

American Board of Optometry Specialties

AMENDED AND RESTATED BYLAWS

CONTENTS:

ARTICLE 1:	NAME AND ESTABLISHMENT
ARTICLE 2:	PURPOSE, QUALIFICATIONS AND MISSION
ARTICLE 3:	GOVERNANCE
ARTICLE 4:	ADMINISTRATION
ARTICLE 5:	INDEMNIFICATION OF OFFICERS & STAFF
ARTICLE 6:	FINANCES
ARTICLE 7:	AMENDMENT OF BYLAWS
ARTICLE 8:	DISOLUTION
ARTICLE 9:	REFERENCE TO INTERNAL REVENUE CODE
ARTICLE 10:	PARLIMENTARY AUTHORITY
ARTICLE 11:	OTHER PROVISIONS
ARTICLE 12:	GENERAL ADMINISTRATION
ARTICLE 13:	REQUIREMENTS FOR APPLICATION FOR ABOS MEMBERSHIP
ARTICLE 14:	ABOS REQUIREMENTS FOR INITIAL AND SUBSEQUENT COMPETENCE
ARTICLE 15:	ABOS MEMBERSHIP APPLICATION FEES
ARTICLE 16:	FUNCTION OF AN ABOS SPECIALTY BOARD
ARTICLE 17:	MAINTENANCE OF SPECIALTY COMPETENCE (MSC)
ARTICLE 18:	DESIGNATION OF CERTIFICATION
ARTICLE 19:	CONDITIONS REQUIRED OF ABOS MEMBER SPECIALTY BOARDS
ARTICLE 20:	VERIFICATION OF CERTIFICATION BY ABOS SPECIALTY BOARDS.

ARTICLE 1: NAME AND ESTABLISHMENT

The name of this Michigan non-profit corporation is The American Board of Optometry Specialties (ABOS) (the "Corporation"), which was established by the filing of Articles of Incorporation in the state of Michigan on February 1, 2015.

ARTICLE 2: PURPOSE, QUALIFICATIONS AND MISSION

Section 2.1 Mission

The missions of this Corporation are:

a) To establish, operate and maintain at cost, as a public service, a national, standardized credentialing membership body that recognizes appropriate and well defined specialty areas of optometry practice that require its specialists to achieve their advanced competence by completion of a residency training program in that specialty acceptable to ABOS; by passage of a national written examination in that specialty acceptable to ABOS; and certification in that specialty by an ABOS member specialty board.

ABOS membership is based upon meeting the above uniform national requirements by which it is demonstrated to ABOS that a specialty exists that meets ABOS requirements herein that requires passage of a written specialty exam acceptable to ABOS and a non-profit, independent "board" for the specialty has been established with requirements for certification

as a specialist in the specialty meeting ABOS standards.

b) To further the education, training and competence of ABOS recognized specialists by supporting member specialty boards and to provide scholarships, grants, educational programs and awards from revenues and donations received by the corporation.

c) To function as the national accrediting body for optometry specialty boards and to sponsor and further their establishment and adherence to professional standards required for ABOS membership as a specialty board.

d) To provide specialty grants and to support educational programs in optometry specialties.

e) To establish and monitor standards for recognition of specialties and certification of specialists via ABOS member boards to insure they are congruent with, as amended for the profession of optometry, the credentialing requirements for medical and dental specialists recognized at Joint Commission accredited health care organizations. Failure to meet, or maintain, these standards shall result in removal of ABOS membership recognition.

To best serve patients and the public, the Corporation's board of directors shall remain independent of any external influence or control, real or perceived, nor accept monetary or in-kind support from any organization, body, or trade association that exists to promote, or lobby for, the commercial interests of those who practice optometry, and shall, on behalf of ABOS member specialty boards, serve as a spokesperson to explain the need for, criteria for, and purposes of, optometry specialty board certification and, the importance of eye care to the public and disseminate to the public the ABOS standards required for recognition as a member specialty board

Section 2.2 Professional Independence and Conflict of Interests

The integrity of the ABOS accreditation standards depend upon complete independence between ABOS and those responsible for operating specialty residency training programs; agencies responsible for accrediting residency programs, the agency preparing and administering written specialty examinations, and other trade organizations representing practitioners.

No voting ABOS board member shall serve as a board member, in any capacity, of any group that conducts residency training, the accreditation of residency training programs, written specialty examinations or any body or membership organization having the commercial interests of optometrists as its primary goal.

Notwithstanding the provisions of this Section, the ABOS board of directors may, when mutually agreed, establish liaison with other groups sharing common interests by providing on its board of directors non-voting, ex officio, "delegate, representative or advisor" positions to further such communications and cooperation concerning shared issues and concerns. Such individuals may, as judged appropriate by the ABOS board of directors, attend and participate in portions of the ABOS board of directors meetings in person or by electronic means and expenses involved to do so shall be assigned to the sponsoring body they represent. They shall not vote on any issues before the board.

The ABOS President shall hold the O.D. Degree but shall not be a specialist.

Each ABOS member specialty board shall be entitled to one voting member on the ABOS board of directors.

Section 2.3 Charitable Purpose

The Corporation shall operate for charitable purposes within the meaning of Section 501(c)(3)

of the Internal Revenue Code of 1986; has applied to the IRS for recognition as such a charitable organization and is formed to provide a national, uniform process by which an optometry specialty and its specialty board can be accredited using methods and standards, as appropriate for the optometry specialty, congruent with those used for the recognition of medical, osteopathic and dental specialties currently recognized for credentialing purposes at Joint Commission accredited US medical health care organizations; provided, however, that the Corporation shall conduct its operations separately and independently of other such specialty associations and boards.

Monies to conduct the above educational and charitable functions by the "corporation" shall be derived from ABOS application fees, annual membership fees, grants and gifts. The corporation shall, net of operating costs, utilize all such revenues and donations to support its educational and charitable operations.

ARTICLE 3: GOVERNANCE

Section 3.1 Management

The affairs of the Corporation shall be managed by a board of directors subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Michigan. The board of directors is empowered on behalf of the Corporation to do and perform all acts reasonably necessary, appropriate or incident to the accomplishment of the purposes of the Corporation, as determined by the board of directors in their sole discretion.

Section 3.2 Number of Directors

a) The board of directors shall consist of up to seven (7) members. All officers of the Corporation shall be members of the board of directors. The size of the board of directors shall be determined by the board of directors. In all cases, and regardless of anything else in these Bylaws: One or more "Incorporators" shall serve as president and/or Vice-president, until their resignation, incapacitation, or death.

b) The Incorporators shall have the right to select and designate a director to serve on the board after the Incorporator's death or during his incapacitation until such time set forth in such designation.

c) If, upon their death or incapacitation, an incorporator has provided for a portion of their estate to be transferred to the Corporation to support its ongoing operations, the incorporator's designated personal representative, trust officer or guardian of the Incorporator ("Incorporator's Legal or Trust Representative") shall have the right to sit on the Board as a director or to select a person to so serve. This provision is to ensure use of the incorporator(s)' trust bequest in such manner to best serve the stated purposes of the corporation as expressed within these bylaws.

No amendment to (a) (b) (c) of this Section shall be made without the written consent of the Incorporators or their Legal Representatives.

Section 3.3 Composition of the Board of Directors

Two of the directors shall be currently licensed optometrists in the general practice of optometry, who have submitted a notarized copy of a current, self-query from the National Practitioner Data Bank and up to two additional directors shall be non-ODs and represent the public interest. Each ABOS recognized specialty board shall be entitled to nominate one ABOS

voting board member. Ex officio, non-voting board member nominations may be accepted from associated optometry organizations upon their request.

Section 3.4 Limitations on Terms of Office

The directors shall serve staggered two year terms. In no event may a director serve more than three (3) consecutive two-year terms. Directors shall be elected in the manner provided for the filling of vacancies by these bylaws.

Section 3.5 Vacancies

In the event a vacancy shall occur on the board of directors because of death, resignation, removal, incapacity to act, or disqualification of a director, the remaining directors shall appoint a new director to replace the former director and act to ensure this appointed director possesses sufficient qualifications to discharge the duties of the vacant position for the unexpired term of the former director.

Section 3.6 Regular Meetings of Board

Regular meetings of the board of directors of the Corporation shall be held at such time and place as the board of directors may designate, or in the absence of designation by the board of directors, as the president shall designate.

Section 3.7 Special Meetings of Board

Special meetings of the board of directors for any purpose or purposes shall be held whenever called by the president of the Corporation or when requested by any two (2) directors. The secretary or any other officer designated by the president or vice president shall notify the directors of the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 3.8 Place of Meetings of Board

Meetings of the board of directors shall be held at any place within or outside the State of Michigan, which may be designated from time to time by resolution of the board of directors. It is anticipated that annual meetings of the Board shall be held at the location and time of the annual meeting of the American Academy of Optometry.

Section 3.9 Notices of Board Meeting

No notice of regular meetings of the board of directors shall be required. At least five (5) days' notice of the place, day and hour of any special meeting of the board of directors shall be given by written printed notice, or electronic-mail (e-mail) served upon each director. Service of notice may be made personally, by telegram, by telephone, by e-mail or by mailing such notice, postage prepaid, addressed to the director at the director's last known post office address. Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully paid, addressed to the director entitled to said notice. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board of directors need be specified in the notice of such meeting.

Section 3.10 Waiver of Notice of Board Meeting

Notice of the time, date and place of any special meeting of the board of directors may be waived by telegram or any other writing either before or after such meeting has been held. If all the directors waive notice of the meeting, no notice of the same shall be required. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting except where the director attends the special meeting for the express purpose of

objecting to the transaction of any business because the meeting was not lawfully called or convened. Any director failing to designate his or her address to the secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the secretary.

Section 3.11 Action Without Meeting

Any action which may be taken at a meeting of the board of directors may be taken without a meeting if all the directors shall consent in writing to such action. Such action by written consent or via e-mail shall have the same force and effect as the unanimous vote of the board of directors.

Section 3.12 Quorum; Voting Requirement

A majority of the directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act or decision of the board of directors, unless a statute, the Articles of Incorporation or these Bylaws require a greater proportion. Voting instructions by proxy or e-mail shall also count toward a quorum.

Section 3.13 Board Meetings

The president of the Corporation, or in the president's absence, the vice-president, shall act as chairperson at every meeting of the board of directors. The secretary of the Corporation, or in the secretary's absence, an officer person appointed by the chairperson of the meeting, shall act as secretary of the meeting.

Section 3.14 Board Committees

The Corporation may have such committees, with such number of members, and such powers and authority, as the directors may from time to time appoint and determine.

Section 3.15 Board Compensation

The officers and directors shall serve without compensation. Upon approval of the board of directors, the directors may receive reimbursement of expenses incurred in connection with the conducting of business of the Corporation. The board of directors may authorize the appointment of a compensated, non-voting, Executive Director who is not an O.D. and specify the duties of this person.

Section 3.16 Board Meeting by Telephone or Similar Equipment

Any member of the board of directors may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 3.17 Emeritus Board Members

The board of directors shall establish and offer the position(s) of "Emeritus Board Member" to each founding member of the board of directors upon the expiration of the last term that such director served on the board. Those who accept a position as an Emeritus Board Member may participate at board of directors meetings, be placed on the distribution list of board communications and their counsel solicited. An Emeritus Board Member shall be entitled to proffer one vote on all matters before the board of directors. If there is more than one serving Emeritus Board Member, they shall collectively be entitled to proffer one vote if in majority agreement on that vote.

ARTICLE 4: ADMINISTRATION

Section 4.1 Corporation Officers

All officers shall also serve as directors of the Corporation, and shall meet the qualifications set forth in Section 3.3. The Corporation shall have a president, one (1) or more vice presidents, a secretary, a treasurer and such other officers as the directors may appoint. Any two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 4.2 Election of Officers

The officers of the Corporation shall be chosen by the directors and those officers shall also serve as members of the board of directors. Each officer shall hold office until the officer's successor shall have been duly elected and qualified, or until the officer's death, resignation or removal. The filling of an expired director position shall be done by direct election of non-OD candidates and by approval of nominated specialty board representatives. Two nominees will be required for each vacant director position with the nominee gaining the larger number of votes filling the particular director position.

Section 4.3 Removal or Resignation of Officers

The board of directors may remove any officer, with or without cause, by a vote of a majority of the directors then holding office. Any officer may resign from office at any time, such resignation to take effect upon receipt of written notice thereof by the Corporation unless otherwise specified in the resignation. A Director shall be deemed to have resigned by missing three meetings of the board of directors in succession without prior notification. Notice of this rule shall be mailed by the Secretary to such a director following the second missed meeting.

Section 4.4 Vacancies

A vacancy occurring in any office, or directorship, for any reason, may be filled for the unexpired portion of the term of the office by the board of directors.

Section 4.5 President

The president shall preside at all meetings of the directors and shall perform all other duties incident to the office or properly required from time to time by the board of directors. The president shall at all times be subject to the policies, control and direction of the board of directors.

Section 4.6 Vice President

The vice president(s), in the order designated by the board of directors, shall exercise the functions of the president during the president's absence or disability. Each vice president shall have such powers and perform such duties as the board of directors shall assign from time to time.

Section 4.7 Secretary

The secretary shall give notice of each meeting of the board of directors or committees of the Corporation as to which notice is required; shall record minutes of such meetings in books kept for that purpose; shall have custody of the records of the Corporation; and shall perform such other duties as may be specified from time to time by the board of directors.

Section 4.8 Treasurer

The treasurer shall have custody of the funds and other property of the Corporation; shall keep records of all property, receipts and disbursements of the Corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Corporation with such depository or depositories as shall be designated by the board of directors; shall disburse the funds of the Corporation; and shall render to the directors such reports as they shall prescribe. The treasurer shall perform such other duties as may be specified from time to time by the board of directors.

Section 4.9 Other Officers

All other officers, as may from time to time be appointed by the board of directors pursuant to this Article, shall perform such duties and exercise such authority as the board of directors shall prescribe.

Section 4.10 Absence of Officer

In the case of the absence of any officer, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate from time to time the powers or duties of such officer to any other officer or to any director.

ARTICLE 5: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 5.1 Indemnification: Third Party Actions

The Corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 5.2 Indemnification: Actions in the Right of the Corporation

The Corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving

at the request of this Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 5.3 Indemnification: Mandatory and Permissive Payments

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 6.1 or Section 6.2 of this Article, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.

An indemnification under Section 6.1 or Section 6.2 of this Article, unless ordered by a court, shall be made by this Corporation only as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 6.1 or Section 6.2. That determination shall be made in any of the following ways:

By majority vote of a quorum of the board of directors consisting of directors/officers who were not parties to the action, suit or proceeding.

If that quorum is not obtainable, then by a majority vote of a committee of directors/officers who were not parties to the action, suit or proceeding. The committee shall consist of not less than two (2) disinterested directors/officers.

If a person is entitled to indemnification under Section 6.1 or Section 6.2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 5.4 Indemnification: Expense Advances

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 6.1 or Section 6.2 of this Article may be paid by this Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5.5 Indemnification: Continuation of Right

The indemnification provided in Section 6.1 through Section 6.4 of this Article shall continue

as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any deceased or former director, officer, employee or agent who would have been entitled to indemnification.

Section 5.6 Indemnification: Rights Here under Not Exclusive

The indemnification or advancement of expenses provided in Section 6.1 through Section 6.4 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 5.7 Mergers

For purposes of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of the constituent corporation, or is serving as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation or business corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

Section 5.8 Insurance

The board of directors may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, trustee, employee, or designated agent of said board or who is or was serving at the request of the board of directors, partner, vender, proprietor, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in his or her status as such, whether or not the board of directors would have the power to indemnify him or her under the provisions of this Article. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the board of directors would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the board of directors. Without limiting the board of directors' power to procure or maintain any kind of insurance or other arrangement, the board of directors, for the benefit of persons it has indemnified, may:

- a) Create a trust fund;
- b) Establish any form of self-insurance;
- c) Secure its indemnity obligation by grant of a security interest or other lien;
- d) Establish a letter of credit, guaranty, or surety arrangement.

The insurance or other arrangement may be procured, maintained, or established within the board of directors or with any insurer or other person deemed appropriate by the board of directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the any member of the board of directors.

ARTICLE 6: FINANCES

Section 6.1 Funds

The Corporation shall fund its charitable and educational operations through the collection of membership fees paid by membership specialty boards, qualified charitable donations, grants, trusts, endowments, bequests and other operations approved by the Board.

Section 6.2 Depositories

The treasurer, or authorized designee, shall invest or deposit all funds of the Corporation as directed by the board of directors in a checking account but with the bulk of corporate funds held in an investment grade, short duration bond mutual fund.

Section 6.3 Expenses

All proper expenses of the Corporation are subject to the approval of the board of directors. Upon such approval, the expenses shall be paid from the funds of the Corporation.

Section 6.4 Assets

The assets received by the Corporation shall be used only for the educational and charitable purposes of the Corporation.

Section 6.5 Corporate Administration

The board of directors shall have the power to employ suitable custodians, accountants, counsel, administrative staff and agents and to pay their reasonable expenses and compensation.

Section 6.6 Fiscal Year

The fiscal year of the Corporation shall commence on January 1 and conclude on December 31 of a given year, or as may be designated from time to time by the board of directors.

Section 6.7 Checks, Etc.

All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by such officer or officers or agent or agents as the board of directors shall from time to time designate for that purpose.

ARTICLE 7: AMENDMENT OF BYLAWS

These Bylaws may be amended by an affirmative vote of both incorporators and a majority of directors. Amendments must first be proposed by at least three directors.

ARTICLE 8: DISSOLUTION

Section 8.1 Discretionary Dissolution of Corporation

The Corporation may be dissolved by the board of directors as provided by law.

Section 8.2 Distribution of Assets

Upon dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to organizations chosen by the directors which are tax exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 9: REFERENCE TO INTERNAL REVENUE CODE

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

ARTICLE 10: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order (Newly Revised) shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE 11: OTHER PROVISIONS

Section 11.1 Resignations

Any director or officer may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the corporation or a subsequent time as set forth in the notice of resignation. The acceptance of a resignation shall not be required to make it effective.

Section 11.2 Notices

Whenever, under the provisions of these Bylaws, notice is required to be given, it may be given in writing by depositing the same in a post office or letterbox, in a postpaid, sealed envelope, addressed to such person entitled to notice, at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time of mailing. Notice may also be given by any form of electronic transmission to any electronic address or number provided by the recipient to the Corporation, which notice shall be deemed to be given at the time of sending. Any notice required to be given under these Bylaws may be waived by any writing signed (either before or after the time for the giving of such notice) by the person entitled to such notice or his legal representative. The attendance of any director at any meeting which requires notice without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall operate as a waiver of notice.

Section 11.3 Repayment Agreement

Any payments made to an officer of the Corporation, such as a salary, commission, bonus, interest, or entertainment expense incurred, which shall be disallowed in whole or in part as a deductible expense to the Corporation by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

Section 11.4 Pronouns

Each pronoun used in these Bylaws will be deemed to refer to the masculine, feminine, neutral, plural, or singular as required by the particular context.

Section 11.5

In as much that the great majority of those certified as specialists by ABOS member boards are also Diplomates of the American Academy of Optometry, the Corporate Board believes the establishment of close and cooperative relations between the corporation and the American Academy of Optometry are appropriate and advantageous to both groups. Therefore every effort shall be made to foster harmonious cooperation between the officers and directors of the Corporation with the Academy and to be receptive to methods by which ABOS may contribute to and support Academy educational and charitable operations.

ARTICLE 12: GENERAL ADMINISTRATION

Section 12.1 Voting on Applicants for Membership

Accreditations of applicant specialty boards shall require a unanimous vote of those corporate directors charged to vote on applications. Applicants shall be required to provide a summary of their specialty board's qualifications. Applications shall be submitted via electronic means and will be acted upon within 4 months.

All official correspondence, in which application documents are conveyed to, and from applicants, shall be conducted by electronic means in such a way to protect their confidential nature. The directors shall select a group of three officers/directors who are ODs to review all accreditation requests and provide their analysis to the full board of directors. Approval of membership shall require the complete approval of the complete board.

Section 12.2 Evolution of Accreditation Criteria and Process.

As the national body accrediting optometry specialty boards, the criteria and process by which the ABOS board of directors determine eligibility for accreditation is of utmost importance and must be continually reevaluated and adjusted as the educational, licensing and practice of each specialty evolves. Such operations must be transparent and accountable. Particular attention shall be paid to changes in licensing, education and clinical privileges.

Section 12.3 Appeals/Subsequent Applications

The Corporate board may, at its discretion, advise applicants failing to receive accreditation the reasons for non-accreditation and give guidance in the event such applicants may seek to reapply. Each applicant shall be eligible to reapply twice, with at least one year between successive applications, with each reapplication requiring payment of all applicant fees at time of reapplication.

All submitted application materials of a failed applicant shall be destroyed after 90 days and a record made of the date of failed application and any succeeding reapplication shall require a new, complete set of application materials from applicant.

Section 12.4

Applications shall be reviewed on a regular basis as determined by the Corporate Board.

ARTICLE 13: REQUIREMENTS FOR APPLICATION FOR ABOS MEMBERSHIP

Section 13.1 Conditions and Documents Required.

Applicant specialty boards are solely responsible for electronically submitting a complete application.

An applicant specialty board must require the following conditions be met to be recognized as

an ABOS member specialty board.

- a) Applicant specialty board must require a full-time, ACOE (or equivalent) accredited, postgraduate clinical residency training program having major emphasis on a well defined specialty of optometry of at least one-year in duration. Such residency training program must be affiliated with a school or college of optometry, medicine or osteopathy or independent clinical facility, but the training site need not be based at the affiliated academic body or its campus. The applicant specialty board must require passage of a standardized national written examination in the specialty that is recognized by ABOS.
- b) An applicant specialty board must require applicants have a significant practice of the specialty for a minimum of two years immediately prior to application to the specialty board for certification. (Defined as minimum of two days per week). A consecutive log of 100 patients listing diagnosis and treatment may be required and an inspection of the practice site may be conducted as needed. These requirements may be waived by the specialty board for the two-years immediately following residency training.
- c) Require a personal interview or visitation of practice site of applicant as required.
- d) Require applicants provide a notarized copy of their O.D. degree from an accredited North American school or college of optometry, a specialty residency certificate of completion and current state license to practice optometry.
- e) Require a signed waiver by applicants authorizing the specialty board to make all appropriate inquires needed to verify the validity of documents or statements furnished by applicant.
- f) Require a comprehensive CV of applicant's professional preparation, training and experience.
- g) Require applicants to include a cover letter summarizing the applicant's credentials, practice experience, and complete personal and office contact information (postal and e-mail) at which they will receive communications from the specialty board.
- h) Require a notarized copy of a self-inquiry to the National Practitioner Data Bank received within 3 months of application for certification.
- i) Not release, or share, an individual's application information with any external body or individuals other than those comprising the specialty board's certification committee and shall not indicate to the public those who have sought and failed to receive certification, or disclose the number of times an applicant has submitted an application.

ARTICLE 14: ABOS REQUIRED INITIAL AND SUBSEQUENT COMPETENCE IN A SPECIALTY

Section 14.1

The retention and enhancement of the skills and knowledge required for the practice of a specialty following residency training requires its practice represent a significant portion of an applicant's practice and that the applicant practices in a facility suitable to support the specialty by having appropriate patients, ancillary equipment, equipment and staff.

An applicant's signing of a Release of Information Form recognizes and will authorize the applicant specialty board to make inquiries or site inspections that it may deem necessary to determine if an applicant's practice site meets the requirements necessary to maintain and

enhance the specialized clinical skill set and knowledge required.

The decision as to the suitability of an applicant's practice site shall, as necessary, be part of the review process conducted by the specialty board during its evaluation of applicants.

Article 14.2

The specialty board shall issue certifications that expire in 10 years and require participation in a Maintenance of Specialty Certification program and its specialty certifications are automatically revoked by:

- a) Failure to participate each year in the Maintenance of Specialty Competence program.
- b) Failure to re-pass the written specialty examination within two years prior of expiration date of current certification.

Section 14.3

The above requirements pertaining to practice site and practicing at a site with significant numbers of specialty cases are waived for a period of 2 years following completion of residency training.

ARTICLE 15: ABOS APPLICATION FEES

Fees for application are determined by the board of directors on an annual basis.

Current application fees are \$750.

ARTICLE 16: FUNCTIONS OF AN ABOS SPECIALTY BOARD

Section 16.1

A specialty board shall require applicants meeting qualitative and quantitative criteria and postgraduate clinical specialty training requirements aligned with, as adapted for the profession of optometry, those required of medical, osteopathic and dental specialists during their postgraduate specialty residency training, specialty written examinations and board certifications as specialists.

Conforming to these accepted medical-dental standards for optometry specialty training will permit the specialty board to be recognized and utilized by credentialing committees at health care facilities accredited by the Joint Commission as an optometry specialty board and those it certifies as a specialist.

A specialty board does not certify competence in the general practice of optometry and issues a Level 2 [specialist] credential (See below.)

A specialty board must recognize the legal responsibility of state (or territorial, district) optometry licensing boards to set requirements for licensing and license renewal, and to assess and ensure competence is retained by its licensees in the general practice of optometry.

A specialty board shall require a current, valid, unrestricted state license to practice optometry be held to maintain certification, which license must be of the highest therapeutic level issued by the state's licensing board as it pertains to the specialty.

A specialty board shall require all CME for state license renewal be met and all unspecified CME hours for license renewal be taken in the specialty.

Section 16.2

Medicine, osteopathy and dentistry utilize recognized specialty boards that issue "board certifications" to denote specific competence above that required for licensure in defined specialties within their professions. These specialty boards all require accredited residency training in a specialty and passage of a national written examination testing competence in that specialty.

ABOS has adopted, as appropriate to optometry, the above medical-dental credentialing system to enable those holding its member "board certifications" to be credentialed as a "specialist" by credentialing committees at Joint Commission accredited health organizations.

In conformance with the medical-dental credentialing system, ABOS member boards will issue a Level 2 credential as defined below.

Level 1 Credential: Degree + License = Qualified for General Practice

Level 2 Credential: Above + Specialty Residency + Specialty Examination = Qualified for Specialist practice

Level 3 Credential: Above + Fellowship training in a Subspecialty = Qualified for Sub-specialist practice.

Section 16.3

ABOS member boards shall require that the independent practice of their specialty be in accordance with all laws, rules and regulations of the jurisdiction in which the holder of its certification practices or, under the license of record utilized by the facility at which the holder of its certification practices as a member of the medical staff, in non-state-regulated (federal) health care facilities.

Section 16.4

While certification by an ABOS member board signifies achievement of advanced competence in a specialty of optometry adjudged by meeting the ABOS criteria contained within these Bylaws, ABOS or its member specialty boards can not purport to, and can not guarantee, the quality of care rendered by a recipient of certification by an ABOS member specialty board.

Section 16.5

A recipient of certification by an ABOS member specialty board shall reference such certification as specified by these Bylaws elsewhere and observe any restrictions and limitations placed upon such reference by those jurisdictions governing the practice of optometry. Failure to properly reference certification can result in revocation of certification.

Section 16.6

Certification and re-certification by an ABOS member specialty board is not a replacement, substitute or proxy for any requirements of any jurisdiction with respect to the general practice of optometry within such jurisdiction.

Section 16.7

Initial accreditations of applicant specialty boards will be done annually.

ARTICLE 17: MAINTENANCE OF SPECIALTY COMPETENCE (MSC)

Section 17.1

Beginning January 1, 2017, each ABOS member specialty board is required to have and require participation in a Maintenance of Specialty Competence (MSC) program with failure to do so resulting in loss of ABOS membership. Such MSC program must be designed to maintain, and periodically re-demonstrate, advanced competence in the specialty following initial, or subsequent re-certification.

Maintenance of, and re-certification of, specialty competence shall consist of two processes:

1: RE-DEMONSTRATION: Re-passage of the written specialty examination required by the specialty board for initial certification, within two years prior to application for certification renewal.

2: MAINTENANCE OF SPECIALTY COMPETENCE: Meet all annual state CME requirements for license renewal during each year of the period of certification by utilizing COPE approved CME courses recognized by the Association of Regulatory Boards of Optometry (ARBO). Failure to comply will result in revocation of certification as shall loss of licensure for cause other than late payment or late application for license renewal.

In addition, once mandatory CME hours in specified categories are met, all remaining CME course hours required to meet the total needed for license renewals shall be fulfilled by attending COPE CME courses having the specialty as their subject matter. Evidence of license renewal and above specified CME attendance must be submitted to the specialty board by utilizing the ARBO OE Number and related tracking data.

Section 17.2

It shall be the responsibility of those board certified to track, record and submit to their specialty board, using COPE documentations, that they have fully met the conditions of (2).

Section 17.3 Additional MSC Requirements of ABOS Membership Specialty Boards

Submit the results to the member specialty board of a self-query to the National Practitioner Data Bank within 6-months of expiration of certification or in the event of any adverse action report at any time.

Require those it certifies to adhere to the code of ethics of the profession of optometry as defined by the American Optometric Association.

ARTICLE 18: DESIGNATION OF CERTIFICATION

Section 18.1

A recipient of an ABOS member board's specialty certification may state they are "Board Certified" in that specialty in their CV, professional stationary and website biography, display their certification within their waiting room or office and present their certification to credentialing bodies. No other form of display before the public is permitted.

No other designations may be used. Misuse can lead to revocation of credentials.

Some ABOS member board's certified specialists practice within medical health care organizations and are familiar with medical credentialing and privileging and subject to periodic performance and re-credentialing reviews. To enable them to be credentialed as a specialist during initial credentialing or re-credentialing, a specialty certified O.D. shall:

- a) Indicate they are a specialist on the application for appointment or reappointment-credentialing.
- b) Indicate their specialty as defined by their ABOS specialty board.
- c) Indicate dates and location of residency training in that specialty.
- d) Indicate dates of passage of specialty examination.
- e) Indicate the name and contact information of the specialty board issuing their board certification.
- f) Permit the credentialing committee to query their specialty board for confirmation of certification.

ARTICLE 19: GENERAL CONDITIONS REQUIRED OF ABOS RECOGNIZED SPECIALTY BOARDS

The Corporation reserves the right to modify and adjust its criteria within these Bylaws for certification requirements in a specialty by an ABOS member specialty board so as to conform to advancements in the clinical practice of optometry and scopes of state optometry licensing laws. In this manner the Corporation shall maintain a uniform, national set of criteria for certification by each member specialty board.

The Corporation shall, as appropriate for the practice of a specialty, require specialty residency training recognized by ABOS, passage of a national, standardized, written quantitative examination testing approved by ABOS for testing advanced competence in the specialty and the meeting of additional criteria determined by the Corporation for certification and re-certification and maintenance of specialty competence [MSC] and will act to promote the advancement of knowledge in optometry specialties and the furthering of fellowship and harmonious relations among those practicing optometry specialties and their medical, dental, osteopathic and research colleagues involved with care of the human eye and visual functions.

The Corporation reserves the right to recognize non-ACOE residency programs as appropriate and to not recognize ACOE accredited residency programs that, in the opinion of its directors, do not adequately prepare residents to practice a specialty or that fail to provide appropriate supervision or can document sufficient patient care training experiences.

The Corporation reserves the right to determine whether a particular residency program emphasizes and is chiefly a residency in a specialty as defined within these Bylaws. There continues are a variety of names used to describe residency programs, of which some overlap in subject matter and lack specific, quantitative definitions. An example of an well-defined residency program are those at VA medical facilities named "Ocular Disease", "low vision" and "blind rehabilitation".

An ABOS member specialty board shall, as necessary, accept applicants only from residency programs that ensure their residents have specified minimum numbers of patient care encounters in specified types of disorders, during residency, and require documentation attesting to the achievement of these numbers/types of patient encounters.

An ABOS member specialty board can require the chief medical officer of the health care facility operating a residency program, and/or the chief administrative officer of the academic facility operating a residency program, to certify in writing that their optometry residents are held subject to the same level of supervision currently specified by CMS [Centers for Medicare and Medicaid] and/or Veterans Administration regulations for supervision of medical, osteopathic and dental residents.

Optometry students often serve clinical clerkships at medical or academic facilities operating optometry residency training programs and these students may, at times, receive clinical guidance and supervision from optometry residents. ABOS requires its members specialty boards to reserve the right to require that any supervision of optometry students by optometry residents be only incidental, ad hoc, and residents not be placed in a position of administrative responsibility for students or their training as these dilute a resident's clinical training. ABOS requires the supervision of optometry students be the direct responsibility of a named member of the medical or academic staff and such supervision be fully adherent to current CMS regulations regarding supervision of medical and dental students and residents.

ABOS expects optometry residents to devote their primary attention to their training and not be utilized as "adjunct faculty".

Special attention must also be made by ABOS member specialty boards to ensure all billings, at residency sites, to CMS for services or procedures provided by, or assisted in, residents are governed by, and comply with, current CMS supervisory regulations of medical-dental students and residents.

ARTICLE 20: VERIFICATION OF SPECIALTY CERTIFICATION

ABOS member specialty boards shall provide credentialing committees at health care organizations seeking verification an optometrist is certified in a specialty of optometry the following service:

An inquiry into certification submitted by USPS or electronic means, to the ABOS member specialty board having a written request for verification of certification in that specialty that lists the staff optometrist's full name, date of certification issuance with the serial number shown on the specialty certification shall receive a response from the specialty board, in writing, within 10 calendar days.

The ABOS member board may charge an administrative fee of \$65, via check, payable to the ABOS member Specialty Board for this service.

Revised and approved February 1, 2015

Charles F Mullen, O.D., Incorporator

Kenneth J Myers, Ph.D., O.D., Incorporator

References:

1. Guidelines for Teaching Physicians, Interns, and Residents: Department of Health and Human Services, Centers for Medicare and Medicaid Services, Medicare Learning Network. ICN:006347, December 2010.
2. Resident Supervision, VHA Handbook 1400.01, December 19, 2012, Dept. Veterans Affairs,

Washington, DC.

3. Resident Supervision, Attending Practitioner Responsibilities, VA Office of Academic Affiliations, IB10-196 May, 2012.

4. Accreditation Manual: Optometric Residency Programs, Accreditation Council on Optometric Education, January, 2011