

**KOREAN AMERICAN SPINE SOCIETY
AMENDED AND RESTATED BYLAWS
(Effective November 1, 2007)
A NONPROFIT CORPORATION**

ARTICLE I - OFFICES

1.1 Principal Office. The principal office of this Society shall be located in the State of Illinois.

1.2 Other Offices. The Society may have other offices at such other places, within or outside of Illinois as the Board of Directors or the Executive Committee may from time to time determine or as the business of the Society may require.

ARTICLE II - MEMBERS

2.1 Classification of Members. Membership in the Society shall not be limited, and there shall be only one class of members.

2.2 Application to Membership. Membership applications shall be reviewed by the Membership Committee and submitted to the membership for review and/or approval in either one of two ways: (1) the Chair of the Membership Committee shall publish the names of candidates. If a member protests a listed candidate stating, in writing, his or her reason for objecting within 90 days, the Membership Chair will submit all but the objected to names to the Board of Directors for approval. Upon approval of at least two-thirds (2/3rds) of the Board of Directors, the roster of candidates will then be accepted into the membership; or (2) for the objected, upon approval of at least two-thirds (2/3rds) of the Board of Directors, the Chair of the Membership Committee shall submit the names of candidates to the members of the Society at the first business session of an annual meeting and ask for approval or rejection by voice call by at least 2/3rds of those present. The membership committee chair will review all objections and

try to resolve the issue. If he or she cannot, it will be referred to the appropriate committee for further review.

2.3 Membership shall terminate upon death, dissolution, non-payment of dues for a period of one (1) year, or acceptance by the Board of resignation of a member. The Board of Directors shall have the power to suspend or expel any member who no longer possesses the qualifications necessary for membership, who is found to have engaged in unprofessional or unethical conduct, who is convicted of a felony involving moral turpitude, or for other appropriate reasons.

2.4 Appeal to General Membership. Any member of this Society whom the Board of Directors has voted to censure, suspend, or expel shall have the right to appeal to the membership at the time of the next Annual Meeting. At that time, the member shall be given the opportunity to make any statement desired and may be represented by counsel. The aggrieved member may make his or her appeal anonymously if they choose to do so. The President of the Society, or his or her designee, may also make a statement and explain the actions of the Board of Directors, but there should be no examination of witnesses or introduction of further evidence before the membership. At the conclusion of both presentations, the membership shall, by secret ballot, determine whether it will sustain or reverse the action of the Board of Directors. An affirmative vote of at least three-fourths (3/4) of the voting members present shall be required to reverse a decision of the Board of Directors.

2.5 Suspended Member. A suspended member shall not be entitled to exercise any of the rights of membership, but may be subject to further disciplinary proceedings for unprofessional or unethical conduct pursuant to these Bylaws.

2.6 Reinstatement. Any time after the expiration of one (1) year from the date of expulsion, a former member may apply in writing to the Board of Directors for reinstatement. If the former member is found to be otherwise qualified, he or she may be reinstated by vote of not less than three-fourths (3/4) of the Board of Directors.

2.7 Resignation. Resignations shall be submitted in writing to the Secretary to be acted upon by the Executive Committee. No tendered resignation shall be effective until accepted by the Executive Committee. If a member tenders a resignation after notification in writing that charges of unprofessional conduct have been brought against him or her and are pending, the Executive Committee may, at its discretion, delay or refuse acceptance of the resignation. If the Executive Committee accepts the resignation, the records shall be designated “resignation of member accepted while under investigation.” Any such member shall not be eligible for reinstatement to the Society.

ARTICLE III - MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meeting shall consist of scientific sessions, as arranged by the Program Committee, and one or more business meetings as determined by the Board of Directors or its Executive Committee.

3.2 Additional Meetings. Interim meetings shall be held at appropriate intervals between annual meetings. These meeting will likely be similar to annual meetings except they will be smaller in size and may or may not have exhibits. In addition, the Executive Committee shall allow special courses to be held in a variety of locations at appropriate times.

3.3 Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by not less than one tenth (1/10th) of the members having voting rights.

3.4 Place of Meeting. The Board of Directors may designate any location for an annual meeting or a special meeting. If all of the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any appropriate Society action may be taken. The annual meeting of the members of the Society shall be at a time and place designated by the Board of Directors and approved by the Society membership. Proposed sites for future annual meetings shall be presented by the President or Site Committee at the first business session and voted upon at the final business session.

3.5 Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or facsimile, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, at the direction of the President, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or by facsimile, addressed to the member at his address as it appears on the records of the Society.

3.6 Informal Action by Members. Any action required to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3.7 Quorum. Members holding one quarter (1/4) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice.

3.8 Conduct of Business. All meetings of the Society shall be governed by parliamentary rules, as interpreted by the Society's Parliamentarian.

3.9 Open Meetings. The educational meetings of this Society are open to all members and other persons. Any member or other person upon proper application and payment of fees may attend any educational meeting. Members of the Society shall have preference if the meeting site imposes restrictions on attendance.

3.10 Guests of the Society. Other persons may be designated guests by the Board of Directors, at the request of an Officer or President. All guests of the Society shall then pay only the cost of social events and have a reduced cost of registration, as determined by the Board of Directors.

ARTICLE IV - DIRECTORS

4.1 Board of Directors. The general governance of this Society shall be vested in its Board of Directors who shall manage in accordance with the purposes, principles and other requirements of these Bylaws and the Articles of Incorporation.

4.2 Number and Qualifications. The Board of Directors shall consist of seven voting members, namely, the five Elected Officers (President, President-elect, immediate past president, Secretary, Treasurer) and two Member-at-Large. The Executive Director may serve as Ex Officio member of the Board.

4.3 The President of the Society. The President of the Society, serving as Chairman of the Board, shall set the agenda for, preside at and supervise the presentation of and voting for all motions and actions of both the Board and Executive Committee Meetings.

4.4 Elections to the Board. The President-elect, Secretary, Treasurer, and other offices which may require election by the members, shall be nominated, as provided for in Article X, Section 10.2, and elected by the Members of the Society as provided for in Article V, Section 5.2. Unless otherwise specified in these Bylaws, no member of the Board of Directors or the Executive Committee shall be reelected to the same office after serving a full term in that office. The two Members-at-large shall be elected by majority vote of the Executive Committee.

4.5 Term of Office. Directors shall hold office according to their tenure as specified in these Bylaws or until his successor has been elected and appointed and qualified.

4.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held, without notice other than this bylaw, at the same place as the annual meetings of members. An interim meeting of the Board can be held not less than four (4) months nor more than eight (8) months following an annual meeting of the members. The Board may provide, by resolution, the time and place for additional regular meetings of the Board.

4.7 Special Board Meetings. Special meetings of the Board of Directors may be called by the Chair or a majority of the Board. The authorized person or persons calling said meeting may specify its place. Notice of any special meeting of the Board shall be sent in writing by mail, facsimile or telegram at least ten (10) days prior to the meeting. Any Member of the Board may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not

lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

4.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any of its meetings; but if less than a majority of the Board Members are present at said meeting, a majority of the Members present may adjourn the meeting at any time without further notice.

4.9 Actions of the Board. The action of a majority of the Board Members present at a meeting at which a quorum is present shall be the action of the Board of Directors, unless the action of a greater number is required by law or by these bylaws.

(a) Executive Committee. Any matter which requires approval of the Board of Directors, or which could be decided by the Board of Directors may be authorized by the Executive Committee of the Board pending a determination by the Board of Directors. The Executive Committee shall consist of the elected officers of the Society. The President shall serve as chairman of the Executive Committee.

(b) Removal. A director may be removed by a vote of at least two-thirds (2/3) of the Board of Directors, or a vote of at least two-thirds (2/3) of the membership, whenever the Board of Directors, or the membership, determines that removal would be in the best interests of the Society.

4.10 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. That selected Member shall fill the unexpired term of his predecessor. In case of an illness or temporary vacancy the Chair shall, if desired, appoint a temporary replacement until such time as final status of the vacancy can be determined or until other

arrangements can be secured. This temporary replacement shall be referred to as pro-tem, e.g. Treasurer Pro Tem.

4.11 Compensation. Members of the Board of Directors shall not ordinarily receive any compensation for their services; however, reasonable expenses associated with the discharge of the duties by a Board Member may be reimbursed provided that such expenses are submitted in advance for approval by the President or Executive Director.

4.12 Appeals. A decision of the Board of Directors may be appealed to the membership at the next annual meeting. A two-thirds (2/3rds) vote of the membership present shall be required to reverse the decision of the Board of Directors.

ARTICLE V - ELECTED OFFICERS OF THE SOCIETY

5.1 The principal elected officers of the Society shall be:

- (a) A President-elect who shall serve the following year as President. This line of succession is intended to promote long-term stability and continuity in the Society's leadership.
- (b) Secretary, who may serve for up to three years;
- (c) Treasurer, who may serve for up to three years; and
- (d) Such other officers as may be elected in accordance with the provisions of this Article V.

5.2 Election and Term of Office. Except with regard to filling vacancies, election of officers of the Society, shall take place at the regular annual meeting of the Society, or as soon thereafter as practicable. 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 according to the tenure for that office, but for no longer than three consecutive years, as defined

in these Bylaws, and thereafter until his successor shall have been duly elected and qualified. The term of office of those elected or appointed, unless specified otherwise in these Bylaws, shall begin with the last day of the annual meeting of members in the year of election or appointment. Only active members in good standing may be nominated or elected as officers, and each such member shall have one vote.

5.3 Removal. An officer may be removed by a two-thirds (2/3rds) vote of the Board of Directors.

5.4 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.5 Compensation. Officers of the Society shall not receive any compensation for their services, however, reasonable expenses associated with the discharge of the duties may be reimbursed provided that such expenses are submitted in advance for approval by the Chair.

ARTICLE VI - DESIGNATION AND FUNCTIONS OF ELECTED OFFICERS

6.1 President. The President shall supervise all of the business affairs of the Society. He shall preside at all meetings of the members, shall serve as the Chairman of the Board of Directors and Chairman of the Executive Committee. He may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws or by statute to another officer or agent of the Society; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President shall hold office for a term of one (1) year and shall appoint all committee Chairmen except those otherwise provided for in these Bylaws and shall be an ex-officio member of all committees except the Nominating Committee.

He shall convey the office of Presidency to the President-elect prior to closure of the last business session of the annual meeting. The Chair shall also serve as principal liaison with other professional or learned societies but may delegate this role to the President-elect or other appointees as may be prudent to the interests of this Society and to maintain continuity in said liaison. At the end of his term, the President may be appointed by his successor to Past-President.

6.2 President-elect - In the absence of the President or in the event of his inability or refusal to act, the President-elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall automatically accede to the presidency of this Society at the last business session of the annual meeting. If the President-elect does assume the duties of a disabled President, he shall serve the balance of the President's unexpired term and complete his own term as President. The primary duties of the President-elect shall be to assist the President upon delegation by the latter and to prepare for ascendance to the Presidency. He shall ordinarily have oversight of the functions of the Society's office. He may serve as liaison to other professional or learned societies, on direction by the Chair. He shall also serve on the Executive Committee of the Board.

6.3 Secretary. The Secretary, or the Executive Director acting in his stead, shall keep the minutes of the Meetings of the Members and of the Board of Directors, give all notices in accordance with provisions of these Bylaws or as required by law, be custodian of the Society's

corporate records and the seal of the Society and affix that seal where necessary to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these bylaws. He shall keep a register of the addresses, telephone and facsimile numbers of each member, as furnished by the latter and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. He shall notify all Members of the Committees of their appointments and duties assigned to them. The Secretary shall be elected for a term of three (3) years, with his term not to coincide with that of the Treasurer.

6.4 Treasurer. The Treasurer or the Executive Director acting in his stead, shall keep the accounts of the Society and collect all moneys due the Society. He and the President or Executive Director shall oversee the payment of all reasonable expenses of the Society. He shall have charge of and be responsible for all funds and securities of the Society, and shall receive and give receipts for moneys including those due and payable to the Society from any source whatsoever and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 12 of these Bylaws. He shall keep a correct record of all monetary transactions, providing such records for audit, whenever so directed by the Board. He shall also serve on the Executive Committee of the Board. The Treasurer shall be elected for a term of three (3) years, with his term not to coincide with that of the Secretary.

6.5 Past President. The Immediate Past President shall serve, on appointment by the then presiding President, on the Board of Directors and the Executive Committee of the Board for one year. In that same year, and on appointment by the President, he may also serve as

Parliamentarian, seeing that all meetings of the Society are conducted in accordance with good parliamentary rules, such as Robert's Rules of Order. Other duties may be assigned him by the President or the Board of Directors.

ARTICLE VII - EXECUTIVE DIRECTOR AND NATIONAL OFFICE

7.1 Executive Director. The President, with approval of the Board of Directors may hire an Executive Director. It shall be the duty of the Executive Director to understand and enforce the Bylaws and policies of this Society. The Executive Director shall act to implement such policies and actions as directed by the President or the Board. He shall hire assistants, consultants or other outside service providers, subject to approval by the President and the Board of Directors, to assist in the administration of the National Office and in the Society's business affairs. He shall also serve, ex-officio, on the Board of Directors and the Executive Committee.

7.2 National Office. The Board of Directors may establish a National Office for the Society at such location as the Board determines is appropriate to facilitate the policies, activities, and business affairs of the Society. The Executive Director shall be charged with the administration of the Society's National Office.

ARTICLE VIII - EXECUTIVE COMMITTEE OF THE BOARD

8.1 The Executive Committee of the Board of Directors shall be composed of the President, President-elect, Secretary and Treasurer. The Executive Director and Immediate Past Chair upon appointment by the President shall participate as ex-officio members. It shall be the duty of this Committee to act on behalf of the Society in those instances necessary to prudently conduct the affairs of the Society which require action between regular or special meetings of the Board of Directors or when it may not be practical to convene the entire Board.

ARTICLE IX - COMMITTEES OF MEMBERS; GENERAL GUIDELINES

9.1 The Society's members should volunteer for assignment or election to a Committee or task force only if they believe they shall be reasonably able to attend meetings and actively participate. Lack of attendance at three consecutive Committee, or Task Force meetings may occasion the respective President to request a resignation by that member.

9.2 With the exception of the Nominations Committee, wherein its members are elected by the general Membership at time of the annual meeting, all other Chairmen and members of Committees, or Task Forces shall be appointed by the President, ordinarily upon advice by the previous President or the Chairman of committees. Chairmen of Committees, or Task Forces shall generally be selected from those members having the longest tenure in that body. Appointment of members or Chairs of Committees shall be for up to three (3) years unless otherwise determined by the Chair. Each shall continue to serve until the next annual meeting of the Members of the society or until his successor is appointed, unless the Committee shall be sooner terminated, or the member is removed from that Committee, or the member ceases to qualify as a member thereof. New appointments shall take place at the time of the annual meeting or at another time, if the President deems necessary. Rules applicable to Committees shall also apply to Task Forces, unless otherwise specified in these Bylaws or if designated otherwise by the Board of Directors.

9.3 There shall ordinarily be not less than three (3) nor more than seven (7) members appointed to each Committee or Task Force. These appointments shall be for staggered, up to three-year terms, unless specified otherwise in these Bylaws. In the case of Committees having Task Forces, the Chairman of each Task Force shall participate in, and be counted as a member of the parent Committee.

9.4 Quorum. Unless otherwise provided in a resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

9.5 Rules. Each Committee may adopt rules for its own government provided they are not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Each may appoint its own secretary from among its Members. If active an annual report shall be tendered to the Society's Secretary on a timely basis as described herein.

9.6 The Board of Directors has fiscal responsibility for the operation of each Committee. All proposed expenditures or significant use of any the Society's resources shall be submitted for review and approval by the Executive Committee sixty (60) days prior to the latter's submission for final Board approval. In the event of urgency, review and approval may be performed by the Executive Committee of the Board. Each Committee may be granted an annual operating budget, following the due process of review and approval given above. All budgets must be renewed annually, prior to the annual meeting of members, or at another time if so directed by the Board.

9.7 Committees and Task Forces should communicate at least twice per year, in advance or during the annual meeting of members and at some other time not less than four (4) or more than eight (8) months after the annual meeting. Reports of Committee and Task Force deliberations and actions shall be sent to the Secretary within thirty (30) days of the meetings except for those occurring during the time of the annual meeting of members. The latter report shall be delivered immediately at the close of that Committee meeting, in writing to the Secretary, who may in turn present it at the Board of Directors meeting during the annual

meeting of members. If so directed by a member of the Board, a Committee or Task Force Chairman may be requested to deliver a report to the Board in person or to participate in certain deliberations of the Board.

9.8 The President may approve the appointment of Advisors or Consultants to Committees. Such Advisors or Consultants shall possess special expertise required by the Committee but not available among the Committee's regular Membership. Advisors or Consultants, appointed for a term of one year or less, may be re-appointed by the President, if their special expertise continues to be required.

9.9 Other standing, sub- or ad hoc committees or task forces as may be appropriate for the purposes of this Society, may be established on order of the President or Board of Directors.

9.10 Compensation. Chairmen and members of Committees shall not receive compensation for their services. However, reasonable expenses associated with the discharge of certain assigned duties for Committees may be reimbursed provided that such expenses are submitted in advance for approval by the President, Executive Committee or Executive Director.

9.11 Indemnification.

(a) The Society shall indemnify to the maximum extent permitted by law each Officer, Director or Committee member and each person who has served at its request as a Director or Officer or representative to another entity, and each former such person ("covered persons") against expenses (including reasonable attorneys' fees), judgments, and fines actually and necessarily incurred by such Officer, Director or Committee member in connection with the defense of any action, suit, proceeding, of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which such covered person is made a party by reason of

serving the Society in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.

(b) This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interests of the Society and on the reasonable assumption of its legality.

(c) No such reimbursement or indemnification shall relate to any expense incurred in connection with any matters as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.

(d) Notwithstanding the foregoing provisions of this Article, during any period that the Society is classified as a private foundation under the Internal Revenue Code, the Society shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE X - COMMITTEES OF MEMBER SERVICES

10.1 Membership Review Committee shall be composed of at least three (3) members of whom one (1) shall be the Secretary of the Society. The other two members of the Membership Review Committee shall be appointed by the President and shall serve staggered

three (3) year terms. This Committee is primarily responsible for reviewing membership applications and makes recommendations to the board for approval of membership. Also seeks to explore new membership opportunities.

10.2 Nominating Committee shall be composed of three (3) members. The Chairman shall be the immediate Past President; the two (2) additional members shall be elected each year by the Membership at the first business session of the annual meeting. The Committee shall present nominations for the offices of Secretary, Treasurer, and President-elect. Members who serve on the Nominating Committee are ineligible for re-election in the succeeding year. The Committee shall present its nominations at the last business session for election; other nominations may be made from the floor.

ARTICLE XI - COMMITTEES OF ANNUAL MEETING / CONTINUING MEDICAL EDUCATION

11.1 The Annual Meeting Committee shall consist of the secretary, the program chair and the local host. The chairman shall be the secretary.

11.2 Scientific Program Committee shall be composed of at least three (3) members who may make proposals for and, on approval by the Board, plan for the Society's Annual Scientific Meeting and designated instructional courses. Committee will be responsible for interpreting needs assessment and development of needed courses to increase the capabilities of spine professionals through the use of educational courses. This committee will review all other requests for course support and will oversee faculty selection and educational forums; will recommend symposiums for the annual meeting; and will have oversight responsibility for domestic educational courses to ensure ACCME guidelines are followed. This committee will also have primary responsibility for examination of all proposals for collaboration on educational efforts among and between different educational entities both domestic and international. It will

review proposals and make recommendations to the board for consideration. This group will have primary responsibility for liaison with other entities and will provide oversight of these conferences to help ensure ACCME guidelines are followed

ARTICLE XII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

12.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances.

12.2 Checks and Drafts. All checks, drafts, or 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 as determined by resolution of the Board of Directors.

12.3 Deposits. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

12.4 Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

ARTICLE XIII - CERTIFICATE OF MEMBERSHIP

13.1 The Board of Directors may direct the issuance of Society membership certificates in such form as determined by the Board. Such certificates shall be signed by the President or by the Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Society. If any certificate shall become lost,

mutilated, or destroyed, a new certificate may be issued as the Board of Directors may determine.

13.2 Issuance of Certificates. When a member has been elected to membership and has paid the required initiation fee and dues, a certificate of membership shall be issued in his name and delivered to him by the Secretary, as provided for by the Board of Directors under the provisions of this Article.

ARTICLE XIV - BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and minutes of the proceedings of its members, the Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XV - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE XVI - DUES

16.1 Dues. The Board of Directors may determine the amount of initiation fee, if any, and the annual dues payable to the Society by members. The Board of Directors shall also have the right to impose general or special assessments.

16.2 Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of three (3) months from the period for which such dues

become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 2 of these bylaws.

ARTICLE XVII - SEAL OF THE SOCIETY

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle containing a wreath and shall have inscribed thereon the name of the Society and the artistic symbol of a spinal segment.

ARTICLE XVIII - CONFLICT OF INTEREST POLICY

18.1 Duty of Directors, Officers, and Employees. The directors, officers, and employees of the Society shall exercise the utmost good faith in all transactions touching upon their duties to the Society and its property. In their dealings with and on behalf of the Society, they are held to a strict rule of honest and sincere dealing between themselves and the Society. They shall not use their positions, or knowledge gained therefrom, so that a conflict of interests might arise between the Society's interest and that of the director, officer, or employee.

18.2 Interest. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Society, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Society. Relationships and dealings of the Society with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Society shall not constitute interests under this Article XVIII.

18.3 Full Disclosure. Any director, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee thereof for consideration, authorization, approval, discussion, or ratification shall make a prompt, full,

and frank disclosure of the director's interest to the Board of Directors at the first meeting of the Board in each year, or before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse or potentially adverse to the Society's interest.

18.4 Standards and Procedures.

(a) The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist.

(b) The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.

(c) If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.

(d) If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use the director's or her personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Society.

(e) At any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

(f) In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the interested director or directors, that:

(i) the proposed contract, transaction, or arrangement is in the Society's best interest and for its own benefit; and

(ii) the proposed contract, transaction, or arrangement is fair and reasonable to the Society.

(g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Society shall keep minutes of the discussions and deliberations as part of the minutes of the Society.

(h) Corrective and Disciplinary Action. The violation of this conflicts of interest policy is a serious matter and may constitute "cause" for removal or termination of a director, officer, or employee.

ARTICLE XIX - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State or Federal Non Profit Corporation Acts or under the provisions of the Articles of Incorporation or the Bylaws of the Society, 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.

ARTICLE XX - AMENDMENTS TO BYLAWS

All proposed amendments to these Bylaws shall be submitted in writing to the Secretary, signed by three (3) members at least three (3) months before the annual or a special meeting of the Society. These shall be distributed to the membership at least one (1) month before the meeting at which time they are to be voted upon. The Secretary shall read or review them to the membership and they shall be voted on at a time deemed appropriate during that meeting. A simple majority of the voting members present is required for passage. Under special circumstances, the President may recommend that the three (3) month waiting period be waived and the proposed amendment be submitted in writing during a members' business session, a copy of which is given to each voting member present so that he may study it and vote when called to do so.

ARTICLE XXI - NAME OF CORPORATION

The name of this corporation is KOREAN AMERICAN SPINE SOCIETY and the term Society where used herein above in these Bylaws and whenever the context so indicates, should each be deemed to include the other.

ARTICLE XXII - USES OF GENDER IN THESE BYLAWS

All uses of the terms he or him or Chairman in these Bylaws shall be interpreted to apply equally to she or her, Chairwoman or Chairperson, as the case may be.