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Commission on Accreditation of Medical Physics Education Programs, Inc.

Bylaws

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Commission on Accreditation of Medical Physics Education Programs, Inc.

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Commission on Accreditation of Medical Physics Education Programs, Inc.

Article I: Name

The name of this corporation shall be the Commission on Accreditation of Medical Physics Education Programs, hereinafter referred to as the Commission.

Article II: Purposes and Powers

1. The Commission shall be a nonprofit organization whose objectives are the review and accreditation of educational programs in medical physics. Such programs may include, but are not limited to, medical physics degree-granting programs, medical physics residencies, continuing education, and special training programs (such as short courses). For the purposes of the articles of incorporation, "medical physics" is defined as the application of physics and related sciences to the practice of medicine.
2. Without limiting the generality of the corporate purposes, the Corporation shall have the following powers in furtherance of such purposes:
 - a. To establish minimum standards and improve the quality of educational programs in medical physics.
 - b. To develop standards and procedures for the accreditation of medical physics education programs, including continuing education programs in medical physics.
 - c. To establish and evaluate qualifications of institutions and other sponsors of educational programs in medical physics, including continuing education programs that voluntarily request accreditation by the Commission.
 - d. To arrange, control and conduct site visits to evaluate the competence of institutions and other sponsors of educational programs in medical physics, including continuing education programs, which voluntarily request accreditation by the Commission.
 - e. To grant and issue accreditation credentials or other certificates to institutions and other sponsors of educational programs in medical physics, including continuing education programs, when found qualified by the Commission provided, however, that no accreditation credentials or other certificate granted or issued by the Commission shall confer or purport to

confer upon any person any legal qualification, privilege or license to conduct any educational program in medical physics, nor shall it purport to be issued under, in pursuance of, or by virtue of any statutory governmental authority.

- f. To maintain a registry of holders of such accreditation credentials or other certificates and serve the medical and lay public by preparing and furnishing lists of accredited institutions and other sponsors of educational programs in medical physics, including continuing education programs, which have been accredited by the Commission.
 - g. To revoke any such accreditation credentials or other certificate when deemed appropriate by the Board of Directors.
 - h. To institute a program or programs of re-accreditation at such time and under such conditions as the Board of Directors may deem prudent.
3. To accept, hold, invest, and administer any property---real, personal, or mixed---by gift, devise, bequest, purchase, lease, loan, or otherwise, absolutely or in trust, for any one or more of the foregoing purposes and carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be received, including, but without limitation, the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument. If any such property is received without any designation of specific use, the Commission shall expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the Board of Directors.
 4. To have and exercise all other powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the state of Illinois.
 5. No part of the net earnings of the Commission shall inure to the benefit of, or be distributable to, its officers, directors, members or other private persons, except that the Commission shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

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furtherance of the purpose set forth in this section.

Article III: Offices

The commission shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices inside or outside the state of Illinois as the Board of Directors may from time to time determine.

Article IV: Membership: Qualifications and Eligibility, Termination

1. All members shall be referred to hereinafter as "Member Organizations" and shall meet the eligibility requirements as follows. The following member organizations shall constitute the roster of Member Organizations:

- American Association of Physicists in Medicine
- American College of Medical Physics
- American College of Radiology
- Canadian College of Physicists in Medicine

All Member Organizations must be organizations exempt from federal income taxation under Section 501(c) of the Internal Revenue Code of 1986, as amended, or the foreign equivalent. The Canadian equivalent is registration under Section II of the Canada Corporations Act or registration as a charity under the Canadian Income Tax Act.

2. All Member Organizations must be organizations established for the purpose (in whole or in part) of promoting medical physics, or the profession of medical physics. Subject to the foregoing, the eligibility and qualifications for membership, and the manner of an admission into membership shall be determined in each case by a resolution or resolutions duly adopted by the Board of Directors of the Commission or by such rules and regulations as may be prescribed by the Board of Directors.

3. The right or interest of a Member Organization shall not terminate except upon the happening of any of the following events: disqualification, resignation, expulsion, dissolution or

liquidation of the Commission or of the Member Organization.

Article V: Approval of Accreditation Criteria

Before any academic or residency program in medical physics is issued a certificate of accreditation, each Member Organization must approve the initial criteria necessary to fulfill the minimum requirements for accreditation. Each Member Organization shall act upon such approvals of the initial criteria within three months of the time that they are submitted by the Commission to the Member Organizations or their approval will be deemed automatic. All amendments to the criteria for accreditation must be reviewed and approved unanimously by the board before the new criteria may be used to accredit any program.

Article VI: Board of Directors

Section 1: General Powers

The property and affairs of the Commission shall be managed by its Board of Directors.

Section 2: Board of Directors

1. Each director shall be at least 18 years of age, shall have earned a doctorate in one of the physical sciences or be a licensed medical practitioner and shall be certified by the appropriate Board in his or her specialty.
2. The number of directors constituting the entire Board shall be two times the number of Member Organizations of the Commission, but in no event more than sixteen. The number of directors shall be automatically increased or decreased in the event of the addition or the termination of any Member Organization of the Commission. The terms of directors elected by a Member Organization whose membership ceases shall terminate automatically upon the effective date of the cessation of such membership.

Section 3: Election and Removal

Each Member Organization shall have the right to appoint two directors, and the successors of such two directors, as well as to remove any such director at any time with or without cause by giving written notice to all directors and all other Member Organizations, effective on the date of notice or at a date to be specified in the notice.

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Section 4: Term

To assure that several directors on the Board have at least two years of experience, it is desired that, for each Member Organization, one director's term shall end at least two years after that of the other. To establish this term pattern one of the two directors designated by each new Member Organization will have a three-year term, and the other director designated by each such Member Organization shall have a five-year term. Except for the five-year terms of one-half of the initial directors, the term of office of a director shall normally be three years. However, if, for a Member Organization, the pattern of one director's term ending at least two years after that of the other is lost, the pattern should be re-established by extending the term of one of the two directors by one or two years as required, with the approval of that director's Member Organization. After a director's initial term (whether or not such term is less than three years), he or she may be re-elected only once. After serving two consecutive terms a director shall be ineligible to serve as a director for a period of six years. After six years have elapsed, a former director may again be eligible for appointment to the board

Section 5: New Directorships; Vacancies

1. Upon admission of a new Member Organization two new directors shall be established in the Board of Directors. Newly created directorships or vacancies in the Board of Directors may be filled only by the Member Organization of the Commission that elected such directors.
2. Vacancies occurring by reason of the removal of directors without cause shall be filled by the Member Organization that elected the removed director. A director who fills a vacancy caused by resignation, death, or removal shall be appointed to hold office for the unexpired term of his or her predecessor.

Section 6: Membership on Board Committees

Notwithstanding anything to the contrary, a person not eligible for service as a director may nonetheless serve as a member of any committee of the Board of Directors except the Executive Committee and the Finance Committee.

Section 7: Attendance at Board Meetings

In addition to officers, directors and other Board members, the Chairs of the Review Committees may attend Board meetings. They have no voting rights, but may participate in Board discussions as ex-officio members of the Board unless said participation is a conflict of interest.

Section 8: Conflicts of interest

Members of the Board of Directors or of Review Committees must recuse themselves from any discussion or decision in which they have a real or perceived conflict of interest. A conflict of interest could occur when accreditation activities concern an institution with which they have or have had, in the past five years, an affiliation. The Board of Directors has the final authority to determine conflict of interest of Review Committee members. The Chairman of the Board has the final authority to determine conflict of interest of Directors.

Article VII: Officers

Section 1: Officers

The Board of Directors may elect or appoint a Chairman and a Vice-Chairman of the Board of Directors, a President, a Secretary, a Treasurer, and such other officers as they may determine. No person shall be elected or appointed an officer unless such person is also a director. The same person shall be Chairman of the Board and President. Any two or more offices may be held by the same person except the offices of (i) President and Secretary, and/or (ii) President and Treasurer.

Section 2: Term; Removal

The term of each officer shall begin when that officer is duly elected and qualifies. Each officer shall hold office until the Annual Meeting of the Board of Directors and until his successor has been duly elected and qualifies. Any officer elected by the Board of Directors may be removed from office by the Board of Directors whenever, in its judgment, the best interests of the Commission would be served by such a removal, but the removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3: Duties

1. The President shall serve as the chief executive officer of the Commission, be responsible for the general management of the affairs of the Commission, and carry out the resolutions of

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the Board of Directors. The President shall prepare the agenda, preside at all meetings and gatherings of the Commission, and shall perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors. The President, with the approval of the Board, shall appoint qualified individuals, create special committees for particular purposes as needed, and exercise other such rights as the bylaws or parliamentary procedure may require. The President shall be a member ex officio of all committees and has the right but not the obligation to participate in the deliberations of any committee.

2. The Vice-Chairman shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. The Vice Chairman, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions placed on the President.
3. The Treasurer shall have the care and custody of all the funds and securities of the Commission, and shall deposit said funds in the name of the Commission in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Commission when counter-signed by the President; he or she may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors.
4. The Secretary shall keep the minutes of the Board of Directors. He or she shall serve all notices for the Commission that shall have been authorized by the Board of Directors, shall have charge of all books and records of the Commission, and in general perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or Board of Directors.

Section 4: Vacancies

A vacancy in any office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the Board. An officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until the adjournment of the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal.

Article VIII: Committees

Section 1: Appointment; Authority

1. The Board of Directors may from time to time establish such committees as are deemed advisable, including but not limited to an Executive Committee, Finance Committee, Accreditation Guidelines Committee for academic and residency programs, and/or a Site Visitation Committee. Any such committee shall consist of officers and/or other persons and have purposes and powers as may be designated by the Board of Directors upon establishment of the committee or from time to time thereafter. Members of committees (other than the Executive Committee and Finance Committee, if any) may include individuals who are not members of the Board.
2. Committees may make recommendations to the Board of Directors, but shall have no authority to bind the Commission. The Board of Directors shall have sole authority to adopt decisions on all matters for the Commission, including without limitation the adoption of guidelines, as provided for in Article V above, and the actual accreditation of any given educational program.

Section 2: Ad Hoc Committees

The Board may appoint such ad hoc committees as are necessary to conduct the business of the Commission. Ad hoc committees will serve until dissolved by the Board.

Article IX: Meetings

Section 1: Annual Meeting

1. There will be at least one meeting of the Board of Directors each year. All members shall be notified of the date and place of the annual

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meeting at least 30 days in advance. The Board of Directors may provide by resolution the time and place, either inside or outside Illinois, for the holding of additional regular meetings.

2. In addition to convening at the annual meeting, the Board of Directors shall meet as often as necessary to carry out the business of the Commission.

Section 2: Special Meetings

Special meetings of the Commission may be called at the discretion of the Board of Directors at a time and place to be designated by the President. No business other than that specified in the notice of the special meeting shall be transacted.

Section 3: Notice; Waiver of Notice

Notice of any regular or special meeting of the Board of Directors, including, for special meetings, a statement of the purpose or purposes for which any special meeting is called, shall be given at least 14 days prior thereto by written or printed notice delivered personally, mailed or e-mailed to each director at his or her address as shown in the records of the Commission. If mailed, such notice shall be deemed to be mailed when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4: Quorum

A majority of the entire members of the Board of Directors shall constitute a quorum.

Section 5: Manner of Acting

1. The act of a majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation of the Commission, or these bylaws. Any action authorized by resolution, in writing, by all the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by

unanimous vote at a duly called meeting of the Board.

2. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6: Compensation

This being a not-for-profit corporation, no funds shall accrue to any Member Organization other than for reimbursement of reasonable and necessary expenses incurred in furtherance of the Commission's activities or otherwise in conformity with the appropriate federal income tax regulations (Section 501(c) of the US Internal Revenue Code of 1986, as amended, or the foreign equivalent). Directors shall not receive any stated salaries for their services as directors but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Commission in any other capacity and receiving reasonable compensation therefore.

Section 7: Informal Action

Any action that law, the articles of incorporation of the Commission, or these bylaws require or authorize to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

Section 8: Action by Electronic Ballot

Any action that law, the articles of incorporation of the Commission, or these bylaws require or authorize to be taken at a meeting of the Board of Directors may be taken without a meeting by electronic ballot under the following circumstances. The motion for such action must be brought by the President of the Commission. The Secretary of the

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Board must provide the motion and any supporting information to the members of the Board by electronic mail along with a timetable for action. The timetable must include a period for discussion of not less than three weeks followed by a period not less than three weeks during which ballots may be received by the Secretary by electronic mail. Action taken in this manner shall have the same force and effect as a vote at a duly called and constituted meeting of the Board of Directors provided that the number of ballots received is no less than that required for a quorum.

Article X: Capital Contribution; Expenses

1. Each new Member Organization, upon or subsequent to admission in accordance with procedures to be established by the Board of Directors, shall be required to contribute a capital contribution, the amount of which shall be determined by the Board.
2. Unless otherwise provided in such resolutions, each Member Organization shall pay a pro-rata share, in proportion to the number of Member Organizations, of the ordinary and necessary budgeted expenses of the Commission, it being understood that such expenses shall not include any item not budgeted in a budget adopted by the Board of Directors. "Budgeted" shall mean an item in a document entitled "Budget" adopted by the Board of Directors.
3. From time to time, the Board may authorize, by resolution, financial assessments of member organizations for the support of regular or special activities.

Article XI: Indemnification

Section 1: Direct Indemnification

To the full extent specifically authorized by, and in accordance with the procedure prescribed in, Section 108.75 of the Illinois General Not-for-Profit Corporation Act (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the Commission shall indemnify any and all of its directors, officers, committee members, employees, agents and other authorized representations for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their servicing in any such capacity for the Commission.

Section 2: Insurance

Upon specific authorization by the Board of Directors, the Commission may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents, or other authorized representatives of the Commission against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Commission would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

Article XII: Contracts, Checks, Deposits, and Gifts

Section 1: Contracts

The Board of Directors may authorize any officer or officers or agent or agents of the Commission, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Commission, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Commission shall be signed by such officer or officers or agent or agents of the Commission in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3: Deposits

All funds of the Commission shall be deposited from time to time to the credit of the Commission in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

Any officer or director may accept on behalf of the Commission any unrestricted or unconditional contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Commission. Any restricted or conditional contribution, gift, bequest, or devise may be accepted only by the Board of Directors on behalf of the Commission.

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Article XIII: Books and Records

The Commission shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. The books shall be audited at least once every two years by a committee consisting of at least two members of the Board.

Article XIV: Fiscal Year

The fiscal year of the Commission shall begin on the first day of January in each calendar year and end on the 31st day of December in each calendar year.

Article XV: Rules of Order

In absence of any provision to the contrary in these bylaws, all meetings of the Commission shall be governed by the parliamentary rules and usage contained in the current edition of *Robert's Rules of Order*.

Article XVI: Amendments

By a vote of two-thirds of all directors, the Board of Directors shall have the power to make, alter or repeal any or all of the Bylaws of the Commission, acting at any duly called and constituted regular or special meeting provided that written notice of the proposed change or changes shall have been included in the notice of any such meeting.

Article XVII: Dissolution

Upon the dissolution of the Commission, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Commission dispose of all the assets of the Commission exclusively for the purposes of the Commission in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501 (c)(6) or Section 501 (c)(3) or the foreign equivalent (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Commission) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), as the Executive Board shall determine.