

The National Board of Examiners in Optometry, Inc.

ARTICLES OF INCORPORATION

Amended effective October 18, 1993 and March 5, 2005

FIRST: The undersigned incorporator, John D. Robinson, O.D., whose post office address is 321 East Main Street, Wallace, North Carolina 28466, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of this corporation (hereinafter called "the corporation") shall be THE NATIONAL BOARD OF EXAMINERS IN OPTOMETRY, INC.

THIRD: The purposes for which this corporation is formed are:

- (a) The specific and primary purposes are to develop, administer, and score examinations, and report candidate performance on examinations, that assess competence in optometry and to undertake such related activities as may seem in the interest of improving test performances and standards.
- (b) The general purpose and powers are to have and to exercise all of the powers conferred by the law of the State of Maryland upon non-profit corporations as such law is now in effect or may at any time be hereafter amended, in furtherance of, incidental to or necessary to its specific and primary purposes hereinabove set forth.

FOURTH: The post office address of the principal office in Maryland is 5530 Wisconsin Avenue, Suite 805, Chevy Chase, Maryland 20815. The name and post office address of the registered agent of the corporation in Maryland are The Corporation Trust, Incorporated, 32 South Street, Baltimore, Maryland 21202.

FIFTH: The Corporation shall not be authorized to issue capital stock.

SIXTH: The number of directors of the corporation shall be eight, which number may be decreased or increased pursuant to the By-Laws of the corporation, and the names of the persons who are to act as directors until their successors are duly chosen are:
John D. Robinson, Earl P. Schmitt, Frank B. Day, Thomas L. Lewis, Hal V. Marsell, Henry B. Peters, Leon M. Reiss, and Paul N. Youngdale.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the corporation and of the directors and members.

- (a) The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

- (b) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

EIGHTH: The duration of the corporation shall be perpetual.

I have signed these Articles of Incorporation on September 25, 1990, and acknowledge the same to be my act.

John D. Robinson, O.D.

The National Board of Examiners in Optometry, Inc.

By-Laws

Amended February 13, 1994 and March 5, 2005

ARTICLE I PRINCIPAL OFFICE

The principal office of the Corporation shall be 200 S. College Street, Suite 1920, Charlotte, NC 28202, or at such other location or locations as the Board of Directors shall determine.

ARTICLE II MEMBERS

Membership in the corporation shall be limited to eight (8) persons, who shall also compose the Board of Directors of the corporation.

The corporation shall maintain a liaison relationship with the students of the various Schools and Colleges of Optometry by inviting the president of the American Optometric Student Association (AOSA) to participate in the public meetings and affairs of the corporation.

ARTICLE III MEETINGS

An annual meeting shall be held each year at a time and place to be selected by the Board of Directors. Election of directors to fill any vacancies on the Board of Directors shall be presented at the annual meeting, unless a special meeting has been called for that purpose. Written notice of each regular and special meeting shall be given to each member, either personally or by prepaid mail addressed to each member at his or her address appearing on the books of the corporation. If such address is not shown, notices shall be deemed to have been given if sent by mail addressed to the principal office of the corporation. Such notices shall be sent not less than seven (7) days before each meeting, by depositing the same, properly addressed, postage prepaid in a United States mail depository. The presence in person of a majority of the members entitled to vote at any meeting shall constitute a quorum for the transaction of business if at least two (2) members nominated by The Association of Schools and Colleges of Optometry (ASCO) and two (2) members nominated by Association of Regulatory Boards of Optometry (ARBO) are in attendance. Additional meetings may be called by the president if necessary.

ARTICLE IV DIRECTORS

The directors of the corporation shall consist of the eight (8) members of the corporation. The term of office for each director shall be four (4) years. No director shall serve more than two full terms. Vacancies on the Board of Directors shall be filled by placing in nomination before the directors, at the annual meeting or one specifically called for that

purpose, the names of candidates for board membership. A majority vote of the Board of Directors shall be necessary to elect a nominee to membership on the board.

Each nominee for membership on the Board of Directors of the corporation shall, at the time of his first election, be either: (a) an active member of a State Board of Examiners in Optometry which State Board shall be a member of the Association of Regulatory Boards of Optometry (ARBO) or a former member of such a State Board, providing, however, that the nominee must have served as a member of the State Board within the five years immediately preceding the nomination; (b) a member of the teaching or administrative staff of a school or college of optometry accredited by the Accreditation Council on Optometric Education (ASOE), and affiliated with the (ASCO); or (c) a representative of the public at large.

At least three (3) nominees shall be obtained for each vacancy. The Board of Directors shall consist of four (4) members elected by the existing Board from among persons nominated by ARBO, three (3) members elected from among persons nominated by ASCO, and one (1) member elected to represent the public at large. Nomination for the public representative shall be solicited by the NBEO from any source.

Subject to the provisions of the Articles of Incorporation of the corporation, of these By-Laws and of the law of the State of Maryland, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be conducted by, the Board of Directors. Without limiting the foregoing powers, the directors shall:

Appoint and remove all executive staff of the corporation and prescribe such powers and duties for such executive staff as may be consistent with the purposes and objectives of the corporation. Borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore, in the corporation's name, promissory notes, bonds, debentures, deeds of trust mortgages, pledges, hypothecations or other evidences of debt, and securities therefore.

Manage in such manner as they may deem best all funds and property, real and personal, received, and acquired by the corporation. Meeting of the Directors shall be held at any place within or without the State of Maryland selected by the Board. All business transacted by a majority of the directors present at a meeting duly held at which a quorum was present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, by the Articles of Incorporation or by these By-Laws.

The business transacted at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though transacted at a regular meeting of the board duly held after regular call and notice if a quorum of the directors be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the business transacted at the meeting, each of which shall be filed with the corporate records and made a part of the minutes of the meeting.

The Board of Directors may, in appropriate cases, remove a director. Such action requires an affirmative vote of six of the members of the Board of Directors. At least three (3) nominees to fill the un-expired term of the removed director shall be solicited from the appropriate organization(s).

ARTICLE V OFFICERS

The officers of the corporation shall consist of a President, Vice-President and Secretary-Treasurer. The officers of the corporation shall be chosen annually by the Board of Directors from the membership of said Board.

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period and have such authority and perform the duties as are prescribed in the By-Laws or as the Board of Directors may, from time to time, determine. The Board of Directors may appoint an executive director of the corporation, whose duties shall consist of implementing the Board's policies and directives, and such other duties as may be assigned to him by the Board of Directors.

The President shall preside at all meetings of the Board of Directors and of the members. He shall be *ex officio* a member of all committees, and shall have all powers and duties usually vested in the office of president of a corporation.

In the absence or disability of the President, the Vice-President shall perform all the duties of the President.

The Secretary-Treasurer shall keep, or cause to be kept, at a principal office of the corporation, or at such other place as the Board of Directors may order, a book of minutes or other record of all meetings of directors and members. He shall maintain, or cause to be maintained, all financial records of the corporation.

The President, Vice-President, Secretary-Treasurer and other members of the Board of Directors shall serve without compensation, other than expenses and allowances for days spent away from their offices.

ARTICLE VI COMMITTEES

The Board of Directors may designate an Executive Committee.

The Executive Committee shall consist of the President, who shall serve as its Chairman, the Vice-President, the Secretary-Treasurer, and the Executive Director of the corporation as *ex officio* member without vote. The Executive Committee shall have all the powers of the Board, except that it shall have no power to establish Board policy, to fill vacancies in the Board, or to change the membership of or to fill vacancies in any Committee, or to make, amend, repeal or adopt By-Laws of the corporation, or to fix the compensation of the directors for serving on the Board or any committee thereof, or to amend or repeal any resolution of the Board which by its terms shall not be so amendable or repeal able.

The president shall have the power, with the consent of the Board of Directors, to appoint such committees as he deems necessary.

**ARTICLE VII
AMENDMENT OF BY-LAWS**

New By-Laws may be adopted, or these By-Laws may be amended or repealed, by a vote of six of the eight members of the Board of Directors, except as otherwise provided by law or by the Articles of Incorporation of the corporation.

**ARTICLE VIII
ASSETS**

The assets of this corporation shall be used solely for the purposes stated in Section III of the Articles of Incorporation.

**ARTICLE IX
SEAL**

This corporation shall have a common seal consisting of a circle, having on its circumference the words "National Board of Examiners in Optometry, Incorporated October 22, 1990, Maryland."

**ARTICLE X
DISSOLUTION**

Upon dissolution or winding up of this corporation, all property and assets of the corporation, after payment of all just and lawful debts and the expenses of winding up, if any, shall be distributed to an educational, research, scientific or health institution, organization or association, to be used for the advancement of the science and art of optometry.