

BYLAWS
OF
**THE CENTER FOR ORTHOTICS AND PROSTHETICS LEARNING AND
OUTCOMES/EVIDENCE-BASED PRACTICE**

ARTICLE I

NAME

The name of this corporation is The Center For Orthotics And Prosthetics Learning And Outcomes/Evidence-Based Practice. It is hereinafter referred to in these Bylaws as the Center.

ARTICLE II

PURPOSE

The general purpose of the Center is to promote research and education within the field of orthotics and prosthetics. Educational initiatives will focus on clinical education for professionals as well as external efforts to inform the general public and health care community on topics relating to orthotics and prosthetics, including as relevant to patient care. Research objectives will include advancement of knowledge and technologies in orthotics and prosthetics, enhancement of evidence-based medicine research capabilities, and patient-oriented outcomes designed to ensure that the needs of patients are best served.

ARTICLE III

MEMBERSHIP

1. **Individual Members.** The Center shall have individual members only. Center Members shall have no voting rights.

2. **Eligibility.** Any individual who is an employee of an entity that is a member of the American Orthotic & Prosthetic Center (“AOPA”) shall be eligible to become a Member of the Center. Application procedures, as well as any additional membership criteria for such persons, may be established by the Board of Directors. The Board of Directors may consider a proposal from any other nonprofit organization in the field of orthotics and prosthetics to facilitate individual membership in the Center.

3. **Membership Dues.** The Board of Directors shall establish the amount of annual dues for membership in the Center.

4. **Benefits and Obligations of Membership:** Center Members shall enjoy such benefits as determined by the Board of Directors. Center Members shall be obligated to abide by these Bylaws and any other rules and regulations established by the Board of Directors.

5. **Termination of Membership:** Any Center Member ceasing to qualify for membership as set forth in Section 2, above, including any additional criteria established by the Board of Directors, shall cease to be a Member of the Center; provided, however that should an Center Member become ineligible for Center Membership due to leaving the employ of the AOPA member company, or due to the AOPA member company ceasing to be an AOPA member, he or she shall be allowed a period of one hundred and twenty (120) days to secure employment with another AOPA member company, and, if successful, his or her membership in the Center shall continue.

ARTICLE IV

BOARD OF DIRECTORS

1. **General Powers.** The property, affairs, and business of the Center shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Center and to committees such powers as provided for in these Bylaws.

2. **Designation and Election.** Each of the following organizations shall be eligible to appoint one (1) representative to the Board of Directors:

American Orthotic and Prosthetic Association
American Board for Certification in Orthotics, Prosthetics & Pedorthics
National Association for the Advancement of Orthotics and Prosthetics
American Academy of Orthotists and Prosthetists
Amputee Coalition of America
Orthotic and Prosthetic Assistance Fund
National Commission on Orthotic and Prosthetic Education
Board of Certification/Accreditation, International
Pedorthic Footwear Association
American Academy of Orthopaedic Surgeons

In addition, a Nominating Committee appointed by Board of Directors shall nominate two (2) persons annually to serve as at-large members of the Board of Directors, such that there shall be four (4) at-large members of the Board of Directors serving at any time. These nominations shall be submitted to the Board of Directors for approval.

3. **Meetings.** (a) The Board of Directors may provide by resolution the time and place for the holding of the regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by or at the request of the Chairman or by a majority of the Board of Directors, who may fix any place as the place for holding any special meeting.

4. **Notice; Quorum.** (a) Notice of any special meeting of the Board of Directors shall be given at least seven days previous thereto by written notice delivered personally or sent by US mail or electronic mail, or facsimile to each Director at his or her address as shown by the records of the Center. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

(b) The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

6. **Terms.** The Directors appointed by the organizations named in Section 2, above, shall serve at the pleasure of the appointing organization. The at-large directors shall serve terms of two years and may succeed themselves in office.

7. **Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Center in any other capacity and receiving reasonable compensation therefor.

8. **Informal Action.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

9. **Removal.** The vote of two-thirds of the Directors shall be required to remove a Director from office.

10. **Vacancies.** A vacancy due to the resignation, death, or removal of a director who was appointed by an organization named in Section 2, above, or due to failure of any such organization to appoint a representative, may be filled only by such organization. A vacancy in an at-large position may be filled by the remaining Directors at any regular or special meeting.

ARTICLE V

OFFICERS

1. **Officers**: The officers of the Center shall be a Chairman, a Vice Chairman, and a Secretary/ Treasurer.

2. **Election, Qualifications and Term of Office**: All officers shall be elected at the meeting of the Board of Directors for one year terms. The Chairman, the Vice Chairman, and the Secretary/Treasurer must be Directors of the Center in order to qualify for election. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Officers may serve successive terms.

3. **Removal**: Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Center can be served thereby.

4. **Vacancies**: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5. **Chairman**: The Chairman is the Chief Volunteer Officer of the Center and shall preside at all meetings of the Board of Directors, Executive Committee, and members and shall perform all duties assigned under these Bylaws or assigned to him or her by the Board of Directors.

6. **Vice Chairman**: In the absence of the Chairman, the Vice Chairman presides at all meetings. The Vice Chairman shall also carry out all duties assigned by these Bylaws and by the Chairman of the Board or the Board of Directors.

7. **Secretary/Treasurer**: The Secretary/Treasurer shall: (1) keep the minutes of the members and Board of Directors meetings; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) chair the Center's Finance Committee; (4) submit all annual financial statements, audits and reports to the Board of Directors and (5) in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors.

ARTICLE VI

COMMITTEES

1. **Executive Committee**: There shall be an Executive Committee consisting of the Officers of the Center, which Committee between Board meetings shall exercise all the powers of the Board in the management of the affairs of the Center except as limited by law. A majority

of the Executive Committee shall constitute a quorum. The Executive Committee shall keep minutes of its meetings and shall submit for ratification all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. .

2. **Other Committees**: The Board of Directors shall determine what standing and special committees are necessary and shall appoint such committees and their chairmen. The Board of Directors also may dissolve such committees in its discretion.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. **Contracts**. The Board of Directors may authorize any officer or officers, agent, or agents of the Center in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Center and such authority may be general or confined to specific instances.

2. **Checks**. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Center, shall be signed by such officer or officers, agent, or agents of the Center and in such manner as shall from time to time be determined by resolution of the Board of Directors. .

3. **Deposits**. All funds of the Center shall be deposited from time to time to the credit of the Center in such banks, trust companies, or other depositories as the Board of Directors may select.

4. **Funds**. The Board of Directors may accept on behalf of the Center any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Center.

ARTICLE VIII

BOOKS AND RECORDS

The Center shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or

investigative and whether formal or informal (hereinafter, "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Center, shall be indemnified and held harmless by the Center to the fullest extent permitted by the laws of the District of Columbia, though not in excess of the actual amount of the Center's available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities and losses (including reasonable attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of willful misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Center.

ARTICLE X

PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Center where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XI

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors.