

**BYLAWS
OF
AMERICAN ACADEMY OF OPTOMETRY, INC.**

As amended 10/12

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 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 have the right to vote.

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 chair; 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.

Section 8.

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.

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 Chair, 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, 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 be responsible for 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 be responsible for 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.

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 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 Board of Directors to serve on the Board but shall not have Board-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 member 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, 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.

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 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, 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 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.

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 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.