

**FOURTH AMENDED AND RESTATED BYLAWS
OF THE SPINE INTERVENTION SOCIETY, INC.**

The Spine Intervention Society, Inc. (SIS or “Corporation”) is a non-profit public benefit corporation organized under the Non Profit Public Benefit Corporation Laws of the State of California and is not organized for the private gain of any person. This Corporation is organized exclusively for educational and scientific purposes, within the meaning of *Section 501(c)(3)* of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, and California Revenue and Taxation Code Section 214.

**ARTICLE I
PURPOSES**

1.1 SCIENTIFIC RESEARCH. This Corporation is irrevocably dedicated to scientific research, education, and training of physicians in spinal intervention procedures for the treatment of diseases involving or resulting from disorders of the spine, its structures, and contents. This Corporation is formed exclusively for scientific and educational purposes, and to such extent as may be proper, to achieve any of its purposes as set forth in its Articles of Incorporation.

1.2 EDUCATION. The Corporation will hold educational meetings for physicians and publish scholarly articles dealing with this subject.

1.3 OBJECTIVES. The objectives of the Corporation are as follows:

- (a) To form an organization based on education and research, dedicated to the exchange of scientific information, and enhancing the quality of expertise in the advocacy and advancement of diagnostic and therapeutic spinal intervention procedures;
- (b) To improve the quality of scientific practice and health care in spinal pain management;
- (c) To provide a forum in which interdisciplinary professionals can communicate; and
- (d) To provide instructional workshops and scientific meetings to the medical and surgical community and furnish facilities whereby such education can take place.

1.4 NO INUREMENT. The activities of this Corporation shall be conducted for the aforesaid purposes in such manner that no part of its net earnings will inure to the benefit of any Director, officer, private shareholder, or 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 this Article I.

1.5 NO LOBBYING AND CAMPAIGNING. This Corporation shall be operated so that no substantial part of its activities consist of carrying on propaganda, or otherwise attempting to influence legislation, except as allowed by Section 501(h) of the Internal Revenue Code (“Code”), and does not

participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or the corresponding sections of any future federal tax code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding sections of any future federal tax code.

1.6 DEDICATION OF ASSETS AND DISSOLUTION. The property of this Corporation is irrevocably dedicated to educational and scientific purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for scientific, educational, or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as well as in accordance with Section 214 of the California Revenue and Taxation Code.

ARTICLE II OFFICES

2.1 PRINCIPAL OFFICE. The principal office for the transaction of the business of the Corporation is hereby located at 161 Mitchell Blvd #103, San Rafael, CA 94903.

The Board of Directors by majority vote is hereby granted full authority to change said principal office from one location to another. Any such change shall be made by resolution of the Board of Directors.

2.2 OTHER OFFICES. The Board may at any time establish branch or subordinate offices any place where the Corporation is qualified to do business.

ARTICLE III MEMBERS

There shall be five (5) classes of membership as follows:

3.1 ACTIVE MEMBERS.

- (a)** Except as set forth in Section 3.1(b) and (c) below, Active Membership shall be limited to physicians (hereafter M.D. or D.O.) interested in diagnostic and/or therapeutic spinal intervention procedures; who demonstrate continuing interest in the subject and affairs of the Corporation; and who are Board Certified by a Board that is a member of the American Boards of Medical Specialties or the American Osteopathic Association.
- (b)** The Board of Directors, by special consideration, may allow limited individual exceptions to Section 3.1(a) above, based upon long standing demonstrated competency, extraordinary training, outstanding skills, or scientific achievement in the diagnosis and advocacy of diagnostic and therapeutic spinal intervention procedures.

- (c) The Board of Directors allows physicians from countries other than the United States who have demonstrated similar qualifications in their country of residence (as set forth in Section 3.1(a) and 3.1(b) above) as determined by the Board of Directors.

Applicants for Active Membership shall supply: completed application, verification of Board Certification, Curriculum Vitae, and submit payment of one year's dues on filing of the application. Active Members may vote and may hold office in the Corporation, unless otherwise set forth in these Bylaws.

Active Member categories include: North American, International, and Military membership.

3.2 IN-TRAINING MEMBERS.

- (a) Physicians interested in or currently practicing spinal intervention procedures. Such physicians shall be in the examination process of a Board that is a member of the American Boards of Medical Specialties, the American Osteopathic Association, or the equivalent in their country of residence. Such physicians shall, on application, only be required to demonstrate the aforementioned practice and status.
- (b) Physicians in a residency or fellowship training program approved by a Board that is a member of the American Board of Medical Specialties, the American Osteopathic Association, or the equivalent in their country of origin may be In-Training Members.
- (c) Physicians in non-accredited fellowship training programs that provide substantial instruction in interventional pain management procedures, as determined by the Administrative Committee of the Board of Directors.

Applicants for In-training Membership shall supply: completed application, verification of Board Certification or expected completion date, Curriculum Vitae. In-training Members shall neither vote nor hold office but shall have the privilege of the floor in any general membership or special meeting and may serve on divisions and committees of the Corporation without the right to vote. The Board of Directors may establish a separate dues structure for In-Training Members.

In-training categories include: Resident, Fellow, and Provisional membership.

3.3 AFFILIATE MEMBERS.

- (a) Individuals who possess a PhD and who have demonstrated an interest in spinal intervention procedures may be granted Affiliate Membership at the sole discretion of the Board of Directors.
- (b) Physicians (hereafter M.D. or D.O.) interested in diagnostic and/or therapeutic spinal intervention procedures; who demonstrate continuing interest in the subject and affairs of the Corporation; and who are Board Certified or in the examination process for certification by a Board that is a member of the American Boards of Medical Specialties or the American Osteopathic Association, but do not qualify for participation in the Corporation's hands-on bio-skills labs.

Applicants for Affiliate Membership shall supply: completed application, verification of Board Certification, Curriculum Vitae, and submit payment of one year's dues on filing of the application. Affiliate Members

shall neither vote nor hold office but shall have the privilege of the floor in any general membership or special meeting and may serve on divisions and committees of the Corporation without the right to vote.

3.4 HONORARY MEMBERS. Honorary Members are individuals who have made distinguished contributions to the field of spine care procedures, which have in other ways furthered the objectives of the Corporation, or have served as President of the Board of Directors for the Corporation. Honorary Members may attend meetings, vote, hold office, and receive publications from the Corporation without payment of dues.

3.5 RETIRED MEMBERS. Retired Members are members of the Corporation who have been active members for at least five (5) years who have retired from the practice of medicine. Such individuals may attend meetings of the Corporation, without dues payments, but shall not vote or hold office. However, they shall have the right to the floor at any general or special meeting. If such members desire to attend educational offerings, other than the Annual Meeting, the member will not be considered retired. The Board of Directors may establish a separate dues structure for Retired Members.

3.6 NON-DISCRIMINATION.

Membership shall not be denied on the basis of race, color, creed, religion, national origin, gender, age, disability, marital status, sexual orientation, military status, gender identity or gender expression.

3.7 ELECTION BY BOARD OF DIRECTORS.

The Board of Directors shall elect all members to membership. Membership in any category is not a right and is solely at the discretion of the Board of Directors.

3.8 CERTIFICATE OF MEMBERSHIP.

When a member has been elected to membership and has paid all application fees and dues, a certificate of membership can be issued in the member's name and delivered to the member by the SIS' Administrative Office, upon request. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the Executive Committee may determine.

3.9 RESIGNATION. Any member may resign from the Corporation by submitting a written resignation to the Secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, fees, or other charges that had accrued and were unpaid before the effective date of the resignation. A member's resignation may not pre-empt any additional actions of the Board of Directors, or a committee designated by the Board of Directors, as set forth in these Bylaws.

3.10 REINSTATEMENT. A former member, whose membership has been revoked by the Board of Directors, may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

3.11 TRANSFERRING MEMBERSHIP. Membership in the Corporation is not transferable or assignable. Membership terminates upon the dissolution of the Corporation or as otherwise set forth in these Bylaws.

3.12 WAIVING INTEREST IN CORPORATE PROPERTY. The Corporation owns all real and personal property, including all improvements located on the property acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

RIGHTS OF MEMBERSHIP.

All Active Members shall have the rights as set forth in these Bylaws.

3.13 OTHER PERSONS ASSOCIATED WITH CORPORATION. This Corporation may refer to persons or entities as honorary or retired members or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 3.1 of these Bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code Section 5056 unless that person or entity shall have qualified for a voting membership under Section 3.1 of these Bylaws. Except as otherwise noted, references in these Bylaws to "members" shall mean members as defined in Corporations Code Section 5056. By amendment of its articles of incorporation or of these Bylaws, the Corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in Section 3.1 of these Bylaws, but no such person or entity shall be a member within the meaning of Corporations Code Section 5056.

3.14 TERMINATION OF MEMBERSHIP. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the member is renewed on the renewal terms fixed by the Board of Directors;
- (c) The member's failure to pay dues, fees, or assessments as set by the Board of Directors within ninety (90) calendar days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (e) Death of the member;
- (f) Suspension or termination of a member as set forth in Section 3.15 below;
- (g) Breach of these Bylaws;
- (h) Restriction or revocation of a member's professional license; or
- (i) Violations of the ethical standards of the American Medical Association or the comparable association of a member's country of origin.

Members are required to notify the Administrative Office immediately if revocation of member's professional license or any event that renders member ineligible for membership occurs.

3.15 SUSPENSION OR TERMINATION OF MEMBERSHIP. A member may be suspended or terminated, based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of

conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

If grounds appear to exist for suspending or terminating a member under this section, the following procedure shall be followed

- (a) The Board of Directors shall give the member at least fifteen (15) business days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.
- (b) The member shall be given an opportunity to be heard, either by electronically conveyed oral communications, electronically, or in writing, at least five (5) business days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board of Directors to determine whether the suspension or termination should occur.
- (c) The Board of Directors or committee shall decide whether or not the member should be suspended, expelled, or sanctioned in some other manner. The decision of the Board of Directors or committee shall be final.

3.16 MEMBER LIABILITY. A member of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE IV DUES AND ASSESSMENTS

4.1 ASSESSMENTS and APPLICATION FEE. The Board shall establish a yearly dues structure. Each member must pay, within the time and on conditions set by the Board, the dues, fees, and assessments in amount to be fixed from time to time by the Board. The Board shall establish such other charges for member services and sales, as it deems necessary to preserve viability and fulfill its mission and purpose subject to the requirements of tax exemption under applicable law with the advice of legal counsel. The Board shall establish an application fee. This fee to cover processing costs of the application shall be part of the first year's dues and shall be nonrefundable in the event of rejection or resignation.

4.2 DUES. Dues are payable on a member's month of affiliation each year. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws, and who are not suspended or who have not forfeited their membership shall be members in good standing. A member who has failed to pay dues within ninety (90) calendar days of billing shall forfeit membership unless all indebtedness to SIS is met within thirty (30) calendar days of notification.

**ARTICLE V
MEMBER MEETINGS**

5.1 ANNUAL MEETING OF THE CORPORATION. An annual meeting of the members shall be held on a date and at a time designated by the Board of Directors. At such meetings the Board of Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the members.

5.2 SPECIAL MEETINGS. Special meetings of members, for any purpose(s), may be called at any time by the President, by the Board of Directors, or by written petition of five (5%) percent or more of the membership.

If a special meeting is called by members other than the Board of Directors, the request shall be in writing, specifying the time and place of such meeting and the general nature of the business proposed to be transacted; and shall be delivered personally or sent by registered mail to the President of the Board and the officers of the Corporation. The President upon receiving the request shall give notice to the members entitled to vote in accordance with the provisions herein that the meeting will be held at a time and place determined by the President not less than ten (10) nor more than ninety (90) business days after the receipt of the request. If notice is not given within three business (3) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing, or affecting the time when a meeting of members called by action of the Board of Directors may be held.

5.3 NOTICE OF MEMBERS' MEETINGS. Notice of all meetings of members shall be given personally, by electronic transmission, by mail, or by other means of written communication by the Secretary of the Corporation to voting members not less than ten (10) business days, nor more than ninety business (90) days prior to the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, or (2) in the case of the annual meeting, those matters which the Board of Directors at the time of giving the notice intends to present for action by the members.

5.4 NOMINATIONS. The notice of any meeting at which Directors are to be elected shall include the name of any nominee or nominees whom, at the time of the notice, the present Board intends to present for election. Nominations from the floor shall be accepted.

5.5 QUORUM. A quorum of the members of the Corporation (in person or by proxy) at any member meeting shall consist of five (5%) percent of the active members (fractions shall not be considered and the required number shall be the next lowest whole integer). Actions taken on decisions made by a majority of the members attending in person or by proxy at a duly held members' meeting at which a quorum is present (in person or by proxy) shall be the act of the members.

5.6 LOSS OF QUORUM. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

5.7 VOTING RIGHTS. Eligible members may vote in person or by proxy given to a member. All proxies shall be subject to revocation by the member at any time prior to the meeting.

5.8 CONDUCT OF MEETINGS. Meetings of the members shall be presided over by the President of the Corporation or, if absent, by the Vice-President. In the absence of both, an acting chairman shall be chosen by a majority of the members present, in person or by proxy, to preside over the meeting. The Secretary of this Corporation shall act as Secretary of all meetings of members provided that in the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the meeting. Robert's Rules of Order shall govern meetings, as revised from time to time, insofar as such rules are not in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or with the law.

5.9 WRITTEN CONSENTS. Any action which, under any provision of these Bylaws, may be taken at a meeting of members may be taken without a meeting if authorized by a document signed by a majority of the voting members required for a Quorum of the members and filed with the Secretary of this Corporation and complying with the following:

- (d) Solicitation of Written or Electronic Ballot: The Corporation shall distribute one written or electronic ballot to each Member. Such ballots shall be mailed or electronically delivered in the manner required by Section 5.9 of these Bylaws. All solicitations of votes by written or electronic ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; (2) provide the members with an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Corporation.
- (e) Number of Votes and Approvals Required: Approval by written or electronic ballot shall occur only when the number of votes cast by ballot within the time specified equals or exceeds a majority of a quorum required to be present at a meeting to authorize the action.
- (f) Revocation: A written or electronic ballot cannot be revoked.
- (g) Filing: All written or electronic ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three (3) years.

5.10 NOTICE OF MEETINGS. Written, electronic or printed notice of any members' meeting not including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than ten (10), nor more than ninety (90) business days before the date of the meeting. The record date for determining the members entitled to receive notice of any meeting of members will be established by the Board in accordance with California Law. After fixing the record date, Notice will be given, to all members entitled to notice, by or at the direction of the President or Secretary, or the officers or persons calling the meeting.

5.11 PLACE OF MEETING. Meetings of the members shall be held at any place designated by the Board of Directors.

5.12 ELECTRONIC MEETINGS. A meeting of the members may be conducted in whole or in part, by electronic transmission by and to the Corporation, or by electronic video screen presentation if the Corporation implements reasonable measures to provide members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members.

**ARTICLE VI
DIRECTORS**

6.1 MANAGEMENT. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board of Directors. The Board of Directors shall be responsible for, among other things: (i) adopting an annual budget, (ii) adopting the annual dues schedule, and (iii) adopting policies and positions concerning regulations, legislation, and litigation. The Board of Directors may delegate the management of the activities of the Corporation to a Chief Executive Officer, provided that the activities and affairs of the Corporation shall be managed, and all corporate power shall be exercised by, or under the ultimate direction of, the Board of Directors.

Without prejudice to these general powers and subject to the same limitations, the Board of Directors, in addition to other powers enumerated in these Bylaws, shall have the power to:

- (a) Appoint and remove, subject to any employment agreement, and at the pleasure of the Board of Directors, all officers, and agents of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation (if any); and require from them security for faithful service.
- (b) Change the principal executive office in the State of California from one location to another; cause the Corporation to conduct its activities within or outside of the State of California; and designate any place within or outside of the State of California for holding any meeting of Directors.
- (c) Adopt and use a corporate seal and alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- (d) Approve an annual operating budget and capital expenditure budget, borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (e) Conduct, manage, and control the affairs and activities of the Corporation and make such rules and regulations therefore not inconsistent with applicable federal and California law,

the Articles of Incorporation, or the Bylaws as they may deem best.

Pursuant to authority hereinafter granted, appoint committees and delegate to such committees powers and authority of the Board of Directors in the management of the activities and affairs of the Corporation, except the power to adopt, amend, or repeal Bylaws or Articles, and except as otherwise set forth herein.

(f) Fill vacancies on the Board of Directors in accordance with Section 6.15.

6.2 NUMBER. The Board of Directors shall consist of the following members:

(a) Elected Directors. The elected members of the Board shall be at least six (6) in number, elected and qualified as herein below described.

(b) Ex-Officio Directors.

(1) The Immediate Past President of the Corporation shall sit *ex officio* on the Board, with the right to vote.

(2) **Division Chairs.** Chairperson of the following Divisions of the Corporation shall serve as *ex officio* members, with a right to vote, for a two (2) year term:

(3) Education Division;

(4) Research Division;

(5) Health Policy Division; and

(6) Standards Division

(7) **Founding Members.** The Board of Directors shall identify not more than (3) three founding members by June 1, 1995. Such Founding Members shall be given a seat on the Board of Directors with voting privileges and all other privileges and responsibilities accorded Board members without limit. Such identified Founding Members shall have until the year 2001 to accept a Founding Board Member seat and so sit. Notwithstanding Section 3.1, Founding Member Board seats shall continue until death, or resignation from this Corporation, whichever comes first. There shall be no successors to these seats.

(8) **Officers.** The current President, Vice-President, Secretary, and Treasurer shall all sit *ex officio* on the Board with the right to vote for a two (2) year term.

6.3 QUALIFICATIONS. Only Active Members may be elected as members of the Board of Directors except as otherwise set forth in these Bylaws. The Board of Directors recognizes that, from time to time, it may serve the best interest of the Corporation to elect a member of the Board of Directors who is not an Active Member. Eligible for election to the Board of Directors shall be only:

1) Active Members in good standing for at least two (2) years; and 2) Members who have served on one of the standing divisions of the Corporation for at least one (1) term.

6.4 TERM OF OFFICE. The elected member Directors shall serve two-year terms of office. Directors may be reappointed for up to five (5) terms. Once a Director has served the maximum term, he/she must not be a Director for at least two (2) years. The only exceptions to a Director serving longer than as set forth in this Section 6.4, would be (1) upon a 75% vote of the current Directors or (2) in the case of a Founding Member. Death, voluntary, or involuntary resignation from the SIS shall automatically be a resignation from the Board of Directors.

6.5 ELECTION. A person who meets the qualifications for Director and who has been duly nominated by the Board of Directors, or a member, may be elected as a Director.

All elected Directors shall be elected at the annual meeting of members of the Corporation by majority vote of the voting members attending the meeting, a quorum being present in person or by proxy.

6.6 POWERS. The Board of Directors shall exercise the powers of the Corporation, control its property, and conduct its affairs, except as otherwise provided by law, under the authority of the Articles of Incorporation of this Corporation or by these Bylaws.

6.7 DELEGATION OF BOARD AUTHORITY. The Board of Directors may not delegate to any committee the following duties:

- (i) The filling of vacancies on the Board of Directors or on any Division or committee, which has the authority of the Board of Directors;
- (ii) The fixing of compensation to the Directors for serving on the Board of Directors or in any Division or committee within a Division.
- (iii) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (iv) The amendment or repeal of any resolution of the Board of Directors, which by its express terms is not so amendable, or repealable;
- (v) The appointment of Divisions or committees of the Board of Directors or the members thereof;
- (vi) The approval of any self-dealing transaction except as provided by law.

6.8 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time and place as shall be prescribed from time to time by resolution of the Board of Directors, but not less than semi-annually. Scheduled semi-annual meetings of the Board of Directors shall be held each year commensurate with the annual meeting of members of the Corporation and within the first two months of each calendar year. At the semi-annual meeting held commensurate with the annual meeting of the members, the Directors shall elect Directors and Officers. Notices of the semi-annual meetings are hereby dispensed with.

6.9 SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held whenever called by the President or, in the absence or disability of the President, by the Vice-President, Secretary, Treasurer, or if none are present or able to act, by written notice from two (2) members of the Board of Directors.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail postage prepaid; (c) by telephone,

either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director; (d) by electronic mail (e-mail), either directly to the Director or to a person at such Director's office who would reasonably be expected to communicate that notice promptly to such Director. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

Notice sent by first-class mail shall be deposited in the United States mail at least four (4) business days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail, shall be delivered, telephoned, e-mailed, at least forty-eight (48) hours before the time set for the meeting.

Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to that Director.

6.10 QUORUM. A majority of the number of Directors, voting in person or by proxy, shall constitute a quorum for the transaction of any business except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present (in person or by proxy) shall be the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; (c) creation of, and appointments to, committees of the Board of Directors, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6.11 RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. An "interested person" is (a) a person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this bylaw shall not affect the validity or enforceability of any transaction entered into by the Corporation.

6.12 PLACE OF DIRECTORS' MEETINGS; MEETINGS BY TELEPHONE. Meetings of the Board shall be held at any place, that has been designated by the Board of Directors, in the notice of the meeting or, if not so designated, at the principal executive office of the Corporation. Any meeting may be held by conference telephone, or similar communication equipment, as long as all Directors participating in the meeting can hear any other. All such participating Directors shall be deemed to be present in person at such meeting.

6.13 ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the members of the Board of Directors consent in writing to the action or by electronic communication provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director,” as defined in Section 5233 of the California Corporation Code, shall not be required for approval of that transaction. Such action by written or electronic consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

(a) Solicitation of Written or Oral Ballot:

- (i) **Written or Electronic Ballot:** The President shall see that one written or electronic ballot is distributed to each Director entitled to vote on the matter. Such written ballots shall be mailed or delivered electronically. All solicitations of votes by written ballot shall specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall provide a reasonable time within which to return the ballot.
- (ii) **Oral Ballot/Polling:** The President shall see that a good faith effort is made to contact each Director entitled to vote on the matter. The contact shall be scripted to include information that: (1) indicates the number of responses needed to meet the quorum requirement; (2) states the percentage of approvals necessary to pass the measure or measures; and (3) specifies the time frame in which the polling of the Board is taking place. Each member of the Board shall (1) be told of the proposed action; (2) provided an opportunity to specify approval or disapproval of each proposal; and (3) be provided with a reasonable time within which to respond. For each board member contact, the following shall be provided the Secretary of the Corporation: a copy of the script and a log that includes: (1) the name of the poller(s); (2) a summary of each proposal; (3) the names of each Board member, to include the number of times attempts were made to contact; (4) the response, once contact is made.
- (iii) **Number of Votes and Approvals Required:** Approval by written, electronic or oral ballot occurs when the number of votes cast by written, electronic or oral ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the same at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (iv) **Revocation:** A written or electronic ballot or oral polling cannot be revoked.
- (v) **Filing:** All written or electronic ballots or oral polling scripts and logs shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three (3) years.

Reimbursement of Directors. Directors and members of divisions/committees may receive such reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors to be just and reasonable as to the Corporation at the time that such resolution is adopted.

6.14 NOMINATING DIRECTORS. At any meeting at which the election of a Director is held, a voting member in good standing *or* Director may nominate a person with the second of any other voting member in good standing *or* Director.

6.15 VACANCIES. The Board will fill any vacancy in the Board and any Director position to be

filled due to an increase in the number of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if it is a sole remaining Director. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

6.16 DUTIES OF DIRECTORS. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. The Directors shall have a duty to observe confidential deliberations and material presented the Board.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

6.17 DUTY TO AVOID IMPROPER DISTRIBUTIONS. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to

the amount received by each such person.

6.18 DELEGATING DUTIES. Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

6.19 INTERESTED DIRECTORS. Contracts or transactions between Directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. Thereafter, the conflicted Board member will excuse himself from that portion of the Board meeting in which he may have a possible or actual conflict. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

6.20 ACTIONS OF BOARD OF DIRECTORS. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a Director who is represented by proxy in a vote is considered present.

6.21 PROXIES. A Director may vote by proxy. All proxies must be in writing, or by electronic communication; must bear the physical or electronic signature of the Director giving the proxy, and must bear the date on which the proxy was executed by the Director. No proxy is valid after three months from the date of its execution

6.22 COMPENSATION. Directors shall not receive salaries for their services as Directors. When engaged in business at the direction of the Board, including meetings, reasonable expenses for travel, lodging, and per diem expenses may be reimbursed to Directors for such business.

6.23 VACANCIES; REMOVAL, RESIGNATION OF DIRECTORS. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared to be improperly elected; (c) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (d) the increase of the authorized number of Directors; or (e) the removal of a Director in accordance with these Bylaws.

A Director may be removed, either with or without cause, by a three-fourths (3/4) vote of all Directors (if allowed by law at the time in office) at any regular meeting or special meeting of the Board of Directors. The Board of Directors may set specific attendance guidelines that may cause a Director to be removed for failure to attend Board of Directors' meetings.

Except as provided below, any Director may resign by giving written notice to the President of the Board of Directors, the Treasurer or the Secretary, or the Board of Directors of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of the State of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director from office before that Director's term of office has expired.

ARTICLE VII OFFICERS

7.1 OFFICERS. The officers of the Corporation shall be a President, Chief Executive Officer, Vice President, Past President, Treasurer, and Secretary. The Chief Executive Officer shall be a full-time compensated employee of the Corporation, while the remaining officers shall be unpaid volunteers unless specifically set forth by the Board of Directors. The officers shall be members of the Board of Directors at the time of election and elected by the Directors of the Corporation at the annual meeting of the Board of Directors and shall continue to serve as members of the Board of Directors. The President shall also serve as Chairman of the Board of Directors. The term of office shall be from annual meeting to annual meeting. In the event of a vacancy in mid term such vacancy shall be filled by nomination and election by the Board of Directors to complete the unexpired term.

7.2 CHIEF EXECUTIVE OFFICER. The Corporation shall have a Chief Executive Officer of the Corporation who shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the Corporation. The CEO shall be an ex-officio member of the Board, without the right to vote. The CEO shall be given the necessary authority and held responsible for the administration of the Corporation in all its activities and subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. The CEO shall act as the "duly authorized representative" of the Corporation in all matters in which the Board of Directors has not formally designated some other person for that specific purpose, and without prejudice to such general powers as above described, but subject to the limitations, the authority and duties of the CEO are hereby expressly declared to be:

- (1) To carry out all policies established by the Board of Directors, and to advise on the

formation of those policies;

- (2) To attend meetings of the Board of Directors and its committees;
- (3) To prepare a specific plan on an annual basis for the achievement of the Corporation's long-range objectives and goals as adopted by the Board of Directors, and to periodically review and evaluate that plan, and to report to the Board of Directors on that plan's execution;
- (4) To promote effective and economical working relationships with other medical (scientific) organizations;
- (5) To represent the Corporation to the various segments of the public served by or related to the Corporation;
- (6) To see that the Corporation is in compliance with applicable laws and regulations and to assure review of and promote action on reports and recommendations of authorized planning, regulatory, and inspecting agencies;
- (7) Submitting to the Board of Directors an annual budget showing the expected receipts and expenditures;
- (8) Selecting, employing, controlling, and discharging all administrative officers and employees within the budget authorized by the Board of Directors;
- (9) Requiring that all physical properties are kept in good repair and operating condition;
- (10) Supervising all business and financial affairs such as the maintenance of financial transaction records, collections of accounts, and purchase and issuance of supplies in accordance with principles of prudent business management;
- (11) Submitting regularly to the Board of Directors or its authorized committees, the financial activities of the Corporation and preparing and submitting such special reports as may be required by the Board of Directors; and
- (12) To perform any other duty that may be necessary in the best interest of the Corporation.

7.3 PRESIDENT/CHAIRMAN OF THE BOARD. The President/Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be *ex-officio* a member of all the standing and *ad hoc* committees and shall enjoy and exercise the general powers and duties of management usually vested in the office of chairman of a corporation, and shall have such other power and duties as may be prescribed by the Board of Directors or the Bylaws.

7.4 Vice President. The Vice President may preside and fulfill the duties of the President of the Board in his/her absence or at his/her direction. The Vice President is considered the President-elect and will succeed to the Presidency if confirmed by the Board at the time of completion of the term of the outgoing President.

7.5 SECRETARY. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and members with the time and place of holding, whether regular or special, and if special, how authorized,

the notice thereof given, the names of those present at Directors' meetings, the number of members present or represented at member meetings and the proceedings thereof. All records of this Corporation shall be made available for inspection by members on request. Such records are to be kept confidential and may only be used for corporate business.

The Secretary shall keep, or cause to be kept, at the principal office a list showing the names of the members, their addresses and such other information as the Board of Directors shall direct.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other power and duties as may be prescribed by the Board of Directors or the Bylaws.

7.6 TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and current books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as required by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name of, and to the credit of, the Corporation with such depositories as the Board of Directors may designate; shall disburse the Corporation's funds as the Board of Directors may order; shall render to the President of the Board of Directors, and the Board of Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

The Board of Directors will secure in the name of the Corporation and the Treasurer a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of, the Treasurer upon such officer's death, resignation, retirement, or removal from office.

7.7 REMOVAL. Any officer elected or appointed by the Board may be removed by the Board with or without good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

7.8 VACANCIES. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

ARTICLE VIII

DIVISIONS AND COMMITTEES

8.1 AD HOC COMMITTEES. The President of the Board may appoint *ad hoc* committees for any purpose in the discretion of the President. The Board may also direct the formation of such committees. The committees shall dissolve on completion of their charge, but no *ad hoc* committee shall continue for more than three (3) years unless authorized by the Board every three

(3) years.

8.2 ESTABLISHING COMMITTEES AND DIVISIONS. The Board may adopt a resolution establishing one or more divisions or committees, delegating specified authority to a division or committee, and appointing or removing members of a division or committee. A division or committee will include one Director and may include persons who are not Directors. If the Board delegates any of its management authority to a division or committee, the majority of the division or committee will consist of Directors. The Board may also delegate to the President its power to appoint and remove members of a division or committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee. The Board may replace absent or disqualified committee members.

Any division or committee, to the extent provided by resolution of the Board of Directors, will have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation except when the action of the Board of Directors is required, the authority of the division or committee is limited by statute, or as otherwise limited by these Bylaws. The number of members on each division or committee may be changed by resolution of the Board of Directors. Any member of any division or committee may be removed from that body at any time by resolution of the Board of Directors. Vacancies in the membership of a division or committee (whether by death, resignation, removal, or any other manner) may be filled by resolution of the Board of Directors. The time, place, and notice of any meetings of any division or committee will be determined by that body. At meetings of any division or committee, a majority of the members of that body constitutes a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present will be the act of the division or committee, except as otherwise specifically provided by statute, the certificate of formation, or these bylaws. If a quorum is not present at a meeting of any division or committee, the members present may adjourn the meeting without notice (other than an announcement at the meeting) until a quorum is present. Each division or committee will keep regular minutes of its proceedings and report them to the Board when required. The designation of any division or committee of the Board of Directors and the delegation thereto of authority will not operate to relieve the Board of Directors or any member thereof of any responsibility imposed on the Board or the member by law.

Establishing a division or committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No division or committee has the authority of the Board to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential

conflict of interest as defined in paragraph 14.4, below.

- (j) Take any action outside the scope of authority delegated to it by the Board.
- (k) Take final action on a matter requiring approval by the members.
- (l) Fill vacancies on the Board or in any division or committee, which has the authority of the Board.
- (m) Fix the compensation of the Directors for serving on the Board or on any division or committee.
- (n) Amend or repeal any resolution of the Board which by its express terms is not so repealable or amendable.
- (o) The appointment of division or committees of the Board or Members thereof.
- (p) To expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (q) The approval of a self-dealing transaction except as set forth in paragraph 3 of section (d) of the California non-profit law §5233.

8.3 STANDING DIVISIONS AND COMMITTEES. There shall be four (4) standing divisions and 3 standing committees of the Board. The Divisions are: (1) Education, (2) Research, (3) Standards (4) Health Policy. The Board Committees are: (1) Audit, and (2) Finance/Budget (3) Administrative. These committees/divisions and their chairpersons shall be appointed for a two (2) year term by the President and ratified by the Board of Directors at the annual meeting of the Board of Directors. All voting members of the divisions and committees shall be Active Members and constitute a majority. The division chairpersons shall nominate the members of his/her division, but such nominations are subject to Board approval. A division/committee may also have one or two Vice Chairs if the Chair so chooses, but subject to Board approval.

These committees shall review and encourage all matters necessary to accomplish the goals and purposes of the SIS. The committee shall file a yearly report with the Board of Directors which report shall be available to the members at their annual meeting.

8.4 MEETINGS AND ACTIONS OF DIVISIONS AND COMMITTEES. Meetings and actions of divisions and committees of the Board of Directors shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such divisions or committees and the calling of special meetings of such divisions or committees may be determined either by Board motion or, if there is none, by motion of the division or committee of the Board of Directors. Minutes of each meeting of the Executive Committee shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any division or committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the division or committee may adopt such rules.

8.5 EXECUTIVE COMMITTEE. The Executive Committee shall coordinate the business and mission of the organization as represented by the general duties of the Board of Directors and Officers. The Executive Committee shall have the authority to act on behalf of the Board of Directors in matters related to daily business of the Corporation.

- (a) **Members.** The Executive Committee shall be comprised of the following members of the

Board of Directors: President, Vice President, Immediate Past President, Treasurer, Secretary and/or such other persons as the Executive Committee may designate. The President shall be the chairperson of the Executive Committee.

- (b) **Responsibilities.** The Executive Committee shall have and may exercise the powers of the Board of Directors in the interim between Board meetings except that the Executive Committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business, or policy of the Corporation. The Executive Committee shall submit reports to the Board on actions taken.
- (c) **Meetings.** The President shall call meetings of the Executive Committee. Notice of time, place, and purpose of the meeting shall be given to each member of the Executive Committee not less than two (2) business days before the meeting.
- (d) **Quorum.** A majority of the Executive Committee must be present to constitute a quorum for the transaction of business. The definition "present" shall be defined in its broader sense to include all electronic communication, such as, conference telephone, computer, or similar communication equipment, as long as all members participating in the meeting can communicate with one another. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

8.6 ACTION BY CONSENT. Any action required or permitted to be taken at any meeting of any committee or division of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all the members of the Board of Directors or the division or committee, as the case may be. An electronic transmission by a Director consenting to an action to be taken and transmitted by a Director is considered written, signed, and dated for the purposes of this section if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the Director and the date on which the Director transmitted the transmission. Consent will have the same force and effect as a unanimous vote at a duly called and held meeting of the Board of Directors or the committee, as the case may be.

8.7 AD HOC SEATS. The Board shall have the power to create a position of *Ad Hoc* member of the Board of Directors in order to meet extraordinary needs that may arise from time to time. The appointment would not be for longer than for one (1) year. The extraordinary measures would be defined by the Board and ratified at the next available general meeting.

ARTICLE IX REGIONAL SECTIONS

The Spine Intervention Society shall encourage the development of Regional Sections in the international community. The establishment of a Regional Section requires the approval of the Board of Directors. The Board of Directors shall establish, at their sole discretion, the criteria for formation and recognition of a Regional Section and shall have sole authority of recognition of such Regional Sections. These Regional Sections must agree to abide by these Bylaws and all policy positions approved by the Board of Directors, its officers, and members in conformity with these Bylaws and applicable law.

**ARTICLE X
CORPORATE RECORDS, REPORTS, AND SEAL**

10.1 MINUTES. The Corporation shall keep a record of the minutes of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given and the names of those present or represented at a meeting of the members, and the proceedings thereof.

10.2 BOOKS OF ACCOUNT. The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts disbursements, gains, and losses.

10.3 ANNUAL REPORT. At the end of each fiscal year, the Board of Directors shall prepare and publish, or cause to be prepared and published, an annual report of receipts of disbursements of the Corporation, and shall determine the form and detail in which the report shall be made. The Treasurer shall present the annual report at each annual meeting of members. The annual report shall be posted to the SIS' website for member's inspection within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (1) The assets and liabilities, including the trust funds or endowments, of the Corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds or endowments.
- (3) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.
- (4) The expenses or disbursements of the Corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of independent accountants, or if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

10.4 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to the Board of Directors of the Corporation, or as a separate document if no annual report is issued, the Corporation shall annually furnish to each member a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

- (1) Any transaction (i) which the Corporation, its parent, or its subsidiary was a party; (ii) in which an "interested person" had a direct or indirect material financial interest; and (iii) which involved more than Fifty Thousand and No/100 Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand and No/100 (\$50,000.00). For this purpose, an "interested person" is either of the following:
 - (a) Any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

- (b) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

10.5 INSPECTION AND CONFIDENTIALITY. All records of this Corporation without limit shall be available for inspection by any voting member on request. Such records are to be kept confidential and may only be used for corporate business.

ARTICLE XI FISCAL YEAR

The fiscal year of this Corporation shall extend from March 1 to February 28.

ARTICLE XII AMENDMENTS

12.1 BYLAW AMENDMENTS. On matters that do not materially and adversely affect the rights of members as to voting or transfer, these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the Board of Directors, except as provided below.

The following types of bylaw amendments may be adopted, amended, repealed, or modified only by the members of the Corporation:

- (a) Specifying or changing a fixed number of Directors, or the maximum or minimum number, or changing from a fixed to a variable Board or vice versa.
- (b) Extending the term of a Director beyond that for which the Director was elected or increasing the terms of Directors.
- (c) Increasing the set for members' meetings.
- (d) Repealing, restricting, creating, expanding, or otherwise changing members' proxy rights.
- (e) Authorizing or prohibiting cumulative voting.
- (f) Filling vacancies occurring in the Board by reason of the removal of Directors, unless provided otherwise in the Articles of Incorporation or Bylaws.

12.2 BYLAWS REVIEW. These Bylaws shall be reviewed at least annually for the purpose of determining whether any amendments are necessary or appropriate. Such review shall be pursuant to procedures established by the Board of Directors.

12.3 AMENDMENTS OF ARTICLES. The Articles of Incorporation of this Corporation may be amended, repealed, or new Articles adopted in a manner authorized under Sections 5130 *et seq.* of the California Corporations Code, or in any manner permitted by applicable law.

**ARTICLE XIII
NAME CHANGE**

As of August 25, 2015 the name of this Corporation is hereby changed to: *Spine Intervention Society (SIS)*

**ARTICLE XIV
TRANSACTIONS OF CORPORATION**

14.1 CONTRACTS. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

14.2 DEPOSITS. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

14.3 GIFTS. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

14.4 POTENTIAL CONFLICTS OF INTEREST. The Corporation may not make any loan to a Director or officer of the Corporation. A member, Director, officer, or division/committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from or otherwise transact business with a member, Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with—a member, Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's or the members' approval, not including the vote of any person having a personal interest in the transaction.

- (a) **Disqualifying Financial Interest.** Any member of the Board of Directors must obtain the Board of Director's approval pursuant to Section 14.4(b) or Section 14.4(c) and disqualify himself or herself from making, participating in the making of, or attempting to influence any decisions of the Board of Directors or a division or committee of the Board of Directors if it is reasonably foreseeable that the decision is one in which the Director has a material financial interest.
- (b) **Prior Board of Directors Approval.** The Board of Directors may approve a proposed transaction in which a Director or Directors may have a material financial interest if after reasonable investigation and prior to consummating the transaction or any part thereof, with knowledge of the material facts concerning the transaction and the Director or Directors' interest in transaction, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested

Director or Directors, that:

- (i) The proposed transaction is for the Corporation's own benefit;
 - (ii) The proposed transaction is fair and reasonable as to the Corporation; and
 - (iii) The Corporation cannot obtain more advantageous arrangement with reasonable efforts under the circumstances.

- (c) **Board of Directors Ratification.** The Board of Directors may ratify a transaction entered into between the Corporation and a Director or Directors in which the Director or Directors had a material financial interest if at the next meeting of the Board of Directors, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:
 - (i) A committee/division or person authorized by the Board of Directors approved the transaction;
 - (ii) The Corporation entered into the transaction for its own benefit;
 - (iii) The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction; and
 - (iv) It was not reasonably practical to obtain approval of the Board of Directors prior to entering into the transaction.

- (d) **Disqualifying Non-Financial Interest.** Any member of the Board of Directors must likewise disqualify himself or herself when there exists a personal non-financial interest that will prevent the member from applying disinterested skill and undivided loyalty to the Corporation in making or participating in the making or decisions.

- (e) **Procedure of Disqualification.** A Director required to disqualify himself or herself pursuant to Sections 14.4(a) or 14.4(d), above, shall (1) immediately disclose the interest, (2) withdraw from any participation in the matter, (3) refrain from attempting to influence any other Director, and (4) refrain from voting. The Director may be counted in determining whether a quorum is present.

- (f) **No Invalidation of Action.** No action or decision of the Board of Directors or committee of the Board of Directors shall be invalid because of the participation therein by a Director or Directors in violation of this policy.

14.5 PROHIBITED ACTS. As long as the Corporation exists, and except with the Board's prior approval, no member, Director, officer, or division or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.

- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE XV INDEMNIFICATION

15.1 AGENTS, PROCEEDINGS, AND EXPENSES. For the purposes of this Article, “agent” means any person who is or was a Director, officer, employee, or other agent of this Corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expense” includes, without limitation, attorney’s fees and any expenses of establishing a right to indemnification under Sections 15.4 or 15.5(b) of this Article XV.

15.2 ACTIONS OTHER THAN BY THE CORPORATION. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by, or in the right of, this Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, against connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of this Corporation or that the person had reasonably believed to be in the best interest of this Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

15.3 ACTIONS BY THE CORPORATION. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action by, or in the right of, this Corporation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense of settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interest of this Corporation, and with such care, including

reasonable injury, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 15.3 for any of the following reasons:

- (a) In respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this Corporation, unless, and only to the extent that, the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

15.4 SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Sections 15.2 or 15.3 of this Article XV, or in defense of any claim, issue, or matter herein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection herewith.

15.5 REQUIRED APPROVAL. Except as provided in Section 15.4 of this Article XV, any indemnification under this Article XV shall be made by this Corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 15.2 or 15.3 or this Article XV, by any of the following:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

15.6 ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in the Article XV.

15.7 OTHER CONTRACTUAL RIGHTS. No provision made by a corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Corporation's Articles of Incorporation or Bylaws, a resolution of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article XV. Nothing contained in this Article XV shall affect any right to indemnification to which persons other than Directors and officers of this Corporation may be entitled by contract or otherwise.

15.8 LIMITATIONS. No indemnification or advance shall be made under this Article XV, except as provided in Sections 15.4 or 15.5(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, or an agreement in effect at the time of the accrual of the incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

15.9 INSURANCE. Upon and in the event of a determination by the Board of Director of Directors of this Corporation to purchase such insurance, this Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against the liability under the provisions of this Article XV; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

ARTICLE XVI NOTICES

16.1 NOTICE BY PHYSICAL OR ELECTRONIC MAIL. Any notice required or permitted by these Bylaws to be given to a member, Director, officer, or member of a committee of the Corporation may be given by physical or electronic mail. If mailed, a notice is deemed delivered when deposited for delivery by USPS, UPS or FedEx addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by electronic mail upon receipt of a requested acknowledgement from the person to whom it was directed.

16.2 SIGNED WAIVER OF NOTICE. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

16.3 WAIVING NOTICE BY ATTENDANCE. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVII SPECIAL PROCEDURES CONCERNING MEETINGS

17.1 VIRTUAL MEETINGS. The members, Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference-call or other electronic conference system. In all meetings held by telephone or electronic conference system, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference or electronic conference system must state the fact that the meeting will be held by

telephone/conference system as well as all other matters required to be included in the notice; a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

17.2 DECISION WITHOUT MEETING. Any decision required or permitted to be made at a meeting of the members, Board, or any division or committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the articles of incorporation, action may be taken without a meeting when there are signed written consents by the number of members or Directors whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. An electronic submission by a member, Director, or committee member, or a photographic, facsimile, or scanned digital reproduction of a signed writing, will be treated as an original being signed by the member or Director.

Consents must be delivered to the Corporation. A consent signed by fewer than all members, Directors, division or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 business days after the date that the earliest-dated consent was delivered to the Corporation. Delivery must be made by hand or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the President or principal executive officer. Digital reproductions of signed consents may be transmitted electronically to the President or Chief Executive Officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

17.3 PROXY VOTING. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the Secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the Secretary or other designated officer.
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

ARTICLE XVIII MISCELLANEOUS PROVISIONS

18.1 LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS. These Bylaws will be construed under California law. All references in these Bylaws to statutes, regulations, or other sources

of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

18.2 LEGAL CONSTRUCTION. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

18.3 HEADINGS. The headings used in the bylaws are for convenience and may not be considered in construing the Bylaws.

18.4 POWER OF ATTORNEY. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

18.5 PARTIES BOUND. The Bylaws will bind and inure to the benefit of the members, Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.