

**AMENDED AND RESTATED BYLAWS  
OF  
AMERICAN ACADEMY OF OPTOMETRY, INC.**

**Adopted as of November 3 2021**

**ARTICLE I. MEMBERSHIP**

The American Academy of Optometry (the “Academy”) shall consist of Fellows (including Honorary Fellows, Emeritus Fellows, Senior Fellows, Senior Retired Fellows and Life Fellows), Candidates for Fellowship and Student Members. The Fellows shall be the Voting Members of the Academy, and the Candidates for Fellowship and Student Members shall be the Nonvoting Members of the Academy. Unless otherwise stated, for the purposes of these Bylaws, the Voting Members and Nonvoting Members collectively shall be referred to as the “members” or the “membership” of the Academy.

**Section 1.**

Fellowship shall be open to all optometrists in professional practice according to Academy standards established by the Board of Directors from time to time, and to scientists, educators, librarians, administrators, editors, and others who have accredited themselves and demonstrated a significant contribution to optometry and/or vision science by their service. Fellows have the right to vote and hold any elective or appointive position in the Academy.

**Section 2.**

Honorary Fellowship may be granted to individuals for distinguished contributions to the Academy, the science and art of optometry, or vision science, by action of the Board of Directors. Honorary Fellows have the rights and privileges of Fellowship, including the right to vote and hold any appointive position in the Academy.

**Section 3.**

Any Fellow in good standing who has been a Fellow for at least thirty (30) years and has reached the age of 70 may apply for and will be granted Emeritus status. Emeritus Fellows have all the rights of Fellows, including the right to vote and hold any elective or appointive position in the Academy.

**Section 4.**

Any Fellow who has reached age 65 may apply for and be granted either Senior Fellow or Retired Senior Fellow status. Retired Senior Fellow status is reserved for Fellows who are no longer earning income in the optometric field. Senior Fellows and Retired Senior Fellows shall have all the rights of Fellows, including the right to vote and hold any elective or appointive position in the Academy.

**Section 5.**

Life Fellowship may be granted to any Fellow, by reason of length of membership and service to the science and art of optometry and/or vision science, by action of the Board of Directors.

Life Fellows shall have all the rights of Fellows, including the right to vote and hold any elective or appointive position in the Academy.

Section 6.

Candidate status may be granted to persons who are in the process of applying for Fellowship in the Academy. Candidates do not have the right to vote, hold themselves out as anything other than “Candidates for Fellowship” of the Academy, or serve as an appointed chairperson or in any elected position; they may hold other appointive positions in the Academy.

Section 7.

Student membership may be granted to students who are in good academic standing at a school or college of optometry, to full time graduate students in the vision sciences and related sciences, and to residents in optometric residency programs. Student members do not have the right to vote, hold themselves out as anything other than “Student Members” of the Academy, hold elective office, or serve as an appointed chairperson; they may hold other appointive positions in the Academy.

**ARTICLE II. DUTIES OF OFFICERS AND DIRECTORS**

Section 1.

The officers of the Academy shall be: President, President-Elect, Immediate Past President and Secretary-Treasurer. These officers shall be elected by the Voting Members every two years except the President and Immediate Past President, who will assume these offices on completion of their terms as President-Elect and President, respectively. The nomination and election of officers shall take place at the Business Meeting (as defined below) held during or in conjunction with the Academy’s annual meeting (the “Annual Meeting”), the two-year terms of office to begin immediately after the Business Meeting at which they were elected and continuing until new officers take office immediately after the Annual Meeting two years later. The Board of Directors shall appoint a replacement for any officer whose position has been vacated by reason of resignation, death, or removal. The replacement shall serve for the balance of the term to be filled.

Section 2.

The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer, and four (4) at-large members of the Board of Directors. The four at-large members of the Board of Directors shall be elected by the Voting Members every two years. The top four vote-winners shall serve as the at-large members of the Board of Directors. In the event of a tie in the voting for the fourth at-large position, those tied for that position on the Board of Directors shall serve as Directors, and the size of the Board of Directors shall be temporarily expanded to accommodate the increased number. The nominations and election of the four at-large members of the Board of Directors shall take place at the Business Meeting held during or in conjunction with an Annual Meeting, the two-year terms of office to begin immediately after the Business Meeting at which they were elected and continuing until the new at-large members of the Board of Directors take office immediately after the Annual Meeting two years later. Any Voting Member in good standing may recommend nominees for the at-large Board of Directors seats to the Nominating Committee of the Board of Directors at a time prior to the date of the Annual Meeting at which such nominees will be presented for election to the at-large Board of Directors seats. The Nominating Committee, upon verification of the qualifications of the nominees for the at-large

Board of Directors seats which shall be conducted pursuant to a process adopted by the Nominating Committee in its reasonable discretion, shall present all qualified nominees at the Business Meeting at which such nominees will be considered for election to the at-large Board of Directors seats. Notwithstanding the foregoing, any Voting Member shall have the right to nominate a candidate from the floor at the Business Meeting at which nominees are considered for election to the at-large Board of Directors seats, provided that such candidate shall meet the eligibility criteria established by the Nominating Committee (which in no event shall be more stringent than the criteria established for nominees submitted to the Nominating Committee prior to the Annual Meeting) and such nomination is conducted in accordance with the procedural rules set forth in "Robert's Rules of Order Revised." The Board of Directors shall appoint a replacement of an at-large member of the Board of Directors whose position has been vacated by reason of resignation, death or removal. The replacement shall serve for the balance of the term to be filled.

Section 3.

The Board of Directors shall manage the affairs and funds of the Academy, fix the dates and places of the Annual Meetings, Business Meetings and other meetings of the Academy, approve the appointment of committees, supervise the activities and business affairs of the Academy, and transact all business not otherwise provided for that may pertain to the Academy. Six members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4.

The President shall preside at all meetings of the Academy and shall chair the Board of Directors. The President shall perform the duties usually incumbent on the office, and such other duties as may be directed by the Board of Directors.

Section 5.

The President-Elect shall assume the duties of the President in the President's absence or at the President's request, and shall assume such duties as may be assigned to the President-Elect by the Board of Directors or the President.

Section 6.

The Secretary-Treasurer shall perform such duties as pertain to the office or as may be prescribed by the Board of Directors, including oversight of the financial assets of the Academy and making a full and detailed report of the financial affairs of the Academy at the Business Meeting to be held during or in conjunction with each Annual Meeting.

Section 7.

The Board of Directors shall transact all business for the Academy between Business Meetings of the Voting Members and shall assume such other duties as may be delegated to it by the Voting Members.

The Board of Directors shall have the books of the Academy audited by an independent Certified Public Accountant. It shall have the final responsibility for determining membership in the Academy and for termination of such membership as set forth in these Bylaws.

The Board of Directors shall have the authority to instruct management of the Academy to pay the reasonable expenses it deems necessary to the success of the Annual Meeting or other meetings.

The Board of Directors shall assume such other duties as are usual to a Board of Directors.

#### Section 8.

The Board of Directors shall hold meetings at such time and place as determined by the Chairperson of the Board of Directors, but in no event on less than a quarterly basis. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board of Directors or not less than 20% of the Directors then in office.

#### Section 9.

Written notice stating the date, place, and time of any meeting of the Board of Directors shall be delivered electronically to each Director not less than seven (7) days prior to the date of the meeting. Any Director may waive such Director's notice of a meeting. The attendance of any Director at a meeting shall constitute such Director's waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special or regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these Bylaws.

#### Section 10.

The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws. Members of the Board of Directors may participate in any meeting by means of the Internet or telephonic or other electronic communications technology as determined by the Board of Directors by which all persons participating at the meeting can hear each other. Attendance at a meeting of the Board of Directors via Internet or telephonic or other electronic communications technology permitted hereunder shall constitute presence in person at the meeting. Nothing contained in these Bylaws shall be construed to restrict the power of members of the Board of Directors to take any action required or permitted to be taken by them without a meeting.

#### Section 11.

Any Director may be removed by the Board of Directors whenever, in the Board of Directors' judgment, the best interest of the Academy would be served thereby or if the Board of Directors determines that such Director did not meet the eligibility criteria established by the Nominating Committee and in effect at the time such Director was elected to the Board of Directors. The Board of Directors shall adopt a reasonable process for removal of Directors and shall adhere to that process whenever a Director is subject to removal pursuant to this Section.

#### Section 12.

The Board of Directors may provide for such standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall consist of one (1) or more Directors elected by the Board of Directors, and shall have such powers and perform such

duties or functions, not inconsistent with law, as may be delegated to it by the Board of Directors. A majority of the members of a Board committee shall constitute a quorum for the transaction of business at a meeting. The act of a majority of the members of a Board committee present at a meeting at which a quorum is present shall be the act of the Board committee. Board committees shall keep full records and accounts of their proceedings and transactions. Any action by a Board committee shall be reported to the Board of Directors at its next meeting and such action shall be subject to control, revision, and alteration by the Board of Directors. Vacancies in such committees shall be filled by the Board of Directors.

#### Section 13.

The Board of Directors may provide for such other committees and advisory groups, consisting in whole or in part of nondirectors, as it deems desirable, and discontinue the same at its pleasure. Each such committee and group shall be advisory to the Board of Directors and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board of Directors. Appointments to, and the filling of vacancies on, such committees and groups shall be the responsibility of the President unless the Board of Directors provides otherwise. Any action by any such committee or group shall be reported to the Board of Directors at its next meeting and such action shall be subject to control, revision, and alteration by the Board of Directors.

### **ARTICLE III. QUALIFICATION FOR MEMBERSHIP**

#### Section 1.

Each applicant for membership must fulfill all requirements established by the Academy for admittance, including, but not limited to, submission of an application for membership, payment of all applicant fees and execution of the Academy Membership Pledge and Agreement, prior to submission for approval by the Admittance Committee of the Board of Directors.

#### Section 2.

Ex-officio members may be elected by the Board of Directors to serve on the Board of Directors but shall not have Board-voting privileges.

#### Section 3.

The Board of Directors may suspend, expel from the Academy, or revoke the membership of any member. No action shall be taken pursuant to this Section 5 unless (a) it is determined to be in the best interest of the Academy, and (b) the member has been given thirty (30) days' notice in advance of a meeting of the Board of Directors at which time such member shall be afforded a reasonable opportunity to dispute such suspension, expulsion, or revocation. Among other reasons, a member may be expelled for any failure to comply with these Bylaws, including, but not limited to, Article IV and Article V hereof. Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve such member of the obligation to pay any accrued or unpaid dues or other charges, nor shall such member be entitled to any refund of dues paid. Membership in the Academy is not transferable or assignable.

## **ARTICLE IV. STANDARDS OF CONDUCT**

The Standards of Conduct of the Academy apply to all members of the Academy.

### **Section 1.**

Members of the Academy shall be of good moral character and maintain the highest standards of the profession.

### **Section 2.**

Members of the Academy shall accept responsibility for the consequences of their acts, make every effort to ensure that their services are used appropriately, and, when indicated, recommend alternate sources of care.

### **Section 3.**

Members of the Academy shall maintain the highest degree of professional competence by rendering services, using techniques, and providing opinions that meet the highest standards of practice.

### **Section 4.**

The moral, ethical, and legal standards of behavior of a member are a personal matter to the same degree as they are for any other citizen, except as they may compromise the fulfillment of the member's professional responsibilities.

### **Section 5.**

The professional standards of members of the Academy require that public statements, announcements, and promotional activities not be deceptive, fraudulent, or misleading.

### **Section 6.**

Members of the Academy will at all times observe the principles of collegiality when communicating to, or about, other members.

## **ARTICLE V. DUES**

### **Section 1.**

The annual membership dues shall be determined on an annual basis by the Board of Directors; provided that, any annual dues increase of Fellows in an amount exceeding 4% of the annual dues for the prior year for such membership category, shall also require the affirmative vote of two-thirds of those Voting Members who are present at such Business Meeting, provided a quorum is present for the vote. Annual dues shall be payable in advance before January 1 of each year. Notice of a change in such dues must be given at least thirty (30) days prior to the date of the Annual Meeting. Members who apply after June 30 may pay pro-rated dues for the remainder of the year.

Section 2.

Any member of the Academy, whose dues and assessments remain unpaid on April 1, shall be automatically suspended. In the event payment is not made by April 30, the member shall be notified by the Secretary-Treasurer that membership has ceased along with all the rights and privileges thereto. The member may be reinstated by action of the Board of Directors upon such terms and conditions as the Board of Directors deems appropriate in its discretion.

**ARTICLE VI. ANNUAL MEETING AND OTHER MEETINGS**

Section 1.

The Annual Meeting of the Academy, and the associated Business Meeting, shall convene each year at such time and place as has been decided by the Board of Directors.

Section 2.

A meeting of Voting Members at which the official business of the Academy is conducted (a "Business Meeting") shall be held during or in conjunction with each Annual Meeting of the Academy. Those Voting Members in attendance at each Business Meeting shall transact the business of the Academy presented thereat, which may include, without limitation, nominating and electing officers and at-large members of the Board of Directors, and voting on amendments to the Bylaws, pursuant to the provisions of Article IX of these Bylaws. Notwithstanding the provisions of this section, voting for members and officers of the Board of Directors may take place at any time during the Annual Meeting as approved by the Board of Directors.

Section 3.

Other meetings, including Business Meetings, may be held during the year as and when determined by the Board of Directors.

Section 4.

Written notice stating the date, place, and time of any Business Meeting of the Academy shall be delivered to each member not less than thirty (30) days prior to the date of the Business Meeting. The purpose of the Business Meeting shall be stated in the notice.

Section 5.

The presence of twenty (20) Voting Members shall constitute a quorum for the transaction of any business at a Business Meeting of the Academy.

Section 6.

A majority of the votes entitled to be cast on a matter to be voted upon by the Voting Members present at a Business Meeting at which a quorum is present, shall be necessary for the

adoption thereof, unless a greater proportion is required by law or these Bylaws. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 7.

The Annual Meeting and any other meeting of the members may be held at a geographic location or remotely by means of the Internet or telephonic or other electronic communications technology as determined by the Board of Directors. Business Meetings, including the Business Meeting held in conjunction with an Annual Meeting, may held at a geographic location or remotely by means of the Internet or telephonic or other electronic communications technology as determined by the Board of Directors provided that such members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Additionally, at the Board of Directors' discretion, members may be permitted to participate in any Business Meeting that is held at a geographic location by means of the Internet or telephonic or other electronic communications technology provided that such members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Attendance at a Business Meeting by remote means as permitted hereunder shall be deemed to constitute presence in person at such meeting.

**ARTICLE VII. ACADEMY CHAPTERS**

Realizing that the objectives of the Academy are best served by a continuous exchange of ideas, members may form local chapters. Local chapters are limited to Academy members. The requirements for obtaining and keeping a charter as a chapter of the Academy are set forth below.

Section 1.

Application for a local chapter of this Academy will be considered by the Board of Directors when signed by ten members in good standing, residing in a local chapter zone.

Section 2.

Upon the Board of Directors' approval of the application, the Secretary-Treasurer will prepare a charter which will be fully signed and executed by the Board of Directors. The Board of Directors will designate the territory to be covered by the local chapter.

Section 3.

Local chapters of the Academy shall operate and be bound by a Chapter Constitution and Bylaws consistent with the Constitution and Bylaws of the Academy and approved by the Board of Directors.

Section 4.

Local chapters may make additional rules for the conduct of their affairs provided they are not in conflict with the basic principles of the Academy.



Section 5.

Local chapters will make an effort to encourage eligible persons to make an application for membership in the Academy.

Section 6.

A chapter will be considered active when at least one meeting is held each year, and a report of the meeting(s) is sent to the Secretary-Treasurer of the Academy.

Section 7.

The charter of a local chapter may be revoked for cause by a majority vote of the Board of Directors; provided that, the Board of Directors shall implement a reasonable process by which a local chapter may appeal revocation of its charter.

**ARTICLE VIII. SECTIONS AND SPECIAL INTEREST GROUPS**

Section 1.

The Board of Directors may authorize the formation, operation, and termination of Academy Sections and Special Interest Groups to provide a forum for member discussions, professional enhancement and recognition, and to provide the Academy with contributions from various fields of study or practice.

Section 2.

Each Section and Special Interest Group shall be created and shall operate in accordance with policies and procedures adopted or modified by the Board of Directors from time to time.

Section 3.

A Section or Special Interest Group may not enter into a binding agreement of any kind, including, but not limited to, financial, scientific, professional, or corporate agreements, without first obtaining specific approval from the Board of Directors.

Section 4.

A Section shall establish diplomate programs to provide recognition by one's professional colleagues who are Academy Fellows of demonstrated competence and leadership in a designated area, subject to the approval of the Board of Directors.

**ARTICLE IX. AMENDMENTS**

These Bylaws may be amended at a Business Meeting held during or in conjunction with the Annual Meeting of the Academy or at another Business Meeting called by the Board of Directors specifically for such purpose by the affirmative vote of two-thirds of those Voting Members

who are present at such Business Meeting, provided a quorum is present for the vote. Notice of any proposed changes in the Bylaws must be given at least sixty (60) days prior to the date of the meeting.

#### **ARTICLE X. PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of “Robert’s Rules of Order” shall govern the Academy in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or applicable law.

#### **ARTICLE XI. PROCEDURES, POLICIES AND ADMINISTRATION**

Procedures and policies necessary for the operation and function of the Academy shall be adopted by the Board of Directors and may be altered by the Board of Directors.

#### **ARTICLE XII. NON-DISCRIMINATION**

No person shall, on the ground of race, color, gender, religion, sexual orientation, disability, or national origin, be excluded from participation in, be denied membership in, or otherwise subjected to discrimination under any program of the Academy.