



Bylaws

National Association of Spine Specialists

Revised: March 2016



ARTICLE I – MEMBERS

Section 1. Members. The corporation shall have one class of members: (a.) **Active Member**. All members in good standing of the North American Spine Society shall automatically be classified as Active members of the National Association of Spine Specialists, unless any such member of the North American Spine Society shall advise the National Association of Spine Specialists that the member does not wish to be a member of the National Association of Spine Specialists. Annual payment of dues, as shall be established by the Board of Directors, is required.

Section 2. Voting Rights. Members shall be non-voting. The corporation's board of directors shall manage the affairs of the corporation.

Section 3. Termination of Membership. The board of directors by affirmative vote of two-thirds of all of the members of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may by affirmative vote of two-thirds of the members of the board reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Section 7. Membership Certificates. No membership certificates of the corporation shall be required, but may be issued at the discretion of the board of directors.

ARTICLE II – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be no less than nine (9) and no more than thirty (30). The number of directors may be increased or decreased from time to time by the board of directors. No individual shall be named or elected as a director without the individual's prior consent.

The corporation shall have the following *ex-officio* members of the board, all of whom shall have full voting rights:

1. The current Chairman of the NASS Advocacy Committee – who shall act as Chairman/President of the National Association of Spine Specialists.
2. The current President of the North American Spine Society;
3. The immediate past president of the North American Spine Society;
4. The first and second Vice-Presidents of NASS3.
5. The Secretary and Treasurer of NASS3.
6. The current Executive Director of the North American Spine Society; and
7. The current Director of the North American Spine Society's Health Policy Council.

At the discretion of the board of directors, the corporation may also have the following at-large members of the board, all of whom may have full voting rights:

1. The National Association of Spine Specialists representative of the American Medical Association House of

- Delegates;
2. Two patient representatives; and
 3. Additional at-large members at the discretion of the board of directors.

All *ex-officio* member of the board of directors shall serve as member of the board of directors so long as they continue to serve in the positions qualifying them for service as *ex-officio* members of the board.

All at-large members of the board of directors shall hold office for one (1) year, or until his or her successor has been duly elected and shall have qualified, or until his or her death or resignation. All at-large members of the board of directors shall be elected annually by the board of directors at its annual meeting. If the election of the at-large members of the board of directors is not held by the board of directors at its annual meeting, such election shall be held as soon thereafter as conveniently possible.

Directors need not be residents of the State of Illinois.

Section 3. Annual Meeting. An annual meeting of the board of directors shall be held during the NASS Annual Meeting, at such time and place as may be fixed by the president, or if the Chairman is for any reason unable to act, by a majority of the members of the board of directors.

Section 4. Other Regular Meetings. Regular meetings of the board of directors shall be held at the time and place called for by the Chairman or, if the president is for any reason unable to act, by a majority of the members of the board of directors.

Section 5. Special Meetings. Special meetings of the board of directors shall be held at the time and place called for by the Chairman or, if the Chairman is for any reason unable to act, by a majority of the members of the board of directors.

Section 6. Notice. Notice of any meeting of the board of directors shall be given at least ten (10) days prior thereto, or, if the removal of one or more directors will be discussed, at least twenty (20) days prior thereto, in either case by written notice to each director at the address shown for such director on the records of the corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waived any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 7. Quorum. At all meetings of the board of directors a majority of the total number of directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, the articles of incorporation or these by-laws.

Section 9. Action Without Meeting. Any action required to be taken at a meeting of the directors of the corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Action taken

under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

Section 10. Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 11. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 12. Compensation. No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred the corporation or in connection with the transaction of the corporation's affairs and approved for reimbursement by the board of directors or any committee of the board of directors specifically authorized to grant such approval. Nothing herein shall be construed so as to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

Section 13. Removal. A director may be removed for cause by a vote of two-thirds (2/3) for all directors then in office. Such action shall be taken at a regular meeting of the board of directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least twenty (20) days prior thereto.

ARTICLE III – STANDING COMMITTEES

Section 1. NASS members should volunteer for assignment or election to a Committee or task force only if they believe they shall be reasonably able to attend meetings and actively participate. Lack of attendance at three consecutive Committee, or Task Force meetings may occasion the respective Chairman to request a resignation by that member.

Section 2. All Chairmen and members of Committees, or Task Forces shall be appointed by the President, ordinarily upon advice by the previous Chairman or the Director of the applicable Council and in consultation with the Immediate Past President as well as First and Second vice presidents. . Appointment of members or Chairs of Committees shall be for up to three (3) years unless otherwise determined by the President. Each shall continue to serve until the next annual meeting of the Members of the society or until his successor is appointed, unless the Committee shall be sooner terminated, or the member is removed from that Committee, or the member ceases to qualify as a member thereof. New appointments shall take place at the time of the annual meeting or at another time, if the President deems necessary. Rules applicable to Committees shall also apply to Task Forces, unless otherwise specified in these Bylaws or if designated otherwise by the Board of Directors.

Section 3. There shall ordinarily be not less than three (3) members appointed to each Committee or Task Force. These appointments shall be for staggered, up to three-year terms, unless specified otherwise in these Bylaws. In the case of Committees having Task Forces, the Chairman of each Task Force shall participate in, and be counted as a member of the parent Committee.

Section 4. Quorum. Unless otherwise provided in a resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 5. The Board of Directors has fiscal responsibility for the operation of each Committee. All proposed expenditures or significant use of any NASS resources shall be submitted for review and approval by the Executive Committee sixty (60) days prior to the latter's submission for final Board approval. In the event of urgency, review and approval may be performed by the Executive Committee of the Board. Each Committee may be granted an annual operating budget, following the due process of review and approval given above. All budgets must be renewed annually, prior to the annual meeting of members, or at

another time if so directed by the Board.

Section 6. Committees and Task Forces should communicate at least twice per year, in advance or during the annual meeting of members and at some other time not less than four (4) or more than eight (8) months after the annual meeting. Reports of Committee and Task Force deliberations and actions shall be sent to the Secretary within thirty (30) days of the meetings except for those occurring during the time of the annual meeting of members. The latter report shall be delivered immediately at the close of that Committee meeting, in writing to the Director of the appropriate Council, who may in turn present it at the Board of Directors meeting during the annual meeting of members. If so directed by a member of the Board or a Director of Council, a Committee or Task Force Chairman may be requested to deliver a report to the Board in person or to participate in certain deliberations of the Board.

Section 7. The Chairman may approve the appointment of Advisors or Consultants to Committees. Such Advisors or Consultants shall possess special expertise required by the Committee but not available among the Committee's regular Membership. Advisors or Consultants, appointed for a term of one year or less, may be re-appointed by the President, if their special expertise continues to be required.

Section 8. Other standing, sub- or ad hoc committees or task forces as may be appropriate for the purposes of this Society, may be established on order of the President or Board of Directors.

Section 9. Compensation. Chairmen and members of Committees shall not receive compensation for their services. However, reasonable expenses associated with the discharge of certain assigned duties for Committees may be reimbursed provided that such expenses are submitted in advance for approval by the President, Executive Committee or Executive Director.

Section 10. Indemnification.

a NASS shall indemnify to the maximum extent permitted by law each Officer, Director or Committee member and each person who has served at its request as a Director or Officer or representative to another entity, and each former such person ("covered persons") against expenses (including reasonable attorneys' fees), judgments, and fines actually and necessarily incurred by such Officer, Director or Committee member in connection with the defense of any action, suit, proceeding, of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which such covered person is made a party by reason of serving NASS in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.

b This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interests of NASS and on the reasonable assumption of its legality.

c. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matters as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.

ARTICLE IV – OTHER COMMITTEES

Section 1. Creation of Committees. The board of directors, by resolution adopted by a majority of the directors in office may designate one (1) or more committees, each of which shall consist of two (2) or more directors and such other persons as the board shall appoint.

Section 2. Manner of Acting. Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the articles of incorporation or these by-laws, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of a responsibility imposed upon it or him or her by law. Unless otherwise provided in the resolution creating a committee, such committee may select its chairman, fix the time and

place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these by-laws or with rules adopted by the board of directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee. A committee may not (i) fill vacancies on the board of directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or appeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the corporation; or (vi) approve revocation of voluntary dissolution proceedings.

Section 3. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Meetings, Vacancies, Actions, Notice, Quorum and Voting. The provisions of these Bylaws which govern meetings, vacancies, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees of directors and their members as well.

ARTICLE V – OFFICERS

Section 1. Enumeration. The officers of the corporation shall be a Chairman, two vice-presidents, a secretary and a treasurer. The board of directors may also elect one or more additional vice-presidents, one or more assistant secretaries or assistant treasurers and such other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Officer Composition. The officers of the corporation shall be as follows:

The President of the corporation shall be the individual who is the Chairman of the National Association of Spine Specialists Advocacy Committee.

The First Vice-President of the corporation shall be the individual who is the Current President of the North American Spine Society.

The Second Vice-President of the corporation shall be the individual who is the First Vice-President of the North American Spine Society.

The Treasurer of the corporation shall be the individual who is the Treasurer of the North American Spine Society.

The Secretary of the corporation shall be the individual who is the Secretary of the North American Spine Society. New offices may be created at any meeting of the board of directors by an affirmative vote of the board of directors.

Section 3. Chairman. The Chairman shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, the president shall have general supervision, direction and control of the business and affairs of the corporation and shall perform all duties incident to the office of president and such other duties as may be assigned to him or her by the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors, the president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution individually or with the secretary, any assistant secretary, executive director or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. The president may vote on all actions which the corporation is entitled to vote except as to the extent such authority shall be vested in a different officer or agent of the corporation or by the board of directors.

Section 4. First Vice-Chairman. A first vice-president shall perform such duties and have such other powers as shall be assigned to him or her by the president or the board of directors. Further, in the absence of the president or in the event of his or her inability or refusal to act, the first vice-president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 5. Second Vice-Chairman. A second vice-president shall perform such duties and have such other powers as shall be assigned to him or her by the president or the board of directors. Further, in the absence of the president and first vice-president or in the event of their inability or refusal to act, the second vice-president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 6. Secretary. The secretary shall keep a record of all proceedings of the board of directors in a book to be kept for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 7. Treasurer. The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the corporation; have charge and custody of all funds and securities of the corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned to him or her by the president or the board of directors. With the approval of the board of directors, the treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the corporation.

Section 8. Executive Director. The President, with approval of the Board of Directors or Executive Committee may hire an Executive Director. It shall be the duty of the Executive Director to understand and enforce the Bylaws and policies of this Association. The Executive Director shall act to implement such policies and actions as directed by the President or the Board. He shall hire assistants, consultants or other outside service providers, subject to approval by the President and the Board of Directors or Executive Committee, to assist in the administration of the National Office and in the Association's business affairs. He shall also serve, ex-officio, on the Board of Directors, and the Executive Committee.

ARTICLE V – GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors, but in the absence of any such resolution it shall be the calendar year.

Section 2. Amendments. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors, which may effectuate such power by the affirmative vote of a majority of the members of the board of directors at any meeting of the board of directors, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is to alter, amend, or repeal the bylaws or adopt new bylaws, as may be appropriate.

ARTICLE VI – CONFLICTS OF INTEREST

Section 1. Duty of Directors, Officers, and Employees. The directors, officers, and employees of the corporation shall exercise the utmost good faith in all transactions touching upon their duties to the corporation and its property. In their dealings with and on behalf of the corporation, they are held to a strict rule of honest and sincere dealing between themselves and the corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict may arise between the corporation's interest and that of the director, officer, or employee.

Section 2. Interest. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the corporation, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the corporation. Relationships and dealings of the corporation with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the corporation shall not constitute interests

under this article.

Section 3. Full Disclosure. Any director, officer, or employee having an interest in a contract, transaction, or arrangement presented to the board of directors or a committee of the board of directors for consideration, authorization, approval, discussion, or ratification, shall make a prompt, full, and frank disclosure of his or her interest to the board of directors at the first meeting of the board of directors in each year, or before the board of directors or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the corporation's interest.

Section 4. Standards and Procedures. The board of directors shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists, or can reasonably be construed to exist.

The board of directors may request the person to provide factual information regarding the potential or actual conflict of interest and such proposed contract, transaction, or arrangement. If deemed appropriate, the board of directors may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.

If a conflict of interest is deemed to exist, the person having the conflict of interest shall not participate or attend, vote on, or use his or her personal influence in connection with the discussions, deliberations, or vote with respect to the contract, transaction, arrangement, or related matters affecting the corporation.

At any meeting of the board of directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

In order to approve such contract, transaction, or arrangement, the board of directors must first find, by majority vote without counting the vote of interested director or directors, that: (1) the proposed contract, transaction, or arrangement is in the corporation's best interest and for its own benefit; and (2) the proposed contract, transaction, or arrangement is fair and reasonable to the corporation.

The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The corporation shall keep minutes of the discussions and deliberations as part of the minutes of the corporation.

Section 5. Corrective and Disciplinary Action. The violation of this Conflicts of Interests Policy is a serious matter and may constitute "cause" for removal or termination of a director, officer, or employee.