

CERVICAL SPINE RESEARCH SOCIETY



FOUNDED 1973

**BY LAWS  
AND  
ARTICLES OF INCORPORATION**

September 15, 1980  
Amended December, 1983  
Amended December, 1984  
Amended December, 1986  
Amended December, 1987  
Amended December, 1993  
Amended December, 1995  
Amended November, 2007  
Amended December, 2008  
Amended December, 2009  
Amended December, 2014  
Amended December, 2015

CERVICAL SPINE RESEARCH SOCIETY, INC. (The Society)

**BY LAWS**

**ARTICLE I  
OFFICES**

**Section 1. PRINCIPAL OFFICE.** The principal office of the Society in the State of Maryland shall be located in Baltimore City.

**Section 2. ADDITIONAL OFFICES.** The Society may have additional offices at such places as the Board of Directors may from time to time determine or the business of the Society may require.

**ARTICLE II  
MEMBERS**

**Section 1. MEMBERSHIP.** The Members of the Society shall be composed of any person as may be elected to Membership from time to time at meetings by a majority of Members in attendance, upon recommendation by the Membership Committee. Members shall satisfy the following qualifications for membership and shall have the following rights and privileges and such other rights and privileges as may be established from time to time by the Board of Directors. Membership shall consist of those individuals with a demonstrated and continuing interest in the cervical spine. Membership in the Society is personal and is not transferable. No Member shall receive any compensation for his services as such.

**Active Members** shall include individuals from North and South America. Each Active Member has a right to vote and hold office and is required to pay annual dues as fixed from time to time by the Directors. Each active member is also required to 1) demonstrate active participation in the affairs of the society including one or more of the following at least once every four years: submit a scientific paper for presentation at a scientific seminar of the Society, serve on a Society committee, present at a Society instructional course, serve as moderator or presenter at a scientific seminar of the Society; 2) participate in Society research and data collection studies as directed; and 3) attend at least one Annual Meeting of the Society every four years in order to retain status as an Active Member. Failure to comply with these requirements may result in forfeiture of Membership. Active membership is currently limited to 250 individuals from North and South America who have demonstrated continuing interest in the cervical spine.

**Senior Members** shall include individuals from North and South America who have formally retired from the active practice of medicine or research. Senior members' status may also be conferred at the discretion of the Board of Directors on those individuals who request such a change. Each Senior Member has a right to vote but does not have the right to hold office. Senior Members are not required to pay annual dues or to submit papers for presentation, but shall pay expenses for meetings attended on a pro rata basis.

**Corresponding Members** shall include individuals from countries other than the U.S.A. and Canada. Members from Latin America may choose to be either a Corresponding or Active member. Each Corresponding Member has the right to vote but does not have the right to hold office. Corresponding Members are required to pay 50% of annual dues and shall pay expenses for meetings attended on a pro rata basis. Corresponding Members are not required to submit papers for presentation.

**Honorary Member** status may be conferred at the discretion of the Board of Directors. An Honorary Member shall have the same rights and privileges as a Senior Member, but the Honorary Members shall not have the right to vote.

**Requirements for Membership:** The requirements for membership shall include completion of the application form. Those persons in the clinical practice of medicine shall be certified by the board representing their area of specialization. They shall have demonstrated a special interest in the cervical spine and have made a significant contribution in this area as demonstrated by research and/or publications, these factors to be evaluated by the Membership Committee and, if deemed necessary, the Board of Directors. People in the basic sciences shall be required to have an advanced degree in lieu of board certification. All applicants shall have attended at least one meeting and have been an author on a presented paper or poster. Three letters of recommendation from members are required. A personal interview may be requested by the Membership Committee. If an adverse decision is reached by the Membership Committee, a review by the Board of Directors may be requested. The decision of the Board of Directors is final. It should be noted that membership in the Society is considered a privilege and not a right. **Final Approval for Membership:** Final approval for membership on those names submitted by the Membership Committee at the annual business meeting will be by a majority of members in attendance at the annual meeting. **Change in Limitation of Number of Members of Society:** A majority of voting members at the annual meeting may vote an increase in the number of members in the Society, either on a temporary or on a permanent basis.

**Section 2. DISCLOSURE AMENDMENT.** All members shall disclose any personal or financial interest of conflicting fiduciary obligation that may introduce or be perceived to introduce bias. Disclosure information shall be updated annually.

**Section 3. PLACE OF MEETING.** All meetings of members shall be held at the principal office of the Society or at such other place as shall be stated in the notice of the meeting.

**Section 4. ANNUAL MEETING.** The annual meeting is to consist of scientific sessions and of business sessions. An annual meeting of the members for the election of directors, officers and members who shall serve on the Membership and Nominating Committees and the transaction of any business within the powers of the Society shall be held at such date and time as may be fixed by the Board of Directors.

**Section 5. SPECIAL MEETINGS.** The president or a majority of the Board of Directors may call special meetings of the members. Special meetings of members shall also be called by the secretary upon the written request of a majority of the entire membership of record. Such request shall state the purpose or purposes of such meeting and the matters proposed to be acted on thereat. The secretary shall inform such members of the reasonably estimated cost of preparing and mailing such notice of the meeting, and upon payment to the Society of such costs, the secretary shall give notice to all members stating the purpose or purposes of the meetings. No special meeting need be called upon the request of members entitled to cast less than a majority of all votes entitled to be cast at such meeting, to consider any matter which is substantially the same as a matter voted upon at any special meeting of the members held during the preceding twelve months.

**Section 6. NOTICE.** Not less than ten nor more than ninety days before the date of every meeting of the members, the secretary or his designated representative, shall give to each member written or printed notice stating the time and place of the meeting and, in the case of a special meeting or as otherwise may be required by statute, the purpose or purposes for which the meeting is called, either by mail or by presenting it to him personally or by leaving it at his residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at his post office address as it appears on the records of the Society, with postage thereon prepaid, or when sent by electronic mail to an address provided by the member.

**Section 7. SCOPE OF NOTICE.** No business shall be transacted at a special meeting of members except that specifically designated in the notice. Any business of the Society may be transacted at the annual meeting without being specifically designated in the notice, except such business as is required by statute to be stated in such notice.

**Section 8. QUORUM.** At any meeting of members, the presence in person or by proxy of 25% of the members entitled to vote (Active, Senior and Corresponding) thereat shall constitute a quorum. If, however, such quorum shall not be present at any meeting of the members, the members entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until such quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a meeting which has been duly called and convened and at which a quorum is present at the time counted may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 9. QUORUM AND VOTING - SPECIAL PROVISIONS.** If the number of members present at a properly called meeting of the Members of the Society is insufficient to approve a proposed action, another meeting of the members may be called for the same purpose if the notice of the meeting stated that the procedure authorized by Section 5-206 of the Corporations and Associations Article of the Annotated Code of Maryland might be invoked and if by majority vote, the members present in person or by proxy call for the additional meeting. Fifteen days notice of the time, place, and purpose of the additional meeting shall be given by advertisement in a newspaper published in the jurisdiction where the principal office of the Society is located. The notice shall contain the quorum and voting provisions at the additional meeting which shall be as follows: The members present in person or by proxy shall constitute a quorum. A majority of the members present in person or by proxy may approve or authorize the proposed action at the additional meeting and may take any other action, including the removal of members or directors, which could have been taken at the original meeting had a sufficient number of members been present.

**Section 10. VOTING.** Each member shall be entitled to cast one vote on all matters coming before any meeting of the members. Unless otherwise provided by these Bylaws or required by applicable law, the vote of a majority of the members present at any meeting at which a quorum is present shall be sufficient to take or authorize action upon any matter to come before such meeting, including the election of directors and all other matters upon which action of the members is required or permitted by law, the Articles of Incorporation or these Bylaws. In the event that the secretary of the Society shall submit to the members by delivery of notice, in the manner provided for in Section 5 of this Article, any proposal upon which the members are required or permitted by law to act, including a proposal for the election of directors, the members shall have the right to vote on such proposal by mail according to such procedures as the secretary of the Society shall prescribe in such notice.

**Section 11. PROXIES.** At any meeting of the members, every member shall be entitled to vote in person or by proxy. If by proxy, such proxy shall be in writing, shall be dated and executed by the member or his duly authorized attorney-in-fact, but no proxy which is dated more than eleven (11) months before the meeting at which it is offered shall be accepted, unless such proxy shall, on its face, name a longer period for which it is to remain in force.

**Section 12. VOTING BY BALLOT.** Voting on any question or in any election may be viva voce unless the presiding officer shall order or any member shall demand that voting be by ballot. Members may also vote by written ballot by any means permitted by applicable law.

**Section 13. REMOVAL OF MEMBERS.** Members may be removed by any means permitted by applicable law.

### **ARTICLE III DIRECTORS**

**Section 1. GENERAL POWERS.** The business and affairs of the Society shall be managed under the direction of its Board of Directors.

**Section 2. NUMBER, TENURE AND QUALIFICATIONS.** The Board of Directors shall consist of the president, past president, past president once removed, treasurer and secretary. At any regular meeting or at any special meeting called for that purpose, a majority of the entire Board of Directors may increase or decrease the number of directors, provided that the number thereof shall never be less than three and further provided that the tenure of office of a director shall not be affected by any decrease in the number of directors. Each director shall serve until the next annual meeting of members and until his successor is elected and qualifies. An individual must be an active member in order to qualify as a director.

**Section 3. ANNUAL AND REGULAR MEETINGS.** An annual meeting of the Board of Directors for the transaction of business that may be brought before it shall be held immediately before or after and at the same place as the annual meeting of members, no notice other than this By-Law being necessary. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Maryland, for the holding of regular meetings of the Board of Directors without other notice than such resolution.

**Section 4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the president or by a majority of the directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board of Directors called by them.

**Section 5. NOTICE.** Notice of any special meeting to be provided herein shall be given by written notice delivered personally or mailed or by mail, fax or electronic mail to each director at his business or residence address. Personally delivered notices shall be given at least two days prior to the meeting. Notice by regular mail shall be given at least five days prior to the meeting. Notices delivered by hand, fax or electronic means shall be given at least two days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice, unless specifically required by statute or these Bylaws.

**Section 6. QUORUM.** A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

The directors present at a meeting which has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

**Section 7. VOTING.** The action of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 8. VACANCIES.** Any vacancy occurring on the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a majority vote of the remaining directors, although such majority is less than a quorum. However, if that vacancy is one that is assigned to a designated office of the Society, and that office is filled, then the member holding that office assumes the designated place on the Board of Directors. Any vacancy occurring on the Board of Directors by reason of an increase in the number of directors may be filled by a majority vote of the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of members and until his successor is elected and qualifies.

**Section 9. INFORMAL ACTION BY DIRECTORS.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent in writing to such action is signed by all of the directors and such written consent is filed with the minutes of the Board of Directors.

**Section 10. COMPENSATION.** Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board of Directors, a fixed sum as well as expenses of attendance, if any, may be allowed to directors for attendance at each annual, regular or special meeting of the Board of Directors, or of any executive or other committee thereof; but nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving compensation therefore.

**Section 11. REMOVAL OF DIRECTORS.** At any meeting of the members duly called, any one or more of the directors may be removed by the members with or without cause, by a majority vote of the entire membership of record. A successor director may be elected by the members to fill the vacancy thus created. Any director whose removal is being considered by the members shall be given an opportunity to be heard at this meeting. Voting by proxy shall not be allowed for removal proceedings. Any person removed as a director of the Society shall also be deemed to be removed as a member of the Society at the same time.

#### **ARTICLE IV COMMITTEES**

**Section 1. NUMBER, TENURE AND QUALIFICATIONS.** The president may appoint members of an executive committee and other committees as he deems necessary. However, all members of the Board of Directors and the vice-president shall be members of the executive committee. He may delegate to these committees in the interval between meetings of the Board of Directors any of the powers of the Board except that no committee shall have the power to recommend to the members of the Society any action which requires membership approval.

**Section 2. MEETINGS.** In the absence of any member of any such committee, the members thereof present at such meeting, whether or not they constitute a quorum, may appoint a member of the Board of Directors to act in the place of such absent members.

**Section 3. INFORMAL ACTION BY COMMITTEES.** Any action required or permitted to be taken at any meeting of a committee of the Board of Directors may be taken without a meeting, if a written consent to such action is signed by all members of the committee and such written consent is filed with the minutes of proceedings of such committee.

**Section 4. STANDING COMMITTEES.** The president shall have the power to appoint additional standing committees which shall have continuing responsibilities in connection with membership in the Society, nominations, and the scientific programs of the Society. The president shall be an ex officio member of all standing committees.

**Section 5. MEMBERSHIP COMMITTEE.** The president shall appoint a membership committee consisting of three members who shall serve in staggered three-year terms. The president shall be an ex officio member of the committee. The Membership Committee shall consider candidates for membership who have been proposed and seconded by a member and shall make recommendations for membership at the meetings of members.

**Section 6. NOMINATING COMMITTEE.** The CSRS Nominating Committee shall consist of five members, including three who shall be appointed from the membership at large by the Executive Committee and shall serve for a term of one year, and the two immediate Past Presidents. If either of the two immediate Past Presidents is unavailable to serve, the Executive Committee shall select a replacement from among the membership. The Past, Past President, if available to serve, shall be Chair of the Nominating Committee; if unavailable, the Nominating Committee shall select its Chair by majority vote.

The Nominating Committee shall formally solicit nominations from the membership electronically and through the newsletter. The names of nominated candidates shall be submitted to the Secretary 120 days before the annual business meeting and posted for membership review. Further nominations from the CSRS membership may be submitted to the Secretary up to 90 days before the annual business meeting.

The Nominating Committee will convene prior to the annual meeting and prepare a slate of officers to present to the membership at the Annual Meeting.

**Section 7. SCIENTIFIC PROGRAM COMMITTEE.** The Scientific Program Committee shall consist of four members with staggered four (4) year terms appointed by the president and will include at least one orthopaedic surgeon and at least one neurosurgeon. The president shall be ex officio member of the committee. The Scientific Program Committee shall coordinate the submission, presentation, and discussion of medical and scientific papers at the annual scientific seminars sponsored and conducted by the Society and shall perform such other duties in connection therewith as are assigned by the president or the Board of Directors.

**Section 8. EXECUTIVE COMMITTEE.** The executive committee shall consist of the members of the Board of Directors and such committee chairmen or members as the president deems advisable. This committee will deal with the Society's general business and any other matters deemed necessary or advisable by the president and Board of Directors.

## **ARTICLE V OFFICERS**

**Section 1. POWERS AND DUTIES.** The officers of the Society shall be elected annually by a majority of the members at each annual meeting of members, unless as otherwise provided in these Bylaws. An individual must be an active member in order to be elected as an officer. The Nominating Committee will recommend a slate of officers for consideration by the members at the annual meeting. Nominations for officers shall also be taken from the floor, in accordance with procedures adopted by the Board of Directors. If the election of officers shall not be held at such meeting such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor is duly elected and qualifies or until his death, resignation or removal in the manner hereinafter provided. Any two or more offices except president and president-elect may be held by the same person. Election or appointment of an officer or agent shall not of itself create contract rights between the Society and such officer or agent.

**Section 2. REMOVAL.** Any officer or agent elected or appointed by the members may be removed by the Board of Directors whenever in the judgment of a majority of the Board of Directors the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 3. VACANCIES.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term; provided, however, that if the office of president is vacant, the president-elect shall take office as president. The vice-president will become president-elect.

**Section 4. PRESIDENT.** The president shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He shall preside at all meetings of the membership and of the Board of Directors. The president shall be elected by majority vote of the members of the Society. The president may not serve for two consecutive terms. He may sign any deed, mortgage, bond, contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Society or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be described by the Board of Directors from time to time. The president shall be ex officio a member of all committees that may, from time to time, be constituted by him and/or the Board of Directors, but is specifically excluded from membership on the Nominating Committee.

**Section 5. PRESIDENT-ELECT.** The president will take office one year after his assumption of the office of president-elect, or earlier if the office of president is vacant.

**Section 5a. VICE-PRESIDENT.** The vice-president will become the president-elect at the annual meeting one year after his election, or earlier if the office of president-elect is vacant.

**Section 6. SECRETARY.** The secretary shall (a) keep the minutes of the proceedings of the members and Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Society; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such members; (e) serve as the historian of the Society; and (f) in general perform all duties as from time to time may be assigned to him by the president or by the Board of Directors. The secretary may serve for a maximum term of three consecutive years.

**Section 7. TREASURER.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors.

He shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Board of Directors, at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Society.

If required by the Board of Directors, he shall give the Society a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Society, in case of his death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Society. The treasurer may serve for a maximum term of three consecutive years.



**Section 8. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS.** Assistant secretaries and assistant treasurers may be appointed by the Board of Directors from time to time on a temporary basis, and, shall perform such duties as shall be assigned to them by the secretary or treasurer, respectively, or by the president or the Board of Directors. The assistant treasurers shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

**Section 9. RESEARCH COORDINATOR.** A research coordinator shall be appointed by the president on an annual basis, with a maximum term of three consecutive years. The research coordinator shall be responsible for the administration and coordination of the research activities conducted by the Society and shall make such reports and perform such other duties as may be requested or assigned by the president or the Board of Directors. He shall act as Chairman of the Research Committee, one of the standing committees appointed by the president, and shall seek help, guidance, advice and assistance from members of the Research Committee from time to time in the performance of his duties.

**Section 10. ANNUAL REPORT.** The president or other designated executive officer of the Society shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Society, including a balance sheet and a statement of the results of operations for the preceding fiscal year.

**Section 11. TERMS OF OFFICE.** The president-elect will succeed to the presidency of the Society one year after his election and will become president before this in the event that the office of the president is vacant. In such an event, the president-elect will serve out the remaining term of the president he has succeeded as well as his own full term of office. The president will serve a term in office of one year from one annual meeting to another and is not eligible to succeed himself. The secretary will serve a term in office of three years. The term will begin at the annual meeting at which he is elected and will continue for a maximum of three consecutive years. The treasurer will serve a term in office of three years. The term of office starts four months after the date of the annual meeting at which he is elected and extends until four months after the annual meeting of his third year in office.

## **ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

**Section 2. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. DEPOSITS.** All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select. The moneys of the Society shall be deposited in interest bearing accounts or savings certificates at such banks or depositories as may from time to time be designated by the Board of Directors or invested in such bonds, securities or investments as may be authorized by the vote of a majority of the Directors attending any meeting at which a quorum is present and shall be subject to check as designated by the Board of Directors. Such income may be deposited, pending disposition, in such checking accounts as the Board of Directors may authorize from time to time. Disposition of the principal amount of such deposits or investments may be authorized only by the affirmative vote of the majority of all the Directors. No funds of the Society may be distributed except for the purposes, and subject to the restrictions, set forth in the Articles of Incorporation.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of the Society shall begin on the first day of January and shall end on the thirty-first of December each year. The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Society by a duly adopted resolution.

## **ARTICLE VIII INDEMNIFICATION**

**Section 1. DEFINITIONS.** For the purposes of the Article, the following terms shall have the following meanings: (a) “Society” shall mean only this Society, notwithstanding any inconsistent definition in the charter or Bylaws of the Society or the laws of this state; (b) “Proceeding” shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; (c) “Liability” shall include any reasonable expenses and attorney’s fees, judgments, fines, costs, penalties, interest and reasonable amounts paid in a settlement of a claim.

**Section 2. INDEMNIFICATION.** Except as otherwise set forth in this Article, the Society shall indemnify against any liability any person who is or was a party or is threatened to be made a party to any proceeding, except a proceeding by or on behalf of the Society to obtain a judgment or decree in its favor, by reason of his serving or having served the Society, or any other entity at the request of the Society, in any capacity, while a director or officer of the Society, to the maximum extent set forth under applicable Maryland law.

**Section 3. STANDARD OF CONDUCT.** Unless a court orders otherwise, no indemnification under Section 2 of this Article shall be made by the Society unless such indemnification is authorized in the specific case after a determination that the person seeking indemnification in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, and a quorum of disinterested directors so directs, by legal counsel for the Society in a written opinion.

**Section 4. AMOUNT OF INDEMNIFICATION.** If a quorum of disinterested directors exists, the Board of Directors shall, by majority vote of such quorum, determine the amount of the liability to be indemnified in a manner consistent with these Bylaws.

**Section 5. ADVANCE PAYMENT.** Expenses incurred in defending a proceeding may be paid by the Society in advance of the final disposition of such proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Society as authorized in this Article.

**Section 6. INSURANCE.** The Society shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, or is or was serving any other entity at the request of the Society, in any capacity, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provision of this Article.

**Section 7. MISCELLANEOUS PROVISIONS.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **ARTICLE IX WAIVER OF NOTICE**

Whenever any notice is required to be given pursuant to the Articles of Incorporation or Bylaws of the Society or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### **ARTICLE X AMENDMENT OF BY LAWS**

Proposed amendments to these Bylaws are to be forwarded in writing to the secretary at least three months prior to the annual meeting and forwarded by the secretary to the membership at least two months prior to the annual meeting. These proposed amendments shall be read and voted on at the annual meeting. An affirmative vote of two-thirds of the members present in person, or by proxy, at the meeting is necessary for the adoption of any amendment to these Bylaws.

The foregoing are certified as the Bylaws of the Society adopted by a two-thirds affirmative vote of the membership on July 10, 1980 and adopted by the Board of Directors on July 15, 1980.

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Henry H. Sherk, M.D., Secretary

(Corporate Seal)

September 15, 1980  
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## ARTICLES OF INCORPORATION

OF

### **CERVICAL SPINE RESEARCH SOCIETY, INC.**

THIS IS TO CERTIFY THAT:

**FIRST:** The undersigned, Ellen Metzger, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, does hereby form a Society under the non-stock corporation law of the State of Maryland.

**SECOND:** The name of the Society (which is herein after called the "Society") is:

CERVICAL SPINE RESEARCH SOCIETY, INC.

**THIRD:** The purposes for which the Society is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere are as follows:

(a) To operate exclusively for charitable, educational and scientific purposes, and in furtherance of such purposes, to engage in the development and dissemination of knowledge, information, ideas, trends, philosophies and methods concerning the prevention, diagnosis and treatment of diseases, disorders, injuries, abnormalities and other conditions of the cervical spine in children and adults; to sponsor and conduct medical research relating to the cervical spine and to publish the results of such research for public use; and to sponsor and conduct educational and scientific seminars and programs for the presentation and discussion of medical and scientific papers relating to the cervical spine.

(b) To engage in any and all lawful activities which are in furtherance of the purposes of the Society as restricted herein.

**FOURTH:** The post office address of the principal office of the Society in this state is: Department of Orthopaedic Surgery, 606 Harvey Building, The Johns Hopkins Hospital, Baltimore, Maryland 21205. The Resident Agent of the Society is Lee H. Riley, Jr., M.D., whose post office address is: Department of Orthopaedic Surgery, 606 Harvey Building, The Johns Hopkins Hospital, Baltimore, Maryland 21205. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

**FIFTH:** The affairs of the Society shall be managed by a board of three (3) directors, which number may be increased or decreased in accordance with the Bylaws of the Society, but shall never be less than the minimum number of directors required by the applicable Maryland law. The names of the directors who shall act as such until the first annual meeting of the membership and until their successors are duly elected and qualify are:

David L. Filtzer, M.D.  
Edward J. Dunn, M.D.  
Henry H. Sherk, M.D.

SIXTH: The Society is not authorized to issue capital stock.

SEVENTH: The Society shall have no power directly or indirectly to engage in any activity which would invalidate its status as a Society exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 or as a Society contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Society shall have no power to engage in any activity not in furtherance of the purposes set forth in Article THIRD hereof.

EIGHTH: The Society shall not permit any part of its net earnings to inure to the benefit of its members, directors, officers or other private individuals, except that the Society shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article THIRD hereof.

NINTH: Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, distribute all assets of the Society to any Society, foundation, organization or fund organized and operated exclusively for scientific and/or educational purposes, which is qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954.

TENTH: Except as the Bylaws may otherwise provide, the Society shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Society, or any other entity at the request of the Society, in any capacity, while an officer or director of the Society. Except as the Bylaws may otherwise provide, no other indemnification shall be provided for any officer or director of the Corporation or any other entity, and no indemnification shall be provided for any employee or agent of the Corporation or any other entity, unless the Board of Directors shall, in its discretion, subject to the Bylaws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this day of \_\_\_\_\_, 1980.

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Barry D. Berman