

**Bylaws
Of
THE MEDICAL DOSIMETRIST CERTIFICATION BOARD**

ARTICLE I

Name, Corporate Seal

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

Sec. 2. The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the year of its creation, and the work "Maine."

ARTICLE II

Officers

Sec. 1. Number. The officers of this corporation shall be the President, President-Elect, Treasurer and a Secretary and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices except those of President and President-Elect may be held by the same person. 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 officers shall be elected annually by the Board of Directors from such persons as the Board of Directors may see fit. 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 first meeting of the Board of Directors held after the annual meeting of the members next succeeding and until the election and qualification of his successor.

Sec. 4. President. The President shall be the general executive head of the corporation. He shall preside at all meetings of the members and directors when present. He, subject to the control of the Board of Directors, shall have authority to sign as President all deeds, leases and mortgages of the corporation. He shall also perform all other duties incident to this offices prescribed by law, by these Bylaws, or by special vote of the members or directors. The President shall have the power to sign bonds for the dissolution of attachment and bonds in replevin suits.

Sec. 5. President-Elect. At the request of the President, or in the event of his absence or disability, a President-Elect, selected by the Board, 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 by the Board of Directors. The President-Elect shall assume the office of President upon the President's completing his term of office.

Sec. 6. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the corporation subject to the regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depositor as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designed by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for an account of the corporation, and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the corporation. 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 have charge of such books, documents, and papers as the Board of Directors may determine and shall have custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. He may sign with the President or Vice-President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the corporation. He shall, in general, 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 by the Board of Directors. In the absence of the Secretary, his duties may be performed by an assistant secretary, appointed by the Board.

Sec. 8. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail 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

Sec. 1. Election. The business and property of the Corporation shall be managed and controlled by the Board of Directors who shall be elected annually from a list of nominees made by the American Association of Medical Dosimetrists (A.A.M.D.), the American Association of Physicists in Medicine (A.A.P.M.), the American College of Medical Physics (A.C.M.P.), the American College of Radiology (A.C.R.), the American Society for Therapeutic Radiology and Oncology (A.S.T.R.O.), the American Society of Radiologic Technologists (A.S.R.T.), 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 can be re-appointed annually serving up to a maximum of five years.

Sec. 2. Number. The number of Directors of the corporation shall be thirteen (13) in number, but such number, within the limits fixed by the certificate of incorporation of the corporation, may be increased or decreased by Board action 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, six (6) 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 and one (1) member elected from nominations made by each of the six (6) organizations listed in section 1, above.

Sec. 3. Nominations. A Nominating Committee shall be appointed on or about January 15 of each year. Such Nominating Committee shall be appointed by the President and be comprised of the Immediate Past President as Chair of the Nominating Committee and two additional board members. The Nominating Committee will solicit nominations from the general membership for at-large board positions.

Sec. 4. Nominating Procedure. Nominations shall be accepted through February 1 of each year. The Board of Directors shall review all applications. The Nominating Committee shall conduct interviews of all candidates selected by the board and recommend candidates to the board at the spring board meeting. Final selection of candidates shall be by a two thirds vote of the Board of Directors following review of candidate qualifications.

Sec. 5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Sec. 6. 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 for the unexpired term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of this successor.

Sec. 7. Annual Meetings. Annually, the Board of Directors shall meet 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, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.

Sec. 8. 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. 9. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least ten (10) days or by telephoning the same at least one day before the meeting to the usual business or residence address of the Director, but such notice may be waived by the Director. 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 Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

Sec. 10. 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. 11. 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.

Sec. 12. Qualifications. All Directors, with the exception of the public member will be certified in their specialty. The public member will represent the public interest. The Directors holding at-large positions and the American Association of Medical Dosimetrists (AAMD) and American Society of Radiologic Technologists (ASRT) representatives, or equivalent, will be Certified Medical Dosimetrists. The American Association of Physicists in Medicine (AAPM) and the American College of Medical Physics (ACMP) representatives, or equivalent, will be physicists certified in Medical Physics. The American College of Radiology (ACR) and the American Society for Therapeutic Radiology and Oncology (ASTRO) representatives, or equivalent, will be medical physicians certified in Radiation Oncology.

Sec. 13. Contracts and Services. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Trustees of trusts, or as agent for other persons or corporation, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or officers are personally interested as stockholders, Directors, or otherwise shall be at arms' length and not violative of the proscriptions in the certificate of incorporation against the corporation's use or application of its funds for private benefit; and, provided further that no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction, or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.

Sec. 14. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Sec. 15. Indemnity. The corporation shall, to the extent legally permissible, indemnify each of the Directors and officers of the corporation (including such persons who serve at the request of the corporation as directors or officers of another organization in which it has any interest as a member, creditor or otherwise) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceedings, whether civil, criminal, administrative or investigative, in which he may be involved or with which he may be threatened, while in office or thereafter, by which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation; provided, however that as to any other matter disposed of by a compromise payment by such director or officer, that as to any other matter disposed of by a compromise payment by such director or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involved such indemnification, (a) by a disinterested majority of members then entitled to vote; or (b) by a majority of the disinterested

directors then in office, provided there has been obtained an opinion in writing of independent legal counsel to the effect that such director or officer appear to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. To the extent that a director, officer, or agent of this corporation has been successful on the merits in the defense of any action, suit, or proceeding in connection with or by reason of his being or having been a director or officer shall be indemnified against expenses including attorney's fees actually and reasonable incurred by him in connection therewith. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. As used in this paragraph, the terms "director" and "Officer" include their respective heirs, executors and administrators, an "interested" director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

By action of its Board of Directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such amounts as the Board of Directors deem appropriate on behalf of any person who is or was a director or officer 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 him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power or would be required to indemnify him against such liability under the provisions of this Article or of the laws of the State of Maine.

Sec. 16. 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 be general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

Sec. 17. Unanimous Action of Directors Without a Meeting. Any action which may be taken at a meeting of the Directors or of a committee of the Directors may be taken without a meeting in all of the Directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of the Directors' meeting and shall have the same effect as a unanimous vote.

Sec. 18. 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 Article III, section 4 of these Bylaws shall be eligible to serve two consecutive complete terms, if so elected, in addition to completing the unexpired term.

Sec. 19. Removal. Any director may be censured, reprimanded, or removed by the affirmative vote of 2/3 of all the directors, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any director proposed to be removed shall be entitled to at least five days notice in writing by mail 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.

Sec. 20. Appeal. Any director removed from the Board may appeal the Board's decision in writing by mail to the President or President-elect within sixty (60) days after the decision. A re-vote, the affirmative vote of 2/3 of all the directors shall be taken at which time the decision will be upheld or overturned. This decision is final.

ARTICLE IV

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. The Board of Directors by a resolution adopted by a majority of the full Board of Directors may designate from among its members an executive committee or other committee, each consisting of two or more directors and may delegate to such committee or committees all the authority of the Board of Directors except that no such committee or committees shall have or exercise the authority of the Board of Directors to amend the Bylaws of the corporation; recommend to the members the voluntary dissolution of the corporation; adopt a plan of merger or consolidation; amend the Article of incorporation; or recommend to members the sale or other disposition of all or substantially all of the property and assets of the corporation. The designation of any 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. The members of any such committee or committees appointed shall serve during the pleasure of the Board of Directors and each such 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 or committees and other matters relating to its procedure.

ARTICLE V

Contracts

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 VI

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 members, Board of Directors, and committees having any of the authority of the Board of Directors, which book, records, and minutes shall be kept by the Clerk 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 and shall contain a record of the names and addresses of all member entitled to Vote. All books and records of the corporation may be inspected by any officer, director, member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII

Voting upon Stock of other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation, to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation

might have possessed and exercised if present. The Board of Directors may confer the powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VIII

Prohibition against Sharing in Corporate Earnings

No member, 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 new 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 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. All members of the corporation shall be deemed to have expressly consented and agreed that 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 in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine and may be determined by a court of competent jurisdiction upon application of Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

Administration of Certification Exam

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 eligibility process for final determination of candidates.

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

Sec. 3. The Secretary 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 re-register shall be listed in the registry as "inactive".

ARTICLE X

Amendments

Sec. 1. By Directors. The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of 66 2/3 percent of the members of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board of Directors, notice of which action has been duly given to all members of the Board.

ARTICLE XI

Dissolution

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

ARTICLE XII

Rules

Sec. 1. Purpose. The Rules of the Corporation (“Rules”) augment the Articles of Incorporation and the Bylaws. Their purpose is to detail and expedite administrative matters of the corporation. The Rules include matters which come under the purview of the Board of Directors which is responsible for their development, enactment and documentation.

Sec. 2. Enactment and Amendment. The enactment or amendment of a Rule requires a majority vote of the Directors present at any meeting of the Board of Directors at which there is a quorum and becomes effective immediately after such a ballot unless otherwise stipulated. The act of enacting or amending a Rule shall be in accordance with the Rules.

RULES OF THE MEDICAL DOSIMETRIST CERTIFICATION BOARD

Rule 1. The expiration date of terms of membership on the Board as well as terms of officers is hereby set to August 31st of each year. The purpose of this rule is to assure better coincidence with the change in officers and membership to the test cycle.

Rule 2. All candidates determined to be eligible for an examination will have first provided all the information required by the Board approved application form for that test cycle.

Rule 3. MDCB considers the National Commission for Health Certifying Agencies guidelines as interpreted by its consulting psychometrician when making any and all decisions affecting its certification program.

Rule 4. MDCB shall not extend the temporary certificate granted to any individual beyond the published expiration date except in the case that said individual’s term on the MDCB may be extended as permitted in the bylaws of MDCB.

Rule 5. MDCB correspondence addressed to all CMDs, the entire Board or all officers of AAMD, all medical dosimetrists, or all the officers of any affiliate association shall be presented to the entire MDCB for comment, editing, proof reading, and revision prior to mailing. All corrections shall be incorporated into the final document before mailing.

Rule 6. The Board of Directors designates from among its members an Executive Committee consisting of the Certified Medical Dosimetrists who are directors and hereby delegates to said Executive Committee all the authority of the Board of Directors except the authority of the Board of Directors to amend the Bylaws of the corporation; recommend to the members the voluntary dissolution of the corporation; adopt a plan of merger or consolidation; amend the Articles of Incorporation; or recommend to members the sale or other

disposition of all or substantially all of the property and assets of the corporation. 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. The members of such committee shall serve during the pleasure of the Board of Directors. The Executive Committee shall prescribe rules and regulations for the call and conduct of meeting of the committee and other matters relating to its procedures and shall submit said rules, regulations and procedures to the Board of Directors for approval.

Rule 7. The activities of the Medical Dosimetrist Certification Board are conducted by its Board of Directors at its annual and other meetings attendance at each by all members being paramount to the timely and successful completion of its projects. Scheduled respecting related scientific meetings, members; obligations, its contractual agreements, and announced months in advance, members enjoy ample opportunity to arrange their attendance at every meeting. Recognizing the variety of restrictions that may bear on its members' time, possibly occasionally affecting attendance at these meetings, the Executive Committee believes a method of assessing its continued progress toward all goals is in order, and, further, that a process which provides impartial evaluation of truant members' contributions towards these goals is necessary. Therefore, a member finding that other interests or obligations preclude attendance at any regular scheduled meeting of the Board, will petition the Executive Committee through the regular scheduled meeting of the Board, will petition the Executive Committee through the President to acknowledge that the member's interim activities on behalf of the Board continue to provide significant contribution toward the timely and successful completion of its goals. Should a member fail to achieve such acknowledgment in lieu of attendance at any two meetings, the President is hereby directed to seek the member's resignation.

Rule 8. Every Medical Dosimetrist on the Board shall participate in and maintain the continuing education route of re-certification. Failure to complete the re-certification requirements will result in the board member's removal form the board.

Rule 9. Hereinafter, a Director, or equivalent, of another sponsoring organization, or related, board may not hold a position as MDCB Director. Conversely, an MDCB Director may not hold a position as director, or equivalent, on the board of a sponsoring, or related, organization. This rule is not intended to preclude a Board member's involvement in other organizations; however, these positions should not be held concurrently. The board member is required to inform the President or President-elect, in wiring, of any potential conflict of interest as soon as possible from when the potential conflict becomes evident. The President or President-elect will present the member's case to the Board. Holding more than on position may result in that board member's removal form the Board.

Amended March 2011