

THE AMERICAN BOARD OF OPHTHALMOLOGY

Bylaws

Revised November 2007

Article I: NAME

Section 1 The name of this Corporation is THE AMERICAN BOARD OF OPHTHALMOLOGY.

Article II: OBJECTS AND POLICY

Section 2.1 The principal purpose of the Corporation, in conformity with the purposes and powers expressed in Article II of its Articles of Incorporation, as amended, is to determine the eligibility of candidates who seek certification by the Corporation, to conduct examinations of eligible candidates, to issue certificates to those who meet the Corporation's requirements and pass its examinations, to require Maintenance of Certification (MOC™) of its Time-limited Diplomates, and to offer MOC to its remaining Diplomates. No candidate shall be granted the certificate without passing the Written Qualifying and Oral Examinations, and no Diplomate shall be granted recertification without completing the MOC requirements.

Section 2.2 It is the prerogative of the Corporation to determine the professional qualifications of any candidate to take the examinations.

Section 2.3 It is and shall be the policy of the Corporation to maintain its autonomy.

Article III: MEMBERS, DIRECTORS AND EMERITUS DIRECTORS

Section 3.1 The members of this Corporation are and shall be such individuals or organizations as may be designated by the Board of Directors from time to time. A member of the Corporation may, but need not as a condition to such membership, be a Director of the Corporation. Except as provided in this Article, members of this Corporation shall have no authority with respect to the affairs of the Corporation, such authority and power being vested exclusively in the Directors.

Section 3.2 The Board of Directors of this Corporation shall be comprised of not less than twelve (12) nor more than twenty-four (24) qualified individuals who shall be elected in the manner provided for in Section 3.3 of this Article. Public Directors may be elected by the Board of Directors to bring viewpoints from the public to the deliberations of the Corporation. Public Directors shall have such qualifications as may be specified by the Board of Directors from time to time. Public Directors shall not exceed two in number and shall be elected for an initial term of four years to correspond to the term of a Director; their tenure shall not exceed two terms. During their second term, Public Directors shall serve on the Executive Committee. Public Directors shall not participate in the oral examination of candidates for certification. With the exception of Public Directors,

no person shall be eligible to serve as a Director unless he or she currently is certified by this Corporation and is actively participating in Maintenance of Certification.

Section 3.3 The Board of Directors, as it may be comprised from time to time, shall have the power and authority to determine the size of the Board subject to the provisions of Section 3.2 hereof, to designate members of the Corporation, and to elect members of the Board of Directors, subject to the provisions of subparagraphs (a) through (d) hereof, from a slate of individuals nominated by Directors and members of the Corporation:

(a) Each person elected as a Director of the Corporation shall serve for the term (not exceeding four [4] years) for which he or she was elected, commencing the first day of January of the year in which the term of service is scheduled to begin; provided, however, that the number of persons so elected and their terms of office shall be fixed and staggered by the Board of Directors; and further provided that no person shall be eligible to serve as a Director for more than two terms.

(b) Newly elected members of the Board of Directors shall not be entitled to vote until their term of office begins, but they may, upon invitation of the existing Board or the Executive Director, participate in the meetings of the Corporation and the oral examination of candidates for certification prior to the commencement of their term.

(c) The Executive Director of the Corporation, duly elected by the Board of Directors pursuant to Article V of the Bylaws, shall serve the Corporation under contract for a term not to exceed five (5) years. No person shall be permitted to serve as Executive Director for more than ten (10) years, except that if a replacement has not been selected by the end of the individual's tenth year of service, the Executive Director may serve additional one-year appointments if so approved by a two-thirds vote of the Board of Directors, to a maximum of five additional years. No person shall be eligible to serve as Executive Director unless he or she is a present or past Director of the Board.

(d) The Executive Director shall be an ex-officio, fully voting member of the Board of Directors. The Executive Director's status as a Director ex-officio shall not be considered in determining the number of Board Directors and the classes of tenure as set forth in subparagraph (a) above. If, at the time of his or her election as Executive Director, an individual is serving as an elected Director and will not have completed a term of service as described in Article 3.3 (a) by the time he or she begins a term as Executive Director, he or she shall cease to be an elected Director as of the beginning of the term as Executive Director. The Board, through its nominations process, may elect a new Director to complete the unexpired portion of the term as Director.

(e) The tenure, duties, powers and rights of Directors elected under the Bylaws of this Corporation existing prior to amendment shall not be curtailed, affected or restricted by virtue of the amendment of this Article.

Section 3.4 Any vacancy among the elected members of the Board of Directors may be filled for his or her unexpired term by the Board of Directors.

Section 3.5 Former Directors of the Board (except for Public Directors) will be known as Emeritus Directors. The Board of Directors may appoint Emeritus Directors to serve as Associate Executive Directors and/or examiners for the oral examinations and for other such duties as the Board may, from time to time, determine in accordance with the provisions of these Bylaws. Such appointees shall serve at the pleasure of the Board.

Article IV: FUNCTIONS OF BOARD OF DIRECTORS

Section 4.1 The Board of Directors shall be vested with the management and control of the property, business, and affairs of the Corporation.

Section 4.2 Meetings

4.2.1 Regular meetings of the Board shall be held from time to time (but not less often than once each year) at such time and place, within or without the State of Minnesota, as may be fixed from time to time by resolution adopted by the Board.

4.2.2 Special meetings of the Board may be called by the Chair or by any five (5) of the Directors who send written requests to the Executive Director, and such meetings shall be held at such time and place, within or without the State of Minnesota, as may be designated in the notice of such meeting. Members of the Board of Directors may participate in a special meeting of the Board by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participation in such process shall constitute presence in person at such meeting.

4.2.3 No notice need be given of any regular meeting of the Board. At least ten (10) days' notice of each special meeting of the Board shall be given by the Executive Director to each member by mail, by telephone, by electronic mail or in person.

4.2.4 Notice of any meeting of the Board may be waived by a Director either before, at, or after such meeting, by a writing signed by such Director. Each Director, by his or her attendance and participation in the action taken at any meeting of the Board, shall be deemed to have waived notice of such meeting.

- 4.2.5 A majority of the whole Board shall constitute a quorum for the transaction of business, except that when a vacancy or vacancies exist, a majority of the remaining Directors shall constitute a quorum.
- 4.2.6 Each Director present at a meeting, including the Executive Director, shall be entitled to one vote.
- 4.2.7 Any action which might be taken at a meeting of the Board may be taken without a meeting if done in writing and signed by all Directors.
- 4.2.8 All Directors and Emeritus Directors shall receive their travel expenses and a per diem allowance for attending meetings of the Board of Directors or examinations. Nothing herein contained shall be construed to preclude any Director or Emeritus Director from serving this Corporation in any other capacity and receiving proper compensation therefore.
- 4.2.9 The rules contained in Robert's Rules of Order, Newly Revised shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of this Board.

Section 4.3 There shall be an Executive Committee of the Board consisting of the Chair, Vice-Chair, Executive Director of the Board, Public Directors in their second term, and the Chairs of the Written Examinations Committee, the Oral Examinations Committee, Finance Committee, Admissions Committee, Nominating and Governance Committee, Examiners Committee and the Maintenance of Certification Committee. The immediate past Chair of the Board shall be an ex-officio member thereof if he or she is still a Director whose term has not expired. During the period between regular meetings of the Board, the Executive Committee shall be vested with all powers and authority which the Board may exercise, provided the actions of such Committee shall not revoke prior but still effective action taken by the Board. The Executive Committee shall report its actions to the Board at each regular meeting of the Board.

Section 4.4 The Executive Committee and/or the Board of Directors may, upon the request of two or more of its members, meet in executive session. If the purpose of the executive session is to discuss the performance of the Executive Director or whether to renew the contract with the Executive Director, he or she shall be excused from that portion of the executive session.

Section 4.5 The Board may exercise the full extent of the powers which the Corporation has under Minnesota law, as such law exists from time to time, to indemnify the Executive Director, Associate Executive Directors, Directors, officers, committee members, employees and agents for expenses incurred by reason of the fact that they are or were Directors, officers, committee members, employees or agents of the Corporation. Such expenses shall include attorneys' fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The

Board may make advances against such expenses upon terms decided by it. The Board may exercise the full extent of the powers which the Corporation has under Minnesota law, as such law exists from time to time, to purchase and maintain insurance against the risks above described on behalf of its Executive Director, Associate Executive Directors, Directors, officers, committee members, employees and agents.

Article V: OFFICERS

- Section 5.1 The officers of the Corporation shall consist of a Chair, a Vice-Chair, an Executive Director, and such other officers as may from time to time be elected by the Board. Public Directors shall not be eligible to serve as officers of the Corporation.
- Section 5.2 The Board of Directors shall elect annually from within its number a Chair and a Vice-Chair, who shall hold office until their successors are elected and qualify. The Vice-Chair, absent special circumstances, shall serve in that capacity during his or her seventh year as a Director. The Chair, absent special circumstances, shall serve in that capacity during his or her eighth year as a Director. Also, from time to time in accordance with the provisions in Article 3.3 (c) of these Bylaws, the Directors shall elect from within or without their number an Executive Director and, at their discretion, one or more Associate Executive Directors. Each Associate Executive Director shall serve for such time and perform such duties as may be specified by the Board of Directors. Associate Executive Directors shall not have a vote in any matter that comes before the Board.
- Section 5.3 Any officer may be removed from his or her office with or without cause by a two-thirds (2/3) vote of the entire Board. If there be a vacancy among the officers of the Corporation by reason of death, resignation, removal, or otherwise, such vacancy shall be filled for the unexpired term by the Board.
- Section 5.4 The Chair shall preside at all meetings of the Board and of the Executive Committee and, in cooperation with the Executive Director and staff of the Corporation, shall prepare agendas for all meetings of the Board of Directors. The Chair, after consulting with the Executive Director, shall appoint members of all committees, unless otherwise provided in the Bylaws or resolution creating the same. The Chair shall be an ex-officio member of all committees, sub-committees, or special committees, other than the Executive Committee, of which he or she shall be Chair, and the Hearing Committee, of which he or she shall be a member. The Chair, where and when appropriate, shall assist the Executive Director in the performance of his or her duties. The Chair shall have the power to sign checks drawn on the accounts of the Corporation in the absence or disability of the Executive Director and shall have such other duties as may from time to time be prescribed by the Board.
- Section 5.5 The Vice-Chair shall assist the Chair in the performance of his or her duties and, during the absence or disability of the Chair, shall perform the duties and have

the powers of the Chair. He or she shall have such other duties as may from time to time be prescribed by the Board.

Section 5.6 The Executive Director reports to and receives all authority from the Board of Directors through its Executive Committee and implements all policies established by the Board, the Chair, the Executive Committee, and standing committees. The Executive Director is the Chief Executive Officer of the Board and is responsible for all activities of the Corporation. He or she is responsible for the management of the Board Office. He or she shall maintain or cause to be maintained files of all correspondence, personnel matters, business activities, financial matters, and minutes of all meetings, including an archival retrieval system. The Executive Director manages the financial activities of the Corporation in conjunction with the auditor, investment advisor, and Finance Committee and is responsible for cash disbursements, receipts, expenses, reimbursements, and honoraria payments in the course of the regular business and operations of the Board. The Executive Director must report regularly to the Chair of the Finance Committee on all matters relating to the fiscal affairs of the Corporation. In addition, the Executive Director shall submit to the Board of Directors, through the Chair of the Finance Committee, the annual report of the accountant prior to the last regular Board meeting of each year. The Executive Director serves as liaison with legal counsel on regular Board activities, and seeks legal opinions and advice on special matters as directed by the Chair of the Board and the Executive Committee. He or she prepares and distributes annual reports of Board activities to organizations and societies as appropriate and required.

The Executive Director maintains the Seal of the Board and is responsible for administration and coordination of all examinations, including the Written Qualifying, Oral, and Maintenance of Certification Examinations. He or she shall notify applicants, program directors, and other persons of the methods and deadlines for application and the time and place of the Written Qualifying, Oral, and Maintenance of Certification Examinations. The Executive Director manages the Board's credentialing and registration functions and review for all applicants in conjunction with the Admissions Committee. He or she arranges for proctored administration of the Written Qualifying Examination and the Demonstration of Ophthalmic Cognitive Knowledge Examination, and he or she coordinates the completion, distribution, receipt, scoring and analysis and reporting of results of these examinations. He or she arranges for the administration of the Periodic Ophthalmic Review Tests and the Office Record Review, and he or she coordinates the completion, distribution, receipt, scoring and analysis and reporting of results of these requirements. The Executive Director plans, coordinates, and implements all arrangements for the annual Oral Examinations and other meetings and activities held in conjunction with the Oral Examinations. In conjunction with the Examiners Committee, the Executive Director selects the primary and reserve lists of examiners for the Oral Examinations and coordinates an orientation program for new and returning examiners. The Executive Director issues notice of the results of the examination and issues certificates to passing

candidates. Failing candidates are notified of the results of the examination and the appropriate options for repeating the examinations.

The Executive Director maintains and inventories all background documents, questions, visual materials, and analysis of scores of the certification and Maintenance of Certification examinations and requirements and maintains and inventories all master files, props, equipment, and examination materials for the Oral Examinations. He or she maintains the records of candidates' files and permanent records of the Diplomates. The Executive Director is responsible for all administrative aspects of Maintenance of Certification, including appropriate communications with Diplomates and the public. The Executive Director is responsible for giving notice of the meetings of the Executive Committee, standing committees, and the Board of Directors. He or she plans, coordinates, and implements all preparations for the conduct of regular business meetings and assists in the development of the agenda. He or she records all minutes of the meetings of the Executive Committee and the Board of Directors and provides for staff coverage of other meetings as directed by the Chair of the Board. He or she serves as an ex-officio member of all standing committees and provides to such committees appropriate resource materials as they might request. He or she assists the Written Examinations Committee, Oral Examination Committee, and the Maintenance of Certification Committee in the development of new test methods and materials. The Executive Director maintains liaison with directors of ophthalmology residency training programs, ophthalmological groups and societies, and other medical organizations. He or she represents the Board of Directors in conjunction with other of the Board's officers, Directors, and designated administrative staff at the meetings of the American Board of Medical Specialties, the American Academy of Ophthalmology, the Association of University Professors of Ophthalmology, and other organizations as deemed appropriate by the Board of Directors. He or she maintains liaison with other subspecialty boards.

The Executive Director coordinates policy, planning, and development activities of the Corporation. He or she develops and carries out research projects in the development of examination procedures with general guidance and advice from the Board of Directors through its Executive Committee and standing committees. He or she coordinates an orientation program for new Directors. He or she performs such other or fewer duties as may, from time to time, be designated by the Board of Directors. The Executive Director shall be compensated in such amount as may be established from time to time by resolution of the Board and shall furnish a bond to the Corporation in such amount and with such terms as from time to time may be established by the Board.

Section 5.7 The Associate Executive Directors, if any, shall assist the Executive Director in the performance of his or her duties. In the event of the absence or disability of the Executive Director, the Board of Directors shall designate the Chair to perform the duties and have the powers of the Executive Director.

Article VI: COMMITTEES

Section 6.1 The Chair of the Board, after consulting with the Executive Director, shall appoint the following Standing Committees:

1. Examiners Committee
2. Nominating and Governance Committee
3. Admissions Committee
4. Written Examinations Committee
5. Oral Examination Committee
6. Finance Committee
7. Maintenance of Certification Committee
8. Development Committee
9. Hearing Committee

The Chair of each Standing Committee shall be a Director, and the members of each committee shall also be Directors, except that the Development Committee may include and may be chaired by Emeritus Directors. Public Directors may be appointed to serve as ex-officio members of the Admissions, Examiners, Finance, Development and Communications Committees and may serve as Chair of a Standing Committee as determined by the Board.

Section 6.2 The Examiners Committee shall, from time to time, solicit and receive suggestions from the Directors regarding individuals who should be considered as Examiners and shall assemble and maintain information on the availability, qualifications and performance of ophthalmologists who are certified by the Corporation and who may be available as Examiners. In conjunction with the Executive Director, the Examiners Committee shall select the primary and reserve lists of Examiners for the Oral Examinations and coordinate an orientation program for Examiners. The Chair of the Nominating and Governance Committee shall serve as an ex-officio fully-voting member of the Examiners Committee.

Section 6.3 The Nominating and Governance Committee shall make nominations for the officers to be elected by the Board at the annual meeting. Additional nominations may be made from the floor. This committee shall submit to the Board, at a regular or special meeting of the Board, a list of nominees for directors of the Board and/or for membership in the Corporation. The list presented by the Nominating and Governance Committee must contain, at a minimum, a number of nominees equal to the number of vacancies of officers and Directors for which the election is being held. Where a vacancy or vacancies on the Board of Directors will occur by reason of normal expiration of a Director's term, the list of

nominees shall be submitted to the Board at least one year before the vacancy is expected to occur. Additional nominations may be made from the floor. The Board may vote at any of its regular meetings to increase or decrease the number of Directors in accordance with Article 3.2 of these Bylaws and, in such instance, may elect not to fill an expected vacancy or elect more than the number of Directors that would be provided to fill expected vacancies. The members of the Nominating and Governance Committee shall consist of all Directors in their second four-year term of office. The Vice-Chair of the Board will serve as Chair of the Nominating and Governance Committee.

- Section 6.4 The Admissions Committee shall consider all matters that may properly come within its province and shall report its recommendations to the Board. It shall evaluate the credentials of applicants whose eligibility for acceptance has been questioned by the Executive Director and shall report to the Board as to such applicants' eligibility for certification and recertification, all in accordance with the Rules and Regulations of the Corporation.
- Section 6.5 The Written Examinations Committee shall prepare the questions and frame the rules of the written examinations, subject to the approval of the Board.
- Section 6.6 The Oral Examination Committee shall be vested with such power and authority to create and administer the oral examinations as may be delegated to it from time to time by the Board. In exercising such power and authority, the Committee shall organize and conduct the oral examinations in a manner that shall be reasonable and nondiscriminatory.
- Section 6.7 The Finance Committee shall receive and study regular reports from the Executive Director on all matters relating to the fiscal affairs of the Board, which shall include the annual report of the auditor. It shall report thereon to the Board. The committee shall perform such other duties as the Board may direct.
- Section 6.8 The Maintenance of Certification Committee shall be responsible for all credentialing programs of the Board which are not delegated to other standing committees of the Board.
- Section 6.9 The Hearing Committee shall be responsible for all hearings conducted in matters arising under Section 8.1 and shall report its findings and recommendations to the full Board. The Hearing Committee shall consist of the Chair, the Vice-Chair, two Directors in their second term, and one Director in his or her first term on the Board. The Vice-Chair of the Board shall serve as Chair of the Hearing Committee.
- Section 6.10 The Development Committee shall seek to raise funds for the Corporation.
- Section 6.11 The Performance Committee shall be responsible for periodic evaluations of the Executive Director.

Section 6.12 The Compensation shall be responsible for periodically reviewing the compensation of the Executive Director.

Section 6.13 The Chairs of the various committees shall present their reports in writing, whenever practicable, to the Corporation's office at least thirty (30) days before a scheduled meeting.

Section 6.14 By resolution, the Board may from time to time create such additional committees, sub-committees and task forces as may be deemed expedient.

Article VII: RULES AND REGULATIONS

The Board shall have authority to issue from time to time, and thereafter to amend, rules and regulations relating to the issuance by the Corporation of certificates as to proficiency in the practice of ophthalmology and the revocation thereof.

Article VIII: REVOCATION AND PROBATION

Section 8.1 The Board shall have the authority to impose disciplinary sanctions upon a candidate or a Diplomate and shall have the authority to revoke any certificate issued by the Corporation or to place the Diplomate on probation for a fixed or indefinite time or some combination of these, pursuant to rules and regulations established by the Board, for any of the following reasons:

- (a) the certificate was issued contrary to or in violation of any rule or regulation of the Corporation;
- (b) the person to whom the certificate was issued was not eligible to receive it;
- (c) substantial misstatement or omission of a material fact to the Board in an application or in any other information submitted to the Board;
- (d) any license of the person to practice medicine is not, or ceases to be, a valid and unrestricted license to practice medicine within the meaning set forth in the Rules and Regulations of the Board;
- (e) violation of rules and regulations of the Board relating to the Written Qualifying, Oral and Maintenance of Certification Examinations and applications to take the examinations;
- (f) presenting or distributing, or aiding, or assisting another person(s) to present or distribute, a forged document or other written instrument purporting to have been issued by or under the authority of the Board to evidence that a candidate, Diplomate, or any other person(s) is currently or was previously certified by the Board, when that is not the case, or claiming orally or in writing, or assisting another person(s) to claim, that a

candidate, Diplomate, or any other person(s) is currently or was previously certified by the Board, when that is not the case;

- (g) engaging in any conduct that materially disrupts any examination or that could reasonably be interpreted as threatening or abusive toward any examinee, proctor or staff.

Section 8.2 Hearings on matters arising under Section 8.1 shall be held before the Hearing Committee pursuant to the procedures set forth in the Rules and Regulations as amended from time to time.

Section 8.3 The Board shall have the right to publish the final decision and any factual findings that might help to explain the reasons for such decision in any matter arising under Section 8.1.

Article IX: AMENDMENTS

Section 9.1 These Bylaws may be amended or revised, (a) in the manner specified in Section 4.2.7 of these Bylaws, or (b) by the affirmative vote of two-thirds (2/3) of the entire Board, at any annual, regular, or special meeting; provided written notice of the proposed amendment or revision shall have been given to all Directors at least thirty (30) days prior thereto. Such notice having been given, the language of the proposed amendment or revision may be changed at the meeting at which it is considered, so long as unrelated matters are not added to or attached to the amendment or revision as provided in the notice.