

Lumbar Spine Research Society
BY LAWS
AND
ARTICLES OF INCORPORATION

May 5, 2008
Amended April 2011
Amended April 2012
Amended April 2013
Amended April 2015
Amended April 2018

**LUMBAR SPINE RESEARCH SOCIETY, INC. (The Society)
BY LAWS**

**ARTICLE I
THE SOCIETY**

Section 1. MISSION The society's purpose is to advance our knowledge and understanding of the physiology, pathologic processes, and treatment of lumbar disease through the promotion and discussion of research, with the goal of improving patient care.

Section 2. PRINCIPAL OFFICE. The principal office of the Society in the State of Wisconsin shall be located in Madison.

Section 3. ADDITIONAL OFFICES. The Society may have additional offices at such places as the Board of Directors may from time to time determine or the business of the Society may require.

**ARTICLE II
MEMBERS**

Section 1. MEMBERSHIP. The Members of the Society shall be composed of any person as may be elected to Membership from time to time at meetings by a majority of Members in attendance, upon recommendation by the Membership Committee. Members shall satisfy the following qualifications for membership and shall have the following rights and privileges and such other rights and privileges as may be established from time to time by the Board of Directors. Membership shall consist of those individuals with a demonstrated and continuing interest in the lumbar spine. Physician membership requires that the individual be a medical physician (MD or DO) in active practice. Membership in the Society is personal and is not transferable. No Member shall receive any compensation for his services as such. Active membership will be limited to 200 individuals from the U.S.A. and Canada who have demonstrated and continuing interest in the lumbar spine, and will be constituted by the pool of Physician and Scientific Members.

Physician Members shall include individuals from the United States and Canada with a demonstrated and continuing interest in the lumbar spine. Each Physician Member has a right to vote and hold office and is required to pay annual dues as fixed from time to time by the Directors. Each Physician Member is also required to 1) submit a scientific paper for presentation at a scientific seminar of the Society at least once every three years; 2) participate in Society research and data collection studies as directed; and 3) Physicians should obtain Board Certification within 6 years of membership in the society and maintain Board Certification or be actively enrolled in Maintenance of Certification; and 4) attend at least one Annual Meeting of the Society every three years in order to retain status as a member. Failure to comply with these requirements may result in forfeiture of membership.

Scientific Members are non-physician individuals from the United States and Canada with a demonstrated and continuing interest in the lumbar spine. Each Scientific Member has a right to vote and hold office and is required to pay annual dues as fixed from time to time by the

Directors. Each Scientific Member is also required to 1) submit a scientific paper for presentation at a scientific seminar of the Society at least once every three years; 2) participate in Society research and data collection studies as directed; and 3) attend at least one Annual Meeting of the Society every three years in order to retain status as a member. Failure to comply with these requirements may result in forfeiture of membership.

Emeritus Members shall include individuals from the United States or Canada who have attained at least 65 years of age. Emeritus members' status may also be conferred at the discretion of the Board of Directors on those individuals who have not attained 65 years of age, but who have retired from active research or practice. Each Emeritus Member has a right to vote but does not have the right to hold office. Emeritus Members are not required to pay annual dues or to submit papers for presentation, but shall pay expenses for meeting attendance that are periodically set by the Membership Committee and approved by the Board of Directors.

Corresponding Members shall include individuals from countries other than the U.S.A. and Canada. Each Corresponding Member has the right to vote but does not have the right to hold office. Corresponding Members are required to pay 50% of annual physician member dues and shall pay expenses for meeting attendance that are periodically set by the Membership Committee and approved by the Board of Directors. Corresponding Members are not required to submit papers for presentation.

Honorary Member status may be conferred at the discretion of the Board of Directors. An Honorary Member shall have the same rights and privileges as an Emeritus Member, but the Honorary Members shall not have the right to vote. Honorary Members are not required to pay annual dues or to submit papers for presentation, but shall pay expenses for meeting attendance that are periodically set by the Membership Committee and approved by the Board of Directors.

Resident/Fellow Members shall include individuals from the United States or Canada who are currently enrolled in an orthopedic surgery, neurological surgery, and/or spine surgery training program and in good standing. Each resident/fellow member will not have the right to vote nor hold office. Resident/fellow members shall pay expenses for meeting attendance that are periodically set by the Membership Committee and approved by the Board of Directors. Other requirements for membership application/approval will apply to resident/fellow members as they do for physician members. Once the resident/fellow member becomes board eligible, then the candidate will be eligible for approval as a physician member without an additional application.

Requirements for Membership: All candidates for membership will complete an application form. Non-physicians may become members by invitation only. Non-physician applicants shall be required to have an advanced degree in lieu of board certification, and are eligible for membership by invitation only.

Two letters of recommendation from physician or scientific LSRS members are required. Founding members are exempt from the requirements for letters of recommendation and paper presentation. If an adverse decision is reached by the Membership Committee, a review by the Board of Directors may be requested. The decision of the Board of Directors is final. It should be noted that membership in the Society is considered a privilege and not a right. The annual meeting will be conducted with full disclosure of all conflicts of interest. Members who willfully disregard

this principle may be subject to loss of membership.

Final Approval for Membership: Final approval for membership on those names submitted by the Membership Committee will be by a majority of members in attendance at the annual business meeting or by a majority of the members responding to an electronic ballot prior to the annual meeting.

Change in Limitation of Number of Members of Society: A majority of voting members at the annual meeting may vote an increase in the number of members in the Society, either on a temporary or on a permanent basis.

Section 2. PLACE OF MEETING. All meetings of members shall be held at the principal office of the Society or at such other place as shall be stated in the notice of the meeting.

Section 3. ANNUAL MEETING. The annual meeting is to consist of scientific sessions and of business sessions. The meeting will be of one and one-half days duration, and customarily in April or May. An annual meeting of the members for the election of directors, officers and members who shall serve on the Membership and Nominating Committees and the transaction of any business within the powers of the Society shall be held at such date and time as may be fixed by the Board of Directors.

Section 4. SPECIAL MEETINGS. The president or a majority of the Board of Directors may call special meetings of the members. Special meetings of members shall also be called by the secretary upon the written request of a majority of the entire membership of record. Such request shall state the purpose or purposes of such meeting and the matters proposed to be acted on thereat. The secretary shall inform such members of the reasonably estimated cost of preparing and mailing such notice of the meeting, and upon payment to the Society of such costs, the secretary shall give notice to all members stating the purpose or purposes of the meetings. No special meeting need be called upon the request of members entitled to cast less than a majority of all votes entitled to be cast at such meeting, to consider any matter which is substantially the same as a matter voted upon at any special meeting of the members held during the preceding twelve months.

Section 5. NOTICE. Not less than ten nor more than ninety days before the date of every meeting of the members, the secretary or his designated representative, shall give to each member written or printed notice stating the time and place of the meeting and, in the case of a special meeting or as otherwise may be required by statute, the purpose or purposes for which the meeting is called, either by mail or by presenting it to him personally or by leaving it at his residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at his post office address as it appears on the records of the Society, with postage thereon prepaid, or when sent by electronic mail to an address provided by the member.

Section 6. SCOPE OF NOTICE. No business shall be transacted at a special meeting of members except that specifically designated in the notice. Any business of the Society may be transacted at the annual meeting without being specifically designated in the notice, except such business as is required by statute to be stated in such notice.

Section 7. QUORUM. At any meeting of members, the presence in person or by proxy of 25% of the members entitled to vote (Physician, Scientific, Emeritus and Corresponding) thereat shall constitute a quorum. If, however, such quorum shall not be present at any meeting of the members, the members entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until such quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a meeting which has been duly called and convened and at which a quorum is present at the time counted may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. VOTING. Each member shall be entitled to cast one vote on all matters coming before any meeting of the members. Unless otherwise provided by these Bylaws or required by applicable law, the vote of a majority of the members present at any meeting at which a quorum is present shall be sufficient to take or authorize action upon any matter to come before such meeting, including the election of directors and all other matters upon which action of the members is required or permitted by law, the Articles of Incorporation or these Bylaws. In the event that the secretary of the Society shall submit to the members by delivery of notice, in the manner provided for in Section 5 of this Article, any proposal upon which the members are required or permitted by law to act, including a proposal for the election of directors, the members shall have the right to vote on such proposal by mail according to such procedures as the secretary of the Society shall prescribe in such notice.

Section 9. PROXIES. At any meeting of the members, every member shall be entitled to vote in person or by proxy. If by proxy, such proxy shall be in writing, shall be dated and executed by the member or his duly authorized attorney-in-fact, but no proxy which is dated more than eleven (11) months before the meeting at which it is offered shall be accepted, unless such proxy shall, on its face, name a longer period for which it is to remain in force.

Section 10. VOTING BY BALLOT. Voting on any question or in any election may be viva voce unless the presiding officer shall order or any member shall demand that voting be by ballot. Members may also vote by written ballot by any means permitted by applicable law.

Section 11. REVOKING MEMBERSHIP. Membership in the LSRS may be revoked at any time by a majority vote of the Board of Directors, following a recommendation by the Membership Committee.

ARTICLE III DIRECTORS

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

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of the president, past president, past president once removed, president-elect, treasurer, secretary, treasurer-elect, secretary-elect, and the chairs of the program, membership, planning,

website, ethics, research, and education committees. At any regular meeting or at any special meeting called for that purpose, a majority of the entire Board of Directors may increase or decrease the number of directors, provided that the number thereof shall never be less than three and further provided that the tenure of office of a director shall not be affected by any decrease in the number of directors. Each director shall serve until the next annual meeting of members and until his successor is elected and qualifies. An individual must be an active member in order to qualify as a director.

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

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

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

Section 6. QUORUM. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The directors present at a meeting which has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

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

Section 8. VACANCIES. Any vacancy occurring on the Board of Directors for any cause other than by reason of an increase in the number of directors may be filled by a majority vote of the remaining directors, although such majority is less than a quorum. However, if that vacancy is one that is assigned to a designated office of the Society, and that office is filled, then the member holding that office assumes the designated place on the Board of Directors. Any vacancy

occurring on the Board of Directors by reason of an increase in the number of directors may be filled by a majority vote of the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of members and until his successor is elected and qualifies.

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

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

Section 11. NO PERSONAL LIABILITY. The members, officers, and directors of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

Section 12. REMOVAL OF DIRECTORS. At any meeting of the members duly called, any one or more of the directors may be removed by the members with or without cause, by a majority vote of the entire membership of record. A successor director may be elected by the members to fill the vacancy thus created. Any director whose removal is being considered by the members shall be given an opportunity to be heard at this meeting. Voting by proxy shall not be allowed for removal proceedings. Any person removed as a director of the Society shall also be deemed to be removed as a member of the Society at the same time.

ARTICLE IV COMMITTEES

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

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

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

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

Section 5. MEMBERSHIP COMMITTEE. The Membership Committee shall consist of at least four members appointed by the president and will include at least one orthopaedic surgeon and at least one neurosurgeon. There will be two chairs to the Membership Committee, with staggered two-year terms. The president shall be an ex officio member of the committee. The Membership Committee shall consider candidates for membership who have been proposed and seconded by a member and shall make recommendations for membership at the meetings of members.

Section 6. NOMINATING COMMITTEE. The LSRS Nominating Committee shall consist of five members: the president, past president, the past, past president, and two members-at-large chosen randomly from the active membership by the secretary. If either of the two immediate Past Presidents is unavailable to serve, the Executive Committee shall select a replacement from among the membership.

The Past, Past President, if available to serve, shall be Chair of the Nominating Committee; if unavailable, the Nominating Committee shall select its Chair by majority vote. The Nominating Committee shall formally solicit nominations from the membership electronically and through the newsletter. Candidates for office may self-nominate as well. The names of nominated candidates shall be submitted to the Secretary 120 days before the annual business meeting. The nominating committee will review these nominations and prepare a slate of two or three candidates for each available position. These will be posted for membership review. A general election by all active members will then take place by electronic or mail ballot 60 days prior to the annual meeting. Results will be announced at the annual meeting.

Section 7. SCIENTIFIC PROGRAM COMMITTEE. The Scientific Program Committee shall consist of at least four members with staggered two (2) year terms appointed by the president and will include at least one orthopaedic surgeon and at least one neurosurgeon. In the first three years of the society there will be six members. The president shall be ex officio member of the committee. The Scientific Program Committee shall coordinate the submission, review, presentation, and discussion of medical and scientific papers at the annual scientific seminars sponsored and conducted by the Society and shall perform such other duties in connection therewith as are assigned by the president or the Board of Directors.

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

ARTICLE V OFFICERS

Section 1. POWERS AND DUTIES. The officers of the Society shall be elected annually as provided in these Bylaws. An individual must be an active member in order to be elected as an

officer. The Nominating Committee will recommend a slate of officers for consideration by the members. Each officer shall hold office until his successor is duly elected and qualifies or until his death, resignation or removal in the manner hereinafter provided. Two or more offices may not be held by the same person. Election or appointment of an officer or agent shall not of itself create contract rights between the Society and such officer or agent.

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

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

Section 4. PRESIDENT. The president shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He shall preside at all meetings of the membership and of the Board of Directors. He may sign any deed, mortgage, bond, contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Society or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be described by the Board of Directors from time to time. The president shall be ex officio a member of all committees that may, from time to time, be constituted by him and/or the Board of Directors.

Section 5. PRESIDENT-ELECT. The president-elect will assume the office of the president of the Society one year after his assumption of the office of president-elect, or earlier if the office of president is vacant. In such an event, the president-elect will serve out the remaining term of the president he has succeeded as well as his own full term of office.

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

Section 7. SECRETARY-ELECT. The secretary-elect will take office as secretary one year after his election as secretary-elect, or earlier if the office of secretary should fall vacant. The secretary-elect is determined by a majority vote of the membership based on a slate provided by the nominating committee, and will serve a total of three years as an office holder, including the one-year term as secretary-elect.

Section 8. TREASURER. The treasurer shall have the custody of the corporate funds and

securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Board of Directors, at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Society. If required by the Board of Directors, the treasurer shall give the Society a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Society, in case of his death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Society. The treasurer will serve a total of three years as an office holder, including the one-year term as treasurer-elect.

Section 9. TREASURER-ELECT. The treasurer-elect will take office as treasurer one year after his election as treasurer-elect, or earlier if the office of treasurer should fall vacant. The treasurer-elect is determined by a majority vote of the membership based on a slate provided by the nominating committee, and will serve a total of three years as an office holder, including the one-year term as treasurer-elect.

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

Section 11. TERMS OF OFFICE. The term of office for all officers will begin at the annual meeting at which he or she is elected. Terms of office for all executive committee members will begin with the following schedule:

President: One year term to begin with assumption of office at LSRS Annual Meeting 2021.
President-elect: One year term to begin with assumption of office at LSRS Annual Meeting 2020.
Secretary: Two year term to begin with assumption of office at LSRS Annual Meeting 2019.
Treasurer: Two year term to begin with assumption of office at LSRS Annual Meeting 2020.
Secretary-elect: One year term to begin with assumption of office at LSRS Annual Meeting 2020.
Treasurer-elect: One year term to begin with assumption of office at LSRS Annual Meeting 2019.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

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

time be determined by resolution of the Board of Directors.

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

ARTICLE VII FISCAL YEAR

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

ARTICLE VIII INDEMNIFICATION

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

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

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

such a quorum is not obtainable, or even if obtainable, and a quorum of disinterested directors so directs, by legal counsel for the Society in a written opinion.

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

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

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

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

ARTICLE IX WAIVER OF NOTICE

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

ARTICLE X AMENDMENT OF BY LAWS

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

ARTICLE XI
VISION STATEMENT

Vision Statement: The LSRS is a society dedicated to the free exchange of scientific information regarding the lumbar spine. The society emphasizes open and transparent discussion of academic research, free from bias.

The foregoing are certified as the Bylaws of the Society adopted by a two-thirds affirmative vote of the membership on May 11th, 2008 and adopted by the Board of Directors on May 25th, 2008.

ARTICLES OF INCORPORATION
OF
LUMBAR SPINE RESEARCH SOCIETY, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Thomas A. Zdeblick, whose post office address is 600 Highland Avenue, Madison, WI, being at least eighteen (18) years of age, does hereby form a Society under the non-stock corporation law of the State of Wisconsin.

SECOND: The name of the Society (which is herein after called the "Society") is: LUMBAR SPINE RESEARCH SOCIETY, INC.

THIRD: The purposes for which the Society is formed and the business or objects to be carried on and promoted by it, within the State of Wisconsin, or elsewhere are as follows:
To operate exclusively for charitable, educational and scientific purposes, and in furtherance of such purposes, to engage in the development and dissemination of knowledge, information, ideas, trends, philosophies and methods concerning the prevention, diagnosis and treatment of diseases, disorders, injuries, abnormalities and other conditions of the lumbar spine in children and adults; to sponsor and conduct medical research relating to the lumbar spine and to publish the results of such research for public use; and to sponsor and conduct educational and scientific seminars and programs for the presentation and discussion of medical and scientific papers relating to the lumbar spine. To engage in any and all lawful activities which are in furtherance of the purposes of the Society as restricted herein.

FOURTH: The post office address of the principal office of the Society in this state is: Department of Orthopedics and Rehabilitation, University of Wisconsin Hospital and Clinics, 1685 Highland Ave, Madison, WI 53705-2281. The Resident Agent of the Society is Thomas A. Zdeblick M.D., whose post office address is: Department of Orthopedics and Rehabilitation, University of Wisconsin Hospital and Clinics, 1685 Highland Ave, Madison, WI, 53705-2281. Said Resident Agent is a citizen of the State of Wisconsin and actually resides therein.

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

Thomas Zdeblick MD
Bradford Currier MD
Vincent Traynelis MD

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

SEVENTH: The Society shall have no power directly or indirectly to engage in any activity which would invalidate its status as a Society exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 or as a Society contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954. No substantial part of

the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Society shall have no power to engage in any activity not in furtherance of the purposes set forth in Article THIRD hereof.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this day of May 25, 2008.

Thomas A. Zdeblick, MD, Founding Member

Vince Traynelis, MD

Brad Currier, MD