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ARTICLE I. NAME

Section 1. Name.

The name of the Corporation is THE AMERICAN REGISTRY OF RADIOLOGIC TECHNOLOGISTS, which may be abbreviated with the initials, "ARRT", the registered mark of the Corporation.

Section 2. Offices.

The registered office of this Corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office. This Corporation may have such other offices within or without the State of Minnesota as the Board of Trustees may determine.

ARTICLE II. CORPORATE SEAL

The Seal of the Corporation shall bear the words of the following, or similar, import that is to say:

THE AMERICAN REGISTRY
OF RADIOLOGIC TECHNOLOGISTS
Incorporated in the State of Minnesota

ARTICLE III. PURPOSES

The purposes and objects of the Corporation stated in substance in the Articles of Incorporation are to perform the following activities as they relate to the profession of radiologic technology:

- a. to encourage education in the profession of radiologic technology, its imaging and therapeutic disciplines;
- b. to determine and assess the knowledge and cognitive skills required of radiologic technologists to intelligently perform the tasks of their profession by developing and administering examinations;
- c. to uphold and verify requirements for educational preparation;
- d. to promote continued competence;
- e. to encourage and monitor the ethical practice of Registered Technologists by publishing the professional Code of Ethics and by publishing and enforcing the ARRT's Rules of Ethics;
- f. to maintain and disseminate a registry of individuals meeting the requirements of the Corporation;
- g. to develop and administer certification and registration standards in emerging imaging and therapeutic disciplines in which technologists participate.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Members and Their Qualifications.

The Corporation shall consist of eleven members, hereinafter referred to as Trustees, who shall constitute the Board of Trustees, hereinafter referred to as the Board. Six Trustees shall be technologists certified and registered with the Corporation. Four Trustees shall be physicians duly licensed according to law to practice medicine. One Trustee, deemed the Public Member, shall represent the public



interest and be representative of consumers of services provided by those certified and registered by the Corporation or shall have a background in consumer/public advocacy.

A person shall not be eligible to serve as a Trustee if serving as, or having been elected or retained to serve as, an officer, employee, director or Trustee, of any of the following organizations or any successor thereto:

- a. National organizations that offer accreditation or certification in one or more of the modalities in which ARRT offers certification and registration or;
- b. Any other organization that nominates individuals for appointment to the ARRT Board.

Current professional activity in one of ARRT's areas of interest (i.e., medical imaging, interventional procedures, and radiation therapy) is required for initial appointment and re-appointment to the Board except for the Public Member. Professional activity is defined more broadly than just clinical practice and includes, but is not limited to, healthcare education, management, and industry. Activity to a substantial degree is expected, but full-time involvement is not required and a temporary gap is not a disqualifying event. A nominee for appointment or reappointment must meet this "current professional activity" criterion at the time appointment or reappointment is considered by the Board and at the time a term commences. No longer meeting the criterion at a point during a term is not a disqualifying event for the completion of a term already started. Trustees, except for the Public Member, must maintain appropriate board certification and registration and/or state licensure through the end of their term.

Section 2. Term of Appointment.

Trustees shall hold appointment commencing on August 1 for a term of four years with the term ending on July 31 except when the summer meeting of the Board commences prior to July 31 and isn't adjourned until after July 31 in which case the term will end upon adjournment of the meeting and the term of the incoming Trustee will commence on the next calendar day. No Trustee shall serve more than two terms.

Section 3. Nomination of Trustees.

Trustees are appointed by the ARRT Board from among those nominated as described in this section. At least two nominees shall be identified for each Trustee position to be filled.

Six of the Trustees shall be ARRT certified and registered technologists who shall be nominated for appointment by The American Society of Radiologic Technologists and other national technologist professional associations as applicable for the expertise identified by the Board as relevant for the position.

Four of the Trustees shall be board certified physicians who shall be nominated for appointment by the American College of Radiology and other national radiologist/radiation oncologist professional associations as applicable for the expertise identified by the Board as relevant for the position.

One Trustee shall be a public member as defined by the National Commission for Certifying Agencies (NCCA). Nominees for public member must certify that they and the members of their immediate families comply with the National Commission for Certifying Agencies (NCCA) criteria for public trustees.

In the event that nominating organizations fail to notify ARRT of at least two nominees meeting the specified qualifications for each position to be appointed at least ninety (90) days prior to the end of a term as described in Section 2, the ARRT Board of Trustees may in its sole discretion and upon majority vote of all Trustees then serving, identify additional nominees for consideration so that there are at least of two nominees for each position to be appointed.

Once the term of a Trustee has commenced, the nominating organization shall not have the power or authority to remove the Trustee prior to completion of that Trustee's term.

Section 4. Appointment of Trustees.

The ARRT Board of Trustees may upon an affirmative vote by a majority of all Trustees then serving appoint a Trustee from among the nominees to fill the vacancy with an individual meeting the qualifications as noted in this section. If more than one nominee meets the qualifications specified by the Board for the vacancy scheduled to occur in the current calendar year as well as for a vacancy scheduled to

occur in the next calendar year, the Board may choose to appoint one of the nominees for the upcoming vacancy and another nominee for the subsequent vacancy.

Section 5. Reappointment of Trustees.

Trustees who are eligible to serve an additional term may be reappointed upon an affirmative vote by a majority of all Trustees. The individual being considered shall abstain from voting on their own reappointment.

Section 6. Vacancies.

Any vacancy in the membership of the Corporation by causes other than expiration of the term of a Trustee, shall be filled by the nomination and appointment process described in Article IV, Section 3 and Section 4. The appointee shall serve for the unexpired term of the Trustee whose vacancy is being filled plus such additional time as may be determined by a majority vote of the Board in order to approximate a four-year term, taking into account the importance of staggering of the term completion dates of other Trustees. In no case shall action result in a term exceeding four years or in extending a term beyond July 31. Upon completion of such term, the Trustee shall be deemed to have served one term.

Section 7. Duties and Responsibilities of Trustees.

Trustees shall discharge their duties in good faith, in a manner reasonably believed to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

In addition to its general management of the affairs and property of the Corporation, the Board shall:

- a. uphold ARRT By-Laws
- b. elect officers of the Corporation;
- c. have the authority to remove officers and Trustees;
- d. employ a Chief Executive Officer (CEO);
- e. have the authority to appoint non Trustee committees and/or task forces;
- f. have the authority to take disciplinary action against a holder of an ARRT certificate or an applicant for ARRT certification and registration;
- g. set the date, time and place of meetings of the Board;
- h. approve an annual budget.

Section 8. Compensation.

Trustees shall receive a travel stipend in a reasonable amount set from time to time by the Board and shall be reimbursed by the Corporation for expenses incurred in the performance of their duties.

Section 9. Ad Hoc Committees of the Board and Standing Committees of the Board.

The President may appoint and charge Ad Hoc committees of the Board and standing committees of the Board with Board approval. Each such committee shall consist of two or more Trustees who shall provide periodic reports to the Board on their activities as well as recommendations.

The standing committees of the Board are the Finance and Audit Committee, the Investment Committee, the Ethics Committee, the Committee on Performance Appraisal of the Chief Executive Officer, the Nominating Committee, and the Eligibility Appeals Committee.

Ad Hoc committees of the Board exist for a limited time to complete a specific charge. The duration of an Ad Hoc committee is typically two years or less.

Former ARRT Trustees may be appointed to serve on Ad Hoc committees of the Board under the following conditions: (i) only current Trustees may chair a committee; and (ii) rotation off the Board must have occurred within two years of the start of an appointment to a committee and within four years of reappointment to an Ad Hoc committee.

Section 10. Other Committees.

The Board may appoint and charge committees that are not committees of the Board. Such committees do not have the authority to act on behalf of the Board but may make recommendations to the Board. These committees may be comprised entirely of non-Trustees but a Trustee liaison to such committees should be appointed whenever possible. Each individual shall be appointed for a term set by the Board and may be re-appointed for additional terms at the discretion of the Board.

Section 11. Censure, Reprimand and Removal.

Any Trustee may be censured, reprimanded, or removed for gross dereliction of duty or conduct detrimental to the Corporation. Such action may be initiated when the Board receives a formal, specific and written charge(s) against a Trustee. If determined by vote of the Board that the charges are sufficient, the Trustee charged shall be advised of the charge(s) in writing. The charged Trustee shall then have the right to submit a written defense and/or appear with or without counsel before a meeting of the Board. All Trustees will be notified of the meeting at least 30 days in advance in the manner specified in Article V, Section 3. The Board shall make its decision promptly as to any action needed concerning the complaint and shall notify the charged Trustee in writing. Such actions may include censure, reprimand, or removal.

ARTICLE V. MEETINGS

Section 1. Regular Meetings.

The Board shall hold at least two regular meetings each year. The winter meeting shall be held between January 1st and March 31st of each year and the Annual meeting shall be held in the summer between June 1st and August 31st of each year. The date, time and place of each regular meeting shall be fixed by the Board; if the Board fails to take such action, the same shall be established by the President. Such regular meetings shall not be cancelled without consent of a majority of the Board. Meetings of the Board may be conducted in person, by telephone conference, or by other electronic means through which all Trustees can hear each other simultaneously.

Section 2. Special Meetings.

Special meetings of the Board may be called by the President at any time, or upon written request made to the Secretary by at least three Trustees; provided, however, that written notice of the subjects to be considered at such meeting shall be sent to each Trustee, in the manner provided in Section 3 of this article. Only those subjects listed in the written notice may be discussed at any special meeting. The President shall have the right to fix the place where the special meeting of the Board shall be held.

Section 3. Notice of Meetings.

The Secretary shall deliver written notice of the date, time and place of all meetings to all Trustees. The notice of a meeting shall be deemed delivered when: (1) deposited in the United States mail, addressed to the Trustee at his or her address as it appears on the records of the Corporation, with postage thereon prepaid; or (2) sent by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice. Said notice shall be delivered at least 30 days prior to the date of a regular meeting, and at least 10 days prior to the date of a special meeting. A Trustee may waive notice of any meeting by a signed waiver of notice before, at, or after the meeting or by attending and participating in the meeting.

Section 4. Quorum.

Seven Trustees shall constitute a quorum. If a quorum shall not be present at any meeting of the Board, a majority of the Trustees present may adjourn the meeting without further notice.

Section 5. Voting.

Each Trustee shall be entitled to one vote on each matter submitted to the Board. The act of the majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board except in the following cases, where a two thirds vote of the entire Board is required:

- a. amendments to By-Laws;

- b. determination of cut scores for examinations;
- c. establishing new certification and registration categories;
- d. actions under Article IV, Section 11 of these By-Laws;
- e. dissolution of the Corporation;
- f. employment of a CEO;
- g. election of officers.

Section 6. Action by Written Action.

Any action required of the Board between regular or special meetings shall be by written action signed or consented to by authenticated electronic communication as those words are defined in the Minnesota statutes, Chapter 317A. The written action shall be effective when signed or consented to by authenticated electronic communication by the required number of Trustees, unless a different time is provided in the written action. Actions taken by written action shall be verified and made a part of the minutes of the next Board meeting.

ARTICLE VI. CONFLICTS AND CONFIDENTIALITY

Section 1. Conflicts of Interest.

The Board shall adopt and periodically review a formal Conflict of Interest Policy consistent with applicable law.

Trustees shall avoid any conflicts of interest which prevent performance of their responsibilities and duties to the Corporation. It shall be deemed a conflict of interest if a Trustee has an obligation to any federal, private, professional or other nonprofit organization or entity which conflicts with the purposes, objectives and policies of the Corporation and prevents such Trustee from objectively performing their duties and responsibilities to the Corporation. A conflict of interest includes any financial interest, direct or indirect, that could reasonably be expected to influence the Trustee's judgment. This includes transactions involving the Corporation and any entity in which a Trustee or a related party has a material financial interest.

Trustees shall annually report in writing to the Corporation interests or participation in other organizations or causes. Trustees shall disclose to the Board a conflict of interest or potential conflict of interest known to such Trustee and shall not be counted for purposes of a quorum and shall abstain from voting on, or influencing any action taken with respect to, any matter which may be affected by such conflict of interest.

Section 2. Confidentiality of Proprietary Information; Conduct Following Termination of Board Membership.

A Trustee shall respect the proprietary and confidential information of the Corporation relating to its certification and registration activities, including candidate and registrant personal information, proprietary and confidential information relating to examination development and content. To the extent such Trustee develops, contributes to, or has access to, proprietary and confidential information of the Corporation in connection with its certification and registration activities, said efforts shall be deemed on behalf and for the sole benefit of the Corporation and such member shall have no rights or interest therein and such member shall not disclose or use the same.

A former Trustee shall not in any manner disclose any of the Corporation's proprietary or confidential information relating to its certification and registration activities or use any of such proprietary or confidential information in any manner which shall compromise or otherwise be detrimental to the Corporation's certification and registration activities. Activities deemed to be detrimental to the Corporation's certification and registration activities include, but may not be limited to, publishing, assisting or contributing to the publication or presentation of material intended specifically to prepare for the examination where such preparation is directed at studying examination questions similar to those of the Corporation, as opposed to conveying an understanding of the underlying content material. The foregoing are intended to be examples of prohibited conduct and are not intended to be exclusive of any other activities by a former Trustee which may compromise or be detrimental to the Corporation's certification and registration activities.

ARTICLE VII. OFFICERS

Section 1. Officers.

The officers of the Corporation shall consist of President, Vice President, Secretary, Treasurer, and such other officers as the Board may elect. The offices of Secretary and Treasurer may be held by one person, upon vote of the Board.

Section 2. Qualifications, Election and Term of Office.

Officers shall be elected annually prior to the summer meeting and shall take office immediately following the summer meeting. The offices of President and Vice President shall be elected from among the non Public Member Trustees. The offices of Secretary and Treasurer shall be elected from among all Trustees. Each officer elected shall hold office for one year and until a successor has been duly elected. No officer other than the Secretary or Treasurer shall be reelected to succeed themselves in office.

Section 3. Removal and Vacancies.

Any officer elected by the Board may be removed with or without cause at any time by a two thirds vote of the entire Board. Any vacancy in any office of the Corporation shall be filled by the Board.

Section 4. President.

The President shall:

- a. perform all duties consistent with the office;
- b. preside at all meetings of the Board;
- c. prepare a written report on the activities of the Corporation;
- d. appoint committees and task forces of the Board as needed with the approval of the Board.

Section 5. Vice President.

The Vice President shall:

- a. perform all duties consistent with the office;
- b. assume the duties of the President in the absence of the President;
- c. serve as parliamentarian during the meetings of the Board.

Section 6. Secretary.

The Secretary shall:

- a. perform all duties consistent with the office;
- b. record and keep minutes of meetings of the Board;
- c. maintain all records of the Corporation.

Section 7. Treasurer.

The Treasurer shall:

- a. perform all duties consistent with the office;
- b. keep true and accurate accounts of all the financial transactions of the Corporation;
- c. be the custodian of the funds and of any securities of the Corporation;
- d. present an audit of the Corporation's books to the Board annually;
- e. present a financial report to the Board annually;

Section 8. Delegation of Duties.

Any duties of the officers may be assigned to the CEO by the Board.

ARTICLE VIII. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall:

- a. be employed by the Board;
- b. perform usual duties of the position and such other duties and responsibilities as shall be assigned by the Board or President;
- c. act as administrator and manager of the Corporation;
- d. attend meetings of the Board;
- e. assist the officers and Trustees whenever possible in the performance of their duties.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE X. NONLIABILITY OF NOMINATING ORGANIZATIONS

Neither the American Society of Radiologic Technologists nor the American College of Radiology nor any other organization designated to nominate candidates for the ARRT Board shall in any manner be held or deemed responsible or liable for any act, mission or liability of The American Registry of Radiologic Technologists, its Board of Trustees or individual Trustees.

ARTICLE XI. RULES AND REGULATIONS AND STANDARDS OF ETHICS

To carry out the purposes of the Corporation, the Board shall adopt RULES AND REGULATIONS relating to the qualification, examination, certification and registration of technologists.

To encourage certified and registered technologists and applicants to maintain a high level of ethical conduct and to provide for the protection, safety and comfort of patients, the Board shall adopt and may amend from time to time the standards of conduct applicable to individuals certified and registered or applying for certification and registration by ARRT either now or in the future.

To assist certified and registered technologists to maintain their qualifications, the Board shall adopt and may amend from standards for ongoing education and professional development.

ARTICLE XII. AMENDMENTS TO BY-LAWS

These By-Laws may be amended at any time by two thirds vote of the entire Board at any regular or special meeting of the Board. Notice of any proposed amendment shall be given to each member of the Board by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice, at least 30 days prior to the meeting.

ARTICLE XIII. DISSOLUTION

Subject to the provisions of Article V, Section 5 of these By-Laws, the Corporation may be dissolved in the manner provided in the Articles of Incorporation. Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code in proportions determined by the Board of Trustees.

ARTICLE XIV. PARLIAMENTARY PROCEDURE

The most recent edition of Robert's Rules of Order is the parliamentary authority for the Corporation.