

BYLAWS

AMERICAN BOARD OF NUCLEAR MEDICINE, INC.

(Revised *in toto* February 24, 2014)

ARTICLE I

The objects, purposes and powers of the corporation and the limitations thereof, will be as set forth in the Certificate of Incorporation filed in the office of the Secretary of State of Delaware.

ARTICLE II

Section 1. At least two regular meetings will be held in each year, at an approximate time and place to be selected by resolution not later than the close of the preceding regular meeting. One meeting will be designated the annual meeting; the other will be designated the semi-annual meeting. Notice and an agenda of regular meetings will be sent by the Administrator to all members at least 30 days in advance of the date of the meeting.

Section 2. Special meetings of the whole Board may be conducted in person, by conference call or web-based conferencing. Notice of special meetings will be sent by the Administrator to each member at least 14 days prior to the meeting. An agenda should be sent prior to the meeting and a report of these meeting should be provided at the succeeding regular meeting.

Section 3. A quorum for any regular or special meeting will consist of a majority of the voting Board members, unless a greater number is required for any particular business or matter. Motions approved at any regular or special meeting require a majority of the members present and voting, unless otherwise specified. Votes may be taken by voice, written or electronic ballots.

Section 4. Standing committees other than the Executive committee are created by the Board and may conduct business in person, by phone or internet. Minutes of their meeting are reviewed at the regular meetings.

Section 5. Ad Hoc committees or taskforces may be created by the Chair. The Chair is also responsible for appointing committee members.

ARTICLE III

Section 1. The conditions of membership in the corporation are set forth in Article 10 of the Certificate of Incorporation. The members of the Board of Directors will be the members of the corporation.

The number of Board members will be twelve. Appointment of Board members will be for a limited time as hereinafter set forth and until the election of successors.

Section 2. Current Board members will elect new Board member(s) to replace Board member(s) whose terms expire after the next annual meeting. This election will occur at the semi-annual meeting.

Section 3. In the event of a vacancy in Board membership caused by removal, resignation, death or otherwise than by expiration of term, current Board members will elect a new Board member at its next regular meeting provided that there is enough time to vet possible candidates.

Section 4. New Board members will be elected to hold office for three years and can be elected to a second three year term. The unanimous approval of all current Board members is required for a Board member to serve for more than 6 years.

Section 5. Any Board member may be removed from membership by unanimous written ballot of the other members present and voting.

Section 6. Election of directors requires an anonymous written ballot.

Section 7. The Board may establish and put into effect such further rules, regulations and orders governing admission and termination of membership, rights, powers, privileges, obligations, and duties of Board members.

Section 8. The Board may select Board members who are retiring from the Board to Life Membership. Life membership is an honorary title recognizing service to the Board and does not confer any responsibilities, duties or privileges.

ARTICLE IV

Section 1. The officers of the Board will consist of a Chair, a Vice Chair, and a Secretary-Treasurer. The power and duties of the officers, subject to the supervision of the Board members, will be as are provided by law or the Bylaws, such as usually pertain to their respective offices, and such as the Board members may prescribe. The officers designated above and the most recent past Chair then a member of the Board will constitute the Executive Committee. At the discretion of the current Board members, up to 2 additional members can be elected to serve as at-large members of the executive committee. The Executive Committee has the power and duties vested in the Board to conduct routine business in-between regular meetings of the entire Board, except as limited by the Board. The executive Committee will make a written report of its proceedings and actions within 2 weeks of its meeting and at the succeeding Board meetings.

Section 2. The Chair, Vice Chair, and Secretary-Treasurer will be elected from the current Board members-at the annual Board meeting by majority of Board members present and voting. At-large members of the executive committee, will be elected from the current Board members or from the newly elected Board members at the annual Board meeting by majority of Board members present and voting

Section 3. The officers will take office at the close of the annual meeting when they are elected. The Chair, Vice Chair, and Secretary Treasurer will serve for a term of one year or until the election and qualification of their respective successors. Regardless of the above, any officer may be removed at any time by the affirmative vote of the majority of the Board members.

Section 4. A vacancy in any office will be filled for the unexpired term by election at a regular or special meeting or an anonymous online ballot.

ARTICLE V

Section 1. The Executive Director will be selected by the Board after conducting a national search. An Associate Executive Director may be selected at the discretion of the Board.

Section 2. The Executive Director and Associate Executive Director (if applicable) will serve as ex officio members without vote on the Board, on all standing committees, and on such ad hoc committees to which they may be appointed by the Chair.

Section 3. The roles and responsibilities of the Executive Director and Associate Executive Director will be determined by the Board.

Section 4. The Executive Director and Associate Executive Director (if applicable) will be selected to serve a 5 year term with the possibility of a second 5 year term.

Section 5. A member of the executive staff may be removed at any time by the affirmative vote of the majority of the Board members.

ARTICLE VI

The Secretary-Treasurer will disburse the Boards funds for the payment or reimbursement of necessary and reasonable expenses incurred in the ordinary operation of the Board and as otherwise authorized by law, the Certificate of Incorporation, the Bylaws or resolution of the Board members. Checks or electronic payments may be signed on behalf of the Board by such officer or officers or agent or agents as the Board members from time to time will designate by resolution.

ARTICLE VII

The Board will, subject to the limitations in paragraph 2 of this Article VII, defend, indemnify and save harmless any member, officer, agent, or employee of the corporation against any suit or proceeding that is threatened or pending, whether civil, criminal, administrative, or investigative, because of such relationship to the Board, except for a suit or proceeding by or on behalf of the Board itself against such person. The Board will further defend, indemnify, and save harmless any such person serving as a member, officer, employee or agent of any other entity at the request of the Board against any such suit or proceeding against such person. Such indemnity will include expenses, attorney fees, judgment fines, and amounts paid in settlement actually and reasonably incurred by such person if such person had acted in a manner reasonable believed to be lawful and not opposed to the best interest of the Board. The termination of any such suit or proceeding against such person will not, of itself, create a presumption that such person did not act in a manner reasonable believed to be lawful, in compliance with the Bylaws and Policies of the Board, and not opposed to its best interest.

If any such suit or proceeding is brought against such person by or on behalf of the Board itself, the obligation of the Board will only include the expenses and attorney fees reasonable incurred by such person in connection with the defense or settlement of such suit or proceeding, provided, however, that such person acted in a manner reasonable believed to be lawful and not opposed to the best interest of the Board, and provided further that no such indemnification will be made if such person is adjudged by a proper forum to be liable for negligence or fraud in the performance of such person's duty to the Board unless such forum, to the extent the same is within its authority, will determine that such person is entitled to indemnification hereunder despite an adjudication of liability.

The indemnification provided by this Article will not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or any agreement between the Board and any member, officer, agent, or employee.

The indemnification provided by this Article will be applicable to any suit or proceeding presently pending or arising in the future and will continue for the benefit of any member, officer, agent or employee after such relationship with the Board has terminated and the provisions hereunder will inure to the benefit of the heirs, administrators, executors and fiduciaries of any such person.

The Board may purchase and maintain insurance on behalf of any member, officer, agent or employee of the Board against any such liability asserted against such person whether or not the Board has the power to defend and indemnify such person under the provisions of this Article.

ARTICLE VIII

Section 1. Candidates for certificates of the Board will meet requirements set forth by the current rules which are promulgated by the Board members.

Section 2. Each certificate is and remains the property of the Board while it is in the possession of the person to whom it is granted and issued and is subject to repossession.

ARTICLE IX

Section 1. The corporate seal will be circular in form and will contain the name of the Board and the year of incorporation. The Board members, by resolution, may change the form for the corporate seal.

Section 2. The certificate, the examinations, and other important publications will be copyrighted in the name of the Board.

ARTICLE X

Amendment of these By-Laws may be effected by two-thirds vote of the members present and voting at any regular meeting, provided such amendment has been read at a previous special or regular meeting and emailed to each member at least thirty days prior to the regular meeting at which action is expected, provided, also that the proposed amendment is not inconsistent with law or the provisions of the Certificate of Incorporation, provided, further, that those provisions of Article II of these By-Laws requiring the approval, consent or vote of a specified proportion or all of the members will not be altered or repealed without like approval, consent or vote.

ARTICLE XI

All questions of Parliamentary procedure will be determined at all meetings of the Board, and its Committees by the provision of the Laws of the State of Delaware, the Certificate of Incorporation, these By-Laws and the most recent edition of Roberts' Rules of Order, Newly Revised. In the event of inconsistency in the foregoing, they will take precedence in the order set forth.