

**BYLAWS
OF
THE NORTH AMERICAN NEUROMODULATION SOCIETY
ARTICLE I
PURPOSE, DEFINITION, MISSION**

1.1 PURPOSE:

The North American Neuromodulation Society (the “Society”) operates exclusively for charitable purposes as set forth in the Society’s Articles of Incorporation. In pursuing such purposes, the Society shall not impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 , or the corresponding provision of any future United States Internal Revenue Service law..

DEFINITION:

Neuromodulation is the alteration of activity in the central, peripheral or autonomic nervous systems, electrically or pharmacologically, by means of implanted devices to improve patient function and quality of life.

1.2 MISSION:

The North American Neuromodulation Society is dedicated to being the premier organization representing neuromodulation. NANS promotes multidisciplinary collaboration among clinicians, scientists, engineers, and others to advance neuromodulation through education, research, innovation and advocacy. Through these efforts NANS seeks to promote and advance the highest quality patient care.

**ARTICLE II
RELATIONSHIP WITH
THE INTERNATIONAL NEUROMODULATION SOCIETY**

2.1 MEMBERSHIP IN THE INTERNATIONAL NEUROMODULATION SOCIETY:

All dues-paying members of the Society shall be active members of the International Neuromodulation Society.

2.2 CHAPTER STATUS:

By consent of the Board of the International Neuromodulation Society (“INS”), the Society is a chapter of the International Neuromodulation Society. The Society is, a separate corporation, independent of the corporate status of the INS. The Society shall not be held responsible for the organizational activities and financial obligations of the INS, and the INS shall not be held responsible for the organizational activities and financial obligations of the Society..

2.3 The President of the Society will serve as a member of the Board of Directors of the INS, and represent the interests of the North American Neuromodulation Society.

ARTICLE III MEMBERSHIP

The North American Neuromodulation Society (the “Society”) has been an specialty organization inclusive to physicians, scientists, and others with a strong interest in the advancement in the science and practice of neuromodulation since its inception in 1994.

3.1 **WHO SHALL BE MEMBERS:**

Residents of Canada, Guam, Mexico, Puerto Rico, and the United States of America are eligible for membership in the Society.

3.2 **NONDISCRIMINATION CLAUSE:**

Membership in the Society shall not be discriminatory on the basis of sex, race, national origin, religion or disability.

3.3 **CLASSES OF MEMBERSHIP:**

The Society shall have Active Members and Fellow Members. The Board may create such additional classes of membership (for example, Contributing Members, Founding Members, Honorary Members, etc.) as it sees fit, but these other classes of membership, unless otherwise intended by an action of the Board, shall not have the rights assigned to Active Members or Fellows.

3.4 **CRITERIA FOR ACTIVE MEMBERSHIP:**

An Active Member must be a medical physician (MD, DO, or recognized international equivalent), licensed nurse, licensed psychologist, basic scientist, or representative of an industry that contributes to the growth and development of the field of neuromodulation.

3.5 **APPLICATION PROCEDURE FOR ACTIVE MEMBERSHIP:**

Candidates for Active Membership in the Society must submit a written application to the Society for approval by the Board. Such approval of membership may be denied for any reason deemed sufficient by the Board or its agent or agents, even though the applicant may meet the stated criteria for membership.

3.6 **CRITERIA FOR FELLOWSHIP:**

An Active Member of the Society, who is a physician (MD, DO or recognized international equivalent),, who has made significant contributions to the study and practice of neuromodulation, and who has demonstrated extensive expertise in the field of neuromodulation and pain medicine may be approved by the Board as a Fellow in the Society. The applicant must seek the support and sponsorship of two current fellows and have achieved the following minimal requirements to be recognized as a fellow member:

- 1) Five years’ tenure as an Active Member.
- 2) Publication of a manuscript (original research, review, or case report) related to neuromodulation in a peer-reviewed journal or presentation of two or more abstracts at a national or international meeting related to .
- 3) At least 50 hours of Category I Continuing Medical Education or its equivalent in neuromodulation and/or pain medicine over a five-year period.
- 4) Participation in neuromodulation-related associations, societies, educational efforts, and/or healthcare affairs.
- 5) Completion and submission of the application for Fellowship status.

3.7 **DISCIPLINARY ACTION:**

The Board of Directors may expel, call for the resignation, or otherwise discipline any member without the assignment of any cause, upon a majority vote of Board members, provided that written notice of the intention to expel has been provided in the notice of a duly convened meeting. No member shall be disciplined without having the opportunity to be heard at such a meeting, but no formal hearing procedure need be followed.

ARTICLE IV DUES AND ASSESSMENTS

4.1 ANNUAL DUES AND ASSESSMENTS:

Annual dues for membership shall be determined each year by the Board. The Board has a right to impose a general or special assessment on members for specific purposes deemed to be vital to the Society. Active members must make timely payment of the annual dues. Membership in good standing shall be contingent upon payment of dues at such time and in such amounts as determined by the Board.

The Board shall have the right to reduce or exempt members from payment of dues on the basis of illness, undue hardship, active military service, or for other acceptable reasons.

4.2 PROPORTION OF DUES TO THE INTERNATIONAL NEUROMODULATION SOCIETY:

A portion of Society membership dues shall be paid directly by the Society to the INS for each active member. This portion will be determined by the agreement of the Society and the INS and will provide concurrent membership in the INS.

ARTICLE V BOARD OF DIRECTORS

5.1 POWERS:

The Board of Directors (the "Board") shall govern and manage the business and affairs of the Society. The Board of Directors shall determine the policies, approve the budget, and maintain oversight of all operations of the Society in accordance with the Bylaws, and in conformity with applicable laws and regulations. The Board may enter into a contractual agreement with an agent(s) to perform and manage any and all of the duties, business, and/or affairs of the Society.

5.2 QUALIFICATIONS OF MEMBERS OF THE BOARD OF DIRECTORS:

Each Director shall be an Active member of the Society and must be a resident of Canada, Guam, Mexico, Puerto Rico, or the United States of America.

5.3 NUMBER OF DIRECTORS:

There shall be no more than 15 Directors of the Society which shall include 5 Officers of the Society and up to 10 Directors-at-Large. The President may also appoint up to two ex-officio, non-voting Directors. The ex-officio Director(s) shall have served as a Board member or NANS committee chair, who through ongoing NANS-related activities, serve strategic role in furthering the mission of NANS. The NANS ION President shall also serve as an ex-officio member of the Board.

5.4 ELECTION OF DIRECTORS-AT-LARGE:

The slate of nominees for election to the Board of Directors for the open Director-at-Large positions, as approved by the Nominating Committee, shall consist only of Active Members in good standing whose written consent to election has been obtained by the Nominating Committee. Candidates for open positions shall be evaluated against competency criteria approved by the Board. The Board of Directors shall consider the slate of candidates put forward by the Nominating Committee and approve the final slate of candidates for the open Director at Large positions.

Once the slate is accepted by the Board of Directors, the Membership shall be asked to approve, by referendum, within 30 days, the nominations for the open Director at Large positions as submitted

pursuant to these Bylaws.

During the referendum period of 30 days, membership is given an opportunity to provide additional nominations for the open Director at Large positions, which must be supported by a written petition signed by at least 10 percent of regular members of NANS. If there are nominees received by petition from the membership, the Nominating Committee is to submit a revised slate to the regular members within 10 days of receiving the written petition for a final endorsement. If there have been no candidates nominated by petition, then the final slate of candidates approved by the Board of Directors shall be considered elected automatically in accordance with requirements of the Bylaws and the NANS Policies and Procedures Manual.

5.5 TERM OF DIRECTORS-AT-LARGE:

Each Director-at-Large shall serve for a two-year term or until his/her successor has been elected and seated. Directors-at-Large may serve more than one, but not more than two consecutive terms.

5.6 VACANCIES:

The Board may, by majority vote of its remaining members, appoint an Active Member to fill any unexpired term of a Director-at-Large. Vacancies occurring in a Board officer position shall be filled as indicated elsewhere in the Bylaws (Article VI, section 6.10).

5.7 REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS:

Any Director, elected or appointed, may be removed by a two-thirds majority of the Board – excluding the Board member under enquiry, with or without cause.

5.8 COMPENSATION:

No Director shall receive compensation for his/her services as Director; however, any expenses incurred by any Director by reason of his/her duties or responsibilities, as such, may or may not be reimbursed by the Society. Nothing contained herein shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefrom.

ARTICLE VI ELECTION, TERMS, AND DUTIES OF OFFICERS

6.1 RELATIONSHIP OF THE EXECUTIVE COMMITTEE TO THE BOARD:

The officers of society shall constitute the Executive Committee and shall consist of the President, Immediate Past President, President-Elect, Secretary and Treasurer. The Executive Committee shall, by assignment of the Board, perform the work and duties of the Board. The Executive Committee shall be responsible for timely communication to the entire Board of its work and decisions. All major and significant decisions of the Executive Committee, before acted upon, must be ratified by a majority vote of the entire Board at a meeting held face-to-face, by telephone or other electronic means.

6.2 ELECTION OF OFFICERS:

A quorum of the members of the Board of Directors, at the Board's Annual Board Meeting, shall elect a President-Elect, Secretary and Treasurer, with the past year's President-Elect automatically succeeding to the office of President for a one-year term. A majority of the voting Directors shall constitute a quorum. Proxy voting shall not be permitted in voting on this, or any matter brought before the Board at any time.

The slate of candidates for election to officer positions shall be prepared by the Nominating Committee in accordance with the Bylaws and as detailed in the NANS Policies and Procedures Manual. Only Active Members in good standing who have previously served on the NANS Board shall be eligible to hold office.

The Nominating Committee shall consider soliciting nominees for officer positions from among past

and active Board members prior to the designated Board Meeting. Candidates for open positions shall be evaluated against competency criteria approved by the Board. A slate of officer nominees shall then be presented to the full Board for review and election. The Nominating Committee may also choose to re-nominate current sitting officers to serve a second, one-year term as outlined in Article 6.3.

6.3 TERM OF OFFICERS:

Elected Officers shall begin their terms at the conclusion of the designated Board Meeting. Full reference to methodology and procedure is found in NANS Policies and Procedures Manual. Officers shall serve for a one-year term or until an election is held. Officers may serve more than one term but not more than two consecutive terms in the same office.

6.4 PRESIDENT:

The President shall be the Chief Executive Officer of the Society and shall in general supervise the day-to-day business and affairs of the Society. The President shall perform all duties incident to the office of the President as established by the Board. The President shall assume office after service as President-Elect.

6.5 PRESIDENT-ELECT:

The President-Elect shall serve until he or she takes office of the President or upon the vacancy of the office of President due to removal, resignation, or death of the President. The President-Elect, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all of the restrictions placed upon the President. The President-Elect shall automatically succeed to the office of the President on the expiration of the term of the President.

6.6 PAST PRESIDENT:

The Past President shall serve as an ex-officio Officer of the Society for one term only. The immediate Past President shall facilitate transfer of important Board information from one administration to the next and perform such other duties as from time to time may be assigned by the President or by the Board.

6.7 SECRETARY:

The Secretary shall keep, or cause to be kept, the minutes of meetings of the membership, the Executive Committee, and the Board, and serve as the custodian of the corporate records. These records shall be kept at the principal office of the Society. The Secretary shall also be responsible for assuring that all notices are duly given in accordance with the provisions of these bylaws or as required by law and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

6.8 TREASURER:

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever; and deposit all such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall be responsible for developing the Society's annual budget and present this budget to the Board. The annual budget will outline the Society's revenues and expenses for the year prior, the year present, and the year next that reflects the Board's intentions as to expenditures and revenue-generating projects. The Treasurer shall maintain the Society's bank account, bookkeeping, and accounting records; be held responsible for the filing of taxes.

6.9 VACANCIES:

Any vacancies occurring in an officer position shall be filled as indicated below.

- a) If there is a vacancy in the office of President, the President-Elect shall finish the unexpired term of the President and shall also serve 1 full year as President. The Secretary shall, in addition to the duties of Secretary, perform those duties that would have been the responsibility of the President-Elect. In the year immediately following the vacancy, the Board of Directors shall appoint a Past President to fulfill the duties of the Immediate Past President.
- b) If there is a vacancy in the office of President-Elect, the Secretary shall, in addition to the duties of Secretary, perform those duties that would have been the responsibility of the President-Elect. The President shall continue to serve as President in the year in which the President-Elect was to have served as President. In the year in which there is not an Immediate Past President, the Board of Directors shall appoint a Past President to fulfill the duties of the Immediate Past President.
- c) If there are vacancies in the offices of President and President-Elect, the Board of Directors shall appoint a President and President-Elect from among the Directors of Board. The individual appointed as President shall serve out the unexpired term of the President and then shall become the Immediate Past President. The individual appointed as President-Elect shall serve out the unexpired term of the President-Elect and then shall become President at the expiration of that term.
- d) If there is a vacancy in the office of Secretary or Treasurer, the Board of Directors shall appoint a

Secretary or Treasurer from among the Directors of the Board to serve out the unexpired term created by the vacancy.

- e) If there is a vacancy in the office of immediate Past President, the Board of Directors shall appoint a Past President to fulfill the duties of the Immediate Past President.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

The President, in consultation with the President-Elect, shall appoint the chairs and members of committees. Such appointments shall be ratified by the Board of Directors. Appointments to committees shall be for 1 year. Committee chairs will serve a maximum of two years.

7.1 EXECUTIVE COMMITTEE:

The officers of society shall constitute the Executive Committee and shall consist of the President, Immediate Past President, President-Elect, Vice President, Secretary, and Treasurer. The Executive Committee shall, by assignment of the Board, perform the work and duties of the Board. The Executive Committee shall be responsible for timely communication to the entire Board of its work and decisions. All major and significant decisions of the Executive Committee, before acted upon, must be ratified by a majority vote of the entire Board, including the Executive Committee, at a meeting held face-to-face, by telephone or other electronic means.

7.2 MEMBERSHIP COMMITTEE:

The Board shall establish a Membership Committee that will recommend to the Board qualified applicants for Active Membership and Fellowship status. The Board shall act upon the Membership Committee's recommendations in a timely manner.

7.3 NOMINATING COMMITTEE:

The purpose of the Nominating Committee is to collect nominations from the active membership for open Director-at-Large positions on the Board of Directors, select a slate of nominees for such open positions as approved by the Nominating Committee, and present that slate to the Board for consideration. The Nominating Committee shall also prepare nominations for NANS Officer positions and present those for review and approval by the NANS Board accordingly. The Committee shall be comprised of the President, a Past President, the President-Elect, two Directors-at-Large not eligible for renomination, and two non-Board members selected by the Board. In performing its duties, the Nominating Committee shall act in accordance with requirements of the Bylaws and the NANS Policies and Procedures Manual.

7.4 AWARDS COMMITTEE:

The purpose of the Awards Committee is to recommend to the Board a person or persons who are deserving of special recognition by the Board at the annual meeting.

7.5 EDUCATION COMMITTEE:

The purpose of the Education Committee is to plan and execute a scientific program for the annual meeting, and other education endeavors as directed by the Board.

7.6 FINANCE COMMITTEE:

The purpose of the Finance Committee is to review and monitor the budget, financials and audits of the Society, including operational and reserve funds. The committee shall be comprised of the Treasurer, immediate past Treasurer, President-Elect, and two active members of the Society. The Treasurer shall serve as Chair of this committee.

7.7 BYLAWS COMMITTEE:

The purpose of the Bylaws Committee is to periodically review the Society Bylaws and shall make

recommendations for Bylaws amendments upon request of the Board of Directors. The committee shall

be comprised of one Board member and two active members of the Society.

7.8 OTHER COMMITTEES:

The Board may establish other committees for specific purposes and for specified durations, as delineated by the Board.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

8.1 MEETINGS OF THE BOARD OF DIRECTORS:

The Annual Meeting of the Board shall be held before, during, or after the Annual Meeting of the Society or at a time and place chosen by a majority of the Board. The Board may provide notice, by resolution, of the time and place for additional interim Board meetings. Any meeting of the Board may take the form of a teleconference or use any other electronic communications medium that allows the simultaneous participation of all Directors.

8.2 SPECIAL MEETINGS:

The President or a majority of Directors may call special meetings of the Board and may decide upon the date, time, place and means of holding a special meeting.

8.3 NOTICE:

At least a thirty calendar days' written notice of any meeting of the Board, stating its date, time, place and means, shall be delivered by hand, first-class mail, fax, or email to each Director at his/her respective business address. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed, addressed, and stamped envelope; when sent to the appropriate fax number (with machine-generated confirmation of its receipt); or upon the successful dissemination of an email. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except when a Director attends a meeting to object to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Annual or Special Meeting of the Board need be specified in the meeting notice.

8.4 QUORUM OF THE BOARD OF DIRECTORS:

A majority of the Board shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board.

8.5 INFORMAL ACTION:

Any action required or permitted to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors, or all members of the committee, as the case may be, and included in minutes or filed with the Corporate records. Such consent shall have the effect of a unanimous vote.

ARTICLE IX SCIENTIFIC AND EDUCATIONAL MEETINGS

9.1 ANNUAL SCIENTIFIC MEETING:

The Annual Scientific Meeting shall be held at such time and place as determined by the Board.

- 9.2 **PURPOSE OF THE ANNUAL SCIENTIFIC MEETING:**
The purpose of the Annual Scientific Meeting is to disseminate scientific, clinical, legislative, practice management and advocacy information germane to the field of neuromodulation; convene a general assembly conduct the business of the Society; and elect Directors.
- 9.3 **SPECIAL EDUCATIONAL MEETINGS:**
Special meetings of the entire membership may be called by the President, the Board, or at the written request of 10% of the membership. At least ninety days' written notice stating the time, place, and purpose of any special meeting shall be given to the members entitled to participate.
- 9.4 **QUORUM OF THE MEMBERS:**
Those active members present, either in person or by proxy, at any Annual Scientific Meeting shall constitute a quorum. The act of a majority of the members present shall be the act of the Members.
- 9.5 **VOTING:**
Active members shall be entitled to one vote, in person, by ballot, by mail, or by proxy. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, by show of hands, or by ballot, as determined by the members present, or by mail if so determined by the Board and a ballot is sent with notice of the question to be voted upon.
- 9.6 **VOTING BY PROXY:**
Any absent active member eligible to vote at any meeting of the members may be represented as present and may vote at such meeting by a proxy authorized in writing by the member or by his/her duly authorized attorney. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the Society. A proxy shall be revocable at will, but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Society. The death or incapacity of the maker shall not revoke a proxy, unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Society.

ARTICLE X CONFLICT OF INTEREST

- 10.1 **CONFLICT OF INTEREST POLICY:**
Collaborative relationships between physicians and industry are essential to improve patient outcomes through research, innovation, testing, education and advocacy. However, at all times North American Neuromodulation Society Board members should conduct their affairs so as to avoid or minimize conflicts of interest, and must respond appropriately when conflicts of interest arise. To that end, a separate Conflict of Interest Policy has been created and will be periodically reviewed and revised to educate NANS members about situations that generate conflicts of interest, to provide means to manage conflicts of interest, and to describe situations that are prohibited.

ARTICLE XI REGISTERED OFFICE

- 11.1 The Society shall maintain a registered office.

- 11.2 The Society shall keep all financial records, minutes of proceedings, and names and addresses of members entitled to vote at its registered office.
- 11.3 Any Director and/or member, or his/her agent or attorney may inspect all books and records of the Society, for any proper purpose at any reasonable time.

ARTICLE XII MISCELLANEOUS

- 12.1 **FISCAL YEAR:**
The fiscal year of the Society shall be the calendar year.

- 12.2 **DISSOLUTION:**
In the event that the Society is dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, distribute all of the remaining assets of the Society, as the Board of Directors shall determine, to such organization or organizations as are (a) organized and operated for purposes related to one or more of the purposes contained in the Bylaws and (b) recognized by the Internal Revenue Service as exempt from federal income taxation pursuant to sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code or any successor provision.

ARTICLE XIII INDEMNIFICATION

- 13.1 **INDEMNIFICATION:**
The Board of Directors shall purchase Directors and Officers Insurance for the financial protection of its members and officers of the Society.

The Society shall indemnify any Director(s) or agent(s) who, in his or her capacity as directors or agents of the Society, was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, administrative or investigative, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Society. This indemnification does not extend to conduct deemed by the Board of Directors, in its discretion, to have been undertaken in bad faith or contrary to any rule or policy of the Society.

- 13.2 **PROCEDURES:**
Unless ordered by a court, any indemnification under section 13.1 or otherwise permitted by law shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the individual involved has met the applicable standard of conduct set forth under that section.

**ARTICLE XIV
AMENDMENTS TO THE BYLAWS**

14.1 AMENDMENTS TO THE BYLAWS:

The Bylaws may be amended by the affirmative vote of two thirds majority of the Board of Directors quorum of the Board of Directors at any time.

SIGNED:

DATE

**ARTICLE XV
ORDER OF BUSINESS**

The latest edition of *The Standard Code of Parliamentary Procedure* shall govern the conduct of all meetings.