

# **BYLAWS OF THE NATIONAL BOARD FOR CERTIFICATION OF ORTHOPAEDIC TECHNOLOGISTS (NBCOT)**

## **Article I**

### Section 1: Name

The name of the organization shall be the National Board for Certification of Orthopaedic Technologists, Inc. (NBCOT) nonprofit corporation incorporated in the State of New York.

### Section 2: Registered Agent and Principle Office

The NBCOT shall have and continuously maintain in New York a registered agent. The principle office of the NBCOT shall be in Syracuse, New York. The NBCOT may have such other offices within or without the State of New York as the Board of Directors may from time to time determine.

## **ARTICLE II OBJECTIVES**

The objectives of the NBCOT are to carry on the following purposes:

1. To establish and promulgate educational requirements, standards and procedures, including the development and administration of written and/or computer based examinations, providing for eligibility for certification of Orthopaedic Technologists.
2. To establish continuing education and re-certification requirements for Orthopaedic Technologists.
3. To bestow public recognition to those Orthopaedic Technologists who successfully complete the NBCOT Certification Examination and who fulfill Continuing Education and Re-certification requirements established by the NBCOT.
4. To establish programs that promotes and supports the reliance on the NBCOT's credentials by the general public and by regulatory bodies.
5. To establish and implement a Code of Professional Practice including but not limited to credentialing, review of credentials and discipline for NBCOT Certified Orthopaedic Technologists.

6. To acquire, develop, disseminate and preserve data and other valuable information relative to the functions and accomplishments of the Board.
7. Any other activities that may be approved by the Board of Directors, so long as they are for purposes as described by Sections 501 (c)(6) of the Internal Revenue Code as it may be amended and are in compliance with the requirements of the New York Not For Profit Corporation Act for the State of New York; provided, however, that no part of the net earnings of the NBCOT shall be for the benefit of any officer or director of the NBCOT.

### **ARTICLE III BOARD OF DIRECTORS**

#### Section 1: Composition

The Board of Directors shall be composed of no more than ten (10) voting Directors, with the exact number of Directors to be fixed by the Board from time to time. The voting Directors of the Board shall include individuals who are qualified as follows: three (3) Directors certified as an Orthopaedic Technologists Certified (OTC); one (1) Director certified as an Orthopaedic Technologist – Surgery Certified (OT-SC); one (1) Director who is a licensed Medical Doctor or Doctor of Osteopathy (Physician Director); and one (1) Director representing the public (Public Director), who shall not be employed in, or derive significant income from, the field of Orthopaedic technology. OTC and OT-SC Directors may be referred to collectively as Orthopaedic Technologist Directors. The Physician Director and the Public Director shall be appointed by the remaining Directors of the Board.

#### Section 2: Qualifications of Orthopaedic Technologist Directors

Any individual certified as an OTC or OT-SC, and in good standing with the NBCOT, shall be eligible for nomination and election as an Orthopaedic Technologist Director, provided that he/she: has been certified as an OTC or OT-SC for at least one (1) year prior to nomination; and, does not maintain an elected or appointed office in an Orthopaedic technology professional organization or State regulatory board.

### Section 3: Term of Office and Selection of Orthopaedic Technologist Directors

Each Orthopaedic Technologist Director shall take office at the conclusion of the annual business meeting of the Board following his or her election and serve a term of three (3) years except as to certain initial directors as specified in the Articles of Incorporation and as provided by law. The term of office of Orthopaedic Technologist Directors shall be staggered. In accordance with the procedures specified in Article IX, Section 2, the Nominating Committee will develop a list of nominees.

Candidates shall be elected by declaration of the Board of Directors at the annual business meeting. Subsequent elections will be conducted at three (3) year intervals in adherence to a time frame set by the Board. In the event of a vacancy before term expiration, the Chairman has the authority to appoint an interim director, to complete the balance of the term.

### Section 4: Re-Election of Orthopaedic Technologist Directors

Orthopaedic Technologist Directors in good standing shall be eligible for re-election to the Board.

### Section 5: Public and Physician Directors

The Orthopaedic Technologist Directors shall elect individuals to fill the following positions on the Board:

1. At least one (1) Public Director; and
2. At least one (1) Physician Advisor

### Section 6: Qualifications of the Public and Physician Directors.

Any member of the public who has used the services of a Certified Orthopaedic Technologist shall be eligible for election as a Public Director. Any licensed physician (MD or DO) shall be eligible for election as a Physician Director. No Public or Physician Director shall be certified as an Orthopaedic Technologist. All Public and Physician Directors shall be members in good standing in their community.

### Section 7: Term of Office for the Public and Physician Directors.

The term of office for Public and Physician Directors shall be three (3) years. Nominations and elections thereafter shall be held in according to a schedule set by the board.

## Section 8: Re-Election of Public and Physician Directors

Public and Physician Directors in good standing shall be eligible for re-election.

## Section 9: Vacancies and Removals.

A vacancy on the Board shall be filled for the balance of the term thereof by the Chairman of the NBCOT.

Any director may be removed for good cause, including but not limited to violation of the NBCOT's policies or the NBCOT Code of Professional Practice.

## Section 10: Notice.

Notice of any meeting of the Board shall be given at least seven (7) days in advance of the meeting by written notice, delivered personally or sent by mail or telegram to each director at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the corporate records with postage thereon prepaid. Any director may waive notice of any meeting. Whenever any notice whatsoever is required to be given under the provisions of the Not for Profit Corporation Act of the State of New York or under the provisions of the Articles of Incorporation or by the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

## Section 11. Confidentiality and Conflicts of Interest

At the commencement of his or her term of office, each Director shall sign an agreement stating that the Director will not disclose any confidential business or financial information of the NBCOT. Each director will further agree to fully and promptly disclose to the Board of Directors of the NBCOT any existing or potential conflict of interest the Director may have, of either a personal, professional, business, or financial nature.

After full disclosure, the Board of Directors of the NBCOT shall determine whether or not the Director shall be recused from voting on any matter involving the conflict. Breach of either the confidentiality or conflict of interest agreement

shall constitute good cause for a Director's removal from office pursuant to Article III, Section 9, of these by-laws.

## **ARTICLE IV AUTHORITY OF BOARD**

### Section 1. Authority and Responsibility.

The Board of Directors shall have supervision, control, and direction of the affairs of the NBCOT, its committees and publications; shall determine its policies or changes therein; shall promote its objectives; and shall supervise the disbursements of its funds. The Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Chair.

### Section 2. Compensation.

Directors and Officers shall not receive any compensation for their services, but by resolution of the Board may be reimbursed for the expense of attendance at meetings and other functions of the Board.

### Section 3. Indemnification.

The Board of Directors shall indemnify all officers, directors, committee members, and employees of the NBCOT to the full extent permitted by the New York Not For Profit Corporation Act, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

## **ARTICLE V MEETINGS**

### Section 1. Business Meetings.

Business meetings of the Board shall be held at the place and location determined by the Board.

### Section 2. Agenda

Any director who wishes to place items of the agenda of any meeting of the Board shall send the items to the Chairman or Executive Director for receipt no later than thirty (30) days before the meeting date.

### Section 3. Quorum.

At all meetings of the Board, a quorum shall consist of a majority of Directors present.

#### Section 4. Voting and Telephone Conference Call.

At the annual business meeting of the Board, a director may participate and cast a vote only when present in person. For all other meetings of the Board, Directors may participate and vote by telephone conference call. Action taken by voice during a telephone conference call shall be a valid action of the Board and shall be reported at the next regular meeting of the Board. A majority of Directors voting shall govern.

## **ARTICLE VI OFFICERS**

#### Section 1. Officers.

The officers of the Board of the NBCOT shall be a Chairman, Vice-Chairman, Secretary and or Treasurer, and the chair of the Continuing Education Committee. The Executive Director shall be an ex officio officer.

#### Section 2. Election, Qualification, and Term of Office.

The officers of the NBCOT, except the Executive Director, shall be members of the Board of Directors. The Executive Director shall be responsible for the supervision of the officer elections.

The Board of Directors at the annual business meeting shall elect officers and their term of office shall be three (3) years. The terms of office shall commence upon the conclusion of the annual business meeting at which officer elections are held and shall expire upon the conclusion of the annual business meeting. Officers shall be elected by secret ballot. In the event that there is only one candidate for an office, that candidate shall be elected by declaration of the Board of Directors. All Orthopaedic Technologist Directors are eligible to hold an elected officer position.

#### Section 3. Vacancies in Office.

In the event that any office becomes vacant during the term of office, the Board of Directors shall hold a special meeting and shall appoint a director to fill the vacancy for the remainder of the term of office.

#### Section 4. Duties of Officers.

The duties of the officers shall be such, as usually attach to such offices and in addition thereto, such further duties may be designated from time to time by the Board of Directors.

#### Section 5. Bonding of Treasurer and Other Officers.

At the direction of the directors, the Treasurer and other officers or employees of the NBCOT may be bonded.

### **ARTICLE VII ANNUAL BUDGET**

#### Section 1. Budget.

Upon recommendation of the Budget/Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of the NBCOT.

### **ARTICLE VIII SPECIAL AND STANDING COMMITTEES**

#### Section 1. Standing Committees.

The Chairman of the NBCOT shall appoint, with the approval of the Board of Directors, committee members to the following standing committees:

1. Nominating Committee
2. Budget and Finance Committee
3. Examination/Standards Committee

#### Section 2. Nominating Committee

The Nominating Committee shall consist of two (1) Orthopaedic Technologist Directors and one (1) Public or Physician Director and shall be chaired by the Secretary of the NBCOT. The Nominating Committee shall establish the process and procedures for nominating candidates.

#### Section 3. Budget and Finance Committee.

The Budget and Finance Committee shall consist of three (3) Orthopaedic Technologist Directors and the financial consultant of the NBCOT and shall be chaired by the Treasurer of the NBCOT. In consultation with the Executive

Director, the Budget and Finance Committee shall prepare the annual budget of the Board and prepare recommendations to the Board. The committee may perform other duties in connection with finances of the NBCOT as the Board may determine from time to time.

#### Section 4. Examination and Standards Committee.

The Examination and Standards Committee shall consist of three (3) Orthopaedic Technologist Directors, One (1) Public or Physician Director and the Board's legal and psychometric consultants and shall be chaired by the Chairman of the NBCOT. The Examination and Standards Committee shall, in consultation with the Executive Director, review, revise, and recommend to the Board all standards relating to certification and re-certification requirements, procedures and criteria, including but not limited to development, administration and scoring of all aspects of any NBCOT certification instrument.

#### Section 5. Creation and Dissolution of Committees.

The Executive Director shall monitor actions of the NBCOT and Board Committees, councils and task forces and shall recommend to the Board on a regular basis the creation, dissolution and consolidation of these committees.

### **ARTICLE IX AMENDMENTS TO BYLAWS**

Any director may propose amendments to or a repeal of these bylaws. The Board shall adopt amendments to or a repeal of these bylaws upon approval by the Board at the annual business meeting or other meeting of the Board called for the purpose of By-Law revision, provided:

1. Written notice of proposed change has been sent to the Executive Director for receipt not less than thirty (30) days prior to such meeting and;
2. The Executive Director has distributed the proposed changes to each director for receipt by not less than fifteen (15) days prior to the meeting at which the Board considers the proposed changes.

Directors must be present in person to vote upon a proposed amendment to or repeal of these Bylaws.

Approved, March 18, 2007

Jeffery J. Virgo, Chairman