

BYLAWS
OF
NATIONAL COMMISSION ON
ORTHOTIC AND PROSTHETIC EDUCATION, INC.

Article 1

Corporate Name

The name of the corporation is National Commission on Orthotic and Prosthetic Education, Inc. (hereinafter, the "Corporation"). The Corporation may use a "doing business as" name as is deemed appropriate by the Board of Directors (hereinafter, the "Board").

Article 2

Organizational Purposes

The Corporation is organized and shall be operated for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time-to-time (hereinafter, the "Code") and in this connection to: (i) promote education in the field of orthotics and prosthetics and raise the standards of education in the field; (ii) develop standards for, and accredit orthotics and prosthetics programs; (iii) establish accreditation and evaluation procedures in orthotics and prosthetics education; (iv) aid the development of new orthotics and prosthetics programs; (v) publish an annual report on orthotics and prosthetics education; (vi) hold by bequest, devise, gift, grant, purchase, or lease any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (vii) sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board will best promote the purpose of the Corporation and the field of orthotics and prosthetics without limitation, except such limitations, if any, as may be contained in (x) the instrument under which such property is received, (y) the Certificate of Incorporation, or (z) these Bylaws or any laws applicable thereto; and (viii) do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof permitted under the Delaware General Corporation Law (hereinafter, the "DGCL"), but not for pecuniary profit or financial gain of its members. It is intended that contributions to the Corporation shall be made on a tax deductible basis in accordance with the most favored tax status to be sought for this Corporation to: ensure the continued quality and development of orthotics and prosthetics education; acquire, preserve and disseminate valuable information relevant to the furthering of the purpose of the Corporation; and engage in any lawful act or activity for which non-profit corporations may be organized under the DGCL. It also shall be

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the Corporation's purpose and object to provide in-kind assistance to individuals, institutions, organizations and associations in the field of orthotics and prosthetics education, and such monies are to be conferred on a reimbursable or non-reimbursable basis as the Board may from time to time prescribe.

Article 3

The Board

Section 1. General.

(a) Composition The affairs of the Corporation shall be managed by the individual directors constituting the Board. The initial number of directors of the Corporation shall be eleven (11), which number may be increased or decreased by an affirmative majority vote of the Board, or as set forth in Section 2(b) below.

(b) Powers The Board shall have the following powers: (1) appoint, establish, and guide committees and to set forth specific guidelines for their governance; (2) raise capital to further the Corporation's organizational purposes as set forth in Article 2; (3) delegate authority to individuals outside the Board to carry out tasks in furtherance of the Corporation's organizational purposes; (4) adopt an annual budget and supervise its implementation; (5) elect officers of the Corporation and its Executive Director; (6) select directors for a vacant position(s) from nominations submitted by organizations and/or persons who have an interest in the affairs of the NCOPE, including but not limited to trade associations, professional societies, accreditation groups, consumer groups, or individual members or organizations of the profession; and (7) perform any other acts permitted by either the DGCL, the Certificate of Incorporation or these Bylaws.

(c) Qualifications Each director shall be a natural person of majority age, and need not be a resident of the State of Delaware. In furtherance of the organizational purposes set forth in Article 2 of these Bylaws, the Board shall be comprised of at least the following individuals: (1) one (1) person whose practice is a member in good standing in the patient care facility or education & research institutions categories from American Orthotic & Prosthetic Association; (2) one (1) person who is a member in good standing in the active members category from the American Academy of Orthotists and Prosthetists; (3) two (2) people who are certified at the practitioner level and in good standing by the American Board for Certification in Orthotics & Prosthetics; (4) two (2) people who are current residency directors from active residency programs accredited by the National Commission on Orthotic & Prosthetic Education; (5) two (2) people as chosen by a majority vote of orthotic and prosthetic Commission on Accreditation of Allied Health Education Program accredited programs; (6) one (1) person chosen by a majority vote of orthotic and prosthetic technician level programs accredited by the National Commission on Orthotic and Prosthetic Education; and (7) two (2) people from the public at large (the "Public Members") who shall possess voting rights similar to those of other Board members. A Public Member shall not be an orthotic or prosthetic care provider. Additionally, at least one Public Member shall have a background and experience in higher education. In the event that a director's affiliation with any of the organizations mentioned above shall terminate, and said director is not elected pursuant to category (5) of this paragraph, then

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such director's position shall terminate immediately and the Corporation shall fill such vacancy pursuant to the procedures set forth in Section 3 of this Article.

Section 2. Election, Term and Classification of Directors.

(a) Election and Term. Directors shall be divided into three reasonably equal classes for the purpose of their election. The term for each class shall be on a staggered basis. The term for each Director shall be three (3) years. No director may serve more than two (2) consecutive terms, unless such director has not completed his or her term as the Chairperson or Immediate Past Chairperson of the Corporation, in which event the composition of the Board shall be modified as set forth in Section 2(b) below. At each annual meeting of the Board, the successor to the Directors of the class whose term shall expire in that year shall be elected. Any individual elected as a director by the Board at a time other than at an annual meeting of the directors shall be apportioned to a class of directors in such manner as to keep the number of directors in each class reasonably equal, and consistent with Article 3, Section 1(c).

(b) Change to Board Composition. If the term of a director is extended beyond the term expiration date as set forth in Section 2(a) of this Article, the composition of the Board shall be increased to not more than thirteen (13) members of the Board of Directors during the period of the extended term of the Chairperson and/or Immediate Past Chairperson.

Section 3. Procedure for Filling Vacancies.

(a) General Any vacancy occurring among directors, for any reason, unless otherwise provided in these Bylaws, may be filled at a duly called meeting by a majority of the remaining Board at which a quorum is present, as defined by Section 8 of this Article. A director elected by the Board to fill a vacancy shall be elected to hold office for the unexpired term of his/her predecessor in office. If the Board chooses to increase the number of additional directors, qualified replacements will be selected based upon criteria determined by the Board, and placed in the appropriate directors' classification so that each class is reasonably equal. Vacancies on the Board occur pursuant to the following events: death, removal, resignation, or expansion of the Board. If a vacancy arises pursuant to the death, removal, or resignation of one of the directors, a new director will be elected pursuant to these Bylaws. If the Board expands the number of directorship positions, additional directors will be selected from a pool of qualified candidates selected and approved by the Board.

(b) Removal A director may be removed from his/her position at a meeting called by the Board expressly for that purpose, with or without cause, by a vote of at least a supermajority of the entire remaining Board. Notice of any meeting at which such a vote is to take place shall state that the director's removal is the purpose of such meeting.

(c) Resignation A director may resign by giving written notice to the Board or the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery.

Section 4. Chairperson.

A Chairperson of the Board shall be elected by a majority of the directors on the Board at which a quorum is present. The Chairperson shall preside over all meetings of the Board for a term of no more than three (3) years or until his/her removal or resignation. The Chairperson may not be elected to serve more than two (2) consecutive terms.

Section 5. Annual Meetings.

The Board shall hold an annual meeting each year either within or without the Commonwealth of Virginia during which it shall conduct the business of the Corporation, including, without limitation, the election of directors and officers, and the consideration of opinions or motions of directors. Unless otherwise provided for by the DGCL, the Board shall provide at least thirty (30) days written notice of such annual meeting to all directors at their last known address. The notice shall set forth both the date and the matters to be addressed at the annual meeting.

Section 6. Regular Meetings.

Either the Chairperson, Vice Chairperson, Secretary or Treasurer may call a regular meeting of the Board. Regular meetings may be held either within or without the Commonwealth of Virginia, as determined by the Chairperson, and upon at least thirty (30) days written notification of the directors.

Section 7. Special Meetings.

Special meetings of the Board shall be called by the Chairperson, Vice Chairperson, Secretary, or Treasurer, on at least fourteen (14) days notice regardless of whether such notice is delivered personally, by telegram, telephone, permissible electronic communication, or sent by mail. Special meetings shall be held within or without the Commonwealth of Virginia at a time and place designated within the notice to the directors, and the notice shall set forth the matters to be addressed at the special meeting.

Section 8. Quorum; Required Votes; Adjournments.

Except as otherwise stipulated in these Bylaws, at all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of directors at a meeting shall be the act of the Board, except as may be specifically provided for by the DGCL, the Certificate of Incorporation, or these Bylaws. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting until a quorum shall be present. At least two (2) days notice must be given to all absent directors provided that such directors have not waived notice of said meeting.

Section 9. Action by Consent.

Any action permitted or required to be taken at a meeting of the Board may be taken without a meeting if a written consent to such action is signed by all directors, and such written consent is filed with the minutes of the other proceedings of the Board.

Section 10. Meetings by Telephone.

Special meetings may be held by means of telephone conference, similar communication equipment and/or other permissible electronic communication during which all members participating in the meeting can participate at the same time. Participation by such means shall constitute presence at such meeting except where a director participates for the sole purpose of objecting to the transaction of business on the grounds that the special meeting is not lawfully convened or called.

Section 11. Policy and Procedures.

The Board shall establish, maintain, and enforce policies and procedures set forth in a manual containing such governance rules determined by the Board.

Section 12. Minutes.

The Secretary shall record and publish the minutes of any Board meeting which shall be promptly delivered to every director on the Board.

Article 4

Notice

Section 1. Form and Delivery.

Whenever, under the provisions of the DGCL, the Certificate of Incorporation, or these Bylaws, notice is required to be given to any director or member of the Corporation, unless provided otherwise in the Certificate of Incorporation or these Bylaws, such notice shall be given not less than fourteen (14) days, nor more than sixty (60) days, in advance of the meeting and may, unless otherwise provided by the DGCL, the Certificate of Incorporation, or these Bylaws, be given personally, by mail, by telephone, by telegram, by permissible electronic communication, or by similar transmission. Notice shall be considered given at the time it is given personally, deposited in the mail, or otherwise delivered for transmission.

Section 2. Waiver.

Whenever notice is required to be given, a written waiver signed by the person or persons entitled to such notice, and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. Any director who attends a

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meeting for which notice is required and who does not receive notice and does not object at the beginning of such meeting, shall be conclusively deemed to have waived notice of such meeting.

Section 3. Counting Days.

For the purpose of notice, a calendar day shall be counted as a "day;" provided, however, that the day of a meeting shall not be counted as a "day."

Article 5

Officers

Section 1. Designations.

The officers of the Corporation shall be elected by a majority vote of the Board. The officers shall consist of a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Immediate Past-Chairperson, an Executive Director, and such other officers as the Board shall, from time to time, deem appropriate.

Section 2. Duties.

The officers shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as, from time to time, may be determined by the Board. Each officer shall hold his/her position until a successor is chosen and qualified or until his/her death, resignation, or removal.

Section 3. Chairperson.

The Chairperson shall preside over all meetings of the Board and the Executive Committee. The Chairperson shall be the chief executive or principal officer of the Corporation and shall have general charge over all aspects of Corporation policy and administration. The Chairperson shall have authority to nominate and appoint individuals to further the Corporation's organizational purposes subject to ratification by the Board. Unless otherwise stated herein, the Chairperson is authorized on behalf of the Board, to sign all documents, to instruct other officers to sign all documents on behalf of the Corporation, to execute all Board decisions, and to perform any and all actions permitted by the DGCL, the Certificate of Incorporation or these Bylaws.

Section 4. Vice Chairperson.

The Vice Chairperson shall be the chief administrative officer of the Corporation, and, under the direction of the Chairperson, he/she shall supervise all activities of the Corporation. In the absence or disability of the Chairperson, the Vice Chairperson shall perform the Chairperson's duties as set forth in Section 3 of this Article.

Section 5. Secretary.

The Secretary shall give or cause to be given all notices in accordance with the provisions of these Bylaws and as required by the DGCL. The Secretary shall maintain and publish minutes of the meetings of the Board, and all committees, and shall send copies of such minutes to each director. The Secretary shall see that the books, reports, statements, and all other documents required by the DGCL or which are otherwise material to the governance of the Corporation are properly kept and filed, and that all notices given by the Corporation are properly served.

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Section 6. Treasurer.

The Treasurer shall be the chief financial officer of the Corporation, and, as such, shall be responsible for and have general supervision over the financial affairs of the Corporation. The Treasurer shall publish periodic reports of the Corporation's finances, present such reports to the Board, and perform all other related duties assigned by either the Chairperson or the Board. The Treasurer shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Corporation.

Section 7. Immediate Past Chairperson.

The Immediate Past Chairperson shall be both a director and a member of the Executive Committee.

Section 8. Executive Director.

The Board shall appoint an Executive Director to manage the routine administrative and business functions of the Corporation.

Section 9. Vacancies.

(a) General Any vacancy occurring among officers, for any reason, unless otherwise provided in these Bylaws, may be filled at a duly called meeting by a majority of the Board at which a quorum is present, as defined by Section 8 of Article 3. An officer elected to fill a vacancy shall be elected to hold office for the unexpired term of his/her predecessor in office. No officer may serve more than two (2) consecutive terms. Vacancies occur pursuant to the following events: death, removal, or resignation of the officers. If a vacancy arises pursuant to the death, resignation, or removal of an officer, a new officer will be elected pursuant to the protocol set forth in these Bylaws.

b) Removal An officer may be removed from office at a meeting called by the Board expressly for that purpose, with or without cause, by a vote of at least a majority of the Board, unless such officer is also a director. Notice of any meeting at which such a vote is to take place shall state that the officer's removal is the purpose of such meeting.

c) Resignation An officer may resign by giving written notice to the Board or the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery.

Article 6

Committees

Section 1. Executive Committee.

The Board shall form an Executive Committee comprised of not less than four (4) and not more than five (5) directors, and must be comprised of the Chairperson and other officers of the Corporation. The Executive Committee shall be the primary decision making body of the Corporation, and may exercise all corporate powers as permitted under the DGCL.

Section 2. Special Committees.

The Board may authorize additional special committees. Each special committee shall adopt rules governing its meeting procedures and notice requirements for its members. In addition, each committee shall keep a record of its proceedings, and report its progress to the Board in a manner established by the Board.

The Chairperson, subject to the approval of the Board, shall annually appoint such standing, special or subcommittees as may be required by these Bylaws or as the Chairperson or Board may find necessary.

Section 3. Gifts

Committee members may accept gifts or donations on behalf of the Corporation aimed at advancing the organizational purposes of the Corporation, and as otherwise permitted under the DGCL, the Certificate of Incorporation, or these Bylaws.

Article 7

Director and Officer Liability

Section 1. Personal Liability.

A director or officer shall not be personally liable to the Corporation or its directors and officers for monetary damages for breach of fiduciary duty as a director or officer, except for (i) breach of his/her duty of loyalty to the Corporation or its directors, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) breach of Section 174 of the DGCL (or any successor provisions), or (iv) any transaction from which the officer or director derived an improper personal benefit.

Section 2. Indemnification and Insurance.

Each person who was or is a party or is in any way involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (collectively "proceedings"), as a result of that person being or having been a director or officer of the Corporation, of another corporation or of a partnership, joint venture, trust or other enterprise at the Corporation's request, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law and the DGCL, as the same exists or may hereafter be amended (but only to the extent that any amendment permits the Corporation to provide broader indemnification rights), against (i) all expense, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties; and (ii) amounts paid or to be paid in settlement, reasonably incurred or suffered by such person in connection with any Proceeding (all collectively "Indemnified Amounts"). Such indemnification shall include, but not be limited to, advance expenses as set forth in Section 145 of the DGCL. Such indemnification shall inure to the benefit of that person's heirs, executors and administrators.

1. The right to indemnification and the Corporation's payment of any Indemnified Amount shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, by vote of directors, or otherwise.

2. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Article 8

Financial Matters

Section 1. Deposit of Funds.

All funds of the Corporation not otherwise spent in accordance herein, shall be deposited in such banks or trust companies as the Board may, from time to time, determine.

Section 2. Checks, Drafts, Notes.

All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by the Chairperson, Treasurer, and/or such other officer or officers of the Corporation as the Board from time to time may determine.

Section 3. Execution of Deeds and Contracts.

Subject always to specific directions of the Board, all deeds and mortgages made by the Corporation and all other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by the Chairperson and, when requested, the Secretary shall attest to such signature and affix the Corporate seal to the instruments.

Article 9

Compensation and Corporation Contracts

Section 1. Compensation.

Directors and officers of the Corporation, with the exception of the Executive Director, shall not receive any compensation from the Corporation for services rendered to the Corporation. Other than the costs of attendance at the Board meetings and normal business expenses, no portion of allocated or contributed funds for the purpose of the Corporation shall inure to the benefit of any director, officer, or other agent of the Corporation.

Section 2. Contracts with Directors or Officers.

No director or officer shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, nor in any contract furnishing services or supplies to the Corporation, unless the fact of such interest shall have been disclosed or known to the Board at the meeting at which such contract is so authorized and before such contract is so authorized or executed, and in such event, such director shall not be entitled to vote at a meeting of the Board with respect to approving or declining to accept said contract.

Article 10

Amendments

Section 1. Certificate of Incorporation.

The entire Certificate of Incorporation of the Corporation may be amended by a two-thirds (2/3) vote of the entire Board provided that notice of the proposal to make, alter or repeal the Certificate of Incorporation was included in the notice of the meeting of the Board at which such action takes place. Amendments to the such Certificate of Incorporation shall be made in the following manner: the Certificate of Amendment shall be executed by the Chairperson on behalf of the Corporation, and the corporate seal shall be affixed thereto, attested by its Secretary, and shall set forth the name of the Corporation, the amendment so adopted, the date of the meeting of the Board at which the amendment was adopted, and a statement of the fact that such amendment received the vote of two-thirds (2/3) of the directors.

Section 2. Bylaws.

The entire Board shall have the power to make, alter, or repeal these Bylaws, and to adopt new Bylaws by an affirmative vote of two-thirds (2/3) of the entire Board, provided that notice of the proposal to make, alter, or repeal these Bylaws, or to adopt new Bylaws was included in the notice of the meeting of the Board at which such action takes place.

Section 3. Change of Place of Annual Meeting.

Any amendment to change the time or place for the annual election meeting shall be submitted more than thirty (30) days prior to the initial date of that meeting.

Article 11

Executive Staff

The Corporation may enter into agreements with individuals and organizations for employment as staff of the Corporation.

Article 12

Books and Records

The Corporation shall keep accounts of all transactions, corporate minutes, and Board decisions at its principal place of business, as determined by the Board.

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Article 13

Duration and Dissolution

The duration of the Corporation shall be perpetual, except that it may be dissolved in the manner prescribed by the DGCL. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute the Corporation's assets to: (i) one (1) or more non-profit organization(s), within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Code, having objectives and activities similar to those of the Corporation; or (ii) the federal government or a state or local government for a public purpose.

Article 14

Fiscal Year

The fiscal year will begin on January 1 and end on December 31.

Article 15

Annual Audit

An annual audit of the Corporation shall be made by a certified public accountant for the preceding fiscal year.

Article 16

Seal

The Board shall adopt a seal or logo of such design as it chooses.