

Bylaws

Association of Medical Diagnostics Manufacturers

Article I

Offices

1.1 The address of the registered office of the Corporation is Hogan & Lovells, LLP 555 Thirteenth St, NW, Washington, D.C. 20004-1109 and the name of the registered agent at their address is Jonathan Kahan, JD.

1.2 The Corporation may have offices at locations determined by the Board of Directors.

Article II

Membership

Qualifications

2.1 Any person, firm or corporation engaged in the manufacture, processing or repacking of medical diagnostic devices or components thereof or who provides services to these manufacturers is eligible for membership in the Corporation (“membership”).

Nomination and Election of Members

2.2 Any person, firm or corporation may become a member by completing the application form and submitting the appropriate membership fees.

2.3 All employees of a member firm or organization are also considered to be members for purposes of meeting registration benefits.

Resignation

2.4 Any member may resign at their discretion. No fees already paid will be returned.

Suspension

2.5 Any member may be suspended or expelled for violating the bylaws or for behavior not in the best interest of the Corporation. The suspension requires that a notice of such intention to suspend or expel shall have been mailed by certified mail, return receipt requested, to such member at least fifteen (15) days before final action is taken. The suspension requires a vote of a simple majority of the Board of Directors who will determine the length of the suspension. The member who is suspended may appeal to the

Board of Directors for reinstatement. Reinstatement requires a simple majority vote of the Board of Directors.

Article III

Fiscal Year

3.1 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Article IV

Dues

4.1 The Board of Directors shall have the authority to establish and modify annual dues or assessment fees.

4.2 Dues shall be payable by the end of the second quarter of the fiscal year. Any member not paying their dues by the end of the second quarter of the fiscal year may have their membership terminated unless otherwise decided by the Board of Directors.

4.3 New members who join and pay their dues after October will be considered paid up for the current fiscal year and for the next fiscal year.

Article V

Meetings of the Membership

5.1 All meetings of the membership will be held at locations determined by the Board of Directors.

5.2 An annual meeting of the membership shall be held during the second quarter of each fiscal year. Appropriate business shall be transacted as determined by the Board of Directors.

5.3 Special meetings of the membership can be called by a majority vote of the Board of Directors, by the president, or by the members (at least one third must request the meeting in writing).

5.4 Except as otherwise required by statute or by the Articles of Incorporation all members of the Corporation shall be informed of any meetings of the membership at least 20 days in advance.

5.5 Transactions of business at a meeting of the membership requires that one fourth of the members be present. If one fourth of the membership is not present, the Board of Directors shall decide if the meeting can be held or adjourned.

5.6 At every meeting of the membership, each membership is entitled to one vote. A simple majority of the membership present is required to pass a resolution.

5.7 Whenever a vote is required to be taken in connection with any Corporation action, the meeting and vote of the membership may be dispensed with if 50% of the membership of the Corporation consent in writing to such Corporate action being taken.

Article VI

Directors

6.1 The Corporation shall be managed by the Board of Directors. In addition to the powers and authority expressly conferred upon it, the Board of Directors may exercise all powers of the Corporation and do all lawful acts.

6.2 The Board of Directors will consist of nine members, the majority of whom must be manufacturers, processors or re-packagers of medical diagnostics. Four of these Directors will be elected to the positions of President, Vice-President, Secretary, and Treasurer of the Corporation. The terms of the Board of Directors shall be for three years on a rotating basis with three different members being elected each year. Each board member shall hold office until the expiration of the term for which they were elected, or until their death, resignation, incapacity to serve, or removal.

6.3 If a vacancy should occur among the Board of Directors by reason of death, resignation, incapacity to serve, or removal, the remaining Directors shall continue to run the Corporation. The vacancy may be filled by a majority vote of the remaining Directors or by membership at any meeting held during the existence of the vacancy.

6.4 Directors may be reimbursed for reasonable travel expenses to Board of Director meetings not held in conjunction with a meeting of the membership.

6.5 Any Director may be removed from office by a majority vote of the members of the organization at any meeting, provided notice of the vote to be taken is provided in advance.

Article VII

Officers

7.1 The Board of Directors shall consist of four (4) officers who will be elected as described in Article VIII and a fifth officer, as applicable, described below in 7.1(e).

- (a) A President, who shall serve a one (1) year term.
- (b) A Vice President, who shall serve a one (1) year term.
- (c) A Secretary, who shall serve a one (1) year term.
- (d) A Treasurer, who shall serve a one (1) year term.
- (e) The Immediate Past President, who shall serve a (1) one year term or until such time as the current president leaves office.

7.2 Any person may hold one or more offices at the same time, with the exception being made that the same person cannot be President and the Secretary at the same time.

7.3 The Officers of the Corporation shall serve without pay.

7.4 Each Officer of the Corporation shall hold office until their successor is chosen or until their earlier resignation, death or removal. Any officer may be removed by a vote of a majority of the Board of Directors if it serves the best interest of the Corporation.

7.5 The **President** shall be the chief executive officer of the Corporation, shall have general and active management of the Business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also have such powers and perform such duties as imposed on that person by law or by the Board of Directors. The President shall be ex officio a member of all standing committees unless otherwise stated when the committee is formed. The President shall call meetings of the members and the Board of Directors and shall act as a chairman of these meeting.

7.6 The **Vice President** shall perform such duties as assigned by the Board of Directors or by the President. The Vice President shall assume the responsibilities of the President in their absence.

7.7 The **Secretary** shall attend all meetings and record the minutes and outcomes of all votes of the Board of Directors meeting and of the meeting of the members.

7.8 The **Treasurer** shall have charge of and be responsible for all assets of the Corporation and shall deposit, in the name of the Corporation, all assets in such banks or other depositories as selected by the Board of Directors. They will provide a report of the

status of the assets when requested by the President or Board of Directors.

7.9 The **Immediate Past President** shall have such duties as may be assigned by the President or the Board of Directors. The Immediate Past President shall be a member, with the right to vote, of the Board of Directors. In the event that the retiring President cannot take the office of Immediate Past President, the currently serving Immediate Past President shall serve a successive term.

Article VIII

Method of Election of Officers and Directors

8.1 The members of the Board of Directors of the Corporation shall be nominated and elected in the following manner:

8.1.1 On or before the first of October of each year, the Secretary, or their delegate, shall send to each member of the Corporation a call for nomination for election to succeed those three members of the Board of Directors whose terms have expired. The notice shall include a form for nomination. The call shall invite members to nominate themselves and others who are willing to serve, and shall advise each member that they have the right to place into nomination the names of five members in good standing including their own. The nominations must be returned to the office of the Corporation not later than October 30 and shall be tabulated by the Secretary by October 31. The Directors and or Officers whose terms have expired will be eligible for nomination and reelection.

8.1.2 On or before November 15th the Secretary shall send each member of the Corporation a ballot listing the nominees. The ballot must be returned to the office of the Corporation not later than December 1st in order to be counted. The three nominated members receiving the highest number of votes will become the new members of the Board of Directors.

8.1.3 The results of the ballot shall be made public by notice to the membership.

Article IX

Committees

9.1 The Board of Directors may create committees as deemed appropriate by a majority vote. Each committee will be sponsored by a member of the Board of Directors. The Board of Directors will determine what powers the committee may exercise. By a majority vote, the Board of Directors may remove members of committees or eliminate the existence of the committee.

Article X

Meeting of the Board of Directors

10.1 Each newly elected Board of Directors shall select officers to one-year terms at the first Board meeting of the year. At this meeting, members of the Board of Directors shall elect the Officers for the next year from among themselves. Names shall be placed in nomination and voted on. Election requires a majority vote of these members present. A quorum must be present to conclude the election.

10.2 Regular meetings of the Board of Directors will be held at least twice a year at times and locations determined by the Board.

10.3 Special meetings of the Board of Directors may be called by the President on not less than ten days notice by providing written notice to each Board member. Two or more members of the Board of Directors may call a special meeting by requesting that the President or Secretary send out written notification.

10.4 Notices of special meetings of the Board of Directors must state the purpose of the meeting.

10.5 At all meetings of the Board of Directors, a majority of Directors must be present to constitute a quorum for the transaction of business. A majority of Directors present are required to pass a resolution. If a quorum is not present those present may adjourn the meeting until a quorum is present.

10.6 Resolutions may be approved by a majority of the members of the Board of Directors without meeting if all members consent in writing to the proceedings.

Article XI

Waivers of Notices

11.1 Whenever these Bylaws require notice to be given to any member, Director or Officer, it shall not be construed to mean personal notice exclusively, but will also include any notice in writing sent to the address on the Corporation records. Notice will be deemed to be given at the time it was sent or mailed.

11.2 Any person entitled by law, by the Articles of Incorporation or by these Bylaws to receive notice of any matter may waive notice. The waiver of notice must be in writing.

Article XII

Amendments

12.1 The Bylaws of the Corporation may be altered or amended and new Bylaws be adopted by the members at any annual meeting of the members provided, if such action is to be taken at either an annual or special meeting of the membership, notice of the general nature of the proposed change in the Bylaws shall have been given in the notice of the meeting.

Changes approved April 18, 2013 by the membership.

Changes approved August 19, 2016 by the Board pending membership approval in April 2017