

**AMENDED AND RESTATED BYLAWS
OF THE
NATIONAL BOARD OF PODIATRIC MEDICAL EXAMINERS, INC.**

EFFECTIVE: July 30, 2016

ARTICLE I.

NAME

The name of this corporation shall be the National Board of Podiatric Medical Examiners, Inc.

ARTICLE II.

MISSION; BYLAWS; NO MEMBERS

Section 1. Mission. The mission of this corporation is to develop and administer examinations of such high quality that the various legal agencies governing the practice of podiatric medicine may choose to license those who have successfully completed such examinations for practice in their jurisdictions without further examination. Further, this corporation may at its discretion develop examinations of the same caliber to meet the various needs of groups within the profession.

Section 2. Bylaws. These bylaws ("Bylaws") are intended to govern the administration of the corporation and to provide for its management, administration, utilization and maintenance.

Section 3. No Members. The corporation shall not have any "members" within the meaning of the New Jersey Nonprofit Corporation Act (the "Act").

ARTICLE III.

BOARD OF TRUSTEES

Section 1. Board of Trustees. The activities of this corporation shall be managed by its board of trustees (the "Board" or "Board of Trustees"). Each member of the Board of Trustees is a "trustee." The Board shall consist of 13 trustees.

Section 2. Duties. In accordance with Section 15A:6-14 of the Act, trustees and members of any committee designated by the Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary, prudent persons would exercise under similar circumstances in like positions. Each member of the Board shall have the responsibility to attend and to participate in the meetings of the Board and its committee(s) to which such member may be appointed. Each member of the Board is expected to participate in conference call meetings and to respond to any mail ballots (which shall be subject to Article VI, Section 13) which may be required from time to time.

Section 3. Confidentiality. The information concerning actions taken or under consideration, or information regarding specific institutions or the examinations, questions, statistics, or complainants, are of a highly sensitive and confidential nature. The Board shall have grounds to pursue the removal of any trustee who fails to respect the confidentiality of information available or of the non-public actions taken by the Board. From time to time if requested by the Board, each trustee shall execute an acknowledgment of his or her obligations of confidentiality hereunder or a confidentiality agreement in a form approved by the Board.

Section 4. Conduct. Members of the Board shall not initiate any official correspondence on behalf of the corporation and shall forward immediately to the office of the Executive Director (or if there is no Executive Director, to the President) any correspondence of an official nature that he or she receives. A member of the Board other than the President or the Vice-President, acting as the designee of the President, shall neither act nor speak on behalf of the Board or the corporation, nor shall he or she make any commitments nor enter into any agreement on behalf of the corporation, without the authorization of the Board.

Section 5. Recusals. Members of the Board are expected to recognize potential conflicts and remove themselves from deliberations in all situations in which a conflict of interest exists. This Section 5 shall be subject to any conflict of interest policy that the corporation may adopt from time to time.

Section 6. Selection of Candidates for Trustees. The trustees shall be elected by the Board in accordance with Article VIII, from the candidates submitted to the Board by the Nominating Committee (as defined in Article VII, Section 4(a)), in accordance with the following:

- a) Two trustees shall be elected from candidates nominated by the Federation of Podiatric Medical Boards. Each such trustee shall be elected from a slate of at least two candidates submitted to the Nominating Committee by the Federation of Podiatric Medical Boards. Such trustees shall be elected in such a manner that each of their terms shall begin in a different fiscal year.
- b) One trustee shall be elected who is currently an educator at one of the colleges or schools of podiatric medicine. The Nominating Committee shall solicit nominations for

such trustee from the American Association of Colleges of Podiatric Medicine and from each of the individual colleges or schools of podiatric medicine.

- c) One trustee shall be elected who has had professional experience in statistics and test-development (the "Psychometrician Trustee"). Neither the Psychometrician Trustee nor any person of the Psychometrician Trustee's immediate family shall be employed by, or have any affiliation with, any podiatric medical college or school, podiatric organization or program, or podiatric specialty board. The Psychometrician Trustee shall be elected from nominations which may be submitted by any interested party to the Nominating Committee or solicited by the Nominating Committee.
- d) One trustee shall be elected from and representing the consuming public (the "Consumer Trustee"). Neither the Consumer Trustee nor any person of the Consumer Trustee's immediate family shall be a podiatric health care provider or be employed by a provider of podiatric health care services. The Consumer Trustee shall be elected from nominations which may be submitted by any interested party to the Nominating Committee or solicited by the Nominating Committee.
- e) Three trustees shall be elected who have each had experience as a member of his or her State's professional licensing board within the five years prior to his or her initial term as a Trustee. The Nominating Committee shall solicit candidates for these trustees. Such trustees shall be elected in such a manner that each of their terms shall begin in a different fiscal year.
- f) Four At Large trustees shall be elected from nominations submitted to the Nominating Committee by any interested party or solicited by the Nominating Committee. Each of the At Large trustees shall be elected to fill the respective seat on the Board held for a trustee with one of the following specific qualifications:
 - 1) An individual with experience as a member of the Council on Podiatric Medical Education;
 - 2) An individual whose experience includes significant involvement in the development and administration of certification examinations by a specialty board

which has been recognized by the Joint Commission on the Recognition of Specialty Boards;

- 3) An individual currently serving, or having had experience within the five years prior to his or her term, as a director of a podiatric residency program approved by the Council on Podiatric Medical Education, and
 - 4) A podiatric physician currently in practice.
- g) One trustee shall be elected from a slate of at least two candidates submitted to the Nominating Committee by the Council of Teaching Hospitals (COTH) of the American Association of Colleges of Podiatric Medicine.

Section 7. Liaison Trustees. The corporation shall have the following liaison trustees, who shall serve in a liaison capacity with the Board (each, a “Liaison Trustee”). Except as described below, each Liaison Trustee shall be entitled to receive all written materials of the Board and participate in all meetings of the Board and Board committees in a non-voting capacity. Liaison Trustees shall not be considered “trustees” as defined in the Act. Liaison Trustees shall have no official powers to bind the corporation to contracts or otherwise, and shall not be counted among voting members of the Board of Trustees, whether to determine the number of trustees on the Board or if a quorum exists for the purpose of transacting business of the Board or any committee thereof, or for any other purpose. There shall be three Liaison Trustees, selected in the following manner:

- a) One Liaison Trustee shall be appointed by the Board of Trustees of the American Podiatric Medical Association for a one-year term and may be reappointed. Expenses for this Liaison Trustee shall be the responsibility of the American Podiatric Medical Association. This Liaison Trustee shall have the duty and the responsibility to report on the corporation’s meeting activities, policy changes, and plans for examination changes to the Board of Trustees of the American Podiatric Medical Association.
- b) One Liaison Trustee shall be a member of the American Podiatric Medical Students Association and shall be appointed by such association for a one-year term, and may be renewed for additional terms. This Liaison Trustee may not participate in discussions or

have access to documents if such discussions and documents relate to the examinations that such Liaison Trustee has not completed. Expenses for this Liaison Trustee shall be borne by the corporation consistent with its reimbursement policy for Board members. This Liaison Trustee shall have the duty and the responsibility to report on the corporation's meeting activities, policy changes, and plans for examination changes to the American Podiatric Medical Students Association.

- c) One Liaison Trustee shall be a current dean at one of the colleges or schools of podiatric medicine, and shall be elected by the Board from a slate of at least three candidates submitted from the American association of Colleges of Podiatric Medicine (AACPM) to the Nominating Committee. This Liaison Trustee shall serve for a term of two years. This Liaison Trustee may not receive any written materials or participate in any discussions that the Board determines will or could result in a conflict of interest. Expenses for this Liaison Trustee shall be the responsibility of the AACPM. This Liaison Trustee shall have the duty and responsibility to report on the corporation's meeting activities, policy changes, and plans for examination changes to the deans of the colleges or schools of podiatric medicine.

Section 8. Terms of Trustees. All voting trustees shall serve a term of three years. Each Liaison Trustee shall serve the respective term specified in Article III, Section 7 for such Liaison Trustee. No member of the Board, nor any Liaison Trustee, shall serve more than three consecutive terms.

Section 9. Advertisement of Board Vacancies. All regularly occurring Board vacancies shall be published in the NBPME Newsletter, on the NBPME's web site and in other media distributed to the profession in sufficient time for the Nominating Committee to receive and review nominations from interested parties in advance of any election. The Nominating Committee may also solicit nominations for trustees and Liaison Trustees who meet the applicable qualifications described in Article III, Sections 6 and 7, respectively.

Section 10. Board Vacancies. If a vacancy on the Board occurs between Annual Meetings, the President may appoint a replacement, in consultation with the appropriate constituent body, with the approval of a majority of the Board. Such replacement shall serve until the next regular meeting of the Board, at which time the members of the Board in attendance at such meeting

shall vote to fill the vacancy. Once approved by the Board at a regular meeting, the new trustee shall be eligible to serve the unexpired portion of the vacated term.

Section 11. Termination. Any trustee may be terminated for cause or for the failure to attend an Annual Meeting without notice of just cause to the President, by a two-thirds vote of trustees present and voting at any regularly scheduled meeting of the Board or at a special meeting of the Board called for the purpose of voting on the termination.

ARTICLE IV.

OFFICERS

Section 1. Corporate Officers. The corporate officers of the corporation shall be a President, Vice-President, Treasurer, and Secretary. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board and such other duties as the Board may assign.

Section 2. Election. Each corporate officer shall be elected at the Annual Meeting of the Board by ballot from among those Board members nominated as candidates for the required corporate offices in accordance with Article VII, Section 4(b). Each corporate officer shall serve for a term of one year or until his or her successor has been elected. The term shall begin at the close of the Annual Meeting at which the officer is elected.

Section 3. Joint Office; Term Limits. Any two or more corporate offices may be held by the same person, but no corporate officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law to be executed, acknowledged, or verified by two or more officers. The Board may elect more than one individual to hold the same office jointly. No trustee elected as an officer shall be eligible to serve more than two terms in the same office.

Section 4. Administrative Officers. The Board may elect an Executive Director or other administrative officers, or hire consultants or staff, for example, with psychometric expertise. None of these administrative officers shall be current members of the Board of Trustees. Such officers shall perform such duties as may be assigned by the Board and shall be required to submit a written report of their activities to the Board at least annually.

Section 5. Duties of Officers.

a) *President*

The President shall preside at all meetings of the Board and subject to Board approval, shall nominate the committee chairs and committee members, as further described in Article VII, Section 6. The President designates, with the approval of the Board, liaison representatives to other organizations. The President may vote on all Board matters in his or her capacity as a member of the Board. The President shall be responsible for the evaluation of the Executive Director and members of the Board.

The President shall be an ex-officio member of all Board committees, may attend any or all of the meetings of these committees, and may cast a vote, in committee, only in the event of a tie.

The President shall present an oral report to the Board at the Annual Meeting of the Board. The President may respond or direct response to inquiries on the basis of established Board policies and procedures and shall provide copies of all correspondence, memoranda, and significant communications to the Executive Director of the corporation (or if there is no Executive Director, to the Board).

The President performs such other duties as may be assigned by the Board.

b) *Vice-President*

The Vice-President performs all functions and duties of the President in the absence or inability of the President to serve. When feasible, the Vice-President is consulted in the appointment of committees. The Vice-President performs such other duties as may be assigned by the President.

c) *Treasurer*

The Treasurer collaborates with the Executive Director in the proposal of the budget to the Committee on Budget and Finance and in review of the financial aspects of the management of the activities of the Board. The Treasurer chairs the Committee on Budget and Finance and reports to the Board semi-annually on the finances of the corporation.

d) *Secretary*

The Secretary is responsible for developing, distributing and maintaining the minutes of the Board and any other official meetings. The Secretary is also responsible for serving any notice as required under these Bylaws and shall have charge of the seal of the corporation (if the corporation has a seal). The Secretary, while ultimately responsible, may utilize the assistance of any staff person with expertise to fulfill these duties.

e) The offices of Treasurer and Secretary are combined as one Secretary/Treasurer. One trustee will fulfill both offices and their duties.

Section 6. Resignation, Removal and Vacancy. Any officer may resign upon written notice to the Board. The Board may remove any officer with or without cause. Whenever any office becomes vacant, the Board shall fill the vacancy by vote at the regularly scheduled Annual Meeting or at a special meeting called by the Board for the purpose of filling the vacancy. During any interim period, before the vacancy is filled by a vote of the Board, the President may appoint any other officer or staff member to perform the duties of the vacant position.

ARTICLE V.

LIABILITY

Section 1. Liability of Trustees, Officers, Committee Members and Employees. No trustee or officer shall be personally liable to the corporation for breach of any duty owed to the corporation, except that nothing in this Article V shall relieve a trustee or officer from liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the corporation, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit. Trustees, officers, committee members and employees of the corporation, to the fullest extent permitted by law:

a) Shall not be liable to any person or entity, as a result of any actions taken or omitted to be taken in such capacities, or for any mistake of judgment, negligence or otherwise, except for their own willful misconduct or gross negligence;

- b) Shall have no personal liability in contract to any person or entity, under any agreement, instrument or transaction entered into or executed by them on behalf of the corporation in the performance of their duties;
- c) Shall have no personal liability in tort, direct or imputed, to any other person or entity, by virtue of acts performed by them or by agents, employees or contractors employed or retained by them, on their behalf in their official capacity, except for their own willful misconduct or gross negligence.

Section 2. Indemnification. The corporation shall indemnify every corporate agent (as defined in Section 15A:3-4 of the Act) to the fullest extent permitted by Section 15A:3-4 of the Act and to the fullest extent otherwise permitted by law.

Section 3. Language, Concerning Liability in Agreement. The agreement or other legal documents entered into by the corporation may provide that the trustees and the officers executing the same are acting on behalf of the corporation and shall have no personal liability thereunder and that any claim by the other party or parties with respect thereto or to the subject matter thereof shall be asserted solely against the corporation.

Section 4. Notice of Suit and Opportunity to Defend. Complaints brought against the Board, trustees, officers, committee members, employees or agents of the corporation, in their respective capacities as such, shall be directed to the corporation, which shall promptly give written notice thereof to all persons named or indirectly affected. To the extent permitted by the Act or other law, the corporation shall defend such complaints.

ARTICLE VI.

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular Meetings; Annual Meeting. The Board shall hold two regular meetings during each fiscal year. The meetings are held to transact regular and special business. The Annual Meeting is held in the summer of each year. An additional regular meeting is held during the winter. The location and time of each succeeding meeting(s) is established by the President at the regular meetings of the Board with the consent of a majority of the trustees present.

Section 2. Special Meetings. Special meetings may be called by the President or may be called upon written request of at least four members of the Board. Notice of such special meeting shall be given to all trustees by email, hand-delivery, mail, overnight-delivery, or facsimile at least three days in advance of the special meeting, unless a longer notice period is required by the Act. No business shall be transacted at a special meeting other than the business specified in the notice.

Section 3. Quorum. At any meeting of the Board of Trustees, seven members of the Board shall constitute a quorum, unless there are vacancies on the Board which cause the number of trustees then serving on the Board to be less than thirteen, in which case a majority of the members of the Board shall constitute a quorum.

Section 4. Notice. The Secretary shall notify each member of the Board in advance of any meeting scheduled by email, hand-delivery, mail, overnight-delivery, or facsimile at least three days in advance of the meeting. At the direction of the Secretary, materials related to meetings shall be prepared and distributed by staff in advance of the meetings.

Section 5. Agenda. A detailed agenda shall be prepared by staff in consultation with the President of the Board for all meetings.

Section 6. Advisors. The Board may extend an invitation to any qualified person to act in an advisory capacity during any of its meetings.

Section 7. Visitors. Visitors are allowed to observe any discussions of the Board other than those conducted in executive session.

Section 8. Executive Session. At any meeting of the Board, the President, with the consent of the majority of the trustees present, may declare the meeting to be in executive session, at which only trustees may be present except that, with the consent of the majority of the trustees present, an invitation may be extended to any persons (including staff) whose presence may be necessary for the conduct of business of the Board.

Section 9. Conduct of Meetings. Meetings of the Board shall be conducted in a professional and cooperative manner. The President shall maintain the right to suspend a meeting if, in his

or her sole opinion, conduct of trustees becomes indecorous. Trustees, consultants in attendance at the meetings, and staff of the corporation shall refrain from categorizing or identifying specific educational institutions based on characteristics determined through analysis of testing data.

Section 10. Minutes. The Secretary shall make or cause to be made a written record in the form of minutes providing details of actions taken by the Board at each of its regular and special meetings (including meetings conducted by telephone conference calls or otherwise in accordance with Article VI, Section 12).

Section 11. Reports to the Board. All reports to the Board for consideration at its two regular meetings (both from outside bodies and from internal committees) shall be submitted to the Board at least 30 days prior to these regular meetings unless otherwise noted in these Bylaws.

Section 12. Participation. Any one or more trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or other communications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 13. Action of Trustees Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or any committee thereof may be taken without a meeting if, prior or subsequent to the action, all members of the Board or all members of the committee, as the case may be, consent thereto in writing and such unanimous written consents are filed with the minutes of the proceedings of the Board or committee. The unanimous written consents shall have the same effect as a unanimous vote of the Board or the committee for all purposes.

ARTICLE VII.

COMMITTEES

Section 1. Budget and Finance Committee: The Budget and Finance Committee shall consist of two trustees and the Treasurer, who shall be chairperson. The two trustees shall be nominated by the President and approved by the Board at each Annual Meeting. The Budget and Finance

Committee shall prepare and submit a proposed budget to the Board at each Annual Meeting, and arrange for an appropriate audit to be reported at each Annual Meeting.

Section 2. Examinations Committee: The Examinations Committee shall be nominated by the President and approved by the Board at the Annual Meeting, with the size of such committee to be set annually at such Annual Meeting. One of the trustees will also serve on the Clinical Skills Patient Encounter Committee. It shall be the duty of the Examinations Committee to review current testing procedures, the administration of such tests and to make appropriate recommendations to the Board for changes in the development or administration of such tests.

The Board shall appoint two persons nominated by the Council of Faculties and the AACPM to serve as liaison members of the committee. One person shall represent basic science faculty and one shall represent clinical science faculty from among the colleges or schools of podiatry. The appointments will be for two year terms and may be renewed at the discretion of the NBPME Board. These committee liaison persons shall be recused from any committee discussion that the committee determines is a conflict of interest because of their positions as members of faculty. Expenses for these liaison members to attend meetings shall be the responsibility of the AACPM.

Section 3. Bylaws and Governance Committee: A Bylaws and Governance Committee shall consist of three trustees, and shall be nominated by the President and approved by the Board at each Annual Meeting. It shall be the duty of the Bylaws and Governance Committee to review these Bylaws and other related policies each year and to make appropriate recommendations to the Board for changes.

Section 4. Nominating Committee.

- a) A nominating committee (the “Nominating Committee”) consisting of three trustees shall be nominated by the President and approved by the Board at each Annual Meeting. The Nominating Committee shall review trustee and officer candidates for election at the next Annual Meeting. The Nominating Committee shall be charged with the responsibility to solicit and review background materials (education, experience and professional

activities) for trustees and after this review it shall nominate at least two candidates for each vacancy to be filled. These nominations shall apply to all trustees. The Nominating Committee shall meet after the midwinter meeting to review potential candidates and shall submit a nominating report, in writing, to the Board not less than 30 days prior to the scheduled election.

- b) The Nominating Committee shall be charged with the annual responsibility to nominate a slate of corporate officers for the offices required by Article IV, Section 1, and to submit in writing said slate of officers to the Board not less than 30 days prior to the scheduled election.

Section 5. The Clinical Skills Patient Encounter Committee: The Clinical Skills Patient Encounter Committee shall be nominated by the President and approved by the Board at the Annual Meeting, with the size of such committee to be set annually at such Annual Meeting. One trustee will also serve on the Examinations Committee. It shall be the duty of the Clinical Skills Patient Encounter Committee to review current CSPE testing procedures, the administration of such tests and to make appropriate recommendations to the Board for changes in the development or administration of such tests.

Section 6. Other Committees. The Board may appoint from time to time other committees or subcommittees of one or more voting trustees for such purposes and with such powers as the Board may determine.

Section 7. Appointment of Committees. The President shall nominate the committee chairs and committee members, to be approved by the Board. The President shall appoint a committee chair and/or committee member without receiving approval of the Board only in the event a committee chair and/or committee member is removed or unable to serve on a committee to which he or she was previously appointed. Such committee chair or member shall serve only until the next meeting of the Board unless reappointed by the Board at such meeting.

Section 8. Limitation on Powers of Committees. No committee established by the Board of Trustees shall have the power to:

- a) Make, alter or repeal any bylaw of the corporation;

- b) Elect, appoint or remove any trustee or officer;
- c) Amend or repeal any resolution previously adopted by the Board; or
- d) Take any actions that the Act prohibits to be taken by a committee.

Section 9. Reports to the Board. Any committee established by the Board shall prepare or cause to be prepared complete and accurate minutes of the actions taken at each committee meeting and submit such minutes to the Board at the Board's next meeting or within the time required under Section 15A:6-9 of the Act.

ARTICLE VIII.

ELECTION OF TRUSTEES

Section 1. Election. Each trustee shall be elected by a majority vote of the members of the Board in attendance at the Annual Meeting, except as provided by Article VIII, Section 2 below.

Section 2. Failure to Approve Candidates. In the event that any candidate for trustee fails to receive a majority vote during the election at an Annual Meeting, the Nominating Committee or the respective organization from whom such candidate was proposed shall be informed that such candidate was not elected and shall be requested to provide an alternate slate of candidates to the Nominating Committee to be considered for election at the next meeting of the Board.

ARTICLE IX.

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order that may have been adopted by the Board.

ARTICLE X.

MISCELLANEOUS

Section 1. Amendments. These Bylaws may be amended at any regular meeting of the Board or any special meeting of the Board called specifically for the purpose of amending the Bylaws, by a two-thirds vote of the trustees present at the meeting, provided that the amendment has been submitted in writing to the Board at least 30 days before the meeting at which the proposal will be considered. The Bylaws may also be amended by unanimous written consent of the Board pursuant to Article VI, Section 13.

Section 2. Waivers of Notice. Any notice required by these Bylaws, by the certificate of incorporation, or by the Act may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. The attendance of any trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice of the meeting by that trustee.

Section 3. Limitations on Bylaws. These Bylaws are subject to the provisions of the Act and the corporation's certificate of incorporation, as each may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern.

Adopted [July 30, 2016]