I. Call to Order
The meeting was called to order at 5:30 pm by President Karla Zadnik.

II. Approval of agenda
MOTION 12-10-01 MSC To approve the agenda as presented.

III. Appointment of Parliamentarian
Dr. Karla Zadnik appointed Dr. Mark Eger to serve as Parliamentarian.

IV. Minutes of Previous Meeting
MOTION 12-10-02 MSC To approve the minutes of the 2011 Business Meeting as written.

V. Report of the Nominating Committee
A. Dr. Morris Berman, Chairman of the Nominating Committee first thanked the members of the committee, and then reported on the process for selecting candidates to be nominated to the Board of Directors. In October 2011, current board members were interviewed by the Nominating Committee. In early 2012, a call for applicants was sent out. All applicants were contacted by the Nominating Committee. In May 2012, the application process was closed. In June, the Nominating Committee met by conference call and finalized the list of applicants from 21 down to 7. During Academy 2012 Phoenix, the Nominating Committee interviewed the seven finalists. The Committee took the following into consideration: AAO involvement, leadership experience, added value to the board, the personal interview and individuals’ stated goals for the Academy.

B. Dr. Berman announced that the President of the American Academy of Optometry for 2013 & 2014 is Dr. Bernard Dolan.

C. Dr. Berman nominated Dr. Brett G. Bence as President-Elect of the American Academy of Optometry for the 2013 & 2014 term. Dr. Zadnik asked if there were any nominations from the floor. There were none. Dr. Brett G. Bence was elected by acclamation as the President-Elect of the American Academy of Optometry.

D. Dr. Berman nominated Dr. Joseph P. Shovlin as Secretary-Treasurer of the American Academy of Optometry. Dr. Zadnik asked if there were any nominations from the floor. There were none. Dr. Joseph P. Shovlin was elected by acclamation as the Secretary-Treasurer of the American Academy of Optometry.
E. Dr. Berman announced the following people to be considered for the four at-large positions: Dr. Barbara Caffery, Dr. Timothy McMahon, Dr. Susan Cotter, and Dr. Jeffrey Walline. Dr. Zadnik asked if there were any nominations from the floor.

Dr. Glenda Secor nominated Dr. Michael Harris. Dr. Harris addressed the Business Meeting attendees, and respectfully declined the nomination.

The four nominees were approved by acclamation to serve on the Board of Directors.

VI. Bylaws Amendments
Dr. Zadnik presented the bylaws amendments (see appendix A) to the members.

**MOTION 12-10-03 MSC To approve the bylaws amendments as presented (See appendix A).**

VII. Report of the President
Dr Zadnik reported on the activities of the Board during the last year.

- The Academy successfully moved from Maryland to Florida.
- Successfully implemented and executed Academy 2011 Boston and continuously making improvements for Academy 2012 Phoenix.
- Sunsetted the Ocular Disease Section.
- Approved three new Special Interest Groups:
  - Anterior Segment
  - Glaucoma
  - Neuro-Ophthalmic Disorders in Optometry
- Approved three new chapters:
  - Minnesota
  - IAUPR, Inter American University of Puerto Rico student chapter
  - RSO, University of the Incarnate Word, Rosenberg School of Optometry student chapter
- Mandatory Maintenance of Fellowship for 2010 (and beyond) new Fellows; voluntary for all others.
- Implemented first Student Fellowship Program, which resulted in 229 Student Fellows in Boston.
- The Academy has 7,102 members, which represents an 11% increase over 2011. We have 4,175 Fellows, 816 candidates (3% increase) and 209 new Fellow interviews are being conducted in Phoenix.
- The Academy has set all-time highs for student membership:
  - 2,111 student members
  - 539 new student members though September 30, 2012
- *Optometry and Vision Science* had 406 manuscripts submitted in all of 2011. As of October 1, 2012, 362 had been submitted. *OVS* is on track to receive nearly 500
manuscripts in 2012. The acceptance rate is 50%. Before 2005, there were 9 – 10 papers per issue. Now, there are 15 – 20 papers per issue.

Dr. Zadnik thanked many for their support during this year: The Academy Board of Directors, the Foundation Board of Directors, Executive Director Lois Schoenbrun and the rest of the Academy and Foundation staff, OVS Editorial Board Members and staff, Section and SIG Leaders, Committee Chairs and members and the membership in general.

**VIII. Report of the Executive Director**

Ms. Schoenbrun welcomed everyone. She reported that there are more than 5,000 attendees for this meeting. It is on track to be the third largest meeting ever, after Academy 2010 San Francisco and Academy 2011 Boston.

All fifty states, Puerto Rico, the District of Columbia and military stationed overseas are represented. There are nearly 630 attendees from 39 countries outside the United States, and 209 candidates are taking their oral examinations in Phoenix. There are 300 exhibit booths representing 156 companies, making it the largest exhibit hall in our history. Ms. Schoenbrun urged everyone to visit the exhibit hall.

Ms. Schoenbrun thanked all the corporate sponsors, paying particular attention to the two largest contributors – Alcon and VISTAKON®.

The Academy now has more than 2,100 student members. This number has tripled since 1996 and more than doubled in the last 18 months.

We currently have 816 candidates for Fellowship, 30% more than just 3 years ago.

Ms. Schoenbrun introduced the staff, beginning with the six members who have joined since the last annual meeting.

Ms. Schoenbrun thanked Dr. Zadnik for her dedicated service these past two years. Ms. Schoenbrun welcomed Dr. Dolan in as Board President and expressed how much she is looking forward to working with him.

Finally, Ms. Schoenbrun reminded everyone that Academy 2013 Seattle is just around the corner.

**X. Announcement of Board of Directors for 2013 & 2014 Term**

There was no further election business at this time.

**IX. Report of the Secretary-Treasurer**
Dr. Bence reported on the status of membership. Currently, there are 7,102 members. 4,175 are Fellows. That figure includes 432 Emeritus Fellows and 51 Senior Fellows. There are 2,111 student members and 816 candidates. All figures are as of September 30, 2012.

Dr. Bence reported on the number of Fellows inducted into the Academy:

- Academy 2007 Tampa: 150 New Fellows (including 4 from the European Chapter)
- Academy 2008 Anaheim: 152 New Fellows
- Academy 2009 Orlando: 164 New Fellows
- Academy 2010 San Francisco: 211 New Fellows
- Academy 2011 Boston: 194 New Fellows

Dr. Bence reported on the number of new Diplomates:

- Academy 2007 Tampa: 9 New Diplomates
- Academy 2008 Anaheim: 6 New Diplomates
- Academy 2009 Orlando: 8 New Diplomates
- Academy 2010 San Francisco: 3 New Diplomates
- Academy 2011 Boston: 7 New Diplomates

Dr. Bence reported that the FY12 audited financial statements were completed by CliftonLarsonAllen LLP and presented to the Board in October. CliftonLarsonAllen issued an unqualified audit opinion.

As of June 30, 2012, the Academy had net total assets of $4,801,355. The change in total net assets for the Academy, including all funds, was a loss of $11,569. The change in unrestricted net assets for FY2012 for the Academy was a loss of $9,276 including $95,525 in net investment losses.

Some FY12 financial highlights are:

- Purchase of Orlando headquarters building without incurring debt or tapping into long term reserves.
- Increase in Annual Meeting (3%) and Membership (5%) income from prior year.
- Operating expenses were 2% below budget.
- Move expenses were 5% below budget.
- The return on investments for FY12 was a loss of 2%.

As of June 30, 2012, the American Optometric Foundation had net total assets of $4,171,332. The change in net total assets for the Foundation, including all funds, was a loss of $31,009. The change in net unrestricted assets for FY2012 for the Foundation was a loss of $79,933, including $45,577 in net investment losses.
The FY13 budget, which covers July 1, 2012 through June 30, 2013, includes Academy 2012 Phoenix.

The assumptions used for the FY13 budget were:

- Registration attendees: Used Academy 2011 Boston with a 10% reduction.
- Exhibit revenue remained the same as Academy 2011 Boston.
- Cost for Academy 2012 Phoenix was based on costs for Boston with the addition of sales tax (from which we were exempt in Massachusetts but not in Arizona).
- For Membership, used the mean retention rate for 7 years and applied it to the 2011 actuals.
- Salaries rose by 1% COLA and 2% merit pool.
- Benefits were based on actual cost for FY12.
- General operating expenses were based on FY2012 actual expenses and CPI for the Orlando area.

Dr. Bence asked those present to rise for a moment of silence as he presented the Necrology report for the year as follows:

- Dr. Frederick S. Bell - North Brunswick, NJ
- Dr. Irvin M. Borish - Boca Raton, FL
- Dr. William N. Brisbane - Rancho Palos Verdes, CA
- Dr. Marshall B. Buckner - Lakeport, CA
- Dr. Samuel S. Campbell - Port Orange, FL
- Dr. Walter W. Chase - Fullerton, CA
- Dr. Mario P. Costantini - Bordentown, NJ
- Dr. Jerry P. Davidoff - Broomall, PA
- Dr. Francis P. Drohan, Jr. - Jacksonville, FL
- Dr. Theodore H. Feinman - Palm City, FL
- Dr. Elmer Friedberg - Pottstown, PA
- Dr. Joe B. Goldberg - Virginia Beach, VA
- Dr. Gilbert Goldenberg - Fair Lawn, NJ
- Dr. Edward R. Hackenbrack - Nazareth, PA
- Dr. George C. Hill - Hampden, ME
- Dr. David G. Jessop - San Diego, CA
- Dr. Walter J. Kaplan - Rockville, MD
- Dr. Maxwell Lang - New South Wales, Australia
- Dr. David Levenson - Grand Blanc, MI
- Dr. James N. McBride - Billings, MT
- Dr. Edward Miller - Noblesville, IN
- Dr. Floyd Morris - Pikesville, MD
- Dr. Albert L. Paul - Kensington, MD
- Dr. Louise Persons - Fort Myers, FL
- Dr. Donald G. Pitts – Tulsa, OK
- Dr. Karl H. Praetsch - Unterhaching Germany
- Dr. Nelson J. Reber - Missouri City, TX
- Dr. Paul E. Resler - Chesterfield, MO
• Dr. John Sherman - Bakersfield, CA
• Dr. Harold A. Solan - Cliffside Park, NJ
• Dr. Oswald M. Sowers - Sarasota, FL
• Dr. Danny K. Stamps - Fayetteville, NC
• Dr. Gene Stollman – Ramat Gan, Israel
• Dr. Edward M. Takahashi - Kamloops, BC
• Dr. Louis Warshaw - Waterford, MI
• Dr. Ronald M. Weiss - Sommers Point, NJ
• Dr. Earl E. Wilson - Chippewa Falls, WI
• Dr. John Zettel, Jr. - Cincinnati, OH
• Dr. Norman I. Zipper - Baltimore, MD

XI. **Old Business**
There was none.

XII. **New Business**
There was none.

XIII. **Adjourn**

*The meeting adjourned at 6:30 pm.*
BYLAWS
OF
AMERICAN ACADEMY OF OPTOMETRY, INC.
As amended 11/09

ARTICLE I. MEMBERSHIP

The Academy shall consist of Fellows (including Honorary Fellows, Emeritus Fellows, Senior 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, 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 or the science and art of optometry and/or vision science, by action of the Board of Directors. Honorary Fellows have the rights and privileges of Fellowship, including the right to vote.

Section 3.

Any Fellow in good standing who has been a Fellow for at least 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.

Section 4.

Any Fellow who has reached age 65 may apply for and be granted Senior Fellow status. Senior Fellows have all the rights of Fellows, including the right to vote.

Section 45.

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 have the right to vote.
Section 56.

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 chair; they may hold other appointive positions in the Academy.

Section 67.

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.

Section 78.

Fellowship in this Academy shall continue only so long as the Fellow shall by act or conduct reflect no discredit upon this Academy. Any violation of the signed pledge to abide by the Standards of Conduct of this organization shall be deemed grounds for expulsion.

Section 8.

Any Fellow who has reached age 65 may apply for and be granted Senior Fellow status. Senior Fellows have all the rights of Fellows, including the right to vote.

ARTICLE II. DUTIES OF OFFICERS AND DIRECTORS

Section 1.

The officers of the American Academy of Optometry (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 nominations and election of officers shall take place at the Annual Meeting, the two-year terms of office to begin immediately after the Annual Meeting 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 be the administrative body of the Academy and shall consist of the President, who shall be the Chairman, the President-Elect, the Immediate Past President, the Secretary-Treasurer, and four (4) at-large Board of Directors Members. The four at-large Board members shall be elected by the Voting Members every two years. The top four vote-winners shall serve as members of the Board. In the event of a two person tie in the voting for the fourth at-large position, those tied for that position on the Board shall serve as Directors, and the size of the Board shall be temporarily expanded to accommodate the increased number. The nominations and election of the four at-large Board members shall take place at the Annual Meeting,
the two-year terms of office to begin immediately after the Annual meeting and continuing until the new officers take office immediately after the Annual Meeting two years later. The Board of Directors shall appoint a replacement of an at-large Board member 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 shall manage the affairs and funds of the Academy, fix the dates and places of the Annual Meetings, Meetings consistent with the majority vote of the Voting Members as specified in Article VI of these Bylaws, 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. He or she shall appoint all committees subject to the approval of the Board of Directors. He or she 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 his or her absence or at his or her request, and shall assume such duties as may be assigned to him or her by the Board of Directors or the President.

Section 6.

The Secretary-Treasurer shall keep records of all proceedings and financial transactions of the Academy and the Board of Directors, including the following: conduct correspondence, collect dues, notify members of the Academy about meetings a reasonable time in advance, and perform such other duties as pertain to the office, or as may be prescribed by the Board of Directors or these Bylaws.

The Secretary-Treasurer shall keep a correct account of all financial transactions of the Academy, as verified by a Certified Public Accountant, disburse funds upon proper authorization, and make a full and detailed report of the financial affairs of the Academy at each annual meeting. He or she shall, at the expiration of his or her term of office, deliver to his or her successor all funds, papers and books relative thereto.

The Secretary-Treasurer shall furnish bond in such amount as may be required by the Board of Directors, expenses of which shall be paid by the Academy.

Section 7.

The Board of Directors shall transact all business for the Academy between Annual Meetings and shall assume such other duties as may be delegated to it by the Academy.
The Board of Directors shall have the books of the Secretary-Treasurer examined, audited, and certified. It shall have the final responsibility for determining membership in the Academy and for termination of such membership for cause.

It shall have the authority to instruct the Secretary-Treasurer to pay the reasonable expenses it deems necessary to the success of the Annual Meeting or other necessary meetings.

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

**ARTICLE III. QUALIFICATION FOR MEMBERSHIP**

Section 1.

Application for membership shall be made directly to the attention of the Secretary-Treasurer of the Academy. Applicant fees as determined by the Board of Directors must accompany each application.

Section 2.

Each applicant for membership in the Academy shall subscribe to the Academy Membership Pledge and Agreement, and return it properly signed to the attention of the Secretary-Treasurer of the Academy.

Section 3.

Each applicant must fulfill all requirements established by the Academy for admittance prior to submission for approval by the Board of Directors.

Section 4.

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

**ARTICLE IV. STANDARDS OF CONDUCT**

The Standards of Conduct of the Academy apply to members of the Academy, as defined in Article I. The purpose of the Standards of Conduct is to help protect the general public.

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 insure 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 dues of Fellows shall be determined from time to time by a majority vote of Voting Members at a business meeting of each Annual Meeting, and are payable in advance before January 1 of each year. Notice of a possible change in such dues must be given at least 30 days prior to the date of the Annual Meeting. The annual dues of other membership categories shall be determined by the Board of Directors. Members who apply after June 30 may pay reduced dues for the remainder of the year.

Section 2.

Any members of the Academy whose dues and assessments remain unpaid on April 1, shall stand suspended. In the event payment is not made by April 30, membership in the Academy may cease, and the members 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.
ARTICLE VI. ANNUAL MEETING

Section 1.

The Annual Meeting of the Academy shall convene each year at such time and place as has been decided by a majority vote of the Voting Members present at a business meeting of a previous Annual Meeting. In the event the time and place is not decided upon at the Annual Meeting, or if circumstances make a previously decided site untenable, then the Board of Directors shall decide upon the necessary changes. the Board of Directors.

Section 2.

A business meeting shall be held at each Annual Meeting of the Academy. Those Voting Members in attendance at each business meeting shall transact the business of the Academy, which may include, without limitation, nominating officers and at-large members of the Board of Directors, setting Fellows’ dues, determining the dates and locations of future Annual Meetings, 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 may be held during the year as determined by the membership of the Board of Directors.

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 following are the requirements for obtaining and keeping a charter as a chapter of the Academy.

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 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 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.

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.
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 of an Annual Meeting of the Academy by an affirmative vote of two-thirds of those Voting Members who are present, provided a quorum is present for the vote. A quorum shall consist of more than 50% of the Voting Members present at the convening of a business meeting of the Annual Meeting. Notice of any proposed changes in the Bylaws must be given at least 60 days prior to the date of the meeting.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order Revised” shall govern the Academy in all cases to which they are applicable in which they are not inconsistent with these Bylaws.

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 of the American Academy of Optometry 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 American Academy of Optometry.