

CCI/NBCVT
BYLAWS

ARTICLE I
OFFICES

- Section 1. PRINCIPLE OFFICE. The principle office of the Corporation in the state of North Carolina shall be located in the City of Raleigh or at any other place or places as the Board of Trustees may designate.
- Section 2. ADDITIONAL OFFICES. The corporation may have additional offices in such places as the Board of Trustees may from time to time determine or the business of the corporation may require.

ARTICLE II
GOVERNANCE

- Section 1. The corporation will consist of two (2) Boards, each with separate responsibilities. These Boards shall be the Board of Trustees and the Advisory Board.
- Section 2. Details pertaining to the Board of Trustees shall be described in Section III of the corporations Bylaws
- Section 3. Details pertaining to the Advisory Board shall be described in Section IV of the corporations Bylaws

ARTICLE III
BOARD OF TRUSTEES

- Section 1. **BOARD OF TRUSTEES STRUCTURE.** There shall be at least 7 Trustees on the Board of Trustees, no more than 50% of whom shall be physician representatives. The Board of Trustees shall contain, at a minimum:
- a) Officers of the corporation, including: President, President-Elect, Treasurer, Secretary and Immediate Past President.
 - b) The chairperson for each of current Registry Level Examination Committees with the exception of the Certificate Level exams, which will have one representative. There must be a minimum of four (4) exam committee representatives on the Board.
 - c) A maximum of one Public Member.

Section 2. QUALIFICATIONS OF MEMBERS OF THE BOARD OF TRUSTEES.

All members of the Board of Trustees, excluding public members, must hold an active credential administered by Cardiovascular Credentialing International.

Section 3. TERM OF OFFICE. Appointment terms shall be for the following time durations: Officers – 2 years;; Exam Committee Representatives - 3 years; Public Member - 4 years; ;. No member of the Board of Trustees shall serve more than two consecutive terms; provided, however, that a President who has completed two terms as President may be allowed to remain on the Board of Trustees in the capacity as immediate Past President for a two (2) year term.

Section 4. VACANCIES. Any member vacancy on the Board of Trustees, excluding the President, brought about by the resignation, removal, death or any cause other than the expiration of a Trustee's term, shall be filled by an appointment of the President, with ratification by the Board. The newly appointed Board Member shall fulfill the remaining term of the vacated position and shall be eligible for two (2) full terms thereafter.

In the event the President resigns, is removed, dies or vacates the office, the President-Elect shall become President. The Nominations Committee shall then be tasked with the Nomination of a new President-Elect, and potential other Board Officers if the President-Elect position is filled from within the current slate of Officers, with ratification by the Board. The newly appointed Officers shall serve out the remaining term(s) of the position(s) filled and be eligible for an immediate additional two (2) year term

Section 5. REMOVAL. Except as provided herein, the Board of Trustees may at any time remove any Trustee with or without cause by a three-fourths vote of the entire Board of Trustees. Any Trustee whose removal is being considered by the Board shall be given an opportunity to be heard at this meeting.

Section 6. POWERS AND DUTIES OF TRUSTEES. The Board of Trustees shall supervise and manage the business affairs and property of the Corporation and shall exercise only such powers and perform such duties as may be described by the Articles of Incorporation or by the ByLaws, but in no event shall the Trustees be authorized to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 170 (c)(2) or 501 (c)(6) of the Internal Revenue Code of 1986 as now in force or afterwards amended. Subject to the foregoing limitations the Trustees may undertake the following:

- a) Board of Trustees shall fix the salaries and compensation, if any, of the Officers of the Corporation.
- b) The Board of Trustees may require that Officers be bonded by the Corporation and that agents provide security or faithful service or for money or property coming into their custody control and possession.

- c) The Board of Trustees may designate the depositories of the monies of the Corporation and may designate appropriate persons who shall be authorized subject to such limitations as the Board may prescribe to sign and execute checks, drafts, bonds, notes, deeds, and other instruments and contracts and contractual obligations of the Corporation.
- d) The Board of Trustees may employ on behalf of the Corporation, attorneys, auditors, accountants or other agents or employees of the Corporation and authorize and fix their compensation provided, however, that in no event may the Trustees exercise any powers or duties not in furtherance of the exempt purpose of the Corporation.
- e) Board of Trustees may employ on behalf of the Corporation an Executive Director and an Executive Secretary neither of whom shall be a member of the Corporation nor a member of the Board of Trustees.
- f) The Board of Trustees may on behalf of the Corporation contract for management services.
- g) The Board of Trustees may assist in preparing and conducting examinations for credentialing of Cardiovascular Technologists and others working in defined areas of cardiovascular diagnostics.
- h) The Board of trustees may establish qualifications for candidates for all examinations leading to a professional title designations given by this Corporation.
- i) The Board of Trustees may prepare and maintain a Directory of all credentialed individuals by this Corporation or as deemed necessary by the Board of Trustees from time to time.
- j) The Board of Trustees may maintain educational and ethical standards for Cardiovascular Technologists and others working in defined areas of cardiovascular diagnostics.
- k) The Board of Trustees may promote credentialing of persons involved in cardiovascular diagnostics by working with schools, offering training in cardiovascular technology and related fields.
- l) The Board of trustees may cooperate with the appropriate organizations concerning issue relate to accreditation of educational programs in the field of cardiovascular technology.
- l) The Board of Trustees may adopt rules, regulations and policies concerning the requirements for recertification in continuing medical education of practitioners who have received titled designations.

- m) The Board of Trustees may conduct, support and promote psychometric research related to the certification process and recertification activities.
- n) The Board of Trustees may take such other action as it deems necessary or proper to carry out the purpose of the Corporation.

Section 7. COMPENSATION. The Trustees shall not receive any stated salary for their services as Trustees, but by the resolution of the Board of Trustees a fixed sum and expense of attendance, if any, may be allowed to Trustees for their attendance for each meeting of the Board or any Committee thereof; but nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation thereof provided there is not a conflict of interest as determined by the Board of Trustees.

ARTICLE IV ADVISORY BOARD

Section 1. BOARD STRUCTURE. There shall be at least 7 members of the ADVISORY BOARD, no more than 50% of whom shall be physician representatives. The Advisory Board shall contain, at a minimum:

- a) One Officer of the Board of Trustees who shall act as a liaison of between the Board of Trustees and Advisory Board.
- b) At least one individual representing each cardiovascular specialty field for which the corporation has a Registry Level Credential.
- c) Any professional as deemed appropriate by the CCI Board of Trustees.

Section 2. QUALIFICATIONS: MEMBERS OF THE ADVISORY BOARD.

- a. All members of the Advisory Board must hold an active credential in their field of practice.
- b. The CCI Nominations Committee shall solicit, vet, and submit for Board of Trustee approval all applicants for the Advisory Board.

Section 3. TERM OF OFFICE. Appointment terms shall be for 3 years and each member shall be allowed to remain on the Advisory for two (2) consecutive terms. After two (2) consecutive terms a member of the Advisory Board may not serve for a period of one (1) year from the date of the second terms expiration before the individual may be appointed by the organization.

- Section 4. VACANCIES. Any member of the Advisory Board brought about by the resignation, removal, death or any cause other than the expiration of a member's term, shall be filled by an appointment of the Board of Trustees. The newly appointed Advisory Board member shall fulfill the remaining term of the vacated position and shall be eligible for two (2) full terms thereafter.
- Section 5. REMOVAL. Except as provided herein, the Board of Trustees may at any time remove any member of the Advisory Board with or without cause by a three-fourths vote of the entire Board of Trustees. Any Advisory Board Member whose removal is being considered by the Board shall be given an opportunity to be heard at this meeting.
- Section 6. POWERS AND ADVISORY BOARD: The ADVISORY BOARD shall advise the Board of Trustees and Executive Director on matters brought forth to the ADVISORY BOARD by the Board of Trustees and / or Executive Director. In no event shall the ADVISORY BOARD be authorized to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 170 (c)(2) or 501 (c)(6) of the Internal Revenue Code of 1986 as now in force or afterwards amended. Subject to the foregoing limitations the Trustees may undertake the following:
- Section 7. COMPENSATION. The Advisory Board shall not receive any stated salary for their services as member of the Advisory Board, but by the resolution of the Board of Trustees a fixed sum and expense of attendance, if any, may be allowed to Advisory Board for their attendance for each meeting of the Advisory Board or any Committee thereof; but nothing herein contained shall be construed to preclude any member of the Advisory Board from serving the Corporation in any other capacity and receiving compensation thereof provided there is not a conflict of interest as determined by the Board of Trustees.

ARTICLE V MEETINGS

- Section 1. ANNUAL AND REGULAR MEETINGS. There shall be an annual meeting of the Board of Trustees held during each calendar year at that time and place to be fixed by the Board of Trustees. The Board of Trustees may provide, by resolution, the time and place of holding the regular meetings of the Board of Trustees without other notice than such resolution.
- The Board of Advisors shall also at least one meeting during each calendar year and said meeting shall be held either in conjunction or not in conjunction with the annual meeting of the Board of Trustees.
- Section 2. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by or at the request of the President of the Corporation. The meeting may also be called upon written request made to the Secretary by at least four members of the Board of Trustees. Written notice of the time and place of the meeting and the matters to be considered at such meeting shall be sent to each Trustee not less than ten days prior to such meeting. Only those matters set forth in the written notice of the meeting may be acted on at such

meeting. The President of the Corporation shall have the right to fix the time and place of the meeting of the Board of Trustees.

Any member of the Advisory Board may request a special meeting by written notice given to the Executive Director of the corporation and with the support of at least four other members of the Advisory Board. The President of the Board of Trustees shall be notified at least 10 days prior to proposed meeting.

Section 3. TELEPHONE MEETINGS. Members of either the Board of Trustees or Advisory Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

Section 4. INFORMAL ACTION BY THE BOARD OF TRUSTEES. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if consent in writing setting forth such action is signed by all members of the Board of Trustees.

Section 5. NOTICE. Notice of any annual or special meetings of the Board of Trustees or Advisory Board shall be in writing and shall be mailed to each Trustee or member of the Advisory Board or sent by email addressed to the last known address of each Trustee or member of the Advisory Board, at least ten days before the time designated for such meeting.

Notwithstanding the provisions of this Section 5, any meeting of Trustees or any action otherwise properly taken thereat shall be valid if notice of the time and place of such meeting shall be waived in writing before, at or after such meetings by all the Trustees.

ARTICLE VI QUORUM

Section 1. QUORUM. A quorum for the transaction of any business in an annual or special meeting of the Board of Trustees shall consist of at least one-half of the then seated total members of the Board of Trustees.

A quorum for the transaction of any business in an annual or special meeting of the Advisory Board shall consist of at least one-half of the then seated total members of the Advisory Board.

Section 2. MAJORITY VOTE. The active majority of the Trustees present at a meeting in which a quorum is present shall be the action of the board of trustees and shall be necessary and sufficient to take any action except as otherwise expressed to be required by law, the Articles of the Corporation or these By-Laws.

The active majority of the members of the Advisory Board present at a meeting in which a quorum is present shall be the action of the Advisory Board and shall be necessary and sufficient to take any action.

Section 3. CERTAIN POLICY DECISIONS. The majority vote of the entire Board of Trustees shall be required to give approval to any changes in matters outlined in subsections h, j, or m, of Section 5 of Article III of these By-Laws.

The Advisory Board does not make decision on policies of the corporation

ARTICLE VII OFFICERS

Section 1. ELECTION AND TERM. The Officers of this Corporation shall be elected from among the current or past members of the Board of Trustees at the annual meeting of the board to serve for a term of two years or until their successors are duly elected and assume office. No Officer may hold the same office more than two consecutive terms. Officers shall consist of a President, President Elect, Secretary Treasurer and Immediate Past President and such other officers as the Board of Trustees from time to time may elect.

Section 2. VACANCY. The vacancy of any Officer of the Corporation shall be filled until the unexpired term of such Officer by an election held by the Board of trustees in a special meeting called for that purpose or by any informal action in the manner herein above provided for.

Section 3. PRESIDENT. The President shall be the principle Executive Officer of the Corporation and shall in general supervise and exercise control over the business affairs of the Corporation. The President shall have the powers and the duties usually pertaining to such office and such others as may be assigned to him by the Board of Trustees from time to time. The President shall preside over all meetings of the board of Trustees. He may execute any deed, mortgage, bond, contract or instruments which the Board of Trustees or the law requires otherwise.

Section 4. PRESIDENT ELECT. The President Elect in the absence or disability of the President or in the event that the vacancy of such office shall act in the place instead of the President and when so acting shall have all of the powers and will be subject to all of the restrictions upon the President and at all times shall perform such duties and affairs of the Corporation or by the Board of Trustees.

Section 5. TREASURER. The Treasurer shall keep or cause to be kept true and accurate accounts of all the financial transactions of the Corporation. He/she shall be the custodian of the funds of the Corporation and of any securities which are the property of the Corporation. He/she shall disburse the fund of the Corporation as may be ordered by the Board of Trustees. He/she shall prepare or cause to be prepared an audit at each annual meeting of the board or whenever the Board so requires it. The Treasurer may be bonded by the Corporation in such sum and with such surety as may be determined and proved by the Board of Trustees.

Section 6. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Trustees and committees of the Board and shall distribute copies within sixty days to all members and he/she shall keep all records of the Corporation including date with respect to examinations held, certificates issued and other transactions of the Board of Trustees. He/she shall be custodian of the Corporation Seal and affix the same when and where required. He/she shall keep a registry of the post office address of each member and shall see that all notices are duly given in accordance with the provisions in these By-Laws or as required by law. He/she may delegate at this/her discretion certain of these duties to the Executive Director.

Section 7. REMOVAL. Any Officer, employee or agent elected by the Board of Trustees may be removed by it whenever it is their judgment that said action would serve the best interest of the corporation.

Section 8. ANNUAL REPORT. The President or other Executive Officer of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation including a balance sheet and statement of the results of the operation for the preceding fiscal year, which shall be submitted at the annual meeting of the Board of Trustees and filed within twenty days thereafter at the principle office of the Corporation in the state of Ohio. Such statements shall also be sent to members of the Advisory Board of the Corporation.

ARTICLE VIII COMMITTEES

Section 1. STANDING COMMITTEES:

The Standing Committees of CCI are required to abide by the Policies and Procedures of CCI as outlined below in this document. Standing Committees are also required to abide by Policies and Procedures developed specifically for the Committees. The Standing Committees of CCI Shall be an Executive Committee, Examination Committees, a Nominating Committee, a Finance Committee, an Appeals Committee, and an Ethics / Disciplinary Committee.

Section 1.1. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer, and the Immediate Past President. The Executive Director of the Corporation will serve as a non voting member. The Executive Committee shall be responsible for the operations of the Corporation within the latitude allowed by the By-Laws. All actions of the Executive Committee shall be subject to approval by the Board of Trustees at the next regularly scheduled business meeting.

Section 1.2 EXAMINATION COMMITTEES.

There shall exist Examination Committees of each specialty examination conducted at a certification and/or registry level, awarding the credentials, CCT, CRAT, RCES, RCIS, RCCS, RCS, RPhS and RVS. The responsibilities of the committees shall be for the development, composition, analysis, and questions in examination content of the fundamental competency level of the test for each separate exam.

The Chairperson of each of the registry exam committees will serve as a Board member. The certification level examinations will have one joint chairperson serving on the Board. Committee chairpersons shall be appointed by the President and confirmed by the members of the Board of Trustees. Chairpersons may serve as members of the Executive Committee for a term of two years. No Chairperson may hold the same office more than two consecutive terms.

Section 1.3 NOMINATING COMMITTEE.

The Nominating Committee is responsible for the recruitment of qualified candidates to serve on the CCI Board of Trustees, and to assure the conduct of elections to the Board of Trustees. The Nominating Committee shall assure the conduct of elections to the Board of Trustees as terms expire and/or as vacancies occur, and shall prepare a slate of candidates "nominees" to present to the Board for election. The headquarter staff shall manage the day-to-day activities of the committee. The Nominating Committee shall be chaired by the Immediate Past President of the Board of Trustees.

Section 1.4 FINANCE COMMITTEE.

The Finance Committee is responsible for assuring the compliance of CCI with general acceptable accounting practices and the implementation of the financial policies of the organization.

Section 1.5 APPEALS COMMITTEE.

The Appeals Committee is responsible for reviewing requests for appeals of decisions of denial of eligibility, denial of renewal, and failure on the examinations. The Appeals Committee must ensure the avenues of due process are provided to individuals requesting an appeal.

Section 1.6 ETHICS / DISCIPLINARY COMMITTEE.

The purpose of the Ethics / Disciplinary Committee is to assure that issues regarding the Registrant's practice and conduct are fairly and reasonably investigated, and to protect the public against unprofessional and unethical conduct by CCI credentialed cardiovascular technologists. The primary objective of the Committee is to enforce the Code of Ethics of CCI. It is the responsibility of the Committee to follow the CCI policies and procedures in the conduct of its business as set forth below.

- Section 2. OTHER COMMITTEES. The Board of Trustees, by resolution adopted by a majority, may designate and appoint one or more committees, each of which shall consist of two or more Trustees, which committees shall have and exercise the authority of the Board of Trustees in the management of the Corporation to the extent provided in the resolution. However, no committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Trustee or Officer of the Corporation; amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property, and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Trustees. The designation and appointment of any committee and the delegation thereto of authority shall not relieve the Board of Trustees or any individual Trustee or any responsibility imposed upon it or him by law.
- Section 3. MEETINGS. Committees may meet from time to time according to the requirements of the committee. The presence of one-half of the members of the committee at a meeting shall constitute a quorum of that committee.
- Section 4. TELEPHONE MEETINGS. Members of any committee may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.
- Section 5. INFORMAL ACTION BY COMMITTEES. Any action required or permitted to be taken at any meeting of a Committee of the Board of Trustees may be taken without a meeting, if a written consent to such action is signed by each member of the Committee.

ARTICLE IX PUBLIC ADVISOR

The Board of Trustees may, at its discretion, elect a Public Advisor to provide guidance from an external perspective relative to all activities of the Corporation and represent the interests of potential consumers of cardiovascular diagnostic services. The Public Advisor may, at the discretion of the Board of Trustees, serve as a member of the Board of Trustees. The Board of Trustees may adopt policies and procedures governing the election, term of office, and duties of the Public Advisor as may be needed from time to time.

ARTICLE X CONTRACTS, LOANS, CHECKS, AND DEPOSITS

- Section 1. CONTRACTS. The Board of Trustees may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general and confined to specific instances.

Section 2. CHECKS AND DRAFTS. All checks, drafts or other orders for the payment or money, notes of other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agents of the Corporation and in such a manner as shall from time to time be determined by the Board of Trustees.

Section 3. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may designate. The monies of the Corporation shall be deposited in accounts or savings certificates at such banks or depositories as may from time to time be designated by the Board of Trustees or invested in such bonds, securities or investments as may be authorized by the vote of a majority of the Trustees attending any meeting at which a quorum of Trustees is present. No funds of the Corporation may be distributed except for the purposes, and subject to the restrictions, set forth in the charter.

ARTICLE XI FISCAL YEAR

The Board of trustees shall have the power, from time to time, to fix the fiscal year of the Corporation by a duly adopted resolution.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify (i) any individual who is a present or former Trustee or Officer of the Corporation or (ii) any individual who serves or has served another Corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Trustee or Officer, or as a partner or Trustee of such partnership or employee benefit plan at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the Ohio General Corporation Law. The Corporation may, with the approval or its Board of trustees, provide such indemnification for a person who formerly served a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and for the employee or agent of the Corporation or a predecessor of the Corporation. For the purposes of this provision only, the National Board of Cardiovascular Testing and Cardiovascular Credentialing International shall be deemed to be predecessors of the Corporation.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the charter or By-Laws of the Corporation or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by the statute. The attendance of any person at any

meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XIV
USE OF FUNDS AND DISSOLUTION

The Corporation shall use its funds only to accomplish the objects and purposes specified in these By-Laws and the Articles of Incorporation of the Corporation, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private individual or member hereof. Upon dissolution of the Corporation, all assets available for distribution and not subject to legally valid requirements for their return, transfer or conveyance or otherwise subject to limitations on their use, shall be distributed in accordance with a plan of distribution adopted by the Board of trustees providing for distribution thereof to any organization or organizations exempt from federal income tax under Section 501 (c)(6) or 501 (c)(3) of the Code, or to the federal government, or to so disposed of the principal office of the Corporation in North Carolina is then located, exclusively for a public purpose, or to an organization or organizations, as determined by the Court, which are organized and operated exclusively for such purpose.

The foregoing are certified as the By-Laws of the Corporation adopted by the Board of Trustees on _____.

Secretary _____

Revised 1/89, 1/94, 2/99, 2/00, 2/05, 1/06, 11/06, _____