

RESTATED  
ARTICLES OF INCORPORATION OF  
AMERICAN ASSOCIATION  
OF MEDICAL DOSIMETRISTS

The undersigned, for the purpose of restating the Articles of Incorporation of American Association of Medical Dosimetrists, a corporation formed under the Oregon Nonprofit Corporation Act, does hereby certify and adopt the following Restated Articles of Incorporation in accordance with Section 65.451 of the Oregon Nonprofit Corporation Act.

ARTICLE I

The name of the Corporation shall be AMERICAN ASSOCIATION of MEDICAL DOSIMETRISTS.

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

The Corporation is a mutual benefit corporation within the meaning of the Oregon Nonprofit Corporation Act.

ARTICLE IV

The Corporation shall have members who shall be considered for admission into membership classes which are established from time to time by the Bylaws of the Corporation. Members shall have the voting rights, if any, which are attendant to their membership classification as provided from time to time in the Bylaws of the Corporation.

ARTICLE V

The purpose of the Corporation shall be to aid the progress of the profession of medical dosimetry and professional medical dosimetrists generally, to the fullest extent permitted by Section 501(c)(6) of the Internal Revenue Code, as amended; and, without limiting the generality of the foregoing, to advance the theory and practice of medical dosimetry and the allied medical sciences and professions; to enhance the status of the medical dosimetrists; to encourage research and preparation of papers, documents and reports on medical dosimetry topics; to develop standards, codes, and recommended practices in the medical dosimetry profession; to endeavor to establish, maintain, and improve the educational standards for the right to practice medical dosimetry and to require high standards of ethical practice by members of the Corporation; to foster the study of medical dosimetry and encourage the personal and professional development of medical dosimetrists; to support activities for the employment of medical dosimetrists; to cooperate with medical physics and radiation therapy societies; and to advance public relations for the medical dosimetry profession.

ARTICLE VI

The Corporation shall have and exercise all powers and rights conferred on not-for-profit corporations by the Oregon Nonprofit Corporation Act, as amended;

and, in addition thereto, the Corporation shall have and exercise all powers and rights, not otherwise denied not-for-profit corporations by the laws of the State of Oregon, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes of the Corporation. Notwithstanding any other provisions of these Restated Articles of Organization, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, as amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

#### ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member, trustee, director, or officer of the Corporation, or any private individual, except that the Corporation 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 in Article V above.

#### ARTICLE VIII

The Corporation is irrevocably dedicated to operate exclusively for the purposes stated in Article V above, and upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner as shall at that time qualify under Section 501(c)(6) of the Internal Revenue Code, as amended, and on the terms and in the manner as the Board of Directors shall determine at that time.

#### ARTICLE IX

Except as otherwise restricted or prohibited in the Oregon Nonprofit Corporation Act, as amended, the affairs of the Corporation shall be conducted by a Board of Directors which shall have and shall exercise all the powers of the Corporation. The number of directors which shall constitute the Board of Directors shall be fixed by the Bylaws.

#### ARTICLE X

No director or uncompensated officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for their conduct as a director or officer; provided, however, that the foregoing clause shall not eliminate or limit the liability of a director or officer for: (i) any breach of the directors or officers duty of loyalty to the Corporation or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) any unlawful distribution; (iv) any transaction from which the director or officer derived an improper personal benefit; or (v) any act or omission in violation of Sections 65.361 to 65.367 of the Oregon Nonprofit Corporation Act, as amended. If the Oregon Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of the directors or officers, then the liability of the directors or officers shall be eliminated or limited to the fullest extent permitted by the Oregon Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of the director or officer of the Corporation

existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

DATED this 20th day of September, 1995.

AMERICAN ASSOCIATION OF MEDICAL  
DOSIMETRISTS

Pamela Lemish, President