

## **By-Laws of the International Medical Physics Certification Board**

By-Laws Committee Draft dated July 14, 2012

Endorsed by Voting Members September 8, 2012

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### **1. Name**

The name of the organization shall be the International Medical Physics Certification Board (the “Board” or “IMPCB”).

### **2. Objectives**

The objectives and purposes of the Board shall be as follows:

- 2.1 to support the practice of medical physics through a certification program in accordance with IOMP guidelines;
- 2.2 to establish the infrastructure, requirements and assessment procedures for the accreditation of medical physics certification programs in accordance with the requirements of IOMP guidelines;
- 2.3 to establish the infrastructure, requirements and examination procedures for the certification of medical physicists in accordance with the requirements of IOMP guidelines;
- 2.4 to provide guidance and support to medical physics organizations for the establishment of national medical physics certification boards and to conduct board examinations for medical physicists in countries which have not yet established certification boards;
- 2.5 to grant and issue certificates in the field of medical physics to applicants who have been found qualified by the Board;
- 2.6 to maintain a registry of holders of such certificates, which can be accessed online free-of-charge by the IOMP, and to serve the public by preparing and furnishing lists of medical physicists who have been certified by the Board; and
- 2.7 to establish that continuing education and professional development are required for certified medical physicists.

### **3. Affiliates**

#### **3.1 Classification of Affiliates**

Affiliates shall consist of medical physics organizations of the following classes:

- 3.1.1 Charter Supporting Organizations;
- 3.1.2 Regular Supporting Organizations;
- 3.1.3 Principal Supporting Organization;
- 3.1.4 Observing Organizations; and
- 3.1.5 Associate Organizations (Corporate Affiliates).

#### **3.2 Charter Supporting Organizations**

Charter Supporting Organizations are medical physics organizations which are the original organizations that formed the IMPCB. Each Charter Supporting Organization contributed a One-Time Fee of the amount depending on the per capita Gross Domestic Product and the number of medical physicists. Charter Supporting Organizations are Regular Supporting Organizations.

### **3.3 Regular Supporting Organizations**

Regular Supporting Organizations shall be medical physics organizations which have agreed to support the IMPCB and shall maintain their governance arrangements consistent with these By-Laws where allowed by the laws of the nation in which their organization is registered.

### **3.4 Principal Supporting Organization**

The IOMP shall be designated the Principal Supporting Organization with three representatives on the Board of Directors.

### **3.5 Observing Organizations**

Observing Organizations shall be medical physics organizations in which medical physicists are not qualified in accordance with IOMP guidelines but have affiliated with the Board with the intention of becoming Supporting Organizations.

### **3.6 Associate Organizations**

Associate Organizations are also called Corporate Affiliates. They shall be commercial companies which have joined the Board to provide financial, educational, or other support.

### **3.7 Application**

Applications for affiliation shall be on a form authorized by the Board. The method of election to each class shall be as specified in the Rules.

### **3.8 Right to Vote**

The right to vote shall be extended to all Supporting Organizations. Each Supporting Organization has one vote, to be cast by the Voting Persons (Delegates) or the Alternates, appointed by the Supporting Organizations.

## **4. Officers**

### **4.1 Officers**

The Board shall have the following officers:

- 4.1.1 President;
- 4.1.2 Chief Executive Officer (the CEO);
- 4.1.3 Secretary General;
- 4.1.4 Registrar – who shall chair the Registry and Records Committee;
- 4.1.5 Chief Examiner – who shall chair the Accreditation Committee; and
- 4.1.6 Treasurer.

### **4.2 Executive Committee (EXCOM)**

The Executive Committee shall consist of all six officers. The CEO shall chair all committee meetings.

## **5. Board of Directors**

### **5.1 Responsibilities**

The management of the Board shall be vested in the Board of Directors (BOD). The BOD shall direct the operation of the Board according to the Bylaws and Rules. The BOD may delegate certain powers to committees, officers, or staff. The BOD shall have other duties as specified in accordance with the Bylaws and Rules.

## **5.2 Composition**

- 5.2.1 The membership of the BOD shall consist of all six Officers, three At-Large members, and three representatives of the International Organization for Medical Physics.
- 5.2.2 At least one of the At-Large members shall be from a Charter Supporting Organization.
- 5.2.3 BOD members may not serve as voting members of the Accreditation Committee described below, except the Chief Examiner.

## **5.3 Terms of Office**

- 5.3.1 The term of office shall begin on 1 January. All terms shall be for three years except the CEO.
- 5.3.2 The term of the CEO shall be determined by the BOD, with a maximum of nine years. After which the CEO shall step down and not hold any office for at least one year.
- 5.3.3 Three year terms for the Secretary General, the Registrar, and the Chief Examiner, on a staggered basis with one of these positions determined by election every year.
- 5.3.4 Three year terms for each of the three IOMP representatives, on a staggered basis, with one of these determined by appointment every year.
- 5.3.5 Three year terms for the At-Large members of the BOD, on a staggered basis with one of these positions determined by election every year.
- 5.3.6 The President, the Secretary General, the IOMP representative 1, and the At-Large Member 1 shall begin their terms at the same time. The Treasurer, the Registrar, the IOMP representative 2, and the At-Large Member 2 shall begin their terms at the same time. The Chief Examiner, the IOMP representative 3, and the At-Large Member 3 shall begin their terms at the same time.
- 5.3.7 After serving for a maximum of two terms, a member of the BOD shall step down and not hold the same office for at least one year before becoming eligible for re-election.
- 5.3.8 Vacated office due to resignation or other reasons shall be filled by the BOD to serve out the remainder of the term by election or by an alternative approach as determined by the BOD at the time. The two-term limit does not include the time served when filling a vacated office.

## **5.4 Election Process**

- 5.4.1 Eligibility – the candidate must be an experienced medical physicist certified by a certification Board recognized by a Supporting Organization as a medical physicist, or equivalent in the formation years of the Board.
- 5.4.2 The Nomination and Election Committee (NEC) described below shall choose candidates based on past performance in voluntary work in international medical physics organizations.
- 5.4.3 Preference shall be given to experience, contributions of the individual, and number of medical physicists in the member organization to which the individual belongs.
- 5.4.4 Nominations for all open positions, other than for any open IOMP representative, shall be presented to the BOD for election by 31 July. Nominations for any open IOMP representative positions shall be made to the Nomination and Election Committee by the IOMP by 15 July and presented by the NEC to the BOD for appointment by 31 July.
- 5.4.5 Nominees shall be required to give their consent for their nomination to be accepted.
- 5.4.6 Election shall be by a majority vote of the BOD, conducted by 31 October, except in the case where the election is to fill a vacated office.
- 5.4.7 In case of a vacated office, the NEC shall present to the BOD at least one candidate at least two weeks before the next Board meeting for election by the BOD.

## **5.5 Board of Directors Meeting**

- 5.5.1 A regular meeting of the BOD shall be held annually or more frequently, either in person, or electronically via teleconferences or emails.

- 5.5.2 Such meetings shall be held with advanced notice of at least two weeks, given by the Secretary General.
- 5.5.3 A majority of Directors shall constitute a quorum.

#### **5.6 Duties of the President**

The President shall:

- 5.6.1 Preside at all meetings of the BOD;
- 5.6.2 report to the BOD all matters of importance periodically and during the BOD meetings;
- 5.6.3 at the time of the Annual Meeting, submit to the BOD a report of the operations of the Board;
- 5.6.4 serve as a member of the committees specified below; and
- 5.6.5 represent the Board externally.

#### **5.7 Duties of the Chief Executive Officer**

The CEO shall:

- 5.7.1 Assist the President in the performance of the President's duties;
- 5.7.2 in the absence or incapacity of the President, perform the duties of the President;
- 5.7.3 chair the Executive Committee and handle all day to day operation of the Board;
- 5.7.4 report to the BOD all matters of importance periodically and during the BOD meetings; and
- 5.7.5 serve as a member of the committees specified below.

#### **5.8 Duties of the Secretary General**

The Secretary General shall:

- 5.8.1 Be responsible for the proper recording of meetings of the BOD and EXCOM;
- 5.8.2 be the custodian of the corporate books, records, the list of Voting Delegates;
- 5.8.3 be responsible for maintaining the website;
- 5.8.4 perform all duties normally incident to the Office of the Secretary General;
- 5.8.5 perform such other duties as may be prescribed by the BOD, the CEO, or the President; and
- 5.8.6 in the event that the offices of the President and the CEO become vacated for any reason, call a meeting of the BOD for the purpose of electing a President and a CEO.

#### **5.9 Duties of the Treasurer**

The Treasurer shall:

- 5.9.1 Be responsible for the funds of IMPCB;
- 5.9.2 be responsible for the keeping such funds in depositories approved by the BOD;
- 5.9.3 insure that all necessary tax returns are filed;
- 5.9.4 assist the Board's staff in the preparation of annual financial reports;
- 5.9.5 perform all duties normally incident to the Office of the Treasurer; and
- 5.9.6 perform such other duties as may be prescribed by the BOD, the CEO, or the President.

#### **5.10 Duties of the IOMP Representatives**

The IOMP representatives shall:

- 5.10.1 Serve as representatives of the IOMP and communicate official resolutions made by both organizations that are relevant to each other; and
- 5.10.2 assist the leaders of both organizations to communicate matters of importance.

## **6. Committees**

### **6.1 Accreditation Committee (AC)**

The Chair of AC shall be the Chief Examiner. The committee shall have at least three members including the Chair. They shall serve staggered three-year terms. To fill a vacant position, the Chair shall propose to the Board who shall make the appointment. The AC shall:

- 6.1.1 Be responsible for all matters related to applications to the Board for accreditation of regional / national medical physics certification programs;
- 6.1.2 make recommendations to the Board to approve or disapprove each application;
- 6.1.3 assist the Treasurer to determine the fee paid by each medical physicist certified by the accredited program who applies for an IMPCB certificate;
- 6.1.4 provide the Registrar the full name and certification number for each IMPCB certificate issued; and
- 6.1.5 organize the examination process when the Board resolves to conduct examinations to test the competence of candidates.

### **6.2 Registry and Records Committee (RRC)**

The Chair of RRC shall be the Chief Registrar. The committee shall have three members in addition to the Chair. They shall serve staggered three-year terms. To fill a vacant position, the Chair shall propose to the Board which shall make the appointment. The RRC shall be responsible, in addition to other assignment, for keeping the official record related to:

- 6.2.1 Historical records of IMPCB;
- 6.2.2 applications for accreditation and certification;
- 6.2.3 all IMPCB accredited certification programs; and
- 6.2.4 all IMPCB certificates issued.

### **6.3 Rules Committee (RC)**

The BOD shall appoint the most recent Past CEO as the Chair, if available, or other person deemed suitable by the BOD if the most recent Past CEO is not available. The committee shall have three members including the Chair. They shall serve staggered three-year terms. To fill a vacant position, the Chair shall propose to the BOD which will make the appointment. The RC shall be responsible for vetting all changes in policies, Rules, and By-Laws before being acted on by the EXCOM and the BOD.

### **6.4 Nomination and Election Committee (NEC)**

If available the most recent Past President, the most recent Past CEO, and a third member who has served in the EXCOM appointed by the BOD shall form the NEC. All shall serve three year terms on staggered basis. If not available, the Board shall appoint a total of three members among past officers, BOD members, or Voting Delegates of Regular Supporting Organizations to serve in the NEC, until the past CEO and the past President are available to serve. The NEC shall elect its own Chairperson.

- 6.4.1 The NEC shall solicit nominations for vacancies and produce a slate as specified in Section 5.4.
- 6.4.2 The NEC shall work with the Secretary General who shall distribute the ballot to all Directors.
- 6.4.3 The Secretary General shall tally the voting results before 15 November except in the case of an election to fill a vacated office where Section 5.4.7 is followed.

### **6.5 Finance Committee (FC)**

The Finance Committee shall consist of the Treasurer, Secretary General, and the CEO. The Treasurer shall be the Chair of the committee.

## **6.6 Committees and Sub-Committees**

The BOD may establish other committees and sub-committees as needed.

## **7. Discipline**

A Supporting Organization may be disciplined for violation of the Board's By-Laws or Code of Ethics, or for any conduct detrimental to the reputation and best interest of the Board. Complaints alleging such ethical or other misconduct may be made by any Supporting Organization or any individual. The BOD shall investigate the circumstances and determine if further action should be taken. BOD members who are from any Supporting Organization involved in the case shall be excluded from both investigation and jurisdiction.

## **8. Dues**

The amount of dues for all classes of affiliation shall be recommended by the FC and approved by the BOD by a majority of the Directors. Nonpayment of dues may result in termination of affiliation as prescribed in the Rules.

## **9. Fiscal Year**

The fiscal year of the Board shall be the calendar year.

## **10. Rules**

### **10.1 Purpose**

The Rules augment the By-Laws. Their purpose shall be to detail and expedite administrative matters of the Board. The Rules shall include matters which come under the purview of the BOD, which shall be responsible for their development, enactment, and documentation.

### **10.2 Enactment and Amendment**

The enactment and amendment of a Rule shall require a majority vote of the members of the BOD and becomes effective immediately after such ballot unless otherwise stipulated. The act of enacting or amending a Rule shall be in accordance with the Rules.

## **11. Amendments**

- 11.1 The Rules Committee, the BOD or a Supporting Organization may propose amendments to the By-Laws by proposing the amendment to the BOD in time for inclusion on the agenda for the next meeting of the BOD.
- 11.2 Amendments to the By-Laws shall require a minimum of two thirds support of the BOD before being put to the Supporting Organizations for a vote.
- 11.3 Amendments to the By-Laws put to the Supporting Organizations shall require the approval of the Voting Delegates. One Voting Delegate is designated by each Supporting Organization. The Secretary General is responsible for keeping on record the list of Voting Delegates. The amendment ballot shall be conducted by mail and/or e-mail. A simple majority (> 50%) of the Voting Delegates shall decide the vote.
- 11.4 Intended amendments should be circulated to the Voting Delegates at least four weeks prior to the deadline for returning mail and/or e-mail ballots.

- 11.5 When the number of Voting Delegates exceeds thirty, a simple majority of the valid returned ballots shall decide the vote.

## **12. Non-Profit Clause**

The Board is organized exclusively for charitable, scientific, and educational purposes as defined under section 501 (c) (6) of the US Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Board shall inure to the benefit of, or be distributable to, its Supporting Organizations, Directors, officers, or other private persons, except that the BOD shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Board shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Board shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Board shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law. In the event of dissolution of the Board, the EXCOM, with the approval of the BOD shall pay or make provision for the payment of all the liabilities of the Board. The residual assets of the Board will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (6) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose, as the BOD shall determine.

## **13. Liability**

No Director or Officer of the Board shall be personally liable for damages in any proceeding brought by, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been a Director or Officer of the Board, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in 501 (c) (6) of the Internal Revenue Code.