

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

The International Spine Intervention Society, Inc. (ISIS 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 for 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 POLITICAL INTERVENTION.** This Corporation shall be operated so that no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, except as allowed by Section 501(h) of the Internal Revenue Code (“Code”), and which 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 or winding up 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, 5 Ash Avenue, Kentfield California 94904.

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 four (4) 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.) who perform diagnostic and or therapeutic spinal intervention procedures; demonstrate continuing interest in the subject and affairs of the Corporation; and 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.
- (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, advocacy and/or therapeutic spinal intervention procedures..
- (c) The Board of Directors may also allow 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 also supply a letter of recommendation by an Active Member of the Corporation and submit payment of one year's dues on filing of the application. Active Members may vote and only Active Members may hold office in the Corporation, unless otherwise set forth in these Bylaws.

### **3.2 ASSOCIATE MEMBERS.**

Associate Members are:

- (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 or the equivalent in their country of residence. Such physicians shall on application, only be required to demonstrate the aforementioned practice and status.
- (b) Resident physicians in a program, which is approved by a Board that is a member of the American Board of Medical Specialties, or the equivalent in their country of origin may be Associate Members.
- (c) Individuals who possess a PhD and who have demonstrated an interest in spinal intervention procedures may be granted Associate Membership in the sole discretion of the Board of Directors. Any individual applying for Associate Member status shall file an application accompanied by one year's dues.

Associate 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 committees of the Corporation without the right to vote. Associate Members shall receive all publications of ISIS. A separate dues structure may be established for Associate Members by the Board of Directors.

### **3.3 HONORARY MEMBERS.**

Honorary Members are: Individuals who have made distinguished contributions to the field of spine care procedures or who have in other ways furthered the objectives of the Corporation. Honorary Members may attend meetings, receive publications from the Corporation without payment of dues but shall not vote or hold office nor shall they have a right to the floor at any general or special meeting.

### **3.4 EMERITUS MEMBERS.**

Emeritus Members are members of the Corporation who have retired from the practice of medicine. Such individuals may attend meetings of the Corporation, shall receive ISIS publications 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.

**3.5 NON-DISCRIMINATION.** Membership shall not be denied on the basis of race, religion, national origin, gender or handicap.

**3.6 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.

**3.7 CERTIFICATE OF MEMBERSHIP.** When a member has been elected to membership and has paid all application fees and dues, a certificate of membership shall be issued in the member's name and delivered to the member by the ISIS Administrative Office. 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.

**3.8 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 committee designated by the Board of Directors, as set forth in these Bylaws.

**3.9 REINSTATEMENT.** A former member 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.

**3.10 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.

**3.11 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.

**3.12 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 person or entities as honorary or emeritus 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) 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.

**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) 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 orally or in writing, at least five (5) 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 DUES.** The Board shall yearly establish a 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 shall deem 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 yearly 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) days of billing shall forfeit membership unless all indebtedness to ISIS is met within thirty (30) days of notification.

## **ARTICLE V MEMBERS 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 or purposes whatsoever, may be called at any time by the President/Chairman, 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/Chairman of the Board, and the officers of the Corporation. The President/Chairman upon receiving the request shall cause notice to be normally given 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/Chairman not less than ten (10) nor more than ninety (90) days after the receipt of the request. If notice is not given within 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) days, nor more than ninety (90) days prior to the date of the meeting, provided that if notice is given by regular mail and not mailed by first-class, registered or certified mail that notice must be given not less than twenty (20) days before 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 of 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/Chairman of the Corporation or, if absent by the President-Elect/Vice-Chairman. 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 writing 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:

(a) Solicitation of Written Ballot: The Corporation shall distribute one written ballot to each Member. Such ballots shall be mailed or delivered in the manner required by Section 5.9 of these Bylaws. All solicitations of votes by written 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;

