



AMENDED AND RESTATED

BYLAWS

OF

[INTERNATIONAL BOARD OF HEART RHYTHM EXAMINERS, INC.]

A Massachusetts Charitable Corporation

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AMENDED AND RESTATED BYLAWS OF

INTERNATIONAL BOARD OF HEART RHYTHM EXAMINERS, INC.

Adopted May 16-17, 2006

Amended May 12, 2015

ARTICLE I. PURPOSES

The purpose of the INTERNATIONAL BOARD OF HEART RHYTHM EXAMINERS, INC. (“IBHRE”) is to design examinations for the field of pacing and electrophysiology; to administer the examinations to members of healthcare professions for the purpose of assisting them in measuring their skills in the area of pacing and electrophysiology; and to encourage continuing competency in the field of pacing and electrophysiology.

ARTICLE II. ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

Section 1. Articles of Organization

The name of the corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the corporation and of its Directors and officers and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

Section 2. Location

The principal office of the corporation may be within or outside of the Commonwealth of Massachusetts as the Board of Directors may determine from time to time, in their discretion.

Section 3. Corporation Seal

The Directors may adopt and alter the seal of the corporation.

Section 4. Fiscal Year

The fiscal year of the corporation shall end on September 30th in each year unless the Directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

ARTICLE III. ANNUAL MEETING

The annual meeting of the corporation shall be held preferably on a date coinciding with the Annual Scientific Sessions of the Heart Rhythm Society, Inc. (“HRS”) in each year

(unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the Directors. A representative of HRS as the Member of the corporation and at least a majority of the Directors shall be present to constitute a quorum for the holding of the Annual Meeting.

ARTICLE IV. ADVISORS, FRIENDS OF THE CORPORATION

The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

ARTICLE V. MEMBER

HRS shall be the sole member (the “Member”) of the corporation and shall exercise all of the powers, rights and privileges given to members of a corporation organized under Chapter 180 of the Massachusetts General Laws, as the same exists or hereafter may be amended, and shall have such other powers, rights and privileges as are conferred by these Bylaws.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Powers

The affairs of the corporation shall be managed by the Board of Directors who shall have and may exercise all the powers of the corporation. In managing the affairs of the corporation, the Board of Directors shall at all times act in the best interests of the corporation to further its purposes and mission, and all actions with respect to the formulation and administration of examinations and certification of examinees shall be independent of outside influences of industry or any other organization. Absent manifest error or gross negligence, the actions of the Board of Directors with respect to examinations and related certifications shall not be modified or rescinded by the Member.

Section 2. Qualifications

- a) Directors – Qualifications. Except for the President of HRS, the Public Member, as hereinafter defined, and certain other exceptions specifically approved by the Directors of the corporation, all of the Directors shall have (i) successfully completed the applicable examination administered by the corporation; and, (ii) if offered by the corporation, maintained current certification status. Physicians serving on the Board must be members of HRS in good standing.
- b) Public Member – Qualifications. At least one Director shall be a so-called “Public Member”, meaning that such person shall have a general understanding of the importance of heart rhythm management by virtue of education, career

experience, or personal experience. Such person need not be a member of HRS. The Public Member shall have all the rights and powers of a Director, including voting rights. It is the intention of the corporation that the Public Member shall provide perspective and insight from the standpoint of the general public. In order to ensure impartiality, individuals certified by IBHRE are ineligible for service as the Public Member. The Public Member shall be selected by the Directors by majority vote and subject to approval of the HRS Board of Trustees in accordance with Section 4 of this Article VI.

Section 3. Number, Board Composition and Term of Office

The corporation shall have not less than seven (7) and not more than fifteen (15) Directors. The IBHRE Board shall consist of ex-officio members, and those elected to serve one or more terms.

Ex-officio members shall serve by virtue of their respective offices or positions, and will include the President of HRS and IBHRE Test Writing Committee Chairs and they shall serve for so long as they hold their respective offices. No more than two (2) Directors shall also be Trustees of HRS. The Public Member shall serve a three-year term for up to three terms. Other members shall each serve for a three-year term with the option of consecutive reappointment without limits. Ex-officio members shall have all the rights and powers of a Director, including voting rights.

The IBHRE Board shall include at minimum a representative from each specialty area (adult electrophysiology, pediatric electrophysiology, and cardiac device management). The Board will be composed of physicians and allied professionals with no less than one third of either professions on the Board. Ex-officio members of the Board of Directors may be counted for purposes of meeting these composition requirements.

Section 4. Selection Process

Each year the Directors of the corporation shall appoint that number of persons to serve as Directors as necessary to comply with the requirements of Section 3 of this Article VI. Such persons shall be selected by the affirmative vote of a majority of the Directors then in office and submitted to the HRS Board of Trustees for approval by a majority vote at a meeting of the HRS Board of Trustees. Such appointments shall be approved by the HRS Board of Trustees except for good cause, which shall be based upon the facts and circumstances of each appointee and may include a determination that such proposed appointee has ties to industry that could reasonably be considered to compromise his or her independence. To the extent that any proposed appointees are not approved, the Directors of the corporation shall select an alternate appointee to be submitted to the HRS Board of Trustees as promptly as practicable.

Section 5. Meetings

The Board shall hold regular meetings at least two (2) times per year, generally at the time of the Annual Scientific Sessions of HRS and at such time during the fiscal year of

the corporation as the President shall determine. Regular meetings of the Board may be held without notice at such places and times as the Board may from time to time determine. Special meetings of the Board may be held at any time and place when called by the President or any three (3) or more Directors.

Section 6. Notice of Meetings

Notice of the time and place of each special meeting of the Board shall be given to each Director by mail at least five (5) days before the meeting addressed to the business or residence address of the Director on record with the corporation; or by confirmed facsimile or e-mail at least forty-eight (48) hours before the meeting addressed to the facsimile number or e-mail address on record with the corporation; or in person or by telephone at least twenty-four (24) hours before the meeting. Notice need not be given if it has been waived in writing by the Director and such waiver is filed with the records of the meeting. Neither the notice nor the waiver of notice need specify the purpose of the meeting, unless otherwise required by law, by the Articles of Organization or by these Bylaws.

Section 7. Quorum

At any meeting of the Directors a majority of the members then in office shall constitute a quorum at any meeting of the Board. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 8. Action by Vote

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, except where a different vote is required by law, by the Articles of Organization or by these Bylaws.

Section 9. Action by Writing and Without Meeting

Any action by the Directors may be taken without a meeting if all of the Directors consent to the action in writing and the consents are filed with the records of the Directors' meetings. Such consent shall be treated for all purposes as a vote of the Directors at a meeting.

Section 10. Presence Through Communications Equipment

Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment that permits all participants to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 11. Rules and Regulations; Standards, Policies and Guidelines

The Board may adopt rules and regulations for the conduct of its business and may appoint agents to execute its directives. The Board may also adopt and publish from time to time standards, policies and guidelines regarding matters that are germane and important to the corporation, including, without limitation, in the areas of ethics, professionalism, training, education and standards of care. All standards, policies and guidelines adopted by the Board shall be consistent with the purposes and mission of the corporation.

Section 12. Resignation and Removal; Vacancies

The resignation of a member of the Board shall be effective as of the date provided in writing to the corporation at its principal office, or to any officer thereof. A Director may be removed from office for good cause by the affirmative vote of at least two-thirds (2/3) of the Board or by the affirmative vote of at least two-thirds (2/3) of the Trustees of HRS, at a meeting called for that purpose after reasonable notice to the subject Director and the opportunity to be heard. Repeated or consistent absenteeism from Directors meetings, reckless or negligent behavior, being employed or otherwise having a significant relationship with industry, not adhering to the corporation's Conflicts of Interest policy, or otherwise not acting in the best interests of the corporation, its purposes and mission, shall all be considered circumstances that constitute good cause.

Any vacancy in the Board of Directors, however occurring, including as a result of the enlargement of the Board, may be filled by appointment of a new Director or Directors by the affirmative vote of a majority of the Directors then in office, which appointment shall be approved by the Trustees of HRS in accordance with Section 4 of this Article VI above. The Directors may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE VII. OFFICERS

Section 1. Enumeration

The officers shall consist of a President, First Vice-President, Treasurer, Secretary, and such other officers and agents (including one or more other Vice-Presidents, Assistant Treasurers and Assistant Secretary) with such duties and powers, as the Board of Directors may, in their discretion, determine.

Section 2. Qualification

An officer must be a Director of the corporation. The President and First Vice President must be members of HRS. The President must have served as a Director of the corporation for at least one year prior to his or her election as President. Any two or more offices may be held by the same person, except that the offices of President and First Vice-President may not be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the Directors may determine. The

premiums for such bonds may be paid by the corporation.

Section 3. Election and Term

The officers of the corporation shall be elected by the Board of Directors of the corporation by majority vote at the Annual Meeting of the corporation, to serve for a term of one (1) year and until their respective successors are duly elected and qualified. All officers may be elected to consecutive and non-consecutive terms in the same or different offices without limit.

Section 4. Responsibilities and Authority of Elected Officers

The elected officers of the corporation shall have the following responsibilities and authority:

- a) President. The President shall be the chief executive officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. If no Chairman of the Board of Directors is elected, the President shall preside at all meetings of the Directors, except as the Directors otherwise determine.
- b) The Vice-President or Vice-Presidents. If any, shall have such duties and powers as the Directors shall determine. The Vice-President, or First Vice-President if there is more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.
- c) Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs; funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall also be in charge of its books of account and accounting records and of its accounting procedures. It shall be the duty of the Treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other federal or state agencies. He or she shall have such other duties and powers as designated by the Directors or the President.
- d) Secretary. The Secretary shall record and maintain records of all proceedings of the Directors in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the corporation or at the office of its Secretary
- e) and shall be available for the inspection by any Director. Such book or books shall also contain the records of all meetings of incorporators and the originals, or attested copies, of the Articles of Organization and the Bylaws and the names of all Directors and the address of each. If the Secretary is absent from any meeting of Directors, a Temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

Section 5. Resignation and Removal; Vacancies

Any officer may be removed for cause, by the affirmative vote of at least two-thirds (2/3) of the Board or the affirmative vote of at least two-thirds (2/3) of the Trustees of HRS, at a meeting called for that purpose, after reasonable notice to the subject officer and an opportunity to be heard. In the event of a resignation, removal, death, or other unforeseen termination of a term of office of any officer, the Board of Directors shall fill any vacancy of any office for the remainder of the term of the officer involved.

Vacancies in any office, however occurring, shall be filled by the Directors by the affirmative vote of a majority of their number. Although not a requirement, it is anticipated that the then serving First Vice-President would fill a vacancy in the office of President arising for any reason, and that the Directors would then appoint a replacement for the First Vice-President.

ARTICLE VIII. COMMITTEES

Section 1. General

The Board of Directors may form committees and may delegate to such committees any or all of their powers, provided that any committee to which powers of the Directors are delegated shall consist solely of Directors. The Board of Directors may also form committees that shall not have the powers of the Directors, but rather, that shall report to and advise the Directors. Advisory committees may include Directors, Trustees and Members of HRS, and other interested parties with relevant expertise.

Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Directors. Except as otherwise set forth in these Bylaws or as otherwise designated by the Board of Directors, committees shall remain in existence and committee members shall serve at the pleasure of the Directors.

The Board and Chairs of committees, with the approval of the Board of Directors, may also appoint temporary task forces to address a specific issue in a focused manner and for a defined time period. The term of a task force is generally expected to be no longer than one year.

In addition to other committees that the Board of Directors may establish from time to time, the corporation shall have Examination Writing Committees - the Electrophysiology Writing Committee (the "EP Writing Committee") and the Pacing Writing Committee.

Section 2. Exam Writing Committees

The following provisions shall apply to the operations and conduct of the Exam Writing Committees:

- a) Members. The goal of the EP Writing Committee, the Pacing Writing Committee and any additional Committees established in the future is to have a minimum of

- ten (10) members. Members of Writing Committees shall be elected by the Board of Directors, and may, but shall not be required to include Directors of the corporation and Members of HRS. Members of the respective Writing Committees shall have successfully passed the examinations for which they are writing questions, provided, however, that physicians who are writing questions for the electrophysiology or pacing examinations for Allied Professionals shall not be required to have taken or passed that examination. The Directors of the corporation or the respective Writing Committee Chairs may grant certain other exceptions for member examination requirements, provided, however no persons employed by or affiliated with a company or companies involved in the pacing or electrophysiology industries shall be permitted to serve on a Writing Committee.
- b) Term. Members of the Writing Committees shall be elected to serve for a three (3) year term, and may be elected to serve for consecutive terms.
 - c) Staggering. To the greatest extent possible, the Board of Directors shall endeavor to divide the membership of each of the Writing Committees into three (3) equal groups, such that that number of persons are elected to the committee in each year to assure an orderly transition in membership from year to year, and to provide for a balance of experienced members and members in training.
 - d) Duties. The primary objective and purpose of both Writing Committees is to develop new examination questions for the examinations administered by the corporation, to assess the relevancy of existing examination questions and to revise them as necessary. The Writing Committees shall review examination procedures generally, and shall perform such other duties and have such other purposes as the Board of Directors may from time to time reasonably request.
 - e) Procedures. The Writing Committees may hold and conduct meetings, provide notices and otherwise generally conduct themselves in the same manner as applies to the Directors pursuant to these Bylaws.

ARTICLE IX. INDEMNIFICATION

Subject to the terms of the next paragraph of this Article IX, each person, now or hereafter a Director, Officer (elected or appointed), employee, or other agent of the corporation, or who serves at the corporation's request in such a capacity for another organization in which the corporation directly or indirectly own shares or of which it is a creditor, and his or her heirs, executors, and administrators, shall be entitled, without prejudice to any other rights he or she may have, to be reimbursed by the corporation for, and indemnified by the corporation against, any liabilities, costs, and expenses reasonably incurred by him or her in connection with, or arising out of, any claim, action, suit, or proceeding of whatsoever nature, civil or criminal, before any court, tribunal, administrative or legislative body, or agency, in which he or she might be involved as a party or otherwise, or with which he or she might (when so serving) be threatened by reason of his or her having so served, or by reason of any action alleged to have been taken or omitted by him or her (when so serving), whether or not he or she continued to serve at the time of incurring such liabilities, costs, or expenses. Such reimbursement and indemnification may include payment by the corporation of liabilities, costs, and expenses reasonably incurred in advance of the final disposition of a claim, action, suit, or proceeding, or in connection with a reasonable settlement or compromise thereof

(other than an amount paid to the corporation itself) made with a view to curtailment of costs of litigation, upon receipt of an undertaking by the person indemnified to repay such payment if ultimately he or she is adjudicated to be not entitled to reimbursement and indemnification. No reimbursement or indemnity shall be paid for any expense incurred, or settlement made, by such a person in connection with any matter as to which he or she shall be adjudged finally by a court, tribunal, administrative or legislative body, or agency not to have acted in good faith in the interests of the corporation, nor shall the amount of any reimbursement or indemnity paid in respect of any matter on which settlement or compromise is effected, including the amount paid by that person in such a settlement, exceed the expense that reasonably might have been paid or incurred by him or her in conducting actual or threatened litigation to a final adjudication. The corporation, its Board of Directors and officers, shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

Notwithstanding the foregoing provisions of this Article IX to the contrary, no person (including his or her heirs, executors and administrators) shall be entitled to indemnification under this Article IX with respect to acts or omissions occurring during any period when such person was not a Director or Officer, except to the extent expressly approved by a vote of the Board of Directors.

Nothing in this Article IX shall limit any lawful rights to indemnification existing independently of this Article IX. Nothing in this Article IX shall be construed as limiting in any manner, including the power of the Board of directors to provide indemnification to any person who is not a Director of the corporation and who serves as an officer, employee or other agent of the corporation, who serves at the corporation's request as a Director, officer, employee or other agent of another organization or who serves at the corporation's request in any capacity with respect to any employee benefit plan.

This Article IX shall be deemed for all purposes to constitute a written agreement between the corporation and each indemnitee which may be amended or repealed in accordance with Article IX these Bylaws, provided that no amendment or repeal of this Article IX shall adversely affect the rights and protections afforded to an indemnitee, and his or her heirs and personal representatives, for acts or omissions occurring before such amendment or repeal.

ARTICLE X. MISCELLANEOUS

Section 1. Execution of Papers

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or a Vice President and the Treasurer or an Assistant Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, ByLaws, resolutions or votes of the corporation.

Section 2. Compensation

Directors shall serve without compensation. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section 3. Personal Liability

The Directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the corporation.

Section 4. Communication via Facsimile and E-mail

Notices sent by the corporation to a Director or other person via facsimile or e-mail to either the facsimile telephone number or e-mail address for such Director or other person on record with the corporation with transmission confirmed by the sending machine or device shall be deemed to have been validly sent and delivered as of the date and time transmitted.

ARTICLE XI. AMENDMENT

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal, by the affirmative vote of two-thirds (2/3) of the Directors then in office, provided, however, that such alteration, amendment or repeal is approved by a majority of the Board of Trustees of HRS at a meeting called for that purpose.

10.24.2016