

THE AMERICAN BOARD OF RADIOLOGY

BYLAWS

ARTICLE I

Name

The name and title by which this Corporation shall be known, as stated by the Certificate of Incorporation, is The American Board of Radiology.

RADIOLOGY is defined as that branch of medicine which encompasses the diagnostic and therapeutic applications of radiant energy and radiation safety as included in each of these subfields as specified below.

DIAGNOSTIC RADIOLOGY is that branch of radiology that utilizes a variety of diagnostic and image-guided therapeutic techniques, including all aspects of radiological diagnosis, nuclear radiology, diagnostic ultrasound, magnetic resonance, computed tomography, interventional procedures and the use of other forms of radiant energy.

RADIATION ONCOLOGY is that branch of radiology that utilizes ionizing radiation to treat patients with cancer and occasionally patients with diseases other than cancer.

MEDICAL PHYSICS is that branch of radiology that includes Therapeutic Medical Physics, Diagnostic Medical Physics, and Nuclear Medical Physics.

ARTICLE II

Objectives and Purposes

The objectives and purposes of this Corporation shall be as follows:

- (a) To continuously improve the quality of radiologic service to patients and to the Public;
- (b) To improve the quality of graduate education in Radiology through its requirements for primary and subspecialty certification;
- (c) To conduct examinations in Radiology and to evaluate the qualifications of voluntary candidates for ABR certification;

- (d) To issue time-limited certificates in the specialties and subspecialties of Radiology to qualified candidates;
- (e) To provide and administer programs for the maintenance of certification (MOC) of its diplomates;
- (f) To encourage life-long learning and professional growth through its MOC programs;
- (g) To arrange for the publication of a current listing of the names of the diplomates of the ABR; and
- (h) To do and perform all things necessary or incidental to the foregoing objectives and purposes.

ARTICLE III
Board of Trustees

Section 1. Qualification of Members. The membership of this Corporation shall consist of Diplomates of The American Board of Radiology who shall be nominated and selected as hereinafter provided in this Article.

Section 2. All members of this Corporation shall serve for the limited period provided and shall serve as members of and, at the same time, shall constitute the Board of Trustees of this Corporation. Three (3) members of this Corporation shall be elected from individuals nominated by each of the eight following sponsoring organizations:

The American Roentgen Ray Society
The American College of Radiology
The American Radium Society
The Radiological Society of North America
The American Medical Association
The American Society for Radiation Oncology
The Association of University Radiologists
The American Association of Physicists in Medicine

The Board of Trustees shall elect an individual from a sponsoring organization when a vacancy from a sponsoring organization exists as defined in Article III, Section 7. In the event no nominee(s) of a sponsoring organization is elected, additional nomination(s) shall be requested. If the sponsoring organization either does not submit the requested additional nomination(s) by the date specified by the Board of Trustees or nominates an individual or individuals not elected by the Board of Trustees, the Board

of Trustees shall instead elect an individual or individuals from the sponsoring organization upon recommendation of any one (1) or more Trustees as hereinabove provided in this Section 2. An affirmative vote of at least three-fourths (3/4ths) of the membership of the entire Board of Trustees shall be necessary for the election of any nominee to membership in this Corporation. Each person shall serve for a term of four (4) years or until a successor shall be elected.

Individuals elected as nominees of a sponsoring organization shall be elected to staggered terms whenever possible.

Section 3. A Trustee may serve two consecutive terms of four (4) years unless the Trustee has fulfilled an unexpired term greater than two (2) years, in which case such Trustee shall only be eligible to serve one additional consecutive four (4) year term. An elected Trustee's term of service officially begins on July 1 of the year of his or her election, and ends on June 30 of his or her final year of service.

Section 4. The total number of members of this Corporation and the number of members from each sponsoring organization may be increased or decreased upon the approval of at least three-fourths of the entire Board of Trustees and the approval of all sponsoring organizations.

Section 5. In addition to the organizations named in Article III, Section 2. of these Bylaws, other organizations may become qualified and authorized to nominate members of this Corporation. Following the approval of all the sponsoring organizations at that time qualified and authorized to make such nominations, the approval of at least three-fourths of the entire Board of Trustees is required. Such organizations may have such number of Trustees as approved by all sponsoring organizations and by the approval of at least three-fourths of the entire Board of Trustees.

Section 6. Organizations authorized to make nominations for membership in this Corporation shall provide such nominations in writing.

Section 7. In the event of a vacancy in the membership of this Corporation caused by resignation, death, or any reason other than by expiration of the term of such member, the organization which had nominated the member whose resignation, death, or separation from this Corporation had created such vacancy shall be notified and requested to nominate one or more qualified person(s) for the consideration of the Board of Trustees in filling such vacancy for the unexpired term thereof. A person elected to fill a vacancy shall be a member forthwith upon such election by the Board of Trustees.

Section 8. Conflicts of Interest.

(a) It is the policy of this Corporation that the legal duty of loyalty owed to this Corporation by a Trustee serving on the Board of Trustees of this Corporation requires the Trustee to act in the best interests of this Corporation, even if discharging that duty requires the Trustee to support actions that might be contrary to the views, interests, policies, or actions of another organization of which the Trustee is a member. Consistent with a Trustee's duty of loyalty, a person serving as a Trustee of this Corporation as the nominee of a supporting organization of this Corporation does not serve or act as the "representative" of any other organization, and his or her "constituency" as a Trustee of this Corporation is solely this Corporation and is not any other organization or its members.

(b) As an overriding condition of initial and continuing eligibility for election and service as a Trustee of this Corporation, a person shall not have, and shall avoid, any actual or potential conflict of interest that does or might be perceived to prevent or interfere with the Trustee's objective and unfettered performance of any of his or her duties as a Trustee of this Corporation, including the Trustee's fulfillment of the duty of loyalty to this Corporation, and if a person (including a person nominated by a supporting organization for election to the Board of Trustees) believes that he or she (or his or her spouse or child) may have such a conflict of interest, the person shall promptly give written notice to this Corporation of all of the relevant facts and circumstances, shall absent himself or herself from all discussions regarding the subject matter of the actual or potential conflict of interest, and shall not vote on any issue regarding that subject matter.

Section 9. Confidentiality. A Trustee, during his or her service as a Trustee of this Corporation and at all times thereafter, shall keep confidential the proprietary and confidential information of this Corporation related to its examination activities, including, without limitation, proprietary and confidential information regarding examination development and content, shall not disclose any such information to any person without the prior written consent of this Corporation, and shall not engage in any activities that may compromise the integrity of or be detrimental to this Corporation's examination activities. If a Trustee develops or contributes to proprietary and confidential information of this Corporation related to its examination activities, the Trustee's efforts shall be deemed to have been undertaken exclusively on behalf of and for the sole benefit of this Corporation, as a work for hire by the Trustee for this Corporation, and the Trustee shall have no right or interest in any of such information. A person shall not take advantage of his or her current or prior position as a Trustee of this Corporation, whether for his or her own commercial benefit or otherwise, by presenting, publishing, assisting in, or contributing to the presentation or publication of material intended specifically to prepare individuals for the examinations given by this Corporation, if the preparation is directed at examination questions that are similar to those used by this Corporation in its examination activities, as opposed to being directed at conveying an understanding of the underlying content material.

Section 10. Acknowledgment. Each Trustee of this Corporation shall sign and deliver to this Corporation, when and as requested by the Board of Trustees, an instrument in the following form:

The undersigned acknowledges that he or she has read and understands the Bylaws of The American Board of Radiology, including, without limitation, sections 8, 9, and 10 of Article III thereof, and agrees to be bound by them.

(Signature)

(Date)

ARTICLE IV
Officers

Section 1. The officers of this Corporation shall consist of a President, a President Elect, and a Secretary-Treasurer, each of whom shall be a member of the Board of Trustees, and such officers as the Board of Trustees from time to time may elect. The President, President-Elect, and Secretary-Treasurer shall each serve one term of two (2) years. Said term shall commence at the conclusion of the first meeting of the Board of Trustees held in the Board’s fiscal year.

Section 2. Each of the officers of this Corporation shall be elected by a majority vote from among the members of this Corporation at an annual meeting.

Section 3. A vacancy in any office of this Corporation shall be filled for the unexpired term of such officer by election held by the Board of Trustees at any regular or special meeting.

Section 4. Duties of the Officers.

- (a) The President shall have the powers and duties usually appertaining to the office of President and such other powers and duties as may be assigned to the President by the Board of Trustees from time to time. The President shall submit to the annual meeting of the Board of Trustees a report of the business, activities, and affairs of this Corporation.
- (b) The President Elect succeeds the President and in the absence or disability of the President, shall act in the place and stead of the President, and in addition thereto, the President Elect shall perform such of the duties and affairs of this Corporation as may be assigned or delegated to such office by the President of this Corporation or by the Board of Trustees.
- (c) The Secretary-Treasurer, as Treasurer, shall keep, or cause to be kept, true and accurate accounts of all the financial transactions of this Corporation.

The Treasurer shall be the custodian of the funds of this Corporation and of any securities which are the property of this Corporation. The Treasurer may be required to give bond in such sum and with such surety as may be determined and approved by the Board of Trustees. The premium for such bond and the bonds of any other officers and employees shall be paid by this Corporation. The Board of Trustees shall cause to be prepared annually an audit of this Corporation's books. Such audit shall be presented to the Board of Trustees annually.

- (d) The Secretary-Treasurer, as Secretary, shall keep, or cause to be kept, the minutes of the meetings of the Board of Trustees and shall keep all records of this Corporation, including data with respect to any examinations held, certificates issued, and other transactions of the Board of Trustees. The Secretary-Treasurer shall be the custodian of this Corporation's seal.
- (g) Subordinate officers of this Corporation may be appointed by the Board of Trustees from time to time and in such number and with such powers and duties as the Board of Trustees may determine.

Section 5. Executive Director. The Board of Trustees will appoint an Executive Director who will serve as the Chief Staff Employee. The Executive Director will be responsible to the Board of Trustees through the President for the effective conduct of the affairs of The American Board of Radiology. The Executive Director will be responsible for the implementation of the policies of the Board of Trustees relative to the Corporation's mission, goals, objectives, and related policies. Within this framework, he/she will plan, organize, coordinate and direct the staff, programs and activities of the Corporation. He/she will serve as an ex-officio non-voting member of the Budget and Finance Committee, Executive Committee, and Board of Trustees. The term of the Executive Director will be determined by the Board of Trustees.

Section 6. Associate Executive Director for Administration. The Executive Director will appoint, with the approval of the Executive Committee, an Associate Director for Administration, who will perform such duties and affairs of this Corporation related to administration as may be assigned or delegated by the Executive Director, the Executive Committee, or the Board of Trustees. These duties will include, but not be limited to, coordinating strategic planning, policy formation and evaluation; organizing staff and resources required to implement Board policy and to accomplish objectives of the strategic plan; and monitoring Board compliance with relevant standards. He/she will also serve as executive director of the ABR Foundation; in this capacity, he/she will report directly to the Chairman of the ABRF Board of Directors. The term of the Associate Executive Director for Administration will be determined by the Executive Director.

Section 7. Associate Executive Director for Diagnostic Radiology. The Executive Director will appoint, with the approval of the Executive Committee, an Associate Executive Director for Diagnostic Radiology who will perform such duties and affairs of this Corporation related to Diagnostic Radiology as may be assigned or delegated by the Executive Director, the Executive Committee, or the Board of Trustees. These duties will include, but not be limited to, implementation of policies relative to this Corporation's mission in Diagnostic Radiology and to plan, organize and direct the programs of the Corporation's mission in Diagnostic Radiology. The Associate Executive Director for Diagnostic Radiology may be invited to meet with and provide staff support for Committees of the Board of Trustees but shall not be a voting member unless he/she is a member of the Board of Trustees. The Associate Director and Executive Director may be assisted by one or more Assistant Executive Director(s) for Diagnostic Radiology, who will be selected by the Diagnostic Radiology Trustees; the duties and term of office of an Assistant Executive Director for Diagnostic Radiology will be determined by the Associate Director for Diagnostic Radiology at the time of his or her selection.

Section 8. Associate Executive Director for Radiation Oncology. The Executive Director will appoint, with approval of the Executive Committee, an Associate Executive Director for Radiation Oncology who will perform such duties and affairs of this Corporation related to Radiation Oncology as may be assigned or delegated by the Executive Director, the Executive Committee, or the Board of Trustees. These duties will include, but not be limited to, implementation of policies relative to this Corporation's mission in Radiation Oncology and to plan, organize and direct the programs of the Corporation in Radiation Oncology. The Associate Executive Director for Radiation Oncology may be invited to meet and provide staff support for the Radiation Oncology Committees of the Board of Trustees but shall not be a voting member unless he/she is a member of the Board of Trustees. The Associate Director and Executive Director may be assisted by one or more Assistant Executive Director(s) for Radiation Oncology, who will be selected by the Radiation Oncology Trustees; the duties and term of office of an Assistant Executive Director for Radiation Oncology will be determined by the Associate Director for Radiation Oncology at the time of his or her selection.

Section 9. Associate Executive Director for Medical Physics. The Executive Director will appoint, with the approval of the Executive Committee, an Associate Executive Director for Medical Physics who will perform such duties and affairs of this Corporation related to Medical Physics as may be assigned or delegated by the Executive Director, the Executive Committee, or the Board of Trustees. These duties will include, but not be limited to, implementation of policies relative to this Corporation's mission in Medical Physics and to plan, organize and direct the programs of the Corporation in Medical Physics. The Associate Executive Director for Medical Physics may be invited to meet and provide staff support for the Medical Physics

Committees of the Board of Trustees but shall not be a voting member unless he/she is a member of the Board of Trustees. The Associate Director and Executive Director may be assisted by one or more Assistant Executive Director(s) for Medical Physics, who will be selected by the Medical Physics Trustees; the duties and term of office of an Assistant Executive Director for Medical Physics will be determined by the Associate Director for Medical Physics at the time of his or her selection.

ARTICLE V
Meetings

Section 1. The members of this Corporation shall have no voting rights, and there shall never be a meeting of the members of this Corporation as such. All meetings of such members shall be meeting of the Board of Trustees.

Section 2. There shall be an annual meeting of the Board of Trustees held during each calendar year at a time and place to be determined by the Executive Committee.

Section 3. Special meetings of the Board of Trustees may be called by the President or shall be called by him/her on behalf of and upon written request made to the Executive Director or Secretary-Treasurer by at least three (3) members of the Board of Trustees. Written notice of the time and place of special meetings and the subjects to be considered as established by the Executive Committee shall be sent to each member of the Board not less than twenty (20) days prior to such meeting.

Section 4. All meetings of the Board of Trustees shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

Section 5. A conference among Trustees by means of communications through which the Trustees may simultaneously hear each other during the conference is a meeting of the Board of Trustees, if the same notice is given, or waived, of the conference as would be required for a meeting and if the number of Trustees participating in the conference is a quorum, and participation in a meeting by this means is personal presence at the meeting. A Trustee may participate in a meeting of the Board of Trustees by any means of communication through which the Trustees, other Trustees similarly participating, and all Trustees physically present at the meeting may simultaneously hear each other during the meeting, and participation in a meeting by this means is personal presence at the meeting.

Section 6. Any action required or permitted to be taken at a meeting of the Trustees may be taken by the unanimous written consent of the Trustees, setting forth the action or actions so taken and signed in one original or in one or more counterparts by all of

the Trustees. Such consent shall have the same force and effect as a unanimous vote of the Trustees and may be stated as such.

ARTICLE VI
Quorum

Except as otherwise herein provided, a majority of the members of the entire Board of Trustees shall constitute a quorum for the transaction of the business of this Corporation.

ARTICLE VII
Executive Committee

Section 1. The Corporation shall have an Executive Committee composed of the President, President Elect, Secretary-Treasurer, most recent past-President who is still a Trustee of the Board, and Chairs of the Maintenance of Certification Coordinating Committee and Initial Certification Coordinating Committee. The President may, from time to time, with the consent of the Committee, appoint additional members to the Executive Committee. The term served by each such appointee shall be stipulated by the President at the time of his or her appointment.

The Executive Committee shall be vested with such powers and duties as the Board of Trustees shall by resolution or motion determine. The Executive Committee shall report its proceedings and actions to the whole Board of Trustees for adoption by the entire Board.

ARTICLE VIII
Other Committees

Section 1. General. This Corporation shall have the standing committees described in the following sections of this article VIII and may have such other committees as are from time to time established by the Board of Trustees. Each such committee shall have the authority, rights, powers, duties, and responsibilities from time to time determined by the Board of Trustees. Any such committee may be disbanded at any time by action of the Board of Trustees, in its sole discretion. Each such committee shall at all times be subject to the supervision, direction, and control of the Board of Trustees. The number, qualifications, terms of office, method of selection, election, or appointment, removal and replacement of the members of each such committee, the time and place of their meetings, if any, and such other provisions with respect to them as are not inconsistent with the express provisions of these Bylaws or the Articles of Incorporation of the Corporation shall be as specified from time to time by the Board of Trustees of this Corporation, and the members of each committee shall be appointed for staggered

terms whenever possible. Except as stated otherwise, all committees enumerated below shall make reports and recommendations to the Board of Trustees.

Section 2. Budget and Finance Committee. The Secretary-Treasurer shall be assisted in his/her duties by a Budget and Finance Committee which, in addition to the Secretary-Treasurer, shall consist of at least three Trustees with staggered terms. The Secretary-Treasurer will serve as the chair of the committee. The duties of the committee shall include reviewing the annual budget, overseeing investments, recommending examination fees, reviewing personnel salaries and benefits and related matters as assigned by the Executive Committee.

Section 3. Initial Certification Coordinating Committee. The Initial Certification Coordinating Committee will be responsible for overseeing the primary examination process in Diagnostic Radiology and subspecialties, Radiation Oncology and Medical Physics, developing the core examination process, developing the procedures for certifying examinations, evaluating the examination process and such other duties as may be assigned by the Executive Committee and President. The Committee shall consist of Trustees, and other invited or appointed members. The Chair of the committee serving on the Executive Committee must be a Trustee of the American Board of Radiology. Subcommittees of the Initial Certification Coordinating Committee will be appointed for the certifying examinations in Diagnostic Radiology, Radiation Oncology and Medical Physics as required for the examination process.

Section 4. Maintenance of Certification Coordinating Committee. The Maintenance of Certification Coordinating Committee will be responsible for overseeing all components and components of the Maintenance of Certification process in Diagnostic Radiology, Radiation Oncology and Medical Physics, and such other duties as may be assigned by the Executive Committee and President. The Committee shall consist of Trustees, and other invited or appointed members. The Chair of the Committee serving on the Executive Committee must be a Trustee of the American Board of Radiology. Subcommittees of the Maintenance of Certification Coordinating Committee will be appointed for the Maintenance of Certification process in Diagnostic Radiology, Radiation Oncology and Medical Physics as required for the maintenance of certification process.

Section 5. Bylaws Committee. The Bylaws Committee shall be responsible for reviewing the Bylaws and recommending appropriate modifications in them to the Board of Trustees. The Committee shall consist of three Trustees and a Chair appointed by the President.

Section 6. Nominating Committee. The Nominating Committee will consist of three (3) Trustees elected by majority vote from those Trustees not eligible for election as an officer. The members of the Nominating Committee will be elected at a meeting of the

Trustees next preceding the meeting at which officers are to be elected. The Chair will be designated by the President from those elected. The Nominating Committee has two charges: 1) it shall prepare a slate of nominees for each elected position to be filled and for the position of at-large member of the Executive Committee. 2) It shall prepare a slate of nominees to be elected as Directors of the ABR Foundation. Such elections will be held at the next scheduled meeting of the Trustees.

Section 7. Audit Review Committee. The Audit Review Committee shall recommend the persons or firm to be engaged by the Corporation as its independent auditors; shall consult with the persons or firm so chosen with respect to the proposed scope of the auditor's work any proposed nonaudit functions to be performed by the auditors, and the plan of audit; shall review in consultation with the independent auditors, the auditor's report or audit, or proposed report of audit, and any accompanying management letter; shall review any management letter submitted by the independent auditors that suggests changes or areas of improvement in the Corporation's accounting practices and internal accounting controls, and management's responses to these suggestions; shall review with the independent auditors and with management of the Corporation the extent to which any recommended changes or improvements have been implemented; shall review with the independent auditors any significant proposed changes in the basic accounting principles and reporting standards used in preparing the Corporation's financial statements; shall consult with the independent auditors (periodically, as appropriate, out of the presence of management) with respect to the Corporation's internal financial controls and the adequacy of those controls; and shall make reports and recommendations to the Board of Trustees with respect to the foregoing.

Section 8. Professionalism Committee. The Professionalism Committee shall be responsible for developing and recommending to the Board of Trustees standards of professionalism for the American Board of Radiology; for reviewing and making recommendations regarding ABR processes for candidate and diplomate professional behaviors; and for surveying and setting standards for the assessment, improvement and advancement of professionalism in radiology. The duties of the Professionalism Committee include, but are not limited to, actions pertaining to revocation or suspension of certificates, in matters arising under Article X; adjudication of potential conflicts of interest among volunteer diplomates; and any other matters relating to the professional behavior of its candidates or diplomates.

Article VIII. Other Committees

Section 9. Information Technology Advisory Committee. The Information Technology Advisory Committee shall be responsible for developing and recommending to the Board of Trustees policies that ensure that the information technology and informatics activities of the ABR are coordinated and function with the highest degree of efficiency to accomplish the ABR Mission. The duties of the

Information Technology Advisory Committee include strategic oversight of the content and design of the ABR's electronic services and communications. The committee shall consist of Trustees and other invited or appointed members. The Chair of the Committee will serve as a member of the Executive Committee and must be a Trustee of the American Board of Radiology.

ARTICLE IX

Relationship to The American Board of Medical Specialties

This Corporation recognizes the need for cooperation with all other medical specialty boards as well as the need for the cooperative action of all medical specialty boards in creating, maintaining, and raising the standards of professional performance, in improving the delivery of medical care, and in cooperating in all other matters of mutual interest and concern. This Corporation acknowledges its membership in The American Board of Medical Specialties as a desirable and appropriate way of meeting these ends.

The appointment of voting representatives of and alternates from this Corporation to The American Board of Medical Specialties will be made by the President of this Corporation. Whenever possible these appointees will include the President, President Elect, Secretary-Treasurer, and other voting members appointed by the President. Each appointee must be serving as a Trustee of this Corporation at the time of the initial appointment to The American Board of Medical Specialties. The Executive Director or an Associate Executive Director may be appointed as a voting representative.

Article X

Revocation and Suspension

Section 1. All certificates issued by the American Board of Radiology will be subject to the Bylaws of the Corporation, as amended from time to time, and to any rules and regulations adopted by the Corporation. The Corporation shall have the authority to impose disciplinary sanctions by revoking or suspending any certificate issued by the Corporation or placing a Diplomate or candidate on probation for a fixed or indefinite time or some combination of these, pursuant to rules and regulations established by the Corporation, for any of the following reasons:

- (a) the certificate was issued contrary to or in violation of any rule or regulation of the Corporation;
- (b) the person to whom the certificate was issued was not eligible to receive it;

- (c) substantial misstatement or omission of a material fact to the Corporation in an application or in any other information submitted to the Corporation;
- (d) any license of the person to practice is not, or ceases to be, a valid and unrestricted license to practice within the meaning set forth in the Rules and Regulations of the American Board of Radiology. In the event that a Diplomate's license to practice is suspended, revoked or restricted in any state in which the Diplomate practices, holds a license or has held a license, the Diplomate's board certification may be revoked or suspended;
- (e) violation of rules and regulations relating to the Written Qualifying, Oral and Maintenance of Certification Examinations and applications to take the examinations;
- (f) presenting or distributing, or aiding, or assisting another person(s) to present or distribute, a forged document or other written instrument purporting to have been issued by or under the authority of the Corporation to evidence that a candidate, Diplomate, or any other person(s) is currently or was previously certified by the American Board of Radiology, when that is not the case, or claiming orally or in writing, or assisting another person(s) to claim, that a candidate, Diplomate, or any other person(s) is currently or was previously certified by the American Board of Radiology, when that is not the case;
- (g) engaging in any conduct that materially disrupts any examination or that could reasonably be interpreted as threatening or abusive toward any examinee, proctor or staff; or
- (h) failure to cooperate with the American Board of Radiology or its Professionalism Committee at any point during the investigation of a matter arising under Article X.

Section 2. Hearings on matters arising under Section 1 shall be held before a Hearing Committee designated by the Professionalism Committee pursuant to the procedures set forth in the Rules and Regulations as amended from time to time. There shall be no right to an in-person hearing on any matter arising under Section 1(d).

Section 3. In the event that a Diplomate's board certification has been suspended or revoked for any reason, the American Board of Radiology may determine whether to allow the former Diplomate to obtain a new certificate or to have the original certificate reinstated, and may impose any conditions it deems appropriate on the new or reinstated certificate. All new or reinstated certificates will be subject to the Bylaws of the Corporation at the time the certificate is issued or reinstated and will be subject to same conditions, rules and regulations applicable to a newly awarded certificate at the

time the certificate is issued or reinstated, including time limits and requirements for recertification and maintenance of certification.

Section 4. The Corporation shall have the right to publish the final decision and any factual findings that might help to explain the reasons for such decision in any matter arising under Section 1. If a Diplomate's certificate is revoked or suspended, the Corporation will report the revocation or suspension to the American Board of Medical Specialties ("ABMS"), which will not list the Diplomate as certified and may, at its option, report that the Diplomate's certificate has been suspended or revoked unless and until the Diplomate receives a new certificate from this Corporation or the original certificate is reinstated.

ARTICLE XI
Confidentiality Regarding Candidates

In order to protect the privacy of all past and future candidates for certification by this Corporation and to encourage and enhance free, open, and objective evaluation of candidates, it is the policy of this Corporation to preserve the confidentiality of all information in the possession of this Corporation concerning individual candidates and to divulge no such information without the candidate's consent, except for information concerning the person's precise position in this Corporation's certifying process and whether or not this Corporation has issued a Certificate of Qualification to the person. However, the Corporation may release statistical information which is not identified with any candidate. Notwithstanding the foregoing, this Corporation may release, in confidence, to the Program Director and Department Chair of each program in which the candidate was enrolled, the results of the candidate's performance in the examinations conducted by this Corporation.

ARTICLE XII
Amendments

These Bylaws may be altered and amended at any time by the Board of Trustees at any meeting held for that purpose. Notice of such meeting and of such proposed amendment must be given in writing either by mail or personal notice to each member of the Board of Trustees at least twenty (20) days prior to the holding of such meeting. An amendment to these Bylaws requires an affirmative vote of at least three-fourths (3/4ths) of the members of the entire Board of Trustees.

ARTICLE XIII
Seal

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

The American Board of Radiology
Incorporated in the District of Columbia
1934

ARTICLE XIV
Indemnification of Trustees, Officers and Others

The Board of Trustees may exercise the full extent of the powers which this Corporation has under the laws of the District of Columbia, as such law exists from time to time, to indemnify members, Trustees, officers, examiners, employees, including the Executive Director, Associate Executive Directors, Assistant Executive Directors, and agents for expenses incurred by reason of the fact they are or were Trustees, officers, employees, including the Executive Director, Associate Executive Directors, Assistant Executive Directors, or agents of this Corporation. Such expenses shall include attorneys' fees, judgments, fines, amounts paid in settlement, and amounts otherwise reasonably incurred. The Board of Trustees may make advances against such expenses upon terms decided by it. The Board of Trustees may exercise the full extent of the powers which the Corporation has under the laws of the District of Columbia, as such law exists from time to time, to purchase and maintain insurance against the risks above described, on behalf of its Trustees, officers, employees, including the Executive Director, Assistant Executive Directors, and agents.