

**By-Laws of**  
**DITTA - GLOBAL DIAGNOSTIC IMAGING HEALTHCARE IT AND RADIATION THERAPY TRADE**  
**ASSOCIATION**  
**[As Amended November 5, 2024]**

**Article I**  
**Offices**

*Section 1. Principal Office.* The principal office of the corporation shall be at such location, either within or outside the State of Delaware, which the Board of Directors may from time to time determine.

*Section 2. Other Offices.* The corporation may have offices at such other places, either within or outside the state of Delaware, as the Board of Directors may from time to time determine.

**Article II**  
**Members**

*Section 1. Regular Members.* Regular Members of the corporation shall be national or regional trade associations substantially representing industries providing diagnostic imaging, radiation therapy, healthcare IT, electromedical and radiopharmaceutical products and ancillary services.

*Section 2. Management Members.* The Management Members of this corporation shall be: AdvaMed Medical Imaging, a division of the Advanced Medical Technology Association; the European Coordination Committee of the Radiological, Electromedical and Healthcare IT Industry (COCIR); and the Japan Medical Imaging and Radiological Systems Industries Association (JIRA). The Management Members, together with the Regular Members, are referred to herein as the “Voting Members.”

*Section 3. Associate Members.* Associate Members of the corporation shall be national or regional trade associations or professional societies representing industries providing diagnostic imaging, radiation therapy, healthcare IT, electromedical and radiopharmaceutical products and ancillary services, who elect not to be Regular Members, and other allied groups recognized by the Board of Directors to have a mutual interest in the issues addressed by the corporation. An Associate Member shall not have voting rights at the annual meeting of the corporation, or the meetings of committees or working groups of the corporation, but they shall have the right to attend the corporation’s meetings, if they wish, and to participate in their discussions.

*Section 4. Observer Members.* Observer Members of the corporation shall be national or regional trade associations or professional societies representing industries providing diagnostic imaging, radiation therapy, healthcare IT, electromedical and radiopharmaceutical products and ancillary services, who elect not to be Regular nor Associate Members, and other allied groups recognized by the Board of Directors to have a mutual interest in the issues addressed by the corporation. An Observer Member shall not have voting rights at the annual meeting of the corporation and cannot participate at the meetings of committees or working groups of the corporation. An Observer Member shall be entitled to participate at the Annual meeting, and to receive only notifications and informational updates sent via email to the Steering Committee.

*Section 5. New Members.* From time to time, the Board of Directors may invite other associations representing industries providing medical imaging, radiation therapy, healthcare IT, electromedical and radiopharmaceutical products and services to participate in the discussions when requested. Such firm shall become a member only

upon approval of the application of the new member by the Board of Directors and payment of fees as provided under Article VII.

*Section 6. Meetings.* The Voting Members shall meet at least annually during the fourth quarter of the fiscal year, for the purpose of electing directors of the corporation and the transaction of such other business as may be properly brought before the meeting. Members of the corporation may participate in a meeting of the membership by means of a conference telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

*Section 7. Place of Meetings.* The annual or any special meeting of the members may be held at such time, place, or manner as shall be designated in the notice of the meeting or any waiver of notice of the meeting signed by all Voting Members.

*Section 8. Notice of Meetings.* The Secretary, or such other person designated by the Board of Directors, shall give notice of each annual or special meeting of the Voting Members by written notice to each Voting Member not less than 10 nor more than 60 days before the date of the meeting. The Chairperson of the Board of Directors or other persons calling a special meeting of the Voting Members shall give notice thereof (or cause the Secretary to give notice) by written notice to each Voting Member at least five days before the meeting. Unless otherwise indicated and the notice thereof, any and all business may be transacted at a meeting of the Voting Members. Attendance by a Voting Member at a meeting shall constitute a waiver of notice of such meeting, except where a Voting Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

*Section 9. Quorum.* A majority of the Voting Members shall constitute a quorum for transaction of any business at any meeting of the members.

*Section 10. Manner of Acting.* Except as otherwise provided by law or in these by-laws or the certificate of incorporation, the Voting Members shall take action by unanimous written consent of the members or at a meeting by a vote of a majority of the Voting Members present at the meeting where a quorum is present.

*Section 11. Voting Representatives.* Each Voting Member of the corporation shall identify to the Secretary of the corporation a person who is designated by the member to be its authorized Voting Representative to cast that member's vote at any meeting of the members of the corporation. Each Voting Member of the corporation shall identify an alternate voting representative who, in the absence of the Voting Member's Voting Representative at a meeting of members of the corporation, shall be entitled to cast that member's vote at any meeting of the members of the corporation. The Voting Member shall provide contact information to the Secretary for each Voting Representative or his or her alternate stating where notices may be sent, including postal and electronic mailing address, telephone and facsimile number, and such other information that the Board of Directors may require.

*Section 12. Proxy.* A Voting Member may vote by written proxy granted to another Voting Member who shall be present at the meeting, and such proxy shall be effective only for one meeting.

*Section 13. Term.* The term of each member shall last until it either withdraws from membership or is removed as provided in Article VI for failure to pay its fees. Termination is effective on the date of submission of a written withdrawal notice to the Board of Directors. Except as provided in Article IX, Section 2, upon termination of membership, a terminated member shall have no future obligations under Article VII and shall

have no liability for corporation activities occurring after termination. Terminated members shall no longer have the rights of members, including but not limited to the rights under Article IX, Section 3.

*Section 14. Action Without a Meeting.* Action required or permitted to be taken at a meeting of the Voting Members may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

### **Article III Board of Directors**

*Section 1. General Powers.* The business and affairs of the corporation shall be managed by the Board of Directors except as otherwise provided by law, by the certificate of incorporation, or by these by-laws.

*Section 2. Number and Qualification.* There shall be a minimum of six (6) and a maximum of twelve (12) directors, the specific number to be determined by resolution adopted unanimously by the directors elected by the Management Members. Members of Board of Directors must be directors, officers, employees, or nominated by Management Members. Directors need not be residents of the corporation's state of incorporation or principal place of business.

*Section 3. Nomination and Election.* As provided in the certificate of incorporation, each Management Member of the corporation shall have the right to nominate two directors, who shall be entitled to vote at meetings of the Board of Directors in accordance with the by-laws, for as long as the Management Member maintains its membership in the corporation.

There shall be a nominating committee of the Board of Directors, which shall consist of three Directors, all of whom are employed by Management Members. One month prior to the annual meeting of the corporation, the nominating committee shall approve a slate of nominees meeting the qualifications set forth in Section 2 to be submitted to the Voting Members for election at the annual meeting. Directors shall be elected at the annual meeting of the members. Except as provided in the preceding paragraph, acceptance of new directors will require a unanimous vote by the directors elected by the Management Members.

Directors nominated and elected by Voting Members during 2024 shall serve a term that expires at the annual meeting in 2025 and shall be next nominated and elected by Voting Members in 2025 and at one year interval for one-year terms thereafter.

*Section 4. Term.* Except as provided in the preceding section, each director shall serve for a term of one year until the annual meeting of the Voting Members at which their term expires, and until his or her successor is elected and qualified, or until his or her earlier resignation or removal, provided that no director shall continue in office after the Management Member which elected or nominated such director shall have resigned as a member of the corporation or such member's membership shall have been terminated.

*Section 5. Removal.* A director designated by a Management Member shall not be removed except by consent of the Management Member who elects such director.

*Section 6. Vacancies.* If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the vacancy may be filled (a) by a nomination of the Board of Directors

followed by an election at a special or annual meeting as specified in the Section 3 of this Article. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

*Section 7. Compensation.* The members of the Board of Directors shall receive no compensation from the corporation for their services as directors of the corporation.

## **Article IV Meetings of Directors**

*Section 1. Regular Meetings.* The Board of Directors shall meet at least annually during the fourth quarter of the fiscal year, for the purpose of approving the officers of the corporation and approving a budget for the subsequent fiscal year and for the transaction of such other business as may be properly brought before the Board of Directors. At any meeting of the Board of Directors, the Board of Directors may schedule additional regular meetings for the transaction of such other business as may be properly brought before the board of Directors.

*Section 2. Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any of the Directors.

*Section 3. Place and Manner of Meetings.* The annual or any special meeting of the Board of Directors may be held as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

*Section 4. Notice of Meetings.* The Secretary, or such other person designated by the Board of Directors, shall give notice of each annual meeting of the Board of Directors by written notice to each director at least ten days before the meeting. The Chairperson or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Executive Director to give notice) by written notice to each Director at least thirty days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

*Section 5. Quorum.* A majority of the Directors in office shall constitute a quorum for transaction of any business at any meeting of the Board of Directors.

*Section 6. Manner of Acting.* Except as otherwise provided by law or in these by-laws or in the certificate of incorporation, the Board of Directors shall act by unanimous written consent or at a meeting by the majority vote of the directors present.

*Section 7. Limitations on Action of the Board of Directors and the Corporation.* Except as required by law or the certificate of incorporation, the Board of Directors and the corporation shall take no action on the following matters except by the affirmative vote or written consent of at least two-thirds of the directors elected by the Management Members:

1. Amending the by-laws or the certificate of incorporation;

2. Dissolution of the corporation;
3. A sale of substantially all of the corporation's assets;
4. A merger with another corporation;
5. The acquisition of another corporation;
6. Borrowing of money, incurring indebtedness, or making a contract where the borrowing or contract causes the corporation's total indebtedness to exceed fifty thousand dollars (\$50,000);
7. Pledging the corporation's assets;
8. Approval of the budget for the subsequent fiscal year.

The Board of Directors and the corporation shall not release, publish, or otherwise issue any policy documents or position papers on behalf of the corporation except with the unanimous consent and approval of the Steering Committee.

## **Article V Committees of the Board of Directors**

*Section 1. Steering Committee.* There is established a Steering Committee to the Board of Directors, which shall act in an advisory capacity to the Board of Directors for the purpose of conducting research, drafting recommendations on the priorities and work plan of the corporation as well as policy statements to be issued by the corporation, overseeing task forces, preparing for regular and special meetings of the Board of Directors including drafting the agenda, and the development of a proposed budget. The members of the Steering Committee shall consist of one representative of each Voting Member, who need not be a director of the corporation. The Chairperson shall be an *ex officio* member of the Steering Committee. The Chairperson of the Board of Directors shall designate the chairperson of the Steering Committee.

*Section 2. Task Forces.* The Steering Committee may establish, from time to time, such task forces to address a defined issue within a specific time, and provide advice to the Board of Directors. Membership on a task force shall consist of volunteers from the corporation's Voting Members and Associate Members (or their member manufacturers ("company")), but under no circumstances shall more than fifty percent of the membership of a task force be comprised of representatives of a single national or international company or a single member association. There shall be a Chair and a Vice-chair for each task force to manage the meetings of the task force who shall be elected by the members of the task force, and they must be from different national or international companies.

*Section 3. Appointment of Committees.* The Board of Directors shall appoint such other standing committees of the Board as may be necessary, or convenient, for the proper conduct of the affairs of the corporation. The members of all such committees shall consist of at least two directors elected by Management Members in addition to such other directors as may be designated by the Board.

*Section 4. Term of Office.* The members of committees shall hold office for the term designated by the Board of Directors in the authorizing resolution.

*Section 5 Appointment and Term of Office of Chairperson.* The Chairperson of each committee or task force of the Board shall be designated by the Board from among the members thereof.

*Section 6. Authority of Committees.* All such committees or task forces shall act under the direction of the Board and shall have, and exercise, such duties and powers as may be delegated to such committees by the Board in its

resolution authorizing such committee or these by-laws. Any action of a committee shall be subject to review and approval by the Board of Directors.

*Section 7. Quorum.* A majority of the members of a committee or task force shall constitute a quorum.

*Section 8. Voting.* A committee or task force shall take action by majority vote of members present at a meeting at which a quorum is present. No member of a committee of the Board may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the committee member for whom he has been designated as an alternate. Each member of a committee or task force shall have one vote; provided however, that if a single national or international company has more than one representative person who is a member of the committee or task force only one person from that company may be a voting member of the committee or task force and the other representative person(s) shall not be entitled to vote.

*Section 9. Vacancies.* Vacancies in the membership of a committee or task force shall be filled by appointment made in the same manner as provided in the case of the initial appointment.

## **Article VI Officers**

*Section 1. Titles.* The officers of the corporation shall be a Chairperson, two Vice Chairpersons, and a Secretary/, Treasurer. A person may not hold the office of Chairperson and Secretary/Treasurer at the same time.

*Section 2. Election, Eligibility and Term.* The officers of the corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office for a term of one year from the annual meeting at which they are elected and until a successor is elected and qualifies. Unless otherwise amended by resolution of the Board of Directors, the officers of the corporation shall be directors, officers, or employees of the Management Members and shall rotate among representatives of the Management Members in the following order: AdvaMed Medical Imaging, COCIR, and JIRA. When the representative of a Management Member shall cease to be the Chairperson that representative shall become the Second Vice Chairperson in the ensuing term and the representative of the Management Member that was previously First Vice Chairperson shall succeed that person as Chairperson; the representative of the Management Member that previously served as Second Vice Chairperson shall become First Vice Chairperson.

*Section 3. Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed with or without cause by the Board.

*Section 4. Vacancies.* Vacancies among the officers of the corporation may be filled, and in the case of the vacancies in the office of Chairperson and Secretary shall be filled, by the Board of Directors at any annual or special meeting of the Board or by unanimous written consent.

*Section 5. Chairperson.* The Chairperson shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these by-laws. The Chairperson shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. He shall select a committee to nominate

other candidates for the Board of Directors. In general, he shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

*Section 6. Vice Chairperson.* The Vice Chairperson shall exercise the powers of the Chairperson during that officer's absence or inability to act. Any action taken by a Vice Chairperson in the performance of the duties of the Chairperson shall be presumptive evidence of the absence or inability to act of the Chairperson at the time such action was taken. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to them by the Board of Directors.

*Section 7. Secretary.* The Secretary /Treasurer shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. He shall give all notices required by law and these by-laws. He shall have general charge of the corporate books and records. He shall sign such instruments as may require his signature, and, in general, shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him from time to time by the Chairperson or by the Board of Directors. He shall make an annual accounting and financial report to the Board of Directors at the annual directors meeting in a form prescribed by the Board of Directors, and he shall have custody of all funds and securities belonging to the corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

*Section 8. Other Officers.* The Board of Directors may elect such other officers, with such duties and responsibilities as it deems necessary and appropriate to manage the operations of the corporation, subject to limitations, terms, conditions, and control of the Board of Directors.

## **Article VII Financial Matters**

*Section 1. Annual Assessments.* Each member of the corporation shall fund and pay to the corporation the corporation's budgeted annual costs as established by the budget approval pursuant to Article IV, Section 1. A member's allocation of annual assessments shall be determined by the Board of Directors at the annual meeting provided in Article IV, Section 1 at the same time as the Board of Directors determines the budget for the next fiscal year. The Board of Directors' allocation of annual assessments among the members may differentiate between Management Members, Regular Members and Associate Members, and it may differentiate between different classes or groups of members to be determined in the future.

*Section 2. Invoicing and Payment of Assessments.* Except as otherwise provided in these by-laws, assessments shall be payable to the corporation no later than 60 days after the date of the corporation's invoice. The corporation shall invoice members for assessments based on the annual budget during the month of December preceding the next fiscal year on such payment terms as may be prescribed by the Board of Directors. Members resigning from the corporation within 30 days prior to January 1, shall not be liable for fees or charges invoiced for the next fiscal period and shall not be entitled to any credit with respect to estimated fees in preceding fiscal years previously paid.

*Section 3. Failure to Pay Assessments.* A member other than a Management Member shall be terminated as a member if such member fails to pay its assessment within the time specified by the Board of Directors. Such member may be readmitted upon payment of all past due amounts.

*Section 4. Checks.* All checks, drafts, or orders for payment of money shall be signed by such officers or other individuals as the Board of Directors may from time to time designate.

*Section 5. Bond.* The Board of Directors may by resolution require any or all officers, agents, or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

*Section 6. Fiscal Year.* The fiscal year of the corporation shall end on December 31 of each year.

*Section 7. Location of Accounts.* The corporation's accounts shall be maintained in a manner prescribed by the Board of Directors by the Management Member whose representatives are serving as officers of the corporation pursuant to Article VI, Section 2.

## **Article VIII General Provisions**

*Section 1. Minutes of Meetings.* Written minutes of each committee or task force meeting shall be kept in writing and sent to the Secretary for recordkeeping. The chairperson of the committee or task force shall designate a member of the committee or task force to serve as secretary to a particular committee or task force for this purpose. The Secretary shall distribute the minutes of such meetings to the Steering Committee.

*Section 2. Seal.* If necessary, the seal of the corporation shall contain the name of the corporation and shall be in the form appearing in the margin of this page.

*Section 3. Waiver of Notice.* Whenever notice is required to be given to any Director or other person under the provisions of these by-laws, the Certificate of Incorporation of the corporation, or by 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 equivalent to the giving of such notice.

*Section 4. Limitation on Liability of Officers and Directors.* The liability of officers and Directors of the corporation shall be limited as provided in the certificate of incorporation of the corporation.

*Section 5. Indemnification of Officers and Directors.* The corporation shall indemnify its officers and directors to the maximum extent required or permitted by Section 145 of the Delaware Corporation Law, and such officers and directors shall be deemed to have acted in reliance upon this Section 5.

*Section 6. Insurance.* The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising out of his status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify him against such liability.

*Section 7. Gender.* As used in these by-laws, the masculine pronoun shall include the feminine.



*Section 8. Amendments.* Subject to Article IV, Section 7, these by-laws may be amended or repealed and new by-laws be adopted by the affirmative action of the Board of Directors, at any annual or special meeting of the Board, or by unanimous written consent; provided, that notice of proposed action shall have been included with the notice of the meeting or shall have been waived as provided in these by-laws.

## **Article IX Dissolution**

*Section 1. Dissolution.* Subject to Article IV, Section 7, the corporation shall wind up its business and dissolve upon the vote of the Board of Directors.

*Section 2. Dissolution Procedures.* Upon the occurrence of an event identified in Section 1, of this Article the Board of Directors shall take prompt action to wind up the business of the corporation in the manner provided by law. The Board of Directors shall assess, and each member, including a Management Member who has notified the corporation of its withdrawal as a member as provided in Article II, Section 10, shall pay an assessment necessary to pay the expenses of winding up the business of the corporation as provided herein. Such final assessment(s) shall be in the same proportion as specified by Section 1 of Article VII.

*Section 3. Distribution of Net Assets Upon Dissolution.* Upon liquidation, dissolution, termination or winding up of the corporation, and after payment of all indebtedness of the corporation, the funds, investments, and other assets of the corporation shall be distributed to another organization, or organizations, exempt from taxation under section 501(a) of the United States Internal Revenue Code of 1986, as amended, or to the Federal government or to such State or local governments as the members shall determine, and no part of the funds, investments, and other assets shall inure to the benefit of any individual enterprise, partnership, or individual firm.

ADOPTED BY THE BOARD OF DIRECTORS ON NOVEMBER 5, 2024

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Secretary