THE AMERICAN BOARD OF CERTIFICATION IN MEDICAL OPTOMETRY

CONSTITUTION AND BYLAWS

ARTICLE I
NAME and ESTABLISHMENT

The name of this nonprofit entity, a 501(c)(3) corporation filed within the State of Michigan in 2009, is The American Board of Certification in Medical Optometry, incorporated by Kenneth J Myers in memory of his parents. An initial Advisory Board, when fully established by the incorporator within the first four years of operation, comprised of 4 Officers and 2 Trustees, will administer operations as specified by this Constitution and Bylaws. After their initial terms of office, all succeeding OD Officers and OD Trustees comprising the Advisory Board shall be certified by this body, licensed in optometry and actively engaged in the practice of the specialty of medical optometry and elected to their specific position on the Advisory Board as specified within these Bylaws.

The purpose and mission of the American Board of Certification in Medical Optometry shall be as specified in Article II.

ARTICLE II
PURPOSE, QUALIFICATIONS AND MISSION

Article II, Section 1

A. The mission of the American Board of Certification in Medical Optometry (ABCMO) is to establish, operate and maintain a credible, national organization to provide recognition of specialty status in medical optometry by awarding its certification to licensed, practicing optometrists who achieve and maintain advanced competence in the specialty of Medical Optometry derived from; successfully completing an Accreditation Council on Optometric Education (or equivalent) accredited one-year, or longer, clinical postgraduate residency training program with emphasis on medical optometry; successfully completing a national, standardized, written examination (Advanced Competence in Medical Optometry or equivalent) testing advanced clinical competence in the specialty of medical optometry, and have subsequently provided the additional documented evidence of advanced competence in the practice of medical optometry, and the maintenance of this advanced competence, as required and specified within these bylaws.

B. The required, pre-components of residency training and passage of the national, written specialty examination lead to one’s becoming eligible to apply to ABCMO for certification in the specialty of medical optometry. When followed by the successful submission of documentation of having fully met all other criteria set by these Bylaws, ABCMO shall award its certification and maintain a national registry of those who have fully met its requirements and been awarded certification, or recertification, as a specialist in medical optometry. Such registry will be open to public inspection upon appropriate request with individuals awarded ABCMO certification designated as a Medical Optometry Diplomate or M.O.D. of the American College of Medical Optometry which shall consist of those certified by ABCMO.

C. ABCMO shall be configured to require qualitative and quantitative criteria and postgraduate clinical specialty training requirements that are the equivalent, for the profession of optometry, to those required by organizations recognized as specialty certification boards in medicine, osteopathy and dentistry by credentialing committees at Joint Commission on the Accreditation of Health Care Organizations.
accredited health facilities and to serve as their appropriate counterpart, for the profession of optometry, for purposes of credentialing optometrists seeking specialist status and recognition, by credentialing and privileging purposes, at Joint Commission accredited health facilities, insurer and third party panels, academic health institutions, private medical practices and groups seeking qualified specialists in medical optometry.

D. The specialty of Medical Optometry is defined to be “The Diagnosis and Medical Treatment, Remediation and Management of Primary and Secondary Diseases and Dysfunctions of the Human Eye, Adnexa and Visual Tracts”.

E. ABCMO requires the independent practice of medical optometry by those it awards certification to be governed by the State, District or Territorial governmental agency issuing their license to practice optometry in the jurisdiction in which the holder of ABCMO certification practices or, under the license of record utilized by the facility at which the holder of ABCMO certification practices as a member of the medical staff in non-state-regulated (federal) health care facilities; examples of which include, but are not limited to, Federal, Military and United States Public Health Service facilities and at other federal facilities at which optometrists may hold written, independent, prescribing privileges, or of jurisdictions governing the practice of optometry external to the United States. At federal facilities requiring a non-specific “license to practice optometry” that adhere to Federal Supremacy Doctrine, the clinical privileges granted may not be congruent with those of the “license of record” if the federal facility determines clinical privileges of its practitioners under specific federal statutes.

F. While ABCMO certification signifies achievement of advanced competence in the specialty of medical optometry adjudged by meeting the criteria contained within these bylaws, ABCMO and its officers and trustees do not, and cannot, act as a guarantor of those to whom it awards certification nor of the patient care they may legally render by their license, their employer’s privileging or by any “standing orders”. The supervision and evaluation of the patient care provided by those awarded certification by ABCMO reside solely within state (district or territory) licensing boards and the employing health care facility, group or private medical practice and those awarded ABCMO certification are solely and individually responsible for all, and any, claims of damages, malpractice or malfeasance that may be made against them in the course of their practice of optometry by any patient, organization, individual(s), heir(s), executor(s), or state, local or federal regulatory organizations.

G. Those awarded ABCMO certification shall reference their certification as specified by ABCMO in these bylaws and observe any restrictions and limitations placed upon such reference of advanced competence as a specialist in medical optometry by their respective state, district or territorial board of optometry under which license they practice. Failure to properly reference ABCMO certification can result in revocation of certification.

H. ABCMO certification and re-certification, is not a replacement, substitute or proxy for any mechanism(s) a state, district or territorial board of optometry may require to license, re-license, or insure the continued competence of those it licenses unless such recognition is made explicitly by such state or district board of optometry or territorial equivalent.

I. Except for unusual and/or emergency meetings, all O.D. Advisory Board officers and trustees shall be responsible for their expenses incurred in attending Advisory Board meetings with the exception of its non-OD public members. It is the goal of ABCMO to minimize the costs incurred by those seeking its certification by minimizing its operating costs and utilizing volunteer staff whenever feasible.

J. Awarding of certification of candidates shall be done no more than three, nor less than one, time(s) per year of which one cycle shall be competed prior to the Advisory Board’s annual meeting in conjunction
with, but independent of, the annual meeting of the American Academy of Optometry, to allow for notification and personal presentation of certification when desired, at that time. On other occasions the Advisory Board shall mail Certificates, with a letter of congratulations and transmit electronically a confirmation of their certification.

K. Those awarded ABCMO certification shall be required to re-demonstrate advanced competence in the specialty of medical optometry by means established by the Advisory Board, no later than 10 years following their initial, or subsequent re-certification, with failure to do so resulting in expiration of certification upon the 10th anniversary date of most recent certification or re-certification. This process will be termed Maintenance of Certification. It is the sense of the Advisory Board, at this time, that this shall require, among other conditions, re-passage of the ACMO written examination.

L. Those awarded ABCMO certification shall denote their status as “Medical Optometry Diplomate” or “M.O.D.” and shall, collectively, constitute the membership of the American College of Medical Optometry upon payment of any annual membership fees established by the College upon its establishment.

M. To function as a creditable national certifying body for the specialty of medical optometry and to best serve patients and the public, the Advisory Board and the American College of Medical Optometry, shall remain independent of any external influence, real or perceived, and not accept monetary, or in-kind support from, or by, any organization, body, or trade association that promotes the commercial interest, or lobbies for the commercial interests, of those who practice optometry and shall not engage in any form of lobbying, or public relations, on behalf of those it certifies other than to maintain a public registry of its Diplomates and to explain the criteria for, and purposes of ABCMO certification in the specialty of medical optometry, the importance of eye care to the public and the dissemination to the public of its standards required of those in the practice of medical optometry.

N. Grants or awards from corporate or private donors to support ABCMO operations shall be without any preconditions, implied or expressed, and will be publicly recognized and attributed with utilization of any such grants or donations to be at the sole discretion of ABCMO and/or the American College of Medical Optometry to avoid real or perceived conflicts of interest.

O. Because the integrity of this certification board depends upon complete independence between it and the agencies responsible for operating and accrediting specialty residency training as well as the agency preparing and administering the written specialty examination, and associated trade organizations, there shall be no voting officers or trustees elected to the Advisory Board who hold voting positions as officers or trustees at any of the aforementioned groups related to residency training, the accreditation of residency training programs, trade associations or the written specialty examination or any other body or membership organization having commercial interests involving the profession of optometry or the commercial interests of its optometry members.

P. Notwithstanding provisions (N) and (O), the Advisory Board shall, when mutually agreed, establish liaison with other groups sharing common interests by providing on its Advisory Board non-voting, ex officio, “delegates, representatives or advisors” to further such communications and cooperation concerning shared issues and concerns. Such individuals may, as judged appropriate by the Advisory Board, attend and participate in portions of ABCMO meetings in person or by electronic means and any expenses involved to do so shall be assigned to the sponsoring body they represent. Examples of appropriate external bodies that may hold such ex officio positions are listed elsewhere.

Article II, Section 2
ABCMO is incorporated in the state of Michigan to operate for nonprofit and/or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and is formed to award a national, uniform certification of advanced competence in the specialty of Medical Optometry using methods and criteria congruent with those used for the certification of medical, osteopathic and dental specialists as utilized for credentialing purposes at Joint Commission accredited US medical health care organizations. An example of these procedures and criteria are those used by those specialty boards of certification recognized by, and comprising, the American Board of Medical Specialties (ABMS). ABCMO bases its criteria, as adapted to the profession of optometry, upon those of the medical specialties recognized by ABMS and of those corresponding bodies established by osteopathy and dentistry specialty boards but is understood to conduct its operations separate and entirely independent of any referenced ABMS or other specialty board and that it has neither sought, nor received, the endorsements of ABMS or the referenced osteopathy and dentistry specialty boards.

ABCMO reserves the right to modify and adjust its criteria for certification in the specialty of medical optometry as needed to confirm with advancements in the clinical practice of optometry and the scope of state optometry licensing laws. While doing so, ABCMO will maintain a uniform, national, set of criteria for awarding its certification that will reflect the highest level of state optometry licensing.

ABCMO shall, as appropriate for the profession of optometry, require accredited residency training, passage of a national, standardized, written quantitative examination testing advanced competence in the specialty of medical optometry and the meeting of additional criteria determined by ABCMO as required for its award of certification, and recertification, and will act to promote the advancement of knowledge in medical optometry and the furthering of fellowship and harmonious relations among those practicing general and medical optometry and their medical, dental, and osteopathic colleagues involved with care of the human eye.

ABCMO and the American College of Medical Optometry may establish grants and paper competitions to facilitate these objectives and may award honorary certifications to those who have promoted the furtherance of the practice and/or knowledge base of medical optometry and of procedures to advance the specialty of Medical Optometry. The ABCMO and/or College may establish a web presence and offer other services to its Diplomates, examples of which may include, but are not limited to, a digital image diagnostic library and/or referral center. Those awarded certification by ABCMO are termed Medical Optometry Diplomates (M.O.D.) and future O.D. officers and trustees of this Advisory Board shall be nominated and voted upon by Diplomates as specified elsewhere in this document. Selection of non-O.D. officers and/or trustees to represent the public interest shall be the responsibility of the Advisory Board and Diplomates may make recommendations of individuals suitable for these positions to the Advisory Board.

ARTICLE III
EXECUTIVE LEADERSHIP

Article III, Section 1

For operational purposes and to oversee and manage ABCMO, the incorporator shall establish an initial 6-person Advisory Board within the first four years of operation consisting of six members of which four shall hold the OD degree and of which one non-OD shall serve as a trustee and one non-OD as an officer. The initial officers-trustees of the Advisory Board shall serve staggered terms (from date of appointment) to facilitate later transition from the founding Advisory Board by infusion of newly elected officers and trustees, and to maintain currency with the profession of optometry. Three of the four officers of the Advisory Board shall be holders of the OD degree and they, and one non-OD member, shall constitute its Executive Committee and one trustee shall hold the OD degree while the other shall be a non-OD and represent the public interest. The incorporator shall serves as founding president for a term of 6 years.
Except for voting on certification, done solely by the three (3) O.D. officers of the Executive Committee, all officers and trustees shall vote on all issues brought before the Advisory Board and five affirmative votes will be required for passage of all actions except that amendments to the Constitution and Bylaws shall require positive votes from both non-OD members as well as three or more positive votes by OD members of the Advisory Board. Until such time the Advisory Board is fully seated with 6 members, any amendments to these bylaws will require a unanimous vote.

During initial operations the Advisory Board may not be fully staffed as qualified individuals are sought to serve as governed by these bylaws. In this four-year interregnum or until a completed Advisory Board is formed, the incorporator shall fulfill and/or execute the duties of a vacant position(s) pro tempore to ensure proper functioning of ABCMO operations with the stipulation three or more members must be present on the Advisory Board for it to execute those functions governed by these bylaws.

Awards of Certification shall require no less than three affirmative votes within the Executive Committee, when fully formed, which Committee is solely responsible for determining certification. Candidates shall be assigned applicant numbers by the board secretary with a summary of each applicant’s qualifications provided prior to voting and applicants’ names shall not be revealed by the Secretary to other officers, trustees or the public. All official correspondence in which application documents and certification results are conveyed to, and from, applicants shall be conducted by postal services and not via the internet or other electronic means to protect their confidential nature.

All officers and trustees elected, or re-elected, to the Advisory Board to replace officers and trustees forming the founding Advisory Board, shall be currently licensed optometrists certified in medical optometry by ABCMO and in the active practice of the specialty of medical optometry with the exception of the non-OD officer and non-OD trustee who shall be appointed by the Advisory Board based upon merit. All subsequent OD Advisory Board members shall be required, prior to standing for election, to submit a notarized copy of a current, self-search of the National Practitioner Data Bank, or appropriate equivalent, and be a member in good standing of the American College of Medical Optometry.

The size of the Advisory Board may be expanded to meet future workloads by amending these bylaws per the above requirements as can the employment of administrative staff. In such a case, amendments to the Constitution and Bylaws shall be enacted only if there is no more than one negative vote.

All subsequent, non-founding officers and trustees of the Advisory Board shall be a Medical Optometry Diplomate in the active practice of medical optometry, nominated and seconded to stand for election to a specific Advisory Board position by any Diplomate to a 2-year term of office with total continuous service, in any capacity, on the Advisory Board limited to six consecutive years. Each position within the Advisory Board is an independently elected position and the Advisory Board shall not establish a system of “rotating through the chairs” so that election to a position on the Advisory Board does not necessarily result, or be understood to result, in later nomination to another position.

Until such time there are 300 Diplomates, the process of elections or appointments to the Advisory Board shall be conducted solely by the Advisory Board. Once Diplomates number in excess of 200 the American College of Medical Optometry may be formed, and may organize national and regional meetings of Diplomates with one held in conjunction with the annual Advisory Board meeting to further camaraderie and knowledge between Diplomates. The College may hold paper and/or poster contests and offer learned lectures open to the public.

**Article III, Section 2**
As a national body of certification for the specialty of medical optometry, the criteria and process by which the Advisory Board determines eligibility for awarding certification is of utmost importance and must be continually re-evaluated and adjusted as the educational, licensing and practice of the optometry profession and the specialty continue to evolve.

Along with this key responsibly lies the conduction of day-to-day business. It is the duty of the Advisory Board therefore to oversee three different components of its operations:

- Maintenance of current, valid, and relevant criteria, testing and procedures required for certification.
- Appropriate and confidential impartial evaluations of candidates seeking certification.
- Operational, administrative and business aspects of ABCMO functions.

The Advisory Board is organized as specified elsewhere such that the first two components are primarily the responsibility of its President, Vice President and non-OD trustees whereas the third component is primarily the responsibility of its Secretary and Treasurer.

The Advisory Board may elect to amend these bylaws in the future to create the position of Executive Director or Executive Vice President whose duties shall encompass many, or all, of those now executed by the Secretary and Treasurer of the Advisory Board and others that may be delegated by the Advisory Board. Such position shall be filled by a person appropriately credentialed and experienced in the operations of a nonprofit, healthcare-related credentialing body and shall be selected by and report to the Advisory Board and its President. The initial term of appointment shall be three years with subsequent reappointments for one, two or three-year terms by a majority vote within the Executive Committee required for appointment or reappointment. Removal of the Executive Director or Executive Vice President prior to the expiration of their term of appointment shall only be for cause and will require three affirmative votes within the Executive Committee following a 90-day notice by the Executive Council that such vote is to be considered and with the written grounds given for the need of such vote at that time. An opportunity for the incumbent to make representations to the Advisory Board on his or her behalf prior to that vote for removal will be given.

All founding and subsequent officers and trustees are term-limited to three consecutive two-year terms of elected office to ensure the Advisory Board has continual infusion of new trustees bringing with them current experiential-based knowledge.

The founding Advisory Board officers and trustees, with the exception of the President who serves an initial 6-year term, serve an initial two, three or four-year term as specified elsewhere and may be re-elected to two additional terms, each of two years duration, that need not be to the same office. This will result in maximum service lengths for these founding officers and trustees that range from 6 to 8 consecutive years. The President may also seek additional two-year terms for a maximum possible term of service of 10 years.

Diplomates elected to fill Advisory Board positions as an officer or trustee to replace the founding holders of these positions shall be elected to two-year terms of office, shall be engaged in the active practice of medical optometry, and may be re-nominated and stand for election to any officer or trustee position a maximum of two additional two-year terms for total service on the Advisory Board of six consecutive years.

All nominations shall be in writing and made by a Diplomate and shall require a written seconding of their nomination by a Diplomate and require a super-majority (2/3’s) of votes cast by the Diplomates with such voting conducted by electronic or postal means no later than 3 weeks prior to the annual meeting of the Advisory Board. Any officer or trustee may be re-nominated to serve on the Advisory Board after being off the Board for 4 years. If no nominee for a position receives a super-majority of votes, the top two vote recipients for a position shall be determined by a run off vote with a simple majority deciding the outcome and, in the
event of a tie, a coin flip will determine the outcome. Once Diplomates conduct these votes as the American College of Medical Optometry, any Diplomate member in good standing may nominate, second or stand for election or reelection to any OD position on the ABCMO Advisory Board or nominate and second a candidate for a non-OD officer or trustee position by notifying the College of their interest and intention 90 days prior to the annual ABCMO Advisory Board meeting.

Article III, Section 3

ABCMO Advisory Board

The founding Advisory Board shall, when fully formed, be comprised of six members of which four shall be optometrists holding the OD degree and one trustee and one officer shall be a person not holding the OD degree and whose role shall be to advance the public interest. Subsequent OD Advisory Board members must hold the OD degree, an active license to practice optometry, hold ABCMO certification and be significantly engaged in the practice of medical optometry at time of nomination.

The initial Advisory Board shall consist of four officers and two trustees appointed by the incorporator who serves as corporation president and each shall serve the initial terms specified in years of service.

President (6)
Vice-President (3)
Secretary (4)
Treasurer (2)
OD Public Trustee (2)
Public Officer (3)

Each founding officer or trustee and subsequent officers or trustees may be nominated and stand for election for up to two additional terms of two years each as specified elsewhere. No officer or trustee shall serve more than three consecutive terms.

The duties of the officers and trustees of the Advisory Board are specified elsewhere in this document.

In its first two years of operations the Advisory Board may be partially staffed but shall consist of no less than three (3) members to form a quorum and, in the absence of full membership, the President shall act to fulfill the duties pro tempore of any unfilled position(s).

The complete Advisory Board shall consist of the four officers (3 O.D.) of the Executive Committee and two trustees (1 O.D.) of which four members shall hold the OD degree and one trustee and one officer shall not hold the OD and represent the public interest. All subsequently elected ABCMO O.D. officers and trustees shall be Diplomates and currently ABCMO certified. Failure to maintain ABCMO certification shall result in removal from the Advisory Board.

Voting on eligibility for, and certification by ABCMO, shall be restricted to the Executive Committee once fully formed and shall require 3 O.D. votes of affirmation. A candidate receiving 3 votes of affirmative shall be said to have been unanimously approved for certification. The two trustees shall not be privy to, or take part in voting matters pertaining to certification.

When appropriate, applicants failing to receive affirmation of certification may be informed of certain reasons for non-certification and given guidance in the event they may wish to reapply for certification at a later date. Each candidate shall be eligible to reapply twice, with at least one year between successive applications, with each re-application requiring payment of all applicant fees at time of reapplication. All submitted application
materials of a failed applicant shall be destroyed and a record made of the date of failed application and any succeeding reapplication shall require a new, complete set of application materials from the applicant.

The Advisory Board may, if it wishes, create ex-officio, non-voting position(s) to be filled by liaison delegates from allied organizations wishing to coordinate its activities with those of ABCMO and, in return, designate members of the ABCMO Advisory Board to fill liaison delegate, non-voting positions at said organizations subject to criteria stated elsewhere. In the event of a voting member of the Board of another organization who would otherwise be qualified to serve as liaison to the ABCMO Advisory Board, that person shall limit their liaison function to issues having no conflict of interest with, or monetary relationship with, those of the external body on which board it serves as a voting officer. Liaison members shall not have voting rights.

Examples of organizations for which it would be appropriate to have ex officio, non-voting, liaison delegates or advisors sit on the ABCMO Advisory Board include, but are not limited to: Accreditation Council on Optometric Education, National Board of Examiners in Optometry, American Association of Schools and Colleges of Optometry, Association of Regulatory Boards of Optometry, American Academy of Optometry, National Association of VA Optometrists, the Armed Forces Optometric Society, the American Optometric Association and the American Optometric Society.

**DUTIES OF BOARD OFFICERS**

- The President shall act as Chief Executive of the Advisory Board and be responsible for insuring the Criteria for certification maintain currency and relevancy and shall ensure Board operations are conducted in a prompt and business-like manner consistent with this Constitution and Bylaws. Robert’s rules of order shall govern Advisory Board meetings to insure Advisory Board meetings are conducted following a written agenda prepared and distributed prior to the annual meeting during which the President shall serve as Chair. The President may delegate duties associated with the annual Board meeting to other officers or Diplomates of the College as both organizations increase in size and complexity. The President may call for unscheduled Board Meetings and/or establish ad hoc committees composed of officers and trustees to address a specific concern. The President shall chair the voting process conducted by the Executive Committee determining certification on a candidate-by-candidate basis and insure it is done in a timely manner in compliance with ABCMO criteria. The President shall seek to maintain harmonious working relationships with the National Board of Examiners in Optometry to facilitate continued administration of the written specialty examination and with the Accreditation Council on Optometric Education to facilitate relations and may assign, if requested, an officer, trustee or Fellow to fill ex-officio, non-voting liaison delegate seats on these or other organization’s boards when so requested. In the case of membership organizations such as NAVAO, AFOS, and AAO, the officer or trustee assigned by the President to fill an ex-officio non-voting position shall, whenever possible, be a member in good standing of that organization and, if that is not possible, select an officer most attuned to the interests of that organization. The president shall arrange regularly scheduled phone conferences in which all officers and trustees are expected to take part and coordinate annual Advisory Board meetings held in conjunction with the date and location of the annual AAO meeting and, in the future, the American College of Medical Optometry. The President shall seek to develop methods by which those in residency training become aware of the certification process and encourage their participation and may assign officers to assist in their awareness of certification.

- The Vice President shall serve in close cooperation with the President and act to support and implement those actions and decisions taken by the President. The President may delegate to the Vice President any responsibilities assigned to the President for a specified period of time and the Vice President shall function to carry out those responsibilities as the delegate of the President. In the case of the President being incapacitated or unable to attend to Board business, the Vice President shall assume those responsibilities until such time the President is able to resume his or her responsibilities.
The Treasurer shall be primarily responsible for monitoring ABCMO revenues and expenditures and shall seek fiscal support for the Board from individuals or agencies found suitable for such support by the Board and shall prepare a report to be presented to the Board at its annual meeting detailing revenues and expenses. The treasurer shall be responsible for preparing, or having prepared, annual or quarterly IRS, state and/or local corporate taxes and operating documents which shall be reviewed and approved by the Advisory Board and transmitted by appropriate means. He or she shall maintain a signature card for the ABCMO checking account and hold records of all fees received from candidates and see to their deposition within the ABCMO checking account or may open an account at a location more convenient to his or her location.

Trustees are expected to attend Board Meetings and take part in phone or other forms of electronic conferencing and carrying out duties consistent with the operations assigned to them by the Executive Committee and may be asked to serve on ad hoc committees. Each trustee shall cast one vote on all issues requiring a vote of the full Advisory Board and their input, advice and recommendations will serve as a valuable resource. The non-OD public trustees shall be reimbursed for their expenses required to conduct Advisory Board business but trustees are not officers of the Board and do not serve on the Executive Committee which, alone, is responsible for verifying credentials of applicants and determining whether they meet ABCMO criteria for certification and trustees are not privy to the names or credentials placed before the Executive Committee for consideration nor the resulting discussions pertaining to qualifications.

The Secretary shall be responsible for maintaining minutes of meetings and for soliciting, receiving and verifying credentials of candidates and presenting them to the Executive Committee in a secure and confidential manner and for correspondence received and transmitted to applicants and external organizations; the contents of the ABCMO website and will maintain custody of ABCMO signage, seal and certificates, calligraphy of certificates and establish means for maintaining records of applicants and actions taken by the Board, assignment of certification numbers and subsequent delivery of certificates to recipients. The Secretary will use reasonable methods to maintain the confidentiality of documents supplied by candidates and the actions taken by ABCMO. The Secretary, Treasurer or President signature will be sufficient on checks issued by the Advisory Board for under $500 while higher amounts shall require the President’s signature.

**Article III, Section 4**

**Emeriti Board Members**

As continuity is important to retention of founding principles, the Board shall establish and offer the position(s) of Emeriti Advisory Board Member to each founding member of the Advisory Board once they leave the Advisory Board. The Emeriti title shall apply to the last position held on the ABCMO Advisory Board. Founders who accept a position as an Emeriti Advisory Board member shall participate at Advisory Board meetings, be placed on the distribution list of Advisory Board communications and their counsel solicited. An Emeriti Board Member shall be entitled to proffer one vote on all matters before the Board (excluding certification). If there is more than one serving Emeriti Board Member, they shall collectively be entitled to proffer one vote if in majority agreement on that vote.

Each immediate past-President of the Advisory Board shall be invited to sit on the Board for a period of two years immediately after leaving office and will be asked to vote on matters other than certification of applicants.

**ARTICLE IV**
Establishment of the American College of Medical Optometry

Those certified in the specialty of Medical Optometry are denoted as a Medical Optometry Diplomate (M.O.D.) and, once there are 200 Diplomates, shall constitute the American College of Medical Optometry upon meeting any membership fees. The Advisory Board anticipates the College will be organized to further the education, training and fellowship of those practicing the specialty of medical optometry and that its annual meeting will coincide in location that of the Advisory Board. Any member of the College, as a Diplomate, may stand for, or be nominated for, election to a specific position on the Advisory Board.

Emergency Replacement of Officers and Trustees

In the event of resignation, death or incapacitation of an officer or trustee of the Advisory Board, once fully formed of six members, the Executive Committee shall select a person to serve on the Board pro tempore unless the vacant position is that of President, in which case the sitting Vice President shall assume the office with another Advisory Board Member selected by the Executive Committee to fill the Vice President position pro tempore. Pro tempore terms expire upon the date of expiration of term held by the vacated board member or upon the return of that board member to active participation.

ARTICLE V

CRITERIA FOR AWARDING ABCMO CERTIFICATION

There shall be three paths leading to certification until August 1, 2013, after which date Career Paths 2 and 3 permanently close.

1. Career Path 1 Criteria

- Completion of an ACOE accredited (or equivalent) postgraduate clinical training residency after August 1, 2006 having an emphasis on medical optometry and of at least one-year in duration.
- Official, notarized transcript showing examination results of the ACMO examination (or equivalent) offered by the National Board of Examiners in Optometry taken by the candidate within past six years.
- Notarized valid copy of a current state license to practice optometry with highest therapeutic endorsements in the state of practice of the applicant (or state of record assigned by employing facility of applicant).
- Letter of recommendation from immediate clinical supervisor attesting to clinical competence and ethical standing during residency, the current director of the applicant’s residency program or the residency director of its affiliated educational facility.
- Notarized copy of certificate of residency completion issued by residency training facility or its academic affiliate at time of residency.
- Notarized, original self-search results of the candidate issued by the National Practitioner Data Bank within 3 months of date of application. (www.npdb-hipdb.hrsa.gov/)
- Documented significant practice of medical optometry for a minimum of two-years immediately prior to application for certification. (Defined as minimum of one-day per week. A consecutive log of 100 patients listing diagnosis and treatment is required and an inspection of the practice site may made.) This requirement is waived for a two-year period immediately following residency training.
- Appear for a personal interview or visitation of practice site (as required)
- Notarized valid copy of OD degree from an accredited North American school or college of optometry.
- Signed waiver authorizing ABCMO to make any appropriate inquires needed to verify the validity of documents or statements furnished by applicant. (located at www.abcmo.org )
• A comprehensive CV of the applicant’s professional preparation, training and experience.

All applications are to include a cover letter briefly summarizing the applicant’s credentials, their CV and complete contact information (postal and e-mail) at which they which to receive ABCMO communications. To insure privacy, applications are to be submitted via USPS, FedEx or UPS mail. Candidates are solely responsible for ensuring the completeness of their applications, securing the required documents and payment of any fees that may accrue to securing them. Such applications will become a permanent part of the confidential records maintained by ABCMO. ABCMO shall not release or share these materials with any external body or individuals other than those comprising its Executive Committee nor indicate to the public those who may have sought and failed to receive its certification nor the number of times application was made. Only complete applications will be accepted.

Applications not listing both current e-mail and postal addresses can not be accepted.

Note: Candidates currently on the medical staff of a facility having a credentialing committee may furnish clear copies of License, Certificate of Residency Completion, OD Degree and State License(s) and self-query of the NPDB if accompanied by a letter of confirmation from their credentialing committee stating said License, Certificate of Residency Completion, OD Degree and State License(s) and NPDB report have been reviewed and found to be current and valid by the Credentialing Committee. Letters of recommendation shall be signed originals by the sender. It shall be the sole responsibility of candidates to fully comply with the above criteria and transmit them to the ABCMO Secretary and to include the address, telephone and email address at which they wish to receive ABCMO communications. Candidates become eligible for being awarded certification once they have both furnished all documents required and inspection by the Secretary determines they are valid and complete and all applicable applicant fees have been forwarded.

2. Career Path 2

• Completion of an ACOE accredited residency on or prior to August 1, 2006
• Identical requirements of Career Path 2 except passage of ACMO not required but documentation of significant practice of medical optometry for the four years immediately preceding the date of application is required.
• If applicant has successfully completed ACMO, only two years of significant practice of medical optometry is required immediately prior to the date of application.

3. Career Path 3

Since some optometrists who have not served residencies possess advanced competence in the specialty of medical optometry, ABCMO may, with adequately documented evidence of such advanced competence, allow such applicants to seek eligibility for certification if they meet the following criteria.

Meet all criteria of career path 1 except residency training and passage of ACMO (or equivalent) but document a significant history of practicing medical optometry for six years immediately prior to application and meet one or more of the following criteria utilizing documents acceptable to the Advisory Board.

1. National recognition as possessing advanced competence in medical optometry. Examples are a history of presenting lectures and/or laboratory workshops at the AOA and/or AAO or other well regarded regional meetings.
2. Significant publications (articles, texts, chapters) on medical optometry in peer reviewed journals, textbooks or popular journals.
3. Supervision and training of residents in medical optometry while holding a faculty appointment at an optometry or medical facility and written TPA clinical privileges.

4. Passage of ACMO (If eligible. See www.nbeo.org)

5. Fellow of the American Academy of Optometry.

6. Diplomate of the Ocular Disease or Primary Care Section of the American Academy of Optometry.

7. Fellow of the Optometric Retina Society

8. Fellow of the Optometric Glaucoma Society

9. Certification in ophthalmology by the American Board of Ophthalmology

The degree by which a candidate must meet one or more of the 9 criteria listed above is at the discretion of the Executive Committee based upon the strength and breath of the candidate’s overall credentials. Career Path 3 candidates will be required to sign a waiver authorizing the Board to undertake appropriate forms of inquiry to verify their proffered credentials and site of practice as well as provide information about the type of practice in which they treat patients and/or demographic data pertaining to diagnosis and treatment of the patients they treat.

General Note:

The retention and enhancement of the skills and knowledge required for the practice of the specialty of medical optometry requires its practice represent a significant portion of an applicant’s practice and that the applicant practices in a facility suitable to support such specialty practice with appropriate patients, ancillary equipment, equipment and staff. An applicant’s signing of the ABCMO Release Form thereby recognizes and authorizes ABCMO to make any inquiries or site inspections that it may deem necessary to determine if an applicant and applicant’s practice meet the requirements necessary to maintain and enhance the specialized clinical skill set and knowledge required of a specialist. The decision as to the suitability of an applicant’s practice site shall be part of the review process conducted by the Executive Committee during its evaluation of candidates.

ARTICLE VI: APPLICATION FEES

Fees for application are determined by the Advisory Board on an annual basis but carry no charge for Career Paths 1 and 2 until 2012. Thereafter, the fee of application shall be $175 (Career Paths 1,2) and $275 (Career Path 3) to cover the business expenses of the Board and its offices. Fees will be re-examined by the Advisory Board annually which shall continue to require operations be conducted in as frugal a fashion as possible to minimize the usage of fees to underwrite its operations. The initial officers and trustees have agreed to absorb their expenses to attend Board meetings excepting the lay members of the Board. In addition, the incorporator has agreed to continue to underwrite all ABCMO operating costs during the 4-year start-up period and thereafter, as he may determine necessary and appropriate to its proper functioning.

ARTICLE VII
OFFICERS and STANDING COMMITTEES

The Executive Committee will be comprised of the four officers of ABCMO of whom three shall hold the OD degree. The non-OD may hold any of the four officer positions upon nomination and election to that officer position as specified elsewhere.

Changes or alterations to the ABCMO constitution and bylaws shall require five or more positive votes of all six sitting board officers and trustees with positive votes by both public representatives required.

Those seeking to sit on the Advisory Board shall be nominated to a specific board position as either an officer or trustee and be required to receive two/thirds of the votes cast for that position on the Board. In the event of multiple candidates with none receiving two/thirds of the vote, the two receiving the most votes will be subject to
a second vote after which the candidate receiving the most votes will be elected to the position as specified in an above section, with a coin flip resolving ties.

From time to time, the Board shall, at the request of its President, organize standing or ad hoc committees made up of officers and trustees to address issues of importance to the Board that shall exist for such time as the Board determines to be required.

**ARTICLE VIII**

**MEETINGS**

**Annual Meeting**

The Annual Advisory Board meeting, and any necessary public business meeting, will occur in conjunction with the location of the annual meeting of the American Academy of Optometry. Advisory Board members are required to attend the annual meeting as part of the performance of their duties unless excused for reason of illness or personal emergency. Those seeking to serve on the Advisory Board do so with the knowledge that attendance at meetings and participation at other meetings and telephonic or internet/email conferences are part of the terms of their service as specified within this document. Proxy votes are not permitted save as specified elsewhere. Normally, ABCMO shall, once fully formed, be expected to meet in person or by electronic means on a semi-annual basis but there will be frequent and ongoing communications maintained by the officers at the scheduling of the President or by request of an officer. Once organized, the American College of Medical Optometry is expected to hold any annual meetings in conjunction with annual Advisory Board meetings to facilitate communication and minimize travel costs.

**Executive Committee Meetings and Officers.**

Advisory Board Executive Committee Members will meet separately and prior to the annual general Advisory Board meeting and public business meeting at which all Diplomates of the College of Medical Optometry are encouraged to attend and may meet at other times as required. Voting on the certification of candidates may be conducted by the Executive Committee either in person or by electronic proxy.

**Special Meetings.**

Special meetings may be called by the Advisory Board President when circumstances dictate the need for action prior to the next annual meeting. This may occur when unforeseen circumstances occur such as sudden resignation or death of an Advisory Board Member, changes in legislation mandating changes in bylaws, and any other urgent occurrence which requires the action of membership and ABCMO. When possible, these meetings shall be held by telephone or by electronic means but may be required to be conducted in person. While in its first two-years of operation, if without a full Advisory Board, the President shall act as needed to ensure that ABCMO operations are fulfilled per these Bylaws by fulfilling the duties of any vacant position(s) pro tempore.

**Expensed Incurred By Advisory Board Members**

When pre-authorized by the Executive Committee, expenses incurred by officers or trustees shall be submitted to the treasurer for payment and paid within 30 calendar days. In certain cases they may be paid in advance. To facilitate the initiation of operations the founding OD officers and OD trustee have agree to travel to all necessary ABCMO meetings at their personal expense.

**ARTICLE IX**

**PERSONAL LIABILITY**

**Liability.**
A. No committee, nor any trustee or officer of the Advisory Board, shall have the power to bind the members, trustees or officers or the individual members of the committees of ABCMO personally.

B. All persons or corporations extending credit to, contracting with or having any claims against ABCMO shall look only to the funds and property of ABCMO for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree or of any money that may otherwise become due or payable to them from ABCMO, so that neither the trustees or officers of the ABCMO Advisory Board nor their heirs, past, present or future, shall be personally liable.

C. Each person now and hereafter a member of the ABCMO Advisory Board, (and their heirs, executors and administrators), shall be entitled, without prejudice to any other rights they have, to be reimbursed and indemnified by ABCMO against all costs and expenses reasonably incurred in connection with, or arising out of any claim, action, suit, or proceeding of whatever nature in which they may be involved as a party or otherwise may be threatened by reason of having been a trustee or officer of the ABCMO board or employee of ABCMO or by reason of any action alleged to have been taken or omitted by them as such officer, trustee or employee, whether or not they continue to be an officer, trustee, member of a committee or employee at the time of incurring such costs or expenses, including amounts paid or incurred in connection with reasonable settlements (other than amounts paid to ABCMO) made with a view to curtailment of costs of litigation.

D. No such reimbursement of indemnity shall be paid or made for any expenses incurred or settlement made by such ABCMO Advisory Board officer, trustee or employee in connection with any matter as to which they shall be finally adjudged in any such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duty as such officer, trustee, member of a committee or subcommittee, or employee. In no event shall anything herein contained be construed so as to protect or to authorize ABCMO to indemnify an Advisory Board officer, trustee or employee against any costs or expenses incurred or settlement made in connection with any matter arising out of their own negligence or willful misconduct.

E. ABCMO officers, trustees, and employees shall not be liable to anyone for making any determination as to the existence or absence of liability of ABCMO hereunder or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

Article IX
Administrative

Seal.

The ABCMO Seal, Certificate and Signage and their designs and colorations shall be in such form as furnished by the incorporator to ensure continuity of heritage and brand integrity until such time the Advisory Board may vote to alter their designs, signage and colorations. The seal of the College of Medical Optometry shall be of its own design as determined by its Diplomate.

Fiscal Year.

The fiscal year of ABCMO shall be January 1st through December 31st each year.

Bonds.

The Executive Committee may, from time to time, require an agent of ABCMO to give bond for the faithful
performance of their duties. Any such bond shall be in such form, in such sum and with such sureties as the Executive Committee may determine. The premiums for all such bonds shall be paid by ABCMO.

Execution of Writings.

Any routine bill, note or check required for ongoing business operations in excess of $500 shall be made or signed on behalf of ABCMO by the Secretary and President.

Any other contract or written instrument shall be signed in the name and on behalf of ABCMO by the Advisory Board President and such Executive Committee officers whose signing may also be appropriate to seal, acknowledge and deliver the same.

Respecting Certain Contracts.

A. Officers of the ABCMO Executive Committee or trustees may be connected or associated with other corporations or nonprofit institutions or governmental bodies with which ABCMO may have financial relationships with only if:

1. No contracts or other transaction between ABCMO and any other entity as listed above and no act of ABCMO shall be affected by the fact that any Executive Committee Officer or Trustee is peculiarly or otherwise interested in or is a principal of such other entity as described above.

2. Any such Executive Committee Officer or Trustee individually, or any entity of such a member, is a party to or may otherwise be interested in any contract or transaction to which ABCMO is a party, provided that this full disclosure of interest is revealed to all Executive Committee officers.

Article X

Amendments of Bylaws

A. These Constitution and Bylaws may be amended at any meeting of the ABCMO Board by an affirmative vote of five of the six Advisory Board members with two positive votes required by the public members. Proxy votes are not allowed unless such votes are offered after the issuer of said proxy has taken part via appropriate technical means, in the full review, discussion and debate conducted by Advisory Board members prior to the time of the vote. An officer or trustee cannot “hand” a proxy to a fellow officer of trustee to later be voted unless the above conditions of full participation are met.

B. Amendments may be proposed, in writing, by any Trustee, Officer or Fellow of CMO or ABCMO certified practitioner no later than 90 days prior to the annual Board meeting. Amendments proposed must be accompanied by a seconding, written, supporting statement by a Fellow or ABCMO certified practitioner. Each proposed amendment shall be distributed to all those certified by ABCMO along with any relevant comments by members of the Advisory Board by 60 days prior to the annual Board meeting and they may offer written comments, pro and con, to the Board for its consideration no later than two weeks prior to the annual Board meeting.

Article XI

Personal liability and indemnification

The right to indemnification
Neither the Executive Committee nor any officer, trustee or employee shall have the power to bind any ABCMO Advisory Board member personally. All persons or corporations extending credit to, contracting with, or having any claims against ABCMO, shall look only to the funds and property of the ABCMO for payment of any debt, damage, judgment or decree, payable to them from ABCMO, so that neither its officers, trustees or employees shall be personally liable therefore.

**Indemnification**

ABCMO Advisory Board Members shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrarive, or investigative, including all appeals, by reason of the fact that that person is or was an officer, trustee, employee, member, or agent of the Advisory Board. Indemnification shall be against all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Corporation or is found liable on the basis that they improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the ABCMO Advisory Board.

**Limitations on indemnisation**

A. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the ABCMO Advisory Board.

B. Indemnification under this Bylaw shall be available only after a determination has been made that the person acted in good faith and:

   1. In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of ABCMO and its Advisory Board or,
   2. In all other cases, reasonably believed their conduct to be at least not opposed to the best interests of ABCMO and its Advisory Board.

C. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

D. The determination of indemnification required by Paragraph (B) above, must be made:

   1. By majority vote of Executive Committee officers not named as defendants or respondents in the proceeding; or
   2. By special legal counsel selected by the Executive Committee by majority vote of it officers not named as defendants or respondents in the proceeding.

E. Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified in subparagraph (D2) above, for the selection of special legal counsel.
Indemnity for successful defense

In spite of any limitations set forth in the Sections above, to the extent that any person has been wholly successful on the merits or otherwise in defense of a proceeding referred to in those sections, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

Advancement of expenses

Reasonable expenses incurred by an Advisory Board officer, trustee or agent thereof who was, is, or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Advisory Board in advance of the final disposition as authorized by the Board by majority vote of uninvolved board members. Before authorizing the advance, the Advisory Board must determine that under the facts then known, indemnification would not be precluded under these Bylaws. In addition, the Advisory Board must receive:

A. A written affirmation by the Advisory Board officer, trustee, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and

B. A written undertaking by or on behalf of the Advisory Board officer, trustee or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

Indemnification not exclusive

The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled to under any regulation, agreement, or vote of the disinterested Advisory Board Members. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Board members or any person referred to in this Article may have or acquire under the laws of the State of MI. Indemnification shall continue and inure to the benefit of their heirs, executors, and administrators of any person entitled to indemnification under this Article.

Insurance

The Advisory Board may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Board officer, trustee, employee, or designated agent of said board or who is or was serving at the request of the Advisory Board, partner, venturer, 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 Advisory Board 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 Advisory Board would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Advisory Board. Without limiting the Advisory Board’s power to procure or maintain any kind of insurance or other arrangement, the Board, 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 or:

1. Establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Advisory Board or with any insurer or other person deemed appropriate by the Advisory Board 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 Advisory Board. In the absence of fraud, the judgment of the Executive Committee as to the terms and conditions of the insurance or other arrangements and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the Executive Committee approving the insurance or arrangement to liability, on any ground, regardless of whether Executive Committee officers participating in the approval are beneficiaries of the insurance or arrangement.

**Execution of writings**

Unless the Executive Committee shall otherwise generally or in any specific instance provide:

A. Any bill or note or check shall be made or signed in the name and on behalf of ABCMO by either the President, Secretary or Treasurer if less than $500 but by the President if over this amount.

B. Any other contract or written instrument shall be signed in the name and on behalf of the ABCMO by the President and Secretary and other such officer that so signing such instrument may will also seal, acknowledge, and deliver the same.

C. Notwithstanding any other provision of this Article, any Executive Committee Member may, with the prior approval of the President and Treasurer, contract with hotels or other providers of services, goods or facilities necessary for the conduct of ABCMO business.

D. Any contract on behalf of ABCMO or checks over $10,000.00 shall be signed by the President and Treasurer and require approval by the full Executive Committee.

**Article XII**

**Parliamentary authority**

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

I ______________________, incorporator and president of said corporation registered within the state of Michigan as the American Board of Certification in Medical Optometry, do hereby certify the foregoing is a true and correct copy of the Bylaws of this corporation as revised.

Dated: June 3, 2010
Revised: January 1, 2011
Founding Advisory Board Members

Peter Lalle, O.D., Vice President
Gerald Selvin, O.D., Secretary
Mollie B McGinty-Tauren, O.D., Trustee