

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. cranial surgery, endovascular surgery, functional and restorative surgery, stereotactic radiosurgery, spinal fusion and other spinal surgery -- including its instrumentation -- and other evolving techniques).

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 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 examinations, designed to assess the knowledge, skills, and experience necessary to provide quality care for patients with neurological disorders. Neurosurgeons who continuously participate and successfully fulfill the requirements of the ABNS Continuing 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 GENERAL

1.1 CORPORATION TYPE

The Corporation (also referred to herein as the American Board of Neurological Surgery or the "ABNS") is a nonmember corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

1.2 REGISTERED OFFICE

The registered office of the Corporation shall be located in Wilmington Delaware and the initial registered agent in charge thereof shall be United States Corporation Company.

1.3 ADDITIONAL OFFICES

The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or as may be necessary or useful in connection with the business of the Corporation.

1.4 NON-STOCK, NON-MEMBERSHIP CORPORATION; TREATMENT OF DIRECTORS AS MEMBERS

The Corporation shall have no authority to issue shares of capital stock. The Corporation shall have no members. Notwithstanding that the Corporation is a non-membership corporation, solely for purposes of complying with any applicable requirements of the Delaware General Corporation Law, and in particular with Section 102(a)(4) thereof (or any successor provision thereto) regarding any requirement for a Delaware non-stock corporation to have members, to the extent that it is mandatory that there be "members" of the Corporation (and conditions for any such membership), then as the condition of membership in the Corporation, each of the persons then serving on the Board of Directors of the Corporation shall be deemed for such purpose(s) to be a "member" of the Corporation for so long as such person serves as a Director of the Corporation; and, provided further, that to the extent it is mandatory under the Delaware General Corporation Law that any such members hold any meeting(s), or take action on any matter(s) whatsoever, then a meeting of the Board of Directors, and/or the action of the Board of Directors thereon, shall be deemed for such purpose of complying with any such Delaware General Corporation Law requirements to also be a meeting and/or action of the members of the Corporation, with no further action whatsoever of the Corporation, its Board of Directors and/or any members required to effectuate compliance with the same.

ARTICLE II BOARD MEMBERSHIP

2.1 NUMBER

The ABNS have fifteen (15) Directors until such time as the number of Directors shall be changed as provided in Section 2.7 or by amendment of these Bylaws.

2.2 ABNS EXAMINERS

All ABNS Directors will be preferentially nominated and selected from the pool of "ABNS Examiners." The nomination and selection process is set forth in Section 2.3. 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) examinations and/or evaluation tools; (b) development and submission of questions for the ABNS oral examination; (c) review of case logs submitted by candidates for certification; (d) serving as examiners for the ABNS oral examination; and/or (e) contributing to the specialty through other neurosurgical organizations. 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.

2.3 DIRECTOR 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 to submit a sufficient number of names of acceptable 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.

2.4 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 an initial term of three (3) years and then will automatically be renewed for one additional, consecutive three (3) year term and until their successors are approved, or until their earlier death disability, resignation, or removal. 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 second terms expire and will be replaced by two (2) or three (3) incoming Directors, respectively. The Board also shall be staggered, if reasonably feasible, to avoid any one Nominating Society nominating replacements for more than one vacancy in any year.

2.5 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' Continuing 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) preferentially be ABNS Examiners.

2.6 TERMS LIMITS

No Director may serve more than two (2) three-year terms, which must be consecutive, except that (a) a Director appointed by the Board to fill a vacancy may serve two (2) full three-year terms following the completion of the partial term to which he or she was appointed as provided in Section 2.8 below; and (b) a Director who has completed two (2) full three-year terms on the Board may fill a vacancy due to the early departure of another Director (due to death, disability, resignation or removal) and thereby serve an additional partial term (plus an additional automatic renewal term, if applicable).

2.7 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).

2.8 VACANCIES

If a vacancy among the Directors should arise by reason of death, disability, 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 (plus any automatic renewal term, if applicable) or for any interim term as the Board of Directors may designate (which interim term, at the Directors' discretion, may be the full balance of the unexpired term plus an automatic renewal term, if applicable). Any interim term (if less than the full balance of the unexpired term plus an automatic renewal term, if applicable) shall allow time for nominations of a successor and for the Board of Directors to approve a permanent Director to fill such vacancy.

2.9 PARTICIPATION IN CONTINUING CERTIFICATION/ASSESSMENTS

Every Director of the Board, whether holding a non-time-limited or time-limited Certificate is required during their term to participate in the Continuing Certification program and pay annual ABNS assessments/dues.

ARTICLE III BOARD OPERATIONS

3.1 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 and other transactions and affiliations in furtherance of the Corporation's purposes.

3.2 MEETINGS OF THE DIRECTORS

The Board of Directors shall hold an annual meeting 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.

3.2.1 Additional 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. Regular meetings shall be scheduled in advance and may coincide with the ABNS' oral examination schedule.

3.2.2 Special meetings of the Board of Directors may be called by the ABNS Executive Director, any Officer who is also a Director, 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.

3.2.3 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-four (24) hours prior to such meeting.

3.2.4 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.

3.2.5 At any meeting of the Board of Directors a quorum must be present to conduct business. A majority of Directors then in office (i.e., 50% plus one) shall constitute a quorum of the Board of Directors. The Executive Director and Chief Operating Officer (or similar management official, if any), 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.

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

- (a) by unanimous consent in writing and signed by all Directors or by electronic transmission (including, but not limited to, 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.

3.2.7 All Directors shall receive reimbursement for their expenses, if any, for attendance at meetings of the Board of Directors, subject to the ABNS Policies regarding travel, expense reimbursement, and other related matters. 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.

3.3 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, suspension or expiration (without renewal) 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 be duly licensed by law to practice medicine without restriction in one (1) or more states of the United States; or
- (c) 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 a Director from participation in Board activities, subject to the process set forth in Section 3.4, 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.

3.4 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. Upon a majority vote of the other Directors then in office, the Director at issue may be suspended from his or her activities as Director while such investigation is being conducted. If, following such investigation, a majority vote of the other Directors then in office finds reason to believe that a Director should be removed, the Board shall 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 Section 3.4 shall apply only to proposed actions against a Director that are discretionary under Section 3.3 of these Bylaws. A Director shall not be entitled to a hearing in those instances where removal is automatic pursuant to Section 3.3.

ARTICLE IV OFFICERS

4.1 OFFICERS

The Officers of the Corporation shall consist of a Chair, one or two Vice Chairs (with such number at the discretion of the Board), a Secretary, a Treasurer, and an Executive Director, and may include other administrative officers as the Board may approve from time to time (including without limitation a Chief Operating Officer or similar management official).

4.2 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 Section 4.7, and other than other administrative officers such as a Chief Operating Officer or similar management official). The Chair and the Vice Chair(s) shall be elected to hold office for one (1) year. The Secretary shall be elected to a two (2) or three (3) year term of office. The Treasurer shall be elected to a one (1), two (2) or three (3) year term of office. Each Officer shall be elected at the annual meeting that precedes the expiration of the term of the Officer then holding that Officer position. Terms of Officers begin on the next June 1 following the meeting at which they are elected.

4.3 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, with vote, of all Committees. 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, the Executive Director and any Chief Operating Officer or similar management official. He or she shall have such other duties as may be prescribed by the Board of Directors from time to time.

4.4 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.

4.5 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 Secretary (a) is responsible for ensuring that minutes of each meeting of the Board are taken and distributed to all Directors; (b) takes all Director votes; (c) ensures all stakeholders' positions are heard and reflected in meeting minutes; and (d) works directly with Executive Director and any Chief Operating Officer (or similar management official) in ensuring the smooth, professional day-to-day functioning of the ABNS. The Secretary also serves as an ex-officio member, with vote, of all Committees. The Secretary shall have such other duties as may be prescribed by the Board of Directors from time to time.

4.6 DUTIES OF TREASURER

The Treasurer shall oversee the financial affairs of the Corporation, shall ensure that the Corporation has adequate financial controls, shall oversee the preparation of tax returns, has the authority to sign checks on the accounts of the Corporation, and shall periodically furnish to the Board of Directors statements of the financial affairs of the Corporation.

4.7 APPOINTMENT AND DUTIES OF EXECUTIVE DIRECTOR

4.7.1 One (1) individual shall be appointed by the Board of Directors to serve as the Executive Director of the Corporation. The individual serving in the role of Executive Director must be either (a) an ABNS-Certified neurosurgeon (active, in good standing and participating in the ABNS's Continuing Certification program); or (b) a retired neurosurgeon, who at the time of retirement was ABNS-Certified, active and in good standing. The Executive Director shall serve at the pleasure of the Board of Directors, will have his or her performance evaluated by the Board of Directors annually and may be removed by the Board of Directors at any time. The Executive Director shall be limited to serving a single term of six (6) years or until his or her earlier removal by the Board of Directors, or until his or her earlier resignation, retirement, death or disability. The Board of Directors shall use reasonable efforts to appoint an incoming Executive Director commencing on the first day of the then-current Executive Director's final year of his or her term. During such final year of the then-current Executive Director's term, the then-current Executive Director will have the authorities of Executive Director but the incoming Executive Director shall be included in meetings and other Executive Director activities in a "shadow" capacity in order to begin his or her term with a good knowledge base regarding the position and its responsibilities (and the incoming Executive Director may be assigned certain responsibilities during such "shadow" year by the Executive Director or the Board of Directors, in their discretion).

4.7.2 It is anticipated that the Executive Director will be 0.50 to 1.00 FTE position during his or her six (6) year term, with the exact amount of time to be devoted to be as agreed to by the Executive Director and the Board of Directors from time to time. During the one (1) year “shadow” period, the Board of Directors and the incoming Executive Director shall agree on the level of effort to be devoted by the incoming Executive Director to the position, which may be less than the amount of time devoted by the then-current Executive Director.

4.7.3 The Executive Director shall be an Officer of the Corporation but shall not be a Director. The Executive Director shall attend all meetings of the Board of Directors and the Executive Committee (other than being excused when his or her performance or compensation is being discussed), but shall not be entitled to a vote on any item of business at any meeting of the Board of Directors or the Executive Committee.

4.7.4 The Executive Director (along with the Chief Operating Officer or similar management official, if any), upon consultation with the Secretary, the Chair and/or the entire Executive Committee as necessary or appropriate, and subject to the oversight and direction of the full Board of Directors, 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 authorities as the Executive Committee and/or the full 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, following consultation with the Secretary or the full Executive Committee as he or she deems necessary, may grant extensions of time based on individual circumstances to complete the Certification process and annual Continuing Certification requirements; the Committee on Credentials shall be informed of any such granted extensions. 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 Executive Committee and/or the full Board of Directors also may authorize reimbursement of any reasonable expenses incurred by the Executive Director in the performance of his or her duties.

4.7.5 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 Operating Officer or similar management official, if any, to enter into contracts and sign checks on the accounts of the Corporation), in each case subject to the direction and oversight of the Executive Committee and/or the full Board of Directors. Notwithstanding the foregoing, the Executive Director may not hire/retain a Chief Operating Officer or similar management official without the concurrence of the Executive Committee but shall have the authority to fire/dismiss any Chief Operating Officer or similar management without further approvals but subject to advance consultation with the Executive Committee.

ARTICLE V COMMITTEES

5.1 EXECUTIVE COMMITTEE

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 and, including (without limitation) that the Executive Committee shall not have the power or authority to adopt, amend or repeal any bylaw of the Corporation or provision of the Certificate of Incorporation or to reverse any resolution previously approved by the Board of Directors. In addition, the Executive Committee shall have the role set forth in Section 2.3 with respect to the selection of nominees for Director positions. The Executive Committee also shall make recommendations to the Board of Directors regarding potential new Officers to fill upcoming or existing vacancies and if the Board of Directors does not approve any recommended Officer, the Executive Committee shall propose an alternative until such time as a recommended Officer is approved. The Executive Committee shall advise all Directors of substantive actions taken during intervals between meetings of the full Board. In addition to the attendance of the Executive Director at Executive Committee meetings pursuant to Section 4.7.3, the Executive Committee may invite other Directors, administrative officers, staff members, advisors and other third parties to attend such meetings from time to time as the Executive Committee deems appropriate in its discretion.

5.2 COMMITTEE(S) ON THE WRITTEN EXAMINATIONS

There shall be one or more Committees charged with preparing the ABNS' written examinations 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 Committee(s) shall be vested with such powers and authority to create and/or administer such examinations as may be delegated to it by the Board of Directors from time to time.

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

5.3 COMMITTEE ON THE ORAL EXAMINATION

There shall be a committee on the Oral Examination, 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.

5.3.1 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 or administration of the oral examinations may be designated by the Board of Directors as "ABNS Examiners."

5.4 COMMITTEE ON CREDENTIALS

There shall be a Committee on Credentials. With the assistance of the Secretary and Executive Director, 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;

- (b) Diplomates' eligibility to participate on an ongoing basis in the Board's Continuing Certification program; and
- (c) Possible disciplinary actions against candidates for Certification or Diplomates of the Board.

One member of the Board of Directors of the American Board of Pediatric Neurological Surgery (the "ABPNS"), who shall be appointed by the ABPNS Directors, shall be deemed a member of the Committee on Credentials for purposes of addressing matters that arise before such Committee involving 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 ABPNS.

5.5 COMMITTEE ON CONTINUING CERTIFICATION

There shall be a Committee on Continuing Certification, vested with the authority to develop, and recommend to the Board of Directors for adoption, such additions or modifications to the Continuing Certification 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 Continuing Certification program (and/or, the ABNS/ABPNS Continuing Certification program, as applicable). The Chair of the Committee on Continuing Certification, in conjunction with the Executive Director and/or ABNS member board representative to the American Board of Medical Specialties (the "ABMS"), will generally represent the ABNS at meetings of the ABMS and shall specifically attend meetings of the ABMS' Committee on Continuing Certification ("3C"), or any successor ABMS committee.

5.6 ADVISORY COUNCIL/SPECIAL PROJECTS

The Board may from time to time constitute an Advisory Council, consisting of such former Directors as the Board may appoint and who agree to serve in that role (and with such terms as the Board may designate, which terms may not all be identical in length), as well as the current Officers of the Board. Advisory Council members shall advise the current Directors on Board affairs. The Advisory Council as a whole, or individual members thereof, may also perform any other functions on behalf of the ABNS 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.

5.7 ADDITIONAL COMMITTEES

The Board of Directors may create such additional standing or ad hoc Committees as it deems appropriate from time to time, with such authorities as the Board of Directors may establish for such committees or lawfully delegate to them from time to time. Any such additional Committees also may be disbanded by the Board at any time that the Board determines, in its discretion, that the Committee is no longer needed.

5.8 COMMITTEE COMPOSITION/MEETING FREQUENCY

Except as expressly set forth elsewhere herein, the Executive Committee shall determine the number of members of, and appoint the members of (and the Chair of), all Committees (other than the Executive Committee), with such terms for each appointee as the Executive Committee deems appropriate (e.g., Committee members may or may not serve for more than one (1) year on any committee). In light of the workload of each Committee, some Committees (other than the Executive Committee) may be comprised of all current Directors. All Committees shall meet as often as necessary, in person or by videoconference, to fulfill its functions, as determined by the Chair of each Committee.

ARTICLE VI 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, consultants 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, consultants 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.

ARTICLE VII 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 VIII ISSUANCE AND REVOCATION OF CERTIFICATES

8.1 ISSUANCE OF INITIAL CERTIFICATES

8.1.1 The Board shall issue initial general Certificates to individuals who:

- (a) Meet all of the Board's credentialing and other requirements for Certification, or have received exemptions from certain of those requirements: and
- (b) Meet each of the following requirements: (i) successfully pass the neuroanatomy examination, which must be passed by each resident prior to the resident first taking the ABNS Primary Examination for practice or credit (this requirement applies to all residents taking the Primary Examination for credit for the first time on or after July 1, 2025); (ii) successfully pass 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); (iii) have their case log approved, following review by the Board; (iv) have their Oral Examination application approved following review by the Board,

including a review of all accompanying references/evaluations; and (v) successfully pass the ABNS Oral Examination.

8.1.2 In addition to their initial Certificate from the ABNS in general neurological surgery, individuals may concurrently apply to receive a separate initial time-limited credential in certain ABNS-recognized areas of focused practice (“Focused Practice Designations,” or “FPDs”) if they meet the applicable eligibility and other requirements for such FPDs (as determined in conjunction with one or more other member boards of the ABMS or with the ABPNS, as applicable) and satisfactorily complete examinations and/or other requirements relating to such focused practice. FPDs issued in conjunction with one or more other member boards of the ABMS are also available to those individuals who are not Diplomates of the ABNS but are Diplomates of one of the other member boards of the ABMS and who meet the additional requirements for the applicable FPD.

8.2 ISSUANCE OF RENEWAL CERTIFICATES

Diplomates holding a time-limited ABNS Certificate in neurosurgery must, in order to receive a renewal Certificate in general neurosurgery at the end of each ten (10) year Certification cycle, have timely and successfully completed all elements of the Board’s Continuing Certification program for the relevant time period or have received exemptions for certain of those requirements. This applies also to Diplomates who previously held non-time-limited Certificates, but who have been involved in disciplinary proceedings before the ABNS and in conjunction with such proceedings have been required by the ABNS to, or have agreed to, enter into the ABNS’ Continuing Certification program and have exchanged their non-time-limited Certificates for time-limited Certificates that are expiring. Most or all Continuing Certification requirements (and many additional requirements for Diplomates who obtain and wish to maintain a FPD – see Rule 8.3) must be completed annually, although the Board, in conjunction with in conjunction with other ABMS member boards or the ABPNS, as applicable, may determine that certain CC requirements, particularly those relating to maintaining an FPD, need be completed less often than annually.

8.3 FOCUSED PRACTICE DESIGNATION RENEWAL CREDENTIALS

The ABNS shall issue new time-limited FPDs at the end of each ten (10) year FPD cycle to those Diplomates who:

8.3.1 Timely and successfully complete all elements of the ABNS Continuing Certification program (applicable only to Diplomates with time-limited Certificates); and

8.3.2 Timely and successfully complete any additional Continuing Certification requirements imposed by the ABNS and other ABMS member boards or the ABPNS (as applicable) from time to time (which may include without limitation attestations or other mechanisms to confirm the ongoing focus of their practice).

8.3.3 Renewal FPDs issued in conjunction with one or more other member boards of the ABMS are also available to those individuals who are not Diplomates of the ABNS but are Diplomates of one of the other member boards of the ABMS and (a) for those with time-limited Certificates from one of the other member boards of the ABMS, timely and successfully complete all elements of the Continuing Certification program of such other member board of the ABMS; and (b) for those with both time limited and non-time-limited Certificates from one of those other member

boards of the ABMS, timely and successfully complete any additional Continuing Certification requirements imposed by the ABNS and the other ABMS member board(s) for the applicable FPD.

ARTICLE IX 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 X DISSOLUTION OR LIQUIDATION.

Within the parameters of the dissolution requirements of the Certificate of Incorporation, in the event of the dissolution, liquidation, termination or winding up of the Corporation in any manner or for any reason whatsoever, its remaining net assets, if any, shall be distributed exclusively for one or more of the purposes set forth in the Certificate of Incorporation of the Corporation in such manner, to one or more organizations then described in Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the Directors or Officers of the Corporation or any other individuals.

ARTICLE XI AMENDMENTS

The Certificate of Incorporation or 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 ten (10) days prior thereto.

These Bylaws were updated in January 2025 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 October 2024.