

THE AMERICAN BOARD OF NEUROLOGICAL SURGERY

BYLAWS

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THE AMERICAN BOARD OF NEUROLOGICAL SURGERY

BYLAWS

PREAMBLE

NEUROLOGICAL SURGERY constitutes a medical discipline and surgical specialty that provides care for adult and pediatric patients in the treatment of pain or pathological processes that may modify the function or activity of the central nervous system (e.g., brain, hypophysis, and spinal cord), the peripheral nervous system (e.g., cranial, spinal, and peripheral nerves), the autonomic nervous system, the supporting structures of these systems (e.g., meninges, skull and skull base, and vertebral column), and their vascular supply (e.g., intracranial, extracranial, and spinal vasculature).

Treatment encompasses both non-operative management (e.g., prevention, diagnosis—including image interpretation—and treatments such as, but not limited to, neurocritical intensive care and rehabilitation) and operative management with its associated image use and interpretation (e.g. endovascular surgery, functional and restorative surgery, stereotactic radiosurgery, and spinal fusion—including its instrumentation).

The broad aim of the AMERICAN BOARD OF NEUROLOGICAL SURGERY is to encourage the study, improve the practice, elevate the standards, and advance the science of neurological surgery and thereby to serve the cause of public health.

A neurosurgeon who has been certified by the AMERICAN BOARD OF NEUROLOGICAL SURGERY has completed an approved educational training program and an evaluation process, including oral and written or computer examinations, designed to assess the knowledge, skills, and experience necessary to provide quality patient care in neurological surgery. Neurosurgeons who continuously participate and successfully fulfill the requirements of the ABNS Continuous Certification program demonstrate that they are taking steps following their initial certification to preserve and enhance their knowledge and skills. However, board certification is not a measure or guarantee of competence for a particular patient's needs. Patients, therefore, should consider certification as only one factor in selecting a neurological surgeon.

ARTICLE I BOARD MEMBERSHIP

1.1 NUMBER

The Corporation (also referred to herein as the American Board of Neurological Surgery or the "ABNS") shall have fifteen (15) Directors until such time as the number of Directors shall be changed as provided in Article 1.7 or by amendment of these Bylaws.

1.2 ABNS EXAMINERS

All ABNS Directors will be nominated and selected from among the pool of "ABNS Examiners." The nomination and selection process is set forth in Article 1.3. ABNS Examiners are those ABNS Diplomates who have been granted that title because they have devoted significant

volunteer time to one or more of the following ABNS activities: (a) development and submission of questions for the ABNS primary (written) examination; (b) development and submission of questions for the ABNS oral examination; (c) review of case logs submitted by candidates for certification; and/or (d) serving as examiners for the ABNS oral examination. Any neurosurgical professional society or similar organization may nominate ABNS Diplomates to be ABNS Examiners and ABNS Diplomates may also self-nominate. Once accepted by the ABNS Directors to the position of ABNS Examiner, an ABNS Examiner may be removed from that role by the ABNS Directors in situations where the Diplomate has ceased to make meaningful contributions in one or more of the above-enumerated areas, or where concerns have been raised regarding an ABNS Examiner's interactions with Directors, other ABNS Examiners, candidates for certification or ABNS staff, or where other concerns have been raised regarding the ABNS Examiner's professionalism.

1.3 NOMINATIONS

Directors shall be nominated by the following societies (hereinafter called "Nominating Societies") and by the ABNS, in each case in the numbers listed below. All individuals nominated by a Nominating Society or the ABNS (as applicable) must be from the pool of then-current ABNS Examiners. For each vacancy or replacement for which a particular Nominating Society is to offer nominations, the Board shall request the names of five (5) or more individuals and may request that such nominations be ranked as to preference.

American Association of Neurological Surgeons	3
Society of Neurological Surgeons	3
Congress of Neurological Surgeons	3
American Board of Neurological Surgery	3
American Academy of Neurological Surgery	1
Neurosurgical Society of America	1
American Society of Pediatric Neurosurgeons	1

The ABNS Executive Committee will initially evaluate the slate of nominations provided by each Nominating Society for any vacancy or replacement. Nominees will be evaluated with the goal of maintaining a Board of Directors that is diverse (as to demographics, geography, subspecialty, institutional employer type and range of Board competencies) and that gives highest preference to those nominees who have excelled in their role as ABNS Examiners (the "Nomination Criteria"). In the event that less than five (5) nominees for a particular vacancy are deemed acceptable by the Executive Committee, the ABNS Secretary will so advise the applicable Nominating Society and the Nominating Society will provide replacement nominees until a slate of at least five (5) nominees for the vacancy is accepted.

For vacancies to be filled by the ABNS, the Executive Committee will select at least five (5) nominees, utilizing the Nomination Criteria.

Each accepted slate of nominees for a vacancy shall be presented to the full Board of Directors for a vote. The nominee receiving a majority of votes of the Directors present during the vote (provided that a quorum is present) shall be elected to the vacancy. If no nominee receives a majority of votes, the nominee receiving the lowest number of votes will be eliminated, and a second

round of voting will take place. This process will continue until a nominee receives a majority of votes.

In the event that a Nominating Society fails within a one (1) year period to submit names of nominees initially or in substitution for nominees who have not been approved by the Executive Committee, the Board of Directors may designate by majority vote any member of such Nominating Society who is an ABNS Examiner as a nominee for approval by the Board.

1.4 APPROVAL AND TERM

Directors for new terms shall be approved at an annual meeting of the Board of Directors by majority affirmative vote of the Directors present, provided that a quorum is present. Directors shall serve for a term of six (6) years and until their successors are approved. Terms of Directors begin on the next June 1 following the meeting at which they are approved. Terms shall be staggered so that in any year, two (2) or three (3) Directors will have their terms expire and will be replaced by two (2) or three (3) incoming Directors. The Board also shall be staggered, if reasonably feasible, to avoid any one Nominating Society or the ABNS nominating replacements for more than one vacancy in any year.

1.5 NOMINATING SOCIETY MEMBERSHIP/DIRECTOR QUALIFICATIONS

Each nominee for Director shall (a) be a member in good standing of the Nominating Society that he or she represents (as applicable); (b) hold an ABNS Certificate in good standing; (c) be current on all requirements of the ABNS' Continuous Certification program (for those nominees with time-limited Certificates); (d) be duly licensed by law to practice medicine without restriction in one (1) or more states of the United States; and (e) be ABNS Examiners.

1.6 CONSECUTIVE TERMS PROHIBITED

No Director may serve consecutive terms, except that a Director appointed by the Board to fill a vacancy may serve a full term following the completion of the partial term to which he or she was appointed as provided in Article 1.8 below.

1.7 CHANGES TO BOARD COMPOSITION

The Board of Directors shall have authority to change, by the affirmative vote of two-thirds (2/3) of its entire Directors, the size or composition of the Board of Directors, provided that such a change does not reduce the total number of Directors to less than five (5).

1.8 VACANCIES

If a vacancy among the Directors should arise by reason of death, resignation, removal, increase in the number of Directors, or otherwise, such vacancy may be filled by a majority affirmative vote of the remaining Directors for the unexpired term or for any interim term as the Board of Directors may designate. Any interim term shall allow time for nominations of a successor and for the Board of Directors to approve a permanent Director to fill such vacancy.

1.9 PARTICIPATION IN CONTINUOUS CERTIFICATION

Every Director of the Board holding a non-time-limited Certificate is required during their term to participate in the Continuous Certification program.

ARTICLE II BOARD OPERATIONS

2.1 AUTHORITY

The Board of Directors shall be vested with the authority to manage and control the property, business, and affairs of the Corporation, including but not limited to the authority to establish subsidiaries and enter into joint ventures in furtherance of the Corporation's purposes.

2.2 MEETINGS OF THE DIRECTORS

The Board of Directors shall meet annually at such place, inside or outside of the State of Delaware, and at such time as may be designated by the Board of Directors for the purpose of electing Directors and Officers of the Corporation and for the transaction of such other business as shall come before the meeting.

2.2.1 Regular meetings of the Board of Directors shall be held from time to time at such place, inside or outside of the State of Delaware, as may be fixed from time to time by resolution adopted by a majority of the Board of Directors. In addition to its annual meeting, as provided in Article 2.2 above, the Board of Directors shall also meet each fall. Both the annual and the fall meeting shall be held in conjunction with biannual oral examinations and typically shall be scheduled three (3) years in advance.

2.2.2 Special meetings of the Board of Directors may be called by the Chair or by a majority of Directors then in office. Special meetings shall be held at such time and place, inside or outside the State of Delaware, as may be designated in the notice of such meeting.

2.2.3 Notice of a special meeting of the Board of Directors shall be given by the Secretary to each Director at his or her address as shown on the books of the Corporation by mail, telephone, telegraph, facsimile transmission, electronic mail, or in person not less than twenty (20) days prior to such meeting.

2.2.4 Notice of any meeting of the Board of Directors may be waived either before, at, or after such meeting by a writing signed by all Directors, or in the case of a conference call by unanimous consent of all Directors recorded by the Secretary. Each Director, by his or her attendance and participation in the action taken at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting.

2.2.5 At any meeting of the Board of Directors a quorum must be present to conduct business. Eight (8) Directors shall constitute a quorum of the Board of Directors, except that, when a vacancy or vacancies exist, a majority of the remaining Directors shall constitute a quorum. The Executive Director and Chief Administrative Officer shall be invited to attend all meetings of the Board of Directors but shall not be entitled to vote on any matter. Other individuals with an interest in the proceedings of the ABNS may be invited to attend meetings of the Board of Directors from time to time.

2.2.6 Any action that might be taken at a meeting of the Board of Directors may be taken without a meeting if done:

- (a) in writing and signed by all Directors or via e-mail; or
- (b) by conference call or other means that permits all participating Directors to hear one another, provided that the proceedings are recorded by the Secretary, a quorum of the Directors participate, proper notice has been given, and a majority of participating Directors consent to any decision made during each conference call.

2.2.7 All Directors shall receive reimbursement for their expenses, if any, for attendance at meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation, or any subsidiaries or affiliates, in any other capacity and receiving proper compensation, provided that all Directors comply with any conflict of interest policies that may be promulgated and adopted by the Corporation from time to time.

2.3 EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

There shall be an Executive Committee of the Board of Directors. The Chair, Vice Chair(s), Secretary and Treasurer of the Board shall be members of such Committee. During the period between meetings of the Board, the Executive Committee shall be vested with all powers and authority that the Board may exercise, except with respect to such matters that require action by the entire Board, or a majority or supermajority of the entire Board, pursuant to Delaware law or these Bylaws. In addition, the Executive Committee shall have the role set forth in Article 1.3 with respect to the selection of nominees for Director positions, and shall have the role set forth in Article 4.5 with respect to the nomination of new officers. The Executive Committee shall advise all Directors of substantive actions taken during intervals between meetings of the full Board. The Executive Director and Chief Administrative Officer shall attend all meetings of the Executive Committee (except where the Chair and the Secretary mutually determine that the Executive Director's or Chief Administrative Officer's non-attendance is warranted, such as where the purpose of the meeting is to discuss the Executive Director's or Chief Administrative Officer's performance, possible renewal or termination/replacement), but shall not be entitled to vote on any matter.

2.4 INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS

The Board of Directors may exercise the full extent of the powers that the Corporation has under Delaware law, as such law exists from time to time, to indemnify Directors, Officers, employees, and agents (and persons who previously served in any such capacity) for expenses incurred by reason of the fact that they are or were Directors, Officers, employees, or agents of the Corporation. Such expenses shall include attorney's fees, judgments, fines, amounts paid in settlement, and amounts otherwise reasonably incurred. The Board of Directors may make advances against such expenses upon terms decided by it. The Board of Directors may exercise the full extent of the powers that the Corporation has under Delaware law, as such law exists from time to time, to purchase and maintain insurance against the risks above described on behalf of its Directors, Officers, employees, and agents.

2.5 DIRECTOR REMOVAL

An individual automatically shall be removed from his or her position as Director upon the occurrence of any of the following:

- (a) Revocation or suspension of the Director's Certificate for any reason, including but not limited to those set forth in Rule 13.1 of the Board's Rules and Regulations;
- (b) Director's failure to remain at all times a member in good standing of the Nominating Society that he or she represents (where applicable);
- (c) Director's failure to be duly licensed by law to practice medicine without restriction in one (1) or more states of the United States; or
- (d) Director's failure to continue to meet any other eligibility requirement for Directors set forth in these Bylaws or in the Rules and Regulations.

In addition, upon a two-thirds (2/3) affirmative vote of the entire Board of Directors, the Board may remove or suspend a Director from participation in Board activities, including but not limited to the examination process, if the Director fails to participate in three (3) or more consecutive meetings of the Board, or for other good cause.

2.6 PROCESS FOR DISCRETIONARY DIRECTOR REMOVAL

When presented with probable cause to believe that a Director has engaged in an activity that might lead to removal, the Board may investigate and gather facts concerning the possible existence of grounds for removal of that Director. If it finds reason to believe that a Director should be removed, the Board may at its discretion institute proceedings for removal of the Director by mailing written notification to him or her that a hearing will be held to determine whether he or she should be removed. Such notice shall specify the grounds upon which the proceeding is being instituted and the date upon which the hearing shall be held. Such notice shall be mailed to the Director not less than thirty (30) days prior to the date of the hearing. If the Director to whom the notice is addressed wishes to be present personally and/or represented by counsel at the hearing, he or she shall notify the Board in writing not less than ten (10) days prior to the date of the hearing. If, within the time specified, the Board receives notice that the Director desires to be present, said Director may be present at the hearing personally and/or represented by counsel and may cross-examine any witness(es) appearing against him or her. If, within the time specified, the Board fails to receive notice that the Director desires to be present, the Board may hold the proceeding at the scheduled time and reach a decision, even though said Director is not present and/or represented by counsel. The Board shall not be bound by technical rules of evidence usually employed in legal proceedings but may accept any evidence it deems appropriate. After the hearing, the Board shall render its decision in writing as to whether the Director should be removed. A copy of the decision shall be mailed to said Director. The Board's decision following a hearing shall be final. The provisions of this Article 2.6 shall apply only to proposed actions against a Director that are discretionary under Article 2.5 of these Bylaws. A Director shall not be entitled to a hearing in those instances where removal is automatic pursuant to Article 2.5.

ARTICLE III OFFICERS

3.1 OFFICERS

The Officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and an Executive Director. Another Vice Chair may be elected by the Board of Directors at its discretion from time to time.

3.2 ELECTIONS

At each annual meeting of the Board of Directors by majority affirmative vote of the Directors present (provided that a quorum is present), the Directors shall elect Officers from within their number (other than the Executive Director, who shall not be a member of the Board of Directors and shall be appointed as set forth in Article 3.7). The Chair and the Vice Chair shall be elected to hold office until the next annual meeting of the Directors. When deemed advisable, another Vice Chair may also be elected to hold office until the next annual meeting of the Directors. The Secretary or the Treasurer shall be elected to a two (2) or three (3) year term of office, before the term of the existing Secretary or Treasurer has expired. This election shall occur at a regular or special meeting of the Directors prior to the annual meeting at which the term of the newly elected Secretary or Treasurer shall commence. Such election shall permit the newly elected Secretary or Treasurer a period of some months in which to become familiar with the requirements of the office before assuming office at the annual meeting. The terms of office of the Secretary and the Treasurer shall not coincide.

3.3 DUTIES OF CHAIR

The Chair shall preside at all meetings of the Directors and of the Board of Directors. He or she shall be the Chief Executive Officer of the Corporation. The Chair shall appoint members of all Committees, unless otherwise stated in the Bylaws or in the resolution creating a particular Committee, and the Chair shall be an ex-officio member of all Committees other than the Executive Committee of which he or she shall be the Chair. The Chair shall have the power to sign checks drawn on the accounts of the Corporation in the absence or disability of the Secretary, the Treasurer and the Executive Director. He or she shall have such other duties as may be prescribed by the Board of Directors from time to time.

3.4 DUTIES OF VICE CHAIR(S)

The Vice Chair(s) shall perform the duties and have the powers of the Chair during the absence or disability of the Chair. The Vice Chair(s) shall have such other duties as may be prescribed by the Board of Directors from time to time.

3.5 DUTIES OF SECRETARY

The Secretary works with the Executive Director and Chair in developing strategies for the ABNS and executing, with the Executive Director, the business and administrative decisions made by the Directors with respect to the principal functions of the ABNS. The Secretary also works with the Directors to move forward the mission of the ABNS. This includes but is not limited to defining neurological surgery challenges, proposing solutions, organizing meetings, conference calls and conference agenda. The ABNS Secretary records meeting notes and ABNS records, takes all

Director votes, ensures all stakeholders positions are heard and records them, and works directly with Executive Director and Chief Administrative Officer in ensuring the smooth, professional day-to-day functioning of the ABNS. The Secretary shall have such other duties as may be prescribed by the Board of Directors from time to time.

3.6 DUTIES OF TREASURER

The Treasurer shall keep records of the financial affairs of the Corporation, have power to sign checks on the accounts of the Corporation, and periodically furnish to each Director of the Board of Directors statements of the financial affairs of the Corporation. The Treasurer shall serve as Chair of the Administration and Finance Committee.

3.7 APPOINTMENT AND DUTIES OF EXECUTIVE DIRECTOR

3.7.1 One (1) individual shall be appointed from time to time by the Board of Directors to serve as the Executive Director of the Corporation. The Executive Director shall serve until his or her removal by the Board of Directors, or until his or her earlier resignation, retirement, death or disability. The Executive Director shall serve at the pleasure of the Board of Directors and may be removed by the Board of Directors at any time. The Executive Director shall be an Officer of the Corporation but shall not be a Director. The Executive Director may attend meetings of the Board of Directors at the invitation of the Board of Directors, but shall not be entitled to a vote on any item of business at any meeting of the Board of Directors.

3.7.2 The Executive Director (along with the Chief Administrative Officer), and upon consultation with the Secretary, the Chair and/or the entire Executive Committee as necessary or appropriate, shall have primary responsibility for the day-to-day operation of the Corporation, including supervision of other Corporation employees, and shall have such other responsibilities and authority as the Board of Directors may prescribe from time to time. The Executive Director shall have the authority to enter into contracts and sign checks on the accounts of the Corporation. The Executive Director shall be an employee or contractor of the Corporation and shall receive compensation in such amounts as may be established by the Board of Directors from time to time. The Board of Directors also may authorize reimbursement of any reasonable expenses incurred by the Executive Director in the performance of his or her duties.

3.7.3 The Executive Director shall have the authority to retain and dismiss other Corporation employees/independent contractors, to set their compensation, and to delegate certain functions to such employees/independent contractors (such as authorizing the Corporation's Chief Administrative Officer to enter into contracts and sign checks on the accounts of the Corporation), in each case subject to the direction and oversight of the Board of Directors.

ARTICLE IV COMMITTEES

4.1 COMMITTEE(S) ON THE WRITTEN EXAMINATION

There shall be one or more committees charged with preparing the Primary Examination, the Continuous Certification Adaptive Learning Tool(s), and other similar examinations and/or learning aids in written, computer or other formats. Such Committee(s) shall consist of such number of Directors as the Board of Directors shall determine. Such (s) shall be vested with such powers and

authority to create and administer such examinations as may be delegated to it by the Board of Directors from time to time.

4.1.1 With the approval of the Board of Directors, the Written Examination Committee(s) may from time to time appoint or retain non-Directors of the Corporation to assist with the preparation and/or administration of examinations.

4.2 COMMITTEE ON THE ORAL EXAMINATION

There shall be a committee on the Oral Examination consisting of such number of Directors as the Board of Directors may determine from time to time. Such Committee shall be vested with such power and authority to create and administer the oral examinations as may be delegated to it by the Board of Directors from time to time.

4.2.1 With the approval of the Board of Directors, the Oral Examination Committee may from time to time appoint or retain non-Directors of the Corporation to act as examiners and to assist with the preparation, administration and/or psychometrics of examinations. Certain non-Directors with an ongoing, significant role in the preparation, administration and/or psychometrics of the oral examinations may be designated by the Board of Directors as "ABNS Examiners."

4.3 COMMITTEE ON CREDENTIALS

There shall be a Committee on Credentials consisting of such number of Directors as the Board of Directors may determine from time to time. With the assistance of the Secretary and in accordance with the Rules and Regulations of the Board of Directors, such Committee shall have the authority to conduct an initial review and make recommendations to the full Board regarding but not limited to:

- (a) Applicants' eligibility to take the oral examinations, as well as requests for extensions of time or exemptions from requirements for initial certification;
- (b) Diplomates' eligibility to participate on an ongoing basis in the Board's CC program, as well as requests for extensions of time or exemptions from requirements for CC as recommended by the Continuous Certification Committee;
- (c) Possible disciplinary actions against Diplomates of the Board; and
- (d) Requests concerning training requirements.

For applicants seeking, or for Diplomates who have received, both a Certificate from the ABNS and an additional credential in pediatric neurological surgery, with such additional credential issued by (and containing the names and logos of) both the ABNS and the American Board of Pediatric Neurological Surgery (the "ABPNS"), the activities set forth in this Section 4.3 shall be performed by a Joint Credentials Committee of the ABNS and the ABPNS, which for purposes of the ABNS Bylaws and Rules shall be deemed to be comprised of (i) all of the Directors of the ABPNS; and (ii) the ABNS Director who was nominated for his or her seat on the ABNS Board by the American Society of Pediatric Neurosurgeons.

4.4 ADVISORY COUNCIL

This Council shall be made up of the immediate past Directors of the Board and the current Officers of the Board. Its members shall advise the current Directors on Board affairs and may also perform any other functions that the Board or its Executive Committee may reasonably request. The Advisory Council may meet from time to time at the time and place designated by the Chair of the Board. Its members may also attend Board meetings in a non-voting capacity at the invitation of the Chair; they shall receive reimbursement for their reasonable expenses in connection with their attendance at such meetings.

4.4.1 The term on the Advisory Council for past Directors shall be six (6) years.

4.5 RECOMMENDATIONS FOR NEW OFFICERS

The Executive Committee shall make recommendations to the Board of Directors regarding potential new officers to fill upcoming or existing vacancies. If the Board of Directors does not approve a recommended slate of officers, the Executive Committee shall propose an alternative slate until such time as a recommended slate is approved.

4.6 BYLAWS COMMITTEE

There shall be a Bylaws Committee consisting of such number of Directors as the Board of Directors may determine from time to time. Such Committee shall review the Bylaws and Rules and Regulations of the Corporation from time to time for the purpose of proposing additions, deletions, and changes to be presented to Directors as prescribed in Articles V and VIII.

4.7 ADMINISTRATION AND FINANCE COMMITTEE

There shall be an Administration and Finance Committee consisting of such number of Directors as the Board of Directors may determine from time to time. Such Committee shall review reports of the income and expenses of the Corporation as received from the Treasurer and, at regular meetings of the Board of Directors, it shall present and make recommendations regarding acceptance of such reports. The Committee shall advise the Board of Directors regarding all financial matters, including fees for examinations and assessments and/or dues of Diplomates. The Treasurer shall serve as Chair of the Administration and Finance Committee.

4.8 COMMITTEE ON CONTINUOUS CERTIFICATION

There shall be a committee on Continuous Certification composed of such number of Directors as the Board of Directors may determine from time to time. Such Committee shall be vested with the power and authority to develop, and recommend to the Board of Directors for adoption, such additions or modifications to the CC program of the Board as the Committee deems necessary or appropriate from time to time. It may make recommendations to the Committee on Credentials regarding Diplomates' eligibility to participate on an ongoing basis in the ABNS CC program (and/or, the ABNS/ABPNS CC program, as applicable), as well as make recommendations on requests for extensions of time or exemptions from requirements of CC.

4.9 PROFESSIONAL PRACTICE DATA COMMITTEE

There shall be a Professional Practice Data and Technology Committee composed of such number of Directors as the Board of Directors may determine from time to time. Such Committee shall be vested with the responsibility for reviewing candidate practice data submitted in conjunction with application for initial certification, as well as case data, if any, submitted in conjunction with the Board's CC program.

4.10 EDUCATIONAL REQUIREMENTS AND SUB-SPECIALIZATION COMMITTEE

There shall be an Educational Requirements and Sub-Specialization Committee composed of such number of Directors as the Board of Directors may determine from time to time. Such Committee shall consider matters relating to the educational and training requirements for candidates for Certification (and possible modification of same), as well as possible mechanisms by which the Board may formally recognize sub-specialists (and possible requirements relating to any such formal recognition). The Committee shall from time to time, upon the Board's request or upon its own initiative, make reports and recommendations to the Board regarding educational requirements and sub-specialty recognition.

4.11 QUALITY AND INFORMATION TECHNOLOGY COMMITTEE

There shall be a Quality and Information Technology Committee composed of such number of Directors as the Board of Directors may determine from time to time. Such committee shall be responsible for oversight and revision of existing IT platforms such as the ABNS' Practice and Outcomes of Surgical Therapies ("POST") system and data submissions relevant to the ABNS Oral Examination. The Committee also shall consider technology issues relating to the submission, review and storage of practice data and administrative data, as well as other technology issues that arise from time to time in connection with ABNS activities. The Committee will make recommendations to the Board of Directors from time to time regarding new technologies to help the ABNS advance its mission. The Committee shall also make recommendations regarding the use of ABNS POST data, including in cases where third parties have requested the use of such data for research or other purposes.

4.12 ADDITIONAL COMMITTEES

By resolution, the Board of Directors may create such additional Committees as may be deemed expedient from time to time.

4.13 COMMITTEE COMPOSITION

Except as expressly set forth elsewhere herein, the then-current officers of the ABNS shall appoint the Chair of each committee and the members of each committee for the upcoming year. In light of the work load of each committee, some or all committees (other than the Executive Committee) may be comprised of all current Directors.

ARTICLE V RULES AND REGULATIONS

The Board of Directors shall have the authority to adopt such Rules and Regulations as it deems necessary and appropriate, provided that such Rules and Regulations shall be consistent with these Bylaws, the Certificate of Incorporation of the Corporation, and Delaware law.

ARTICLE VI ISSUANCE AND REVOCATION OF CERTIFICATES

6.1 ISSUANCE OF INITIAL CERTIFICATES

The Board shall issue initial Certificates to individuals who:

- (a) Meet all of the Board's credentialing and other requirements for board certification, or have received exemptions from certain of those requirements: and
- (b) Successfully pass (i) the neuroanatomy examination, which must be passed by each resident prior to the resident first taking the ABNS Primary Examination for credit (this requirement applies to all residents taking the Primary Examination for credit for the first time on or after July 1, 2025); (ii) the ABNS Primary Examination (commencing in July 1, 2023, this examination must be passed in residency and prior to the commencement of the chief resident year) and; (iii) the ABNS Oral Examination.

6.1.1 Commencing on July 1, 2017, in addition to their initial Certificate from the ABNS in general neurological surgery, individuals may concurrently apply to receive a separate initial credential in pediatric neurological surgery issued jointly by the ABNS and the ABPNS in addition to their ABNS Certificate. In order to receive the additional credential in pediatric neurological surgery, the individual must, *in addition to meeting the requirements in Section 6.1*: (i) successfully complete a post-residency pediatric neurological surgery fellowship of at least twelve (12) months duration accredited by the Accreditation Council for Pediatric Neurosurgical Fellowships (the "ACPNF"); (ii) successfully pass a primary pediatric neurological surgery written examination following completion of their fellowship and prior to submitting their practice data for approval in connection with their application for the ABNS Oral Examination; (iii) demonstrate through their case submission that a significant portion of their practice is devoted to pediatric patients; (iv) have their credentials approved by the Joint Credentials Committee of the ABNS and the ABPNS, prior to taking and passing the ABNS Oral Examination; and (v) select pediatrics for the subspecialty portion of the ABNS Oral Examination. The ABNS and ABPNS may for time to time in its discretion impose other requirements to obtain or maintain the ABNS/ABPNS credential in pediatric neurosurgery.

6.1.2 The ABNS may from time to time recognize a Diplomate's focused practice in other areas in addition to pediatric neurosurgery, including but not limited to neurocritical care and endovascular surgery. Individuals interested in such recognition of focused practice may concurrently apply to receive a separate initial credential in their area of focused practice in addition to their ABNS Certificate. In order to receive the additional credential, the individual must, *in addition to meeting the requirements in Section 6.1*: (i) successfully complete a fellowship, the length, timing (e.g. partially or fully enfolded with residency, or all post-residency) and accreditation requirements of which may vary by area of focused practice, or demonstrate practice experience that reflects an equivalent level of training; (ii) successfully pass a primary written examination in their area of focused practice, the timing for taking and passing such examination may vary by area of focused practice; (iii) demonstrate through their case submission that a significant portion of their practice is devoted to their applicable area of focused practice; and (iv) select their applicable area of focused practice for the subspecialty portion of the ABNS Oral Examination. The ABNS may for time to time

in its discretion impose other requirements to obtain or maintain the ABNS credential in any ABNS recognized area of focused practice.

6.2 ISSUANCE OF RENEWAL CERTIFICATES

The Board shall issue new time-limited Certificates as defined in the Board's Rules and Regulations to those Diplomates who:

- (a) Both (i) hold time-limited Certificates that are about to expire or have expired, and (ii) have successfully completed all elements of the Board's CC program for the relevant time period or have received exemptions for certain of those requirements; or
- (b) Hold non-time-limited Certificates, but who (i) have been involved in disciplinary proceedings before the Board and in conjunction with such proceedings have been required by the Board to, or have agreed to, enter into the Board's CC program and exchange their non-time-limited Certificates for time-limited Certificates; and (ii) have successfully completed all elements of the Board's CC program for the relevant time period or have received exemptions for certain of those requirements.

6.2.1 Diplomates with both a time-limited Certificate in general neurosurgery issued by the ABNS and a time-limited credential in pediatric neurological surgery issued jointly by the ABNS and the ABPNS, must successfully complete (i) all elements of the ABNS CC program in order to receive a new time-limited ABNS Certificate upon the expiration of their then-current ABNS Certificate; and (ii) all elements of the joint ABNS/ABPNS CC program in order to receive a new jointly issued time-limited ABNS/ABPNS credential upon the expiration of their then-current ABNS/ABPNS Certificate. The requirements of the ABNS CC program and the ABNS/ABPNS CC program shall be largely identical and overlapping (so as to avoid duplication), except that (a) those who seek to successfully complete the ABNS/ABPNS CC program will need to complete the annual Adaptive Learning Tool module focused on pediatric neurological surgery; and (b) those who seek to successfully complete the ABNS/ABPNS CC program in any ten year cycle must, in addition to completing all CC elements that apply to ABNS Diplomates, submit a case log to the ABPNS periodically (which must be approved by the ABPNS) to demonstrate that their practice remains geared to pediatrics.

6.2.2 Diplomates with both a time-limited Certificate in general neurosurgery issued by the ABNS and a time-limited credential in a non-pediatric area of ABNS recognized focused practice (e.g., neurocritical care or endovascular surgery) must successfully complete (i) all elements of the ABNS CC program in order to receive a new time-limited ABNS Certificate upon the expiration of their then-current ABNS Certificate; and (ii) any additional requirements imposed by the ABNS from time to time (which may include without limitation the submission of case logs to confirm the ongoing focus of their practice). Those who seek to retain or renew their credential in a recognized area of focused practice will have their CC Adaptive Learning Tool, if reasonably feasible, geared to their area of focused practice.

6.3 REVOCATION OF CERTIFICATES

The Board of Directors shall have the authority to revoke or suspend any Certificate or credential issued by the Corporation (including credentials issued jointly by the ABNS and the ABPNS), or impose lesser sanctions, if:

- (a) Such Certificate and/or credential was issued contrary to or in violation of any Rule or Regulation of the Board; or
- (b) The person to whom the Certificate and/or credential was issued was not eligible to receive or has since become ineligible to hold such Certificate; or
- (c) The person to whom the Certificate and/or credential was issued made any misstatement of fact to the Board in his or her application or in other material presented to the Board or violated any pledge made in conjunction with any application; or
- (d) The person to whom the Certificate and/or credential was issued is convicted of, or pleads guilty or nolo contendere to any felony or any crime related to the provision of health care services, or is excluded from participation in any federal or State health care program; or
- (e) Any license to practice medicine of the person to whom the Certificate and/or credential was issued is revoked, suspended, placed on probation, restricted in any way, or voluntarily relinquished in order to avoid potential sanctions; or
- (f) The person to whom the Certificate and/or credential was issued is expelled from any of the Nominating Societies, a county medical society, or a state medical association for any reason other than nonpayment of dues or lack of meeting attendance; or
- (g) The person to whom the Certificate was issued has engaged in professional misconduct, a pattern of negligence or other serious misconduct adversely reflecting on professional competence or integrity (which, for avoidance of doubt, may include without limitation performing unnecessary or contraindicated procedures or engaging in intentional or grossly negligent miscoding); or
- (h) The person to whom the Certificate was issued has violated any Rule, Regulation or Code of Ethics provision of the Board or has violated the terms of any written agreement with the Board, including but not limited to any agreement relating to the person's status as "Retired" or "Inactive."
- (i) The person to whom the Certificate was issued has provided a negative reference or complaint to the ABNS regarding a candidate or another Diplomate that is not submitted in good faith (e.g., motivated by economic considerations such as the desire to harm a competitor) and/or is intentionally factually inaccurate or misleading.

ARTICLE VII CANDIDATE AND DIPLOMATE FILES

The contents of current and former candidate and Diplomate files are confidential and are not disclosed to anyone other than the current Board of Directors, employees, and counsel, except as required by law or court order.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended by the unanimous written consent of all of the Directors or by the affirmative vote of two-thirds (2/3) of the entire Board of Directors at any annual, regular, or special meeting, provided that written notice of the proposed amendment shall have been given to all Directors at least twenty (20) days prior thereto.

These Bylaws were updated in May 2022 to include all additions, deletions, and changes approved by the Directors of the American Board of Neurological Surgery since the Bylaws had last been approved in November 2021.