating smooth communications between members by such means as are appropriate.

~~Section 7:~~

The Director of Standards is responsible for the production, updating and publicising of Standards and Guidelines relating to clinical electrophysiology of vision.

~~Section 8:~~

Member-at-Large positions are intended mainly for the purpose of encouraging new people to participate in ISCEV leadership and to gain experience which will equip them for future Board of Officer positions.

2. The Society will be represented judicial and extra-judicial by the Executive Board. Each of the Executive Board members represents the Society by oneself. Within the Society is agreed that the Executive Board legally manages and represents the Society.

~~Article VIII: Advisory Board Members~~

~~Regular members or honorary members with special qualifications may be asked by the Board of Officers to join the Board as advisory members to give assistance in the work of the Board of Officers for a term of two years. The term can be renewed by decision of the Board of Officers. Advisory Board members are not voting members of the Board of Officers.~~

Article XIV

Invitation of the Membership Meeting

1. The President, or in case of ~~his~~ **their** inability, one of the Vice-Presidents invites a Membership Meeting each year. The Membership Meeting should take place during the annual scientific meeting of the Society.
2. The invitation should be in writing at least three weeks prior to the meeting including the agenda.
3. Proposals for the agenda should be handed to the president at least five weeks prior to the meeting in writing.
4. The Board can call an extraordinary Membership Meeting according to the aforementioned conditions. In addition, an extraordinary Membership Meeting can 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. Acceptance of the reports of the Board
 - b. Exoneration of the Board
 - c. Election of the Board as described in Article XII and election of the auditors
 - d. Setting of membership fee and possible additional payments
 - e. Approval of the financial plan
 - f. Decisions about taking out a loan
 - g. Change of bye-laws
 - h. Decision about the dissolution of the Society
2. All decisions and elections during the Membership Meeting are based on the simple majority of votes, except if regulated otherwise in the bye-laws.
3. The transfer of a vote to another member is not permitted.
4. All decisions have to be noted in a written protocol including location and time of the Membership Meeting as well as the results of votes. The secretary-general has to sign the protocol.

Article XVI

Auditors

The Membership Meeting has to elect two Auditors for three years out of the regular members. Their task is to control the accountancy of the Society and to report to the Membership Meeting in writing.

~~Article IX: Activities~~

~~The work of the Society shall consist of:~~

- ~~1) preparing and conducting meetings and symposia on clinical electrophysiology relating to vision;~~
- ~~2) establishing a central bibliographic service with bibliographies to be distributed regularly to the members;~~
- ~~3) providing news sheets and pertinent information to members as well as material presented at symposia, in a printed form;~~
- ~~4) helping to establish norms for instrumentation, recording, procedure and measurement in clinical electrophysiology of vision;~~
- ~~5) organising and promoting other related activities deemed to be in the interest of furthering electrophysiology of vision.~~

Article X: Meetings

Section 1:

The Board of Officers shall meet every year. Decisions of the Board of Officers are by simple majority vote. In the case of a tie, the President shall cast the determining vote.

Section 2:

Symposia and other scientific meetings may be held at an appropriate time on topics suggested by the Board of Officers or the membership.

Article XI: Membership Fees

Membership fees shall be fixed at the suggestion of the Board of Officers by vote of the membership at the regular meetings of the Society.

Article VII: Election of Officers

Section 1:

1. Notice of impending elections will be communicated by the Secretary General in the Newsletter.
2. Members wishing to nominate candidates for office should write to the President with the name of the proposed candidate. The letter must include the signed consent of the individual concerned to stand for office and to fulfil the duties of office if elected. The letter of proposal must reach the President at least one calendar month before the Board meeting for the year in which the vacancy occurs.

3. A person holding the office of Secretary General, Treasurer or Editor 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.

4. At the Board Meeting, the Board will consider those names put forward, together with any names put forward by the Board. The President may designate a Nominating Committee which will prepare a slate of names for presentation to the Membership Meeting at that year's Symposium.

5. At the Membership Meeting the slate of names for each vacancy will be put forward by the President or by another 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 secret ballot will be held at the meeting. Each member may vote for up to two of the nominated candidates. Candidates will go forward to the next stage of the election procedure (mail ballot) if they obtain the support of a simple majority of those present and the highest or second highest number of votes cast.

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 Board will choose between the tied candidates.

If, for any vacancy, there is only one candidate (either through there being only one nomination, or as a result of the above procedure) a simple majority of those present will suffice for election to office.

6. A mail ballot, if necessary, will be held shortly after the Symposium. All those who have held paid-up membership for more than one year are eligible to vote.

7. The (anonymous) mail ballot will be conducted by the Secretary General, who will include a statement, not longer than 500 words, from each candidate who wishes to present a statement of policy. Candidates circulating the Membership in any other manner will forfeit their candidature.

8. Ballots will be returned to the Secretary General so as to be received within two months of mailing the ballot, and will be opened by the Secretary General in the presence of another present or past Board Member of the Society. The candidate with the highest number of votes wins the election. In the event of a tie, the President has the casting vote.

9. Election results will be announced by the Secretary General to the candidates and to the Board within one month of receipt of the ballots or, at latest, by 1 November in the year prior to the candidate(s) taking office.

10. The name(s) of the successful candidate(s) will be announced to the Membership in the next Newsletter.
Section 2:

If a vacancy occurs in the Board of Officers other than by natural completion of a period of office, the Secretary General may, after consultation with the President, ask the Membership for nominations at any time and bring these to the Board and Membership Meetings for consideration as in Section 1. Alternatively, upon the proposal of the President, the Board may choose a person from among the Membership to fill the vacancy on an interim basis until the next cycle of the election procedure. At that time, new elections will be held to fill the vacancy in accordance with Section 1.

Section 3:

If a Board Member fails to attend meetings for two consecutive years, the Board may consider the post vacant and carry out elections according to Section 1.

Article ~~XIII~~XVII

Change in of Bye-Laws

A change in the of bye-laws shall require an affirmative vote of ~~needs the agreement of~~ two thirds of the voting members with the right to vote present at the regular a Membership Meeting. Proposed Proposals for changes in bye-laws shall ~~have to be presented~~ be submitted to the President ~~no less than~~ at least six months before prior to the Membership Meeting and shall be communicated ~~have to be sent~~ to all voting members ~~no less than~~ at least three months prior to the Membership Meeting.

Article ~~XIV~~XVIII

Dissolution of the Society

1. The 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. The dissolution of the Society will be decided by the Membership Meeting with a majority of two thirds 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. In case of dissolution of the Society or loss of charitable purposes of the Society, the assets of the Society shall be given to a charitable society for scientific purposes and research in the field of vision, which will be named by majority decision of the Board. ~~(amended 2007)~~
4. In case of dissolution of the Society the active members of the Board are the liquidators. ~~The dissolution of the Society shall require an affirmative vote by two thirds of the voting members. All members should have the possibility of voting on this decision by mail. The proposal to dissolve the society shall be submitted to the President no less than six months before the proposed date of dissolution and shall be communicated to all voting members with an explanatory letter from the President no less than three months prior to the voting deadline. The President shall nominate a committee that determines the voting procedure. In the case that the vote demands dissolution of the Society, the dissolution shall become effective 6 months after the deadline that had been determined for this voting. In case of dissolution, the property of the Society shall be donated to a tax exempt, world wide operating scientific organization, to be determined by a simple majority vote of the Board.~~

Article XIX

Enactment

These bye-laws were decided upon at the Membership Meeting in Puerto Rico on November 18th, 2004. They come into effect immediately. ~~Amendments to articles III and XVIII were approved by the ISCEV Board of Directors on November 23rd, 2007~~ were approved by the Membership at the Membership Meeting on March 18th 2023 in Kyoto, Japan [pending vote outcome].