

**Bylaws
Of
THE MEDICAL DOSIMETRIST CERTIFICATION BOARD**

ARTICLE I

Name

Sec. 1. The name of the corporation is The Medical Dosimetrist Certification Board (MDCB).

ARTICLE II

Officers

Sec. 1. Number. The officers of this corporation shall be the President, President-Elect, Immediate Past President, Treasurer and Secretary with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. The duties of the officers of the Corporation wherein they are not specifically enumerated in these Bylaws shall be the duties specified by law and the usual duties of similar officers in similar nonprofit corporations.

Sec. 2. Election, Term of Office and Qualifications. The President-Elect shall be elected annually by the Board of Directors from among the Certified Medical Dosimetrist board members to a one-year term. The President-Elect will succeed to the office of President. The Secretary and Treasurer shall be elected to a one-year term by the Board of Directors from among the board members. Officer terms shall begin on September 1 and conclude on the following August 31. If the election of officers shall be delayed for any reason, such election shall be held as soon thereafter as convenient and each officer then holding an elective office shall continue to hold said office or offices until his or her successor shall have been duly elected.

Sec. 3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his/her successor.

Sec.4. President. The President shall be the general executive head of the corporation. S/he shall preside at all meetings of the Board of Directors when present.

Sec. 5. President-Elect. At the request of the President, or in the event of his/her absence or disability, the President-Elect may perform duties and possess and exercise the powers of the President, and to the extent authorized by law, the President-Elect shall have such other powers as the Board of Directors may determine, and shall perform such duties as may be assigned to him/her by the Board of Directors. The President-Elect shall succeed to the office of President upon the President's completing his/her term of office.

Sec. 6. Treasurer. The Treasurer shall be responsible for the oversight of: the corporation's funds; the collection of certificants' renewal fees and/or assessments; the establishment of proper accounting procedures for the handling of the corporation's funds; the preparation of annual budget recommendations for the Executive Committee and the Board of Directors. S/he shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Sec. 7. Secretary. The Secretary shall be responsible for keeping or causing to be kept the organization's formal records, including minutes of Board of Directors meetings and the proper recording of Annual Meetings, and shall ensure that accurate records are kept of all certificants. The Secretary shall oversee any contractual arrangements made on behalf of the corporation as well as the filing of any required documents. In general, the Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

Sec. 8. Immediate Past President. The President shall automatically succeed to the office of Immediate Past President. The Immediate Past President shall serve as an advisor to the President and as Chair of the Leadership Development Committee, and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Sec. 9. Resignation. Any officer may resign at any time by providing written notice of resignation to the President or, in the case of the President, to the Secretary; a resignation need not be accepted to be effective. An officer may resign from his/her position without resigning from the Board of Directors.

Sec. 10. Removal. Any officer may be removed from office by a two-thirds vote of the Board of Directors at any regular or special meeting called for that purpose whenever in the judgment of the Board of Directors the best interests of the corporation will be served thereby. The officer being considered for removal is not eligible to vote and shall not be considered in determining whether a quorum is present. Any officer proposed to be removed shall be entitled to at least five days notice of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE III

Board of Directors

Sec. 1. Election. The business and property of the Corporation shall be managed and controlled by the Board of Directors the members of which shall be elected to staggered terms annually from the American Association of Medical Dosimetrists (AAMD), American Association of Physicists in Medicine (AAPM), the American College of Radiology (ACR), the American Society for Radiation Oncology (ASTRO), such Certified Medical Dosimetrists who shall apply directly to the Board and complete its application process and one (1) public member. All Directors, with the exception of the public member, elected to membership on the Board shall serve a five (5) year term or until the election and qualification of their respective successors except as hereinafter provided for filling vacancies. The public member shall be appointed by the majority of the Board to a one-year term and may be re-appointed annually to serve up to a maximum of five years. The five-year term may be extended by Board vote.

Sec. 2. Qualifications. All Directors with the exception of the public member must be certified in their specialty at the time of their election to and throughout their service on the Board. Each Medical Dosimetrist on the Board shall maintain the continuing education and active status requirements set forth by the MDCB. Failure to complete the requirements will result in the board member's removal from the board. A Director, or equivalent of another conflicting organization, or related, board may not hold a position simultaneously with the MDCB Director position. Conversely, an MDCB Director may not hold a position as director, or equivalent, on the board of a sponsoring or related organization. The public member will represent the public interest. The Directors holding at-large positions and the American Association of Medical Dosimetrists (AAMD), or equivalent, must be Certified Medical Dosimetrists at the time of their election to and throughout their service on the Board. The American Association of Physicists in Medicine (AAPM) representatives (2), or equivalent, must be physicists certified in Medical Physics at the time of their election to and throughout their service on the Board. The American College of Radiology (ACR) and the American Society for Radiation Oncology (ASTRO) representatives, or equivalent, must be medical physicians certified in Radiation Oncology at the time of their election to and throughout their service on the Board.

Sec. 3. Number. The number of Directors of the corporation shall be no less than (12), but such number, within the limits fixed by the Articles of Incorporation of the corporation, may be increased or decreased by amendment of these Bylaws in the manner set forth in Article X. The Board shall consist of one (1) public member appointed from applicants provided from an open call for nominees, no more than (7) members who shall be Certified Medical Dosimetrists elected from the list of Certified Medical Dosimetrists who shall apply directly to the Board and complete its application process, one (1) member each elected from the AAMD, ACR, and ASTRO, and two (2) members elected from the AAPM.

Sec. 4. Nominations. A Leadership Development Committee shall be appointed by the fourth quarter of each year. Such Leadership Development Committee shall be appointed by the President and be comprised of the Immediate Past President as Chair and three additional non-Executive Committee members of the Board who shall be one CMD,

one AAPM representative Director and one ASTRO or ACR representative Director. The Leadership Development Committee will solicit nominations from the universe of Certified Medical Dosimetrists for at-large Board positions.

Sec. 5. Nominating Procedure. Nominations shall be accepted through February 1 of each year. The Leadership Development Committee shall review all nominations and conduct interviews of qualified nominees. The Leadership Development Committee shall recommend candidates deemed most qualified to the Board and at the first meeting following the close of nominations. Final selection of candidates shall be by a confidential vote of the Board of Directors following review of candidate qualifications. Additionally, the Nominating Committee shall present a slate of officers for approval.

Sec. 6. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Resignation by a Director holding an officer position shall also constitute resignation as an officer. A resignation need not be accepted to be effective. Any Director who is absent from two (2) regularly scheduled meetings in any twelve month period, shall be deemed to have resigned from the Board of Directors unless such absences are affirmatively excused by an act of the Board

Sec. 7. Vacancies. Any vacancy in the Board of Directors occurring during the year, including vacancy created by an increase in the number of Directors authorized by the Board of Directors, may be filled by the affirmative vote of a majority of the Board. Any Director so elected by the Board of Directors shall hold office until the election and qualification of his/her successor.

Sec. 8. Regular Meetings. The Board of Directors shall meet regularly at the principal office of the corporation or at such other site as may be selected by the Board of Directors for the purpose of election of officers and the transaction of other business.

Sec. 9. Special Meetings. Special Meetings of the Board of Directors may be called by the President or President-Elect and must be called by either of them on the written request of any member of the Board.

Sec. 10. Notice of Meetings. Notice of all Board of Directors meetings, except as herein otherwise provided, shall be given a minimum of two days in advance of such meeting in any manner permitted by law. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Board of Directors meeting at any meeting at which every Director shall be present, without any notice or waiver thereof.

Sec. 11. Chairman. At all meetings of the Board of Directors, the President or President-Elect, or in their absence, a chairman chosen by the Directors present, shall preside.

Sec. 12. Quorum. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such other and further action as is provided by law or elsewhere in these Bylaws. Any Director or all Directors may participate in a special meeting of the Board by telephone or other remote communication technology permitted by law and such participating Director shall be considered present at the meeting.

Sec. 13. Conflicts of Interest. The Directors and officers of the corporation shall be subject to and shall at all times act in compliance with the corporation's Conflict of Interest Policy and the law applicable to the corporation as a nonprofit corporation incorporated in the State of Maine and an organization exempt from U.S. federal income taxation.

Sec. 14. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board expenses of attendance at regular or special meetings of the Directors or of attendance at any meeting in which members of the Board of Directors represent the corporation, together with other expenses incurred or advanced by any Director on behalf of the corporation, may be reimbursed by the corporation.

Sec. 15. Indemnity. To the fullest extent permitted by law, the corporation shall (a) defend and indemnify any person who is or who is threatened to be made a party to a legal proceeding because such person is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation, against any liability incurred in such proceeding, and (b) advance funds to pay for or reimburse the reasonable, actual expenses, including attorneys' fees, incurred by any such person in the defense of any such proceeding.

Sec. 16. Insurance. The corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or would be required to indemnify such person against such liability under the provisions of this Article or of the laws of the State of Maine.

Sec. 17. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

Sec. 18. Executive Committee. The Board of Directors shall designate from among its members an Executive Committee consisting of the Immediate Past President, President, President-Elect, Secretary and Treasurer, and hereby delegates to said Executive Committee, between meetings of the Board of Directors, all the authority of the Board of Directors except the authority to amend the Bylaws of the corporation; to voluntarily dissolve the corporation; to adopt a plan of merger or consolidation; to amend the Articles of Incorporation; to sell or otherwise dispose of all or substantially all of the property and assets of the corporation; or to take any other action specifically reserved by law to the Board of Directors. The designation of such committee and the delegation to it of authority shall not relieve the Board of Directors or any member thereof of any responsibility imposed by law.

Sec. 19. Action of the Board of Directors without a Meeting. The Board of Directors may act other than at a meeting either by unanimous written consent of the Board or by agreement of a majority of the Directors, provided that all Directors know of the action taken and no Director makes prompt written objection to such action by submitting such objection to the Executive Director. Written objections may be submitted by electronic communication.

Sec.20. Term Limits. No person currently a Director shall be considered for reelection to the Board of Directors for an additional term if such election would result in the Director serving without interruption in excess of two complete consecutive terms. Any Director elected or appointed to fill a vacancy constituting an unexpired term as provided in of these Bylaws shall be eligible to serve two consecutive complete terms, if so elected, in addition to completing the unexpired term.

Sec. 21. Removal. Any Director may be censured, reprimanded, or removed by a two-thirds vote of the Board of Directors, whenever the Board of Directors determines the best interests of the corporation will be served thereby. Any Director proposed to be removed shall be entitled to at least five days notice in writing by certified mail or electronic communication of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. The Director being considered for removal is not eligible to vote and shall not be considered in determining whether a quorum is present.

ARTICLE IV

Executive Staff

Sec 1. Executive Staff. In order to further the purposes of the corporation and in order to most effectively coordinate the functions of the corporation, the Board of Directors may employ or engage professional staff.

Sec 2. Chief Executive Officer. The Chief Executive Officer shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors under the direct supervision of the President. The Chief

Executive Officer shall be the Executive Director and shall meet with both the Executive Committee and the Board of Directors, but shall not be a member of either and therefore shall have no vote. The Chief Executive Officer shall work under the terms and conditions set by the Board of Directors either in a contract of employment or indirectly through a management agreement with the Chief Executive Officer's employer.

ARTICLE V

Agents and Representatives

Sec.1. Designation of Agents and Representatives. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Sec. 2. Executive Committee. The Executive Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

ARTICLE VI

Contracts

Sec. 1. Authorization to Contract. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract to execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VII

Books and Records

Sec. 1. The corporation shall keep correct and complete books and records of all accounts and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, which books, records, and minutes shall be kept by the Executive Director or Secretary of the Board of Directors or by other person duly appointed. Such records shall be kept at the registered office of the corporation. All books and records of the corporation may be inspected by any officer or Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

Prohibition of Sharing in Corporate Earnings

Sec. 1. No Director, officer, or employee of, or member of a committee of, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and, except as permitted by law, no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE IX

Administration of Certification Exam and Maintenance of Certification

Sec. 1. The Board of Directors shall be solely responsible for the certification exam process, including the examination content and assembly obligation of a candidate handbook, the setting of eligibility criteria, the setting of fees and the overseeing of the financial aspects of the examination. The Board of Directors shall establish the process for final determination of eligible certification examination candidates and the maintenance of certification process.

Sec. 2. The Board of Directors may contract the services of a testing service to perform any of its duties as specified in Section 1 of this Article IX.

Sec. 3. The Executive Director shall keep a registry of all candidates who successfully passed the examination and are duly certified by the Board of Directors. This list shall be made available to employers and other organizations upon request. All certified medical dosimetrists will be required to pay a re-registration fee upon the expiration of their certificate, to remain classified as "active". All certified dosimetrists who fail to reregister shall be listed in the registry as "inactive".

ARTICLE X

Amendments

Sec. 1. The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Corporation by a two-thirds vote of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board of Directors the notice of which includes reference to the proposed amendment

ARTICLE XI

Dissolution

Sec. 1. This corporation may be dissolved by the adoption, by a majority of Directors then in office, of a resolution of voluntary dissolution at a meeting called for that purpose after notice to all members of the Board given not less than ten nor more than 50 days before the meeting.

Sec. 2. Upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, consistently with the corporation's status as a Maine nonprofit corporation and an organization exempt from federal income taxation under Section 501 (c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Amended March, 2019