

**BYLAWS
OF
THE ORTHOTIC AND PROSTHETIC
EDUCATION AND RESEARCH FOUNDATION, INC.**

ARTICLE I

OFFICES

The principal office of the Corporation shall be at a place designated by the Board of Directors.

The Corporation shall have and continuously maintain in the State of Virginia a registered agent. The registered office may be, but need not be, identical with the principal office and the address of the registered office may be changed from time-to-time by the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

1. Powers: The affairs of the Corporation shall be managed by the Board of Directors and the individual Directors shall have no powers as such. The Board of Directors shall have the following powers, in addition to and not in limitation of all of the general powers conferred upon it by law and necessary for, or incidental to the management of the business, property and affairs of the Corporation:

- (a) To elect or appoint the officers of the Corporation and to determine their respective duties, subject to the provisions of these Bylaws.
- (b) To remove any officer which it has the power to appoint or elect.
- (c) To appoint committees and their respective duties, subject to the provisions of these Bylaws.
- (e) To establish the guidelines for, and the scope of activities.
- (f) To develop and determine capital requirements.
- (g) To require appropriate reporting procedures from officials appointed by the Board to carry out specific responsibilities.
- (h) To establish committees to advise and assist the Board in carrying out its responsibilities.
- (i) To adopt an annual budget and see that it is implemented.

(j) To set the guidelines for contracts with outside entities, and to do whatever may be necessary to promote the growth of the organization.

2. Numbers: The number of Directors of the Corporation shall be eleven (11), but such number may be increased, by an amendment to these Bylaws in the manner set forth in Article X hereof as well as amendment to the Certificate of Incorporation.

3. Qualification and Election: The Directors, who need not be residents of the State of Virginia or any given state, shall be selected to serve in accordance with and from the following sources.

- (1) President of the American Academy of Orthotists and Prosthetists
- (2) Two other members of the Board of Directors of the American Academy of Orthotists and Prosthetists
- (3) Eight at large members

4. Term of Office: Each Director shall hold office according to the source from which the individual is selected and until the selection and qualification of his or her successor. At large members of the Board shall be selected for three year terms. The terms of the other Directors shall be arranged so that they coincide with the term of the source from which they are to be selected and shall take office at each annual meeting.

5. Vacancies: Vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of the Director, or in the event of an increase in the number of Directors. If the vacancy is caused by the death, resignation or removal of a member selected pursuant to Section 3, above, then said vacancy shall be filled coincidentally with the procedure for filling the vacancy in the source. In the case of an increase in the number of Directors, such vacancies shall be filled in a like manner from sources to be selected by the Board of Directors with such sources to be compatible to those originally designated herein.

6. Chairperson: The Board shall be presided over by a Chairperson, who shall be assisted by a Vice-Chairperson, both of whom shall be selected in the manner provided in Article III, Section 2 of these Bylaws.

7. Annual Meeting: A regular annual meeting of the Board of Directors shall be held on any day in any month of the year of each year as the Board shall designate within or without the State of Virginia at such place as stated in the notice of the meeting. Such meetings can take place via electronic mail, conference call or in person. The board may approve minutes from these meetings by electronic mail.

8. Regular and Special Meetings: The Board of Directors may by resolution call, either within or without the State of Virginia, for the holding of regular meetings of the Board, including the annual meeting. The Chairperson or Vice-Chairperson may call, or upon written request signed by any three of the members of the Board the Secretary may call, special meetings of the Board of Directors. Such meeting shall be held at such time and place, and for such purposes, as may be designated in the notice of meeting by the person or persons calling the meeting.

9. Notice of Meetings: Notice of the annual and regular meetings of the Board of Directors shall be in writing, signed by the Chairperson, Vice-Chairperson, or Secretary, and shall be served personally or sent to each Trustee by first class mail addressed to his/her last known address. Notice of special meetings may be given by telephone, email, in writing, or by other reasonable method. In the case of annual and regular meetings, notices shall be mailed or served at least ten days prior to the date set for such meetings. In the case of special meetings, notices shall be given at least two days before the date designated for such meetings. All notices shall state the time, place and purpose of such meetings.

10. Telephone Meetings: Special meetings of the Board of Directors may be held by means of telephone conferences or equipment of similar communications by means of which all members of the Board participating in the meetings can hear each other. Participating in a meeting by telephone or similar communication equipment shall constitute presence in person at the special meeting except where a member of the Board participates in a meeting for the sole purpose of objecting to the transaction of business on the ground that the special meeting was not lawfully convened or called.

11. Waiver of Notice: Any meeting of the Board of Directors and any action otherwise properly taken there at shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing before, at, or after such meeting by all Directors to whom timely notices were not sent as provided by these Bylaws.

12. Quorum: A majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board, but a smaller number may adjourn any such meeting at a later date. At least two days' notice of such adjourned meeting shall be given in the manner provided in Paragraph 9 of this Article to each Director who was not present at such meeting unless such Director shall waive notice thereof.

13. Action by Majority Vote: Except as otherwise expressly required by law or these Bylaws, 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.

ARTICLE III

OFFICERS AND EMPLOYEES

1. Officers: The officers of this Corporation shall consist of a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer.

2. Selection of Officers: The officers of this Corporation shall be selected to serve in accordance with and from the following sources.

(a) The President of the American Academy of Orthotists and Prosthetists shall serve as Chairperson of this Corporation and shall hold office according to the source from

which the individual is selected and until the selection and qualification of his or her successor.

(b) A member of the Board of Directors of the American Academy of Orthotists and Prosthetists shall serve as Vice-Chairperson of this Corporation and shall hold office according to the source from which the individual is selected and until the selection and qualification of his or her successor.

(c) Any officer of the Corporation may serve as Secretary/Treasurer of this Corporation and shall hold office according to the source from which the individual is selected and until the selection and qualification of his or her successor.

3. Chairman: The Chairperson shall be the chief executive officer of the Corporation, and as such, under the direction of the Board of Trustees, has full charge of all activities and employees of the Corporation. This individual shall appoint and employ such assistants as shall be required to conduct the affairs of the Corporation and shall see that the activities of the Corporation are properly organized and directed. The Chairperson shall be an ex-officio member of all committees of the Board of Directors. He or she shall make such recommendations to the Board of Directors from time-to-time as may seem to be wise, regarding any phase of corporation policy or administration. This individual shall make all nominations and appointments to positions, which are subject to approval by the Board of Directors. The Chairperson shall have power, on behalf of the Directors, to perform all acts and execute all documents to make effective the actions of the Board of Directors or the Executive Committee. This individual shall preside at all meetings of the Board of Directors and of the Executive Committee.

4. Vice-Chairman: The Vice-Chairperson in the absence or disability of the Chairman shall assume the Chairman's duties.

5. Secretary/Treasurer: The Secretary shall act as Secretary of all meetings of the Board of Directors and of the committees of the Corporation and shall keep the minutes thereof in the proper location to be provided for that purpose; the individual shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall oversee the other books, records and papers of the Corporation; he or she shall see that the reports, statements and other documents required by law are properly kept and filed; and the individual shall, in general, perform all duties incident to the office of Secretary and such other duties as may from time-to-time be assigned to him or her by the Board of Directors or the Chairperson.

In addition to serving as the Secretary of the Corporation, this individual will also be responsible for carrying out the duties of the Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall be responsible for and have general supervision over the financial affairs of the Corporation. The Treasurer shall make periodic reports of the finances of the Corporation to the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Chairperson of the Board of Directors. The Treasurer shall furnish bond, which may be a blanket bond with such surety and in such penalty for the faithful performance of his or her duties as the Board of Directors may from time-to-time require. The cost of such bond shall be defrayed by the Corporation.

a. Loans: The Board of Directors may prospectively or retroactively authorize the President or any other officer or agent of the Corporation to:

(i) effect loans and advances at any time for the Corporation from any bank, trust company or other institution or from any firm, corporation or individual;

(ii) make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation as may be required for such loans and advances; and

(iii) when authorized to do so, to pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by the Corporation to any Director or officer thereof.

b. Checks, Drafts, etc.: All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time-to-time be determined by resolution by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairperson of the Corporation.

c. Deposits: The funds of the Corporation not otherwise employed shall be deposited from time-to-time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time-to-time be delegated by the Board of Directors.

d. Voting of Securities held by the Corporation: Stocks and other securities owned by the Corporation may be voted, in person or by proxy, as the Board of Directors or the Executive Committee shall specify. In the absence of any direction by the Board of Directors or Executive Committee, such stocks and securities shall be voted as the Chairperson shall determine.

e. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation

6. Appointees: The Board of Directors may from time-to-time, in the absence of any one of said officers or at any other time, designate any other person (a staff administrator) or persons on behalf of the Corporation to sign any contracts, deeds, notes, or any other instruments in the place or stead of any of said officers or for any particular purpose and any instruments so signed in accordance with a resolution of the Board of Directors shall be the valid act of the Corporation as fully as if executed by any regular officer.

ARTICLE IV

COMMITTEES

1. Creation of Committees: There shall be an Executive Committee of not less than three or more than five members of whom one shall be the Chairperson of this Corporation and the remaining number shall be selected by the Board of Directors from its membership. There shall be a Research Committee of not less than five persons of whom one shall be an At-Large member of the Board of Directors with a background in research. There shall be an Education Committee of not less than five members of whom one shall be a Member of the Board of Directors of this Corporation. There shall be such other standing or special committees as may from time-to-time be authorized by the Board of Directors. Each committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs. Each committee shall keep record of its proceedings and report regularly to the Board of Directors.

2. Executive Committee: Unless otherwise limited by the Board of Directors, the Executive Committee shall have, and may exercise, so far as may be permitted by law, all of the authority of the Board of Directors in the management of the Corporation. The Executive Committee shall consist of the Chairperson of the corporation and two additional members selected by the Board of Directors.

3. Research Committee: Unless otherwise limited by the Board of Directors, the Research Committee shall have responsibility for developing and overseeing the guidelines of the Research arm of the Corporation and shall present to and be responsible for advising the Board of Directors on all matters regarding research. The Chairperson of this committee shall be one of the at large members of the Board of Directors with a background in research.

4. Education Committee: Unless otherwise limited by the Board of Directors, the Education Committee shall have the responsibility for developing and overseeing guidelines for the Education arm of the Corporation and shall present to and be responsible for advising the Board of Directors on all matters regarding education. The Chairperson of this committee shall be a member of the Board of Directors.

ARTICLE V

COMPENSATION OF OFFICERS AND DIRECTORS

1. Compensation of Officers: Directors shall not receive any salaries for their services, but may be reimbursed for actual costs related to participating in the meetings of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. Such fixed sum, expense and compensation shall not be excessive in amount and the services performed therefore must be reasonable and necessary for the Corporation's purposes.

ARTICLE VI

BOOKS AND RECORDS

1. Books and Records: There shall be kept at the principal office of the Corporation correct books of account of all the business and transactions of the Corporation,

ARTICLE VII

ANNUAL AUDIT

1. Annual Audit: The Board of Directors shall require that an audit by an independent Certified Public Accountant be made when such financial activities of the Fund warrant this, or at minimum every three (3) years. The Board of Directors shall select the Certified Public Accountant to audit the books and accounting records of the Corporation.

ARTICLE VIII

SEAL

1. Seal: The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE IX

INDEMNIFICATION

1. Liability and Indemnification: In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations or liabilities; and the Corporation shall indemnify any Director, officer or employee, or former Director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation whether for profit or not for profit, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Director, employee or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Directors, employee or officer may be entitled, under any bylaw, agreement, vote of a duly authorized Board, or shareholders, members or otherwise. Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification

would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1954 (as amended).

ARTICLE X

AMENDMENTS OF BYLAWS

1. Amendments by Directors: Except as provided in Paragraph 2 of this Article, these Bylaws or any one or more of the provisions thereof may at any duly constituted annual, regular or special meeting of the Board of Directors, by two-thirds (2/3) vote of the Directors present at such meeting, be amended by changing, altering, suspending, supplementing or repealing of the same, if at least ten (10) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

2. Change of Place of Annual Meeting: No amendment to these bylaws changing the time or place for holding any annual meeting of the Board of Directors for the election of Directors shall be made within ten (10) days preceding the holding of any such meeting.

Adopted by the Board of Directors
On October 28, 2007
Amended on February 19, 2009