

**BYLAWS
OF
Institute of Neuromodulation**

An Illinois Not-For-Profit Institute

ARTICLE I

ORGANIZATION, PURPOSES AND RULES

SECTION I. NAME. The name of this Institute shall be Institute of Neuromodulation (hereinafter, "Institute").

SECTION II. PRINCIPAL OFFICE. The Institute shall maintain in the State of Illinois a registered office, and a registered agent at such office, and may have other offices within or without the state.

SECTION III. VISION. The Vision of the Institute of Neuromodulation will be the following:

- Promote patient safety and appropriate access to neuromodulation therapies using the best evidence.
- Raise awareness of the benefits, cost-effectiveness and value of neuromodulation therapies.
- Improve the understanding of the mechanisms, expand the indications, and enhance the evidence base for neuromodulation therapies by supporting clinical, basic science and translational research.

The Institute defines *neuromodulation* as therapeutic technology involved in modulating the function of the nervous system. Neuromodulation therapies touch the entire spectrum of the nervous system including the brain, spinal cord, peripheral nerves, and include organs of special sense (vision, hearing, touch, smell, and taste). Neuromodulation of the nervous system may alter its internal function, or may produce effects upon the end organs of the nervous system (motor and autonomic function).

SECTION IV. MISSION. The Institute of Neuromodulation (IoN) shall promote research and innovation to advance the field of Neuromodulation to improve health and quality of life for patients. The Institute shall also foster the understanding and incorporation of neuromodulation therapies into public health through rigorous review of evidence of existing roles of neuromodulation therapy or future directions by which the therapy can be advanced.

SECTION V. PURPOSES. The Institute of Neuromodulation was established in 2016 by the North American Neuromodulation Society (NANS) to secure services of eminent members of appropriate professions for the creation or review of the science, technology and policy matters pertaining to neuromodulation devices and the health of the public. The Institute is broadly based in health, medical, biological, and engineering sciences that relate to the use of neuromodulation therapy for the treatment of diseases and health of the public at large. The Institute is concerned with all aspects of the protection and advancement of the use of neuromodulation therapy in the health of the people of this nation and the world.

In pursuit of this purpose, the Institute functions to:

1. Identify important issues related to human health that may benefit from neuromodulation therapy and devices. In doing so the Institute will prepare authoritative statements and reports on these issues when, in the judgment of the Institute, they would be in the interest of the public;
2. Respond to requests from the North American Neuromodulation Society or federal government or other public and private agencies for studies and advice on matters relating to neuromodulation therapy and devices;
3. Disseminate information to the public and relevant professions, based upon the Institute's studies, statements, and reports. The Institute shall draw upon its relationship with the North American Neuromodulation Society as the primary vehicle to disseminate such information;
4. Maintain and promote liaison and active communication with the following organizations: government agencies (both federal and state); major scientific and professional societies, such as the North American Neuromodulation Society; and industry involved in neuromodulation technology. The primary activity of these relationships need to be concerned with neuromodulation in both medicine and bioengineering.

SECTION VI. RULES. In addition to the proscriptions contained in the Articles of Incorporation and limitations imposed by such Articles and these Bylaws, the following rules shall conclusively govern the Institute and all persons acting for or on behalf of it:

- (a) The Institute shall not adopt any practice, policy or procedure which would result in discrimination on the basis of age, race, creed, religion, sex, national origin or handicap.
- (b) No part of the net earnings of the Institute shall inure to the benefit of any director, officer, employee or other person, except that the Institute shall be empowered to pay reasonable compensation for services rendered in capacities other than as a director or officer, and to reimburse documented expenses on behalf of the Institute.
- (c) No substantial part of the activities of the Institute shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Institute shall 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.
- (d) Any documents, statements or claims released by the Institute shall represent a balanced, unbiased, and scientifically justifiable position by its membership, regardless of sponsorship or affiliation with any external agency, society or entity.
- (e) No loan shall be made by this Institute to a director or officer.

ARTICLE II

MEMBERSHIP

SECTION I. GENERAL MEMBERSHIP. The membership of the Institute shall be constituted primarily by an Administrative Board and a Council of Advisors appointed by the Administrative Board. Additional members may arise or be dismissed depending on the number

of committees and advisors appointed by the process outlined herein. Only a member of the Administrative Board or the Council of Advisors may vote on any matter of Institute business.

Membership in the Institute shall be based upon

1. Distinguished professional achievement in the field related to medicine, engineering, or neuroscience;
2. Demonstrated and continued involvement with the issues of healthcare, education, research, or development of healthcare technologies;
3. Skills and resources likely to contribute to the Institute tasks of assessing current knowledge and technology related to neuromodulation, conducting studies, and considering policy issues that relate to the advancement or preservation of neuromodulation therapies;
4. Willingness to be an active participant in the Institute.

ARTICLE III

ADMINISTRATIVE BOARD AND COUNCIL OF ADVISORS

SECTION I. GENERAL POWERS. The affairs of the Institute shall be governed by its Administrative Board and Council of Advisors.

SECTION II. ADMINISTRATIVE BOARD. The purpose for the Administrative Board (herefore known as the “Board”) shall be to oversee the vision and mission of the Institute through a Council of Advisors. The Board shall be comprised of a President, Vice-President and a Secretary/Treasurer. The Nominations Committee shall recommend members of the Administrative Board when terms expire or Administrative Board Members leave their position.

President. The President of the Institute shall oversee the activities and mission of the Institute as defined in Article I. The President shall be knowledgeable about the medical and technological value as well as national policies surrounding the application of neuromodulation technologies and its use in healthcare. The President shall have served at least one term as a member of the Board of Directors or Executive Board in the North American Neuromodulation Society. The president shall be chosen by the Nominations Committee, and confirmed or rejected by the Executive Board of the North American Neuromodulation Society.

The term of the President shall be 3 years. The Presidential term is non-renewable.

Vice-President. The Vice-President of the Institute shall assist the President in over-seeing the tasks and functions of the Institute. The Vice-President of the Institute shall be chosen by the Nominations Committee.

The term of the Vice-President shall be 2 years. The Vice-President term is renewable for 1 term (total time served not to exceed 4 years).

Secretary/Treasurer. The Secretary/Treasurer of the Institute shall oversee the financial activities and assist the President in the operations of the Institute. The Secretary/Treasurer of the Institute shall be chosen by the Nominations Committee.

The term of the Secretary/Treasurer shall be 2 years. The Secretary/Treasurer term is renewable for 1 term (total time served not to exceed 4 years).

The President, Vice-President and Secretary/Treasurer shall appoint a Council of Advisors (SECTION III, ARTICLE III) to advise and execute the initiatives and programs of the Institute. In addition, the President, Vice-President and Secretary/Treasurer in consultation with the President of the North American Neuromodulation Society shall engage in appropriate fund raising, including development of an endowment for support of the activities of the Institute.

The Administrative Board has the sole authority to direct the affairs and operation of the Institute. The Administrative Board shall use the Council of Advisors to provide advice and recommendations to the Board regarding the Institute's operations, but the final decisions rest with the Administrative Board.

SECTION III. COUNCIL OF ADVISORS. There shall be no less than 7 and no more than 11 advisors to the Administrative Board of the Institute. The purpose of the Council is to provide advice for the Board and to carry out the initiatives and programs of the Institute under the direction of the Administrative Board. Council members shall be comprised of members who meet the general requirements listed in ARTICLE II. The Council shall be constituted from members who are healthcare professionals, engineers, neuroscientists, or healthcare policy experts; and they must have expertise and experience in neuromodulation therapies. No less than half and no more than three-fourths of the Council shall be composed of healthcare professionals.

The term for a Council member shall be 2 years. Council members may be reappointed up to 2 consecutive times by the President, for a total of 6 years.

SECTION IV. COMPENSATION. Members of the Institute shall not receive any stated salaries for their services. However, by action of the Administrative Board, reimbursement of expenses of attendance, if any, may be allowed for each regular or special meeting of the Institute, provided that nothing herein contained shall be construed to preclude any member from serving the Institute in any other capacity and receiving reasonable compensation therefor.

SECTION V. REMOVAL. Any Council member appointed by the Administrative Board may be removed by a majority vote of the members of the Administrative Board.

SECTION VI. INDEMNIFICATION OF ADMINISTRATIVE BOARD.

The Institute shall indemnify any Administrative Board member or agent(s) under the circumstances and conditions of SECTION 108.75 of the Illinois General Not-For-Profit Corporation Act who, in his or her capacity as directors or agents of the Institute, 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 Institute. This indemnification does not extend to conduct deemed by the Administrative Board, in its discretion, to have been undertaken in bad faith or contrary to any rule or policy of the Institute.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled. The Institute shall have the power to purchase insurance for any or all of its directors, officers, employees or agents against any liability asserted against or incurred by such person in such capacity or arising out of the director's, officer's, employee's or agent's status as such and such insurance may extend beyond the person's rights hereunder.

ARTICLE IV

PROGRAM AND BUDGET

SECTION I. REGULAR MEETINGS. A minimum of one annual meeting of the members of the Institute shall be held regularly for the purpose of electing officers and conducting the business of the Institute. The Administrative Board may provide for the date, time and place of the annual meeting, and additional regular meetings of the Institute without other notice than such board action.

SECTION II. AGENDA AND ACTIVITIES. Through its President and staff, the Institute shall maintain appropriate liaison with the North American Neuromodulation Society. The Council of Advisors of the Institute shall nominate projects for submission to the Administrative Board. Once projects are approved by the Board, the Council shall oversee the conduct of the project through committee structure (see ARTICLE V). The Institute's projects shall be subject to the customary approval and review procedures of the Administrative Board. All projects need to be justified and in line with the vision and mission of the Institute of Neuromodulation, as outlined in Article I.

The Program Committee shall assist the President to annually prepare and submit to the Council for review, a program of studies to be conducted by the Institute. This includes whether to renew ongoing studies. Subject to the procedures for approval described in the paragraph above and subject to appropriate financing, the President shall have authority to make arrangements for the conduct of studies via ad hoc appointment of Committees.

ARTICLE V

COMMITTEES

SECTION I. COMMITTEES. The Council, by a majority vote of its members, may designate one or more committees to conduct studies or projects assigned by the Administrative Board. Some Committees will exist for only the duration of the project or study, other Committees shall stand indefinitely for the duration of the Institute (see the following SECTIONS). Each

Committee shall consist of two or more Council members plus the addition of appropriate members of the Institute who have expertise in the area. With approval of the Administrative Board, Committees may request additional help in the form of experts outside the Institute membership for the duration of the project.

External advisors to Committees must adhere to the spirit of the rules and governance set forth in ARTICLES I and II regarding ethical and legal conduct when working with members of the Institute.

SECTION II. NOMINATIONS COMMITTEE. Administrative Board shall appoint a nominations committee comprised of five members: the President and Past-President of the Institute, two Council members who are senior members of the Institute, and the President of NANS (or his designee from the Board of NANS). The purpose of the Nominations Committee is twofold: 1) to review membership in the Institute and 2) to nominate the Administrative Board of the Institute. The Nominations Committee shall appoint all members of the Institute.

SECTION III. PROGRAM COMMITTEE. The Program Committee shall be led by two Council members appointed by the President. The committee is responsible to create and submit a list of projects that serve to accomplish the mission of the Institute. The committee may recruit members from the Institute to assist in the work. The Program Committee shall provide the Administrative Board with the list of projects for review and distribution to the Council.

SECTION IV. CONFLICTS COMMITTEE. The Conflicts Committee shall be composed of three Council members appointed by the President. The purpose of the Conflicts Committee is to review the selection of members involved in any project or study proposed by the Administrative Board prior to beginning the project so as to scrutinize the financial or ethical conflicts of the members with the proposed work. The goal is to enable the Institute to release an unbiased and scientifically or ethically sound conclusion to the project. The Conflicts Committee has the right to prevent, halt or suspend the action of any project or study engaged by the Institute until further review by the Council.

SECTION V. AD HOC COMMITTEES. Ad hoc Committees are appointed by the Administrative Board for the purpose of conducting the business and work of the Institute. Each Ad Hoc Committee shall be composed of one Chair and one member of the Institute. Other experts in the field of neuromodulation or related areas necessary for the committee to execute its objectives may be added to the work group of the Ad Hoc Committee, pending approval by the Administrative Board and the Conflicts Committee. Each Ad Hoc Committee shall submit its project or study objectives and progress report to the Administrative Board for review by the Council at least annually. A final summary and progress report that completes the work of the Ad Hoc Committee shall be kept as a record within the archives of the Institute. The Ad Hoc Committee shall be dissolved at the completion of the project.

It is expected that Ad Hoc Committees will arise and be dissolved over the life of the Institute, being comprised of various members that may or may not also include external advisors. All activities of the Ad Hoc Committees may be subject to random audits or requests for updates by the Administrative Board.

ARTICLE VI

BOOKS AND RECORDS

The Institute shall keep correct and complete books and records of the projects and studies as well as financial accounts in a retrievable archive for the life of the Institute. The Secretary/Treasurer shall also keep minutes of the proceedings of all Administrative Board and Council of Advisors Meetings and the Annual Meeting of its membership. All books and records of the Institute may be inspected by any member, or such person's agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII

FISCAL YEAR

The fiscal year shall be January 1 through December 31 unless otherwise fixed by resolution of the Administrative Board.

ARTICLE VIII

AMENDMENTS and DISSOLUTION

SECTION I. AMMENDMENTS. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Council of Advisors. Such action may be taken at a regular or special Council meeting for which written notice of the purpose of Bylaw amendment shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Institute not inconsistent with law or the Articles of Incorporation. No addition, deletion or other amendment to the Bylaws shall be effective without the approval of a majority vote of the Council of Advisors of the Institute of Neuromodulation.

SECTION II. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated or required, shall be deemed equivalent to the giving of such notice.

SECTION III. DISSOLUTION. Upon dissolution of the Institute, the board of directors shall, after making provision for payment of all liabilities of this Institute, dispose of all the assets of this Institute exclusively for the purpose(s) of this Institute, or to such other organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as it may be amended from time to time, as the board of directors shall determine.