



**AMENDED AND RESTATED
BYLAWS OF THE
AMERICAN COLLEGE OF VETERINARY OPHTHALMOLOGISTS, INC.**

(Approved by ACVO Members, March 23, 2024)

ARTICLE I - NAME

- 1.01 The name of the organization is the American College of Veterinary Ophthalmologists, Inc. (“ACVO”). ACVO is a nonprofit organization incorporated under the laws of the State of Illinois.

ARTICLE II - OFFICES

- 2.01 ACVO’s principal office is as determined by the Board of Regents.

ARTICLE III – PURPOSE

- 3.01 ACVO’s purposes are as stated in the Articles of Incorporation.

ARTICLE IV - MEMBERSHIP

- 4.01 *Membership Classes.* Membership in ACVO is available in five classes, Diplomate Members, Emeritus Members, Transitional Members, Retired Members and Honorary Members (collectively, “Members”).
- 4.02 *Diplomate Status.* Diplomate status is conferred by the American Board of Veterinary Ophthalmology (“ABVO”), upon applicants who meet the criteria for education, licensure, training, testing, and any other certification criteria established by the ABVO. Diplomate status conferred to individuals by the ACVO prior to creation of the ABVO and Charter Diplomates are indistinct from ABVO conferred Diplomates.
- 4.03 *Voting Member Status.* Diplomate Members, Emeritus Members, Transitional Members and Retired Members have the right to vote at elections and on other matters submitted for voting by the membership (“Voting Members”).
- 4.04 *Diplomate Membership.* Diplomate Membership is available to those who have been conferred Diplomate status by the ABVO, conferred Diplomate status by the ACVO prior to creation of the ABVO or are Charter Diplomates. Diplomate Members agree to adhere to the ACVO Code of Ethics, when applicable maintain

- certification, and pay applicable ACVO dues or assessments. Diplomate Members may vote, serve as Regents or on committees, and hold office.
- 4.05 *Transitional Membership.* A Diplomate Member may request dues forbearance if the member meets the criteria set forth in the Policies and Procedures documents.
- 4.06 *Emeritus Membership.* A Diplomate Member may request Emeritus Membership if the member meets the criteria set forth in the Policies and Procedures documents.
- 4.07 *Retired Membership.* A Diplomate Member may request retired membership if the member meets criteria set forth in the Policies and Procedures documents.
- 4.08 *Honorary Membership.* Honorary Membership is available to any individual who meets the criteria set forth in the Policies and Procedures documents.
- 4.09 *Application and Re-application for Membership.* An applicant for membership must complete, sign, and submit an application in the form provided by ACVO, according to the ACVO's application and dues policies. Re-application for membership following voluntary resignation or expulsion is set forth in the Policies and Procedures documents.
- 4.10 *Dues and Assessments.* The Board of Regents establishes dues and assessments for Diplomate Members.
- 4.11 *Resignation.* A Member may resign by non-payment of dues or written notification.
- 4.12 *Expulsion.* Failure to pay dues or assessments, failure to adhere to the ACVO Code of Ethics and/or Harassment and Discrimination policy, or to meet the criteria to maintain membership, is presumed to be adequate reason for expulsion and does not require advance notice to the Member or voting by the Board. A Member proposed for expulsion for another reason other than failure to pay dues or assessments, or failure to meet criteria for membership, is given advance written notice including the reason for the proposed expulsion. An appeal of expulsion must be submitted in writing to the Executive Director or the Board of Regents and will then be forwarded to the Governance Committee for final consideration. The decision of the Governance Committee shall be final with no further right of appeal. Final written notice of the Governance Committee's decision shall be provided to the Member and the Board of Regents.
- 4.13 *Annual Meeting.* An Annual Meeting of the Voting Members (AMVM) may be held on a date and at a place (including pursuant to Section 4.17 below) determined by the Board of Regents; if practicable, the AMVM is held in conjunction with the ACVO Scientific Program and the Annual Meeting of the Board. Prior to or at each AMVM, the Voting Members elect Regents and may transact other business.
- 4.14 *Special Meetings.* Special Meetings of the Voting Members may be called by the President, the Secretary-Treasurer, the Board of Regents, or by at least one-twentieth (1/20th) of the Voting Members.
- 4.15 *Notice.* Written notice stating the place, date and time of the AMVM and, in the case of a Special Meeting, the purposes for which the meeting is called, is to be delivered to each Voting Member at least ten (10), but not more than forty (40), days before the date of the meeting, either personally, by electronic means, or via

U.S. Postal mail.

- 4.16 *Quorum and Voting.* At an AMVM or Special Meeting, one-tenth (1/10th) of the Voting Members constitute a quorum. The vote of a majority of the Voting Members present where a quorum exists is required to take action unless a greater proportion is required by Illinois law, by the Articles of Incorporation, or by these Bylaws. Proxy voting of the Voting Members is prohibited.
- 4.17 Membership Voting by Electronic or Written Ballot. Any action that may be taken at any meeting of the Voting Members may be taken by secret written ballot either at a meeting, or without an in-person meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon. The action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. The ballot shall: set forth each proposed action; provide an opportunity to vote for or against the proposed action; indicate the number of responses necessary to meet the quorum requirements; state the percentage of approvals necessary to approve each matter; specify the time by which the ballot must be received by the corporation in order to be counted; and be accompanied by written information sufficient to permit each person voting to reach an informed decision. Members shall return their written ballots as directed by ACVO. Written ballots may not be revoked. Written ballots may be deleted or destroyed ten (10) days following the meeting unless the results are challenged. Challenges must be requested no later than 10 days following the vote.

ARTICLE V - BOARD OF REGENTS

- 5.01 *Authority.* The governing body of the ACVO is the Board of Regents, which has authority, and is responsible, for governance of ACVO. The Board establishes ACVO policy and monitors implementation of policy by the employed or contracted staff, under the direction of the Executive Director.
- 5.02 *Composition.* The Board of Regents is composed of the three Officers, three at-large Regents, and a non-voting *ex officio* Regent who is the ACVO Representative (or Alternate Representative) to the Veterinary Specialties Organization Committee (“VSOC”). Additional non-voting *ex officio* Regents may serve as appointed.
- 5.03 *Election of Board Members.* The at-large Regents, the Secretary-Treasurer, and the Representative and Alternate Representative to the VSOC, are elected by the membership. Members may run for the office of Regent if they meet minimum qualifications established by the Nominating Committee. Regents are elected at the AMVM by secret written ballot or pursuant to Section 4.17. Qualifications and elections of Regents are according to procedures established by the Nominating Committee and approved by the Board of Regents. Following completion of Regents’ service, Regents may elect to (but are not obligated to) ascend to the office of Vice-President and subsequently President.

- 5.04 *Terms of Office.* At-large Regents, *ex officio* Regents, and Representatives to the VSOC serve three-year staggered terms of service with a maximum of two consecutive terms. Consecutive reappointment shall be determined by the Board of Regents.
- 5.05 *Vacancies.* If a vacancy occurs on the Board for any reason, the position is filled for the unexpired portion of the term by Board appointment, determined by a 2/3 vote of the Regents.
- 5.06 *Resignation or Removal.* A Regent may resign at any time by providing written notice to the ACVO President. A Regent may be removed for any reason by a two-thirds (2/3) vote by secret written ballot of the Voting Members at a meeting (either in-person or pursuant to Section 4.17) where a quorum is present.
- 5.07 *Compensation.* Regents do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy.
- 5.08 *Regular Meetings.* The Board meets at least twice annually, once in connection with the ACVO AMVM as well as additional meetings if necessary, at whatever time and place it selects. Notice is given at least thirty (30) days prior to the meeting and agendas distributed to Board members and Executive staff at least fourteen (14) days prior to the meeting.
- 5.09 *Quorum and Voting.* A quorum to conduct business at a Board meeting is a majority of voting Board members. Unless provided otherwise by Illinois law or by these Bylaws, a majority of votes cast at a meeting where a quorum is present is required to approve an action of the Board. Meetings may be held electronically. Proxy voting is not permitted. The Board may take action without a meeting if all voting Board members consent to the action in writing. Writing will include electronic transmissions.
- 5.10 *Committees.* The Board may appoint whatever *ad hoc* committees it deems necessary or desirable to assist in governing ACVO.

ARTICLE VI - OFFICERS

- 6.01 *Officers.* The Officers of ACVO are the President, Vice-President, and Secretary-Treasurer. No individual may hold more than one Officer Position at a time.
- 6.02 *Terms.* Regents will serve three-year staggered terms. Officers' terms are defined independently in the related sections herein.
- 6.03 *President.* The President is the chief elected officer of ACVO and presides at meetings of the Voting Members and of the Board of Regents. Upon completing the term in office, the President will serve as Chairperson of the Nominating Committee one year and outgoing member a second year. The President's term may be one or two years as determined by the Board of Regents and agreed upon by the President.
- 6.04 *Vice-President.* The Vice-President serves as Parliamentarian at all Voting Membership and Board of Regents meetings. The Vice President serves in place of the President when unavailable to serve and until resuming service. The Vice-President's term may be one or two years, depending on the term of service of the preceding President, and is elected by the Regents from within the currently serving Board. The Vice-President will ascend to the President's position at the

- end of the determined term without further election.
- 6.05 *Secretary-Treasurer.* The Secretary-Treasurer is the chief elected financial officer of ACVO and is responsible for maintaining ACVO's financial and historical records, for assuring the proper financial controls and reporting by ACVO, as well as for legal and tax exemption compliance. Candidates for this position will be vetted by the Nominating Committee and presented to the Membership for election. The Secretary-Treasurer term shall be three years, renewable by the Regents. The Secretary-Treasurer will be a voting officer but not a Regent and may or may not be elected from the currently serving Regents.
- 6.06 *Resignation and Removal.* An Officer may resign at any time by providing written notice to the ACVO Board of Regents. An Officer may be removed for any reason by a two-thirds (2/3) vote by secret ballot of the Voting Membership at any meeting where a quorum is present.
- 6.07 *Vacancies.* In the event that the office of President becomes vacant, the Vice-President assumes that office for the remainder of the term. In the event that any other Officer position becomes vacant, the President appoints an interim officer from the currently serving Regents to fill the vacant office until a new Officer is elected by the Board at its next scheduled meeting to fill the unexpired term.

ARTICLE VII - EXECUTIVE DIRECTOR

- 7.01 *Engagement and Authority.* ACVO employs an Executive Director, at the discretion of the Board of Regents, who is the chief employed executive of ACVO. The Executive Director reports to the Board of Regents when it is in session, and otherwise reports to the President. The Executive Director is responsible and accountable for the administration of ACVO; for supervision, control, and management of all other ACVO employees or agents; and for binding ACVO to legal contracts and obligations to the extent authorized by the Board of Regents.

ARTICLE VIII – STANDING COMMITTEES, AD HOC COMMITTEES AND TASK FORCES

- 8.01 *Appointment.* ACVO maintains the Standing Committees described in this Article and other *ad hoc* committees or task forces authorized by the Board of Regents. The Board appoints Voting Members of ACVO to serve on those committees or task forces and Diplomate Members to serve as committee Chairpersons. A member of the Board of Regents must serve as Chairperson of an appointed Task Force. At the discretion of the Board, non-Members may be appointed to serve on committees as needed, or as requested by the committee or task force Chairperson. The terms of committee or task force members and Chairpersons are as determined by the Board, and members or Chairpersons may be removed by 2/3 majority vote of the Board. Each ACVO Committee or task force must provide written reports its activities at least twice annually in conjunction with the Board of Regents' meetings.
- 8.02 *Nominating Committee.* The Nominating Committee consists of the immediate Past President, who serves as the Chairperson of the Committee, the past

- Chairperson and at least one (1) additional Voting Member of ACVO, none of whom is a current Regent or Officer. The Nominating Committee establishes qualifications, requirements and other criteria for the positions of ACVO Regent, Emeritus Member and Honorary Member. It oversees and supervises the ACVO (but not ABVO) election process, including recommending qualified candidates for the ACVO Board of Regents and evaluating nominees for Emeritus and Honorary Membership. It assures fair and unbiased ACVO elections.
- 8.03 *Audit Committee.* The Audit Committee consists of the Secretary-Treasurer, who serves as the Chairperson of the Committee, and at least one (1) additional Member who is a current Regent or Officer, typically the President. The Chairperson shall have had some experience with finances and financial audits. The Executive Director will participate in activities of the Audit Committee. The Audit Committee meets at least annually and has exclusive responsibility for selecting and evaluating the financial auditors of ACVO; the Committee assists in the presentation of the annual financial report to the Board of Regents. The Committee is also responsible for developing and maintaining ACVO policies for conflicts of interest, whistleblower protection, document retention and destruction, executive compensation, and joint ventures with taxable entities, if any, with all of these policies subject to approval by the Board of Regents.
- 8.04 *Ethics Committee.* The Ethics Committee consists of a Chairperson and at least three (3) additional Voting Members of ACVO, none of whom are current Regents or Officers. The Ethics Committee is responsible for reviewing all Code of Ethics and other related issues. It oversees and supervises the interpretation and enforcement of the ACVO Code of Ethics and other related policies according to procedures approved by the Board of Regents. The Ethics Committee has authority to resolve finally all complaints and cases arising under the Code of Ethics and other related policies, with respondents having appeal rights to the Governance Committee. Disciplinary action by the Ethics Committee includes censure, suspension, or expulsion from the ACVO, in each case either public or non-public. The Committee assures promulgation to Diplomat Members, Transitional Members, Emeritus Members, Retired Members and Honorary Members of the current Code of Ethics and other related policies, the Committee's interpretations of the Code and other related policies, and the procedures for enforcement of the Code and other policies including complaints to the Board of Regents and appeals to the Governance Committee.
- 8.05 *Membership Promotion and Outreach Committee ("MPOC").* The Membership Promotion and Outreach Committee consists of a Chairperson and at least two (2) additional Voting Members of ACVO, none of whom is a current Regent or Officer. The Educational Resources Committee is responsible for collecting, developing, evaluating, and distributing educational materials in the field of veterinary ophthalmology. The MPOC is also responsible for efforts to promote veterinary ophthalmology, the ACVO, and Diplomat Members to the general public and other veterinarians.
- 8.06 *American Board of Veterinary Ophthalmology ("ABVO").* The ABVO is an unincorporated super-committee established within the ACVO with the purpose of promoting the advancement of veterinary ophthalmology

through establishing and administering academic standards, training programs, examination procedures, and other requirements for achieving (and/or maintaining, as applicable) ACVO Diplomate status. The ABVO Board is composed of four (4) Members who are ACVO Diplomates elected by the voting members of the ACVO, and a Public Member appointed by the ABVO Board. The ABVO Board shall appoint their Chairperson. Any member of the ABVO Board except the Public Member may serve as Chairperson. Elections and appointments shall take place annually, as set forth in the ABVO Charter and ABVO Policies and Procedures documents. None of the ABVO Board Members shall serve concurrently on the ACVO Board of Regents, as an Officer of the ACVO, or as a member of an ABVO Committee. An ABVO Board Member may resign at any time by providing written notice to the remainder of the ABVO Board. An ABVO Board Member may be removed by a majority vote of the ABVO Board Members when a quorum is present, or for any reason by a 2/3 vote by secret ballot of current Diplomates of the ACVO.

The Board of Regents has delegated to the ABVO autonomy and all responsibility for all professional certification activities, procedures, decisions, appeals, and other related activities of the ACVO, with no recourse or appeal to the Board of Regents. The ABVO has a separate Charter regarding its scope that is subject to approval of the ACVO Board of Regents and has Policies and Procedures that are subject to approval of the ACVO Governance Committee.

In fulfilling its accreditation and certification responsibilities, the ABVO will use appropriate consensus-building communications and procedures within the discipline of veterinary ophthalmology, and in other disciplines or domains affected by or related to veterinary ophthalmology, at the discretion of the ABVO. The ABVO acknowledges that ACVO Diplomates are major stakeholders in the credentialing and certification process and will communicate major changes in the process to ACVO Diplomates prior to implementation of such changes.

- 8.07 *Governance Committee.* The Governance Committee consists of a Chairperson and at least (4) additional Voting Members of the ACVO, none of whom serve on the Ethics Committee, is a current Officer or Regent of the ACVO, or Officer of the ABVO. The Governance Committee is responsible for two primary functions:
- 1) The Committee shall conduct periodic reviews of the ACVO Charters, Bylaws, and Policies and Procedures, and the ABVO Charter as it relates to the ACVO, for consistency across these documents. To that end, at the request of either the ACVO BOR or the ABVO, the Governance Committee may review, report on, and/or develop recommendations for consideration by each Board on their respective documents. Changes to ACVO Policies and Procedures may be made as needed to reflect the Committee's responsibilities.
 - 2) The committee shall also serve as a commissary body to review and make final determination on any appeal filed within the ACVO. It shall complete a fair, transparent, and prompt review of any appeal filed by any individual or interested party who believes they have grounds for appeal of a decision or action made by

an ACVO committee or by the Board of Regents.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

- 9.01 *Indemnification.* ACVO will indemnify and defend Regents, Officers, committee and task force members and Chairpersons, volunteers, employees, and agents to the full extent permitted by Illinois law against claims arising in whole or in part from the performance of their duties on behalf of ACVO, or alleged failure to perform, provided that those indemnified are not found to have engaged in gross negligence or fraud.
- 9.02 *Insurance.* ACVO will maintain liability insurance for itself as an entity and for its Regents, Officers, committee and task force members and Chairpersons, volunteers, employees, and agents sufficient, in the determination of the Board of Regents, to satisfy Illinois law and to provide adequate protection.

ARTICLE X - AMENDMENTS

- 10.01 The Voting Members, at any meeting where a quorum is present, may amend these Bylaws by a two-thirds (2/3) majority vote by secret written ballot, if a notice describing the proposed amendments was provided with the notice of the meeting. Votes may be cast either at an in-person meeting of the Voting Members or by electronic voting pursuant to Section 4.17 above.

These Bylaws were adopted by the ACVO and became effective as of March 23, 2024.

APPROVED: American College of Veterinary Ophthalmologists, Inc.

By: Dr. William Miller
President

Attest: Dr. Alexandra van der Woerd
Secretary-Treasurer