

**BY-LAWS**  
**OF**  
**CRSA - CLINICAL ROBOTIC SURGERY ASSOCIATION**

("CRSA" or the "Association")  
An Illinois Not-for-Profit Corporation  
840 South Wood Street, Suite 435 E  
Chicago, IL 60612  
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**ARTICLE 1. PURPOSE & STATUS**

**Section 1.1 Purposes.** The CRSA - Clinical Robotic Surgery Association (the "Association") is organized and shall be operated exclusively as a not-for-profit corporation for scientific, literary and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1913 or the corresponding provision of any future United State Internal Revenue law (the "Code"). The mission of the Association is to help spread robotic techniques in general surgery and its related specialties. More specifically, the Association plans to undertake activities that: (1) provide the ideal forum to compare and discuss practical aspects of surgery; (2) facilitate the opportunity to contract colleagues, experts, proctors and trainers; (3) favor multi-institutional programs at all times; and (4) support and favor clinical and experimental research aimed at expanding the clinical application of robotic surgery. To that end, the Association plans to: (1) build a web environment that will allow surgeons to share videos, advice and innovations; (2) facilitate the opportunity to contract colleagues, experts, proctors and trainers; (3) organize exchanges, stages, and case observations, and conduct virtual and on-site meetings; (4) organize, support and standardize educational models and training programs; and (5) support and favor clinical and experimental research aimed at expanding the clinical application of robotic surgery.

**Section 1.2 Not-for-Profit Status.** All provisions of the Illinois General Not-for-Profit Law apply unless these Bylaws provide otherwise. § 805 ILCS 105.

**Section 1.3 Tax Exempt Status.** The Association shall be operated exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1913, as amended, or any corresponding provision of any future U.S. internal revenue law (the "Code"). In furtherance of these purposes, the Association shall act, and shall take such actions to ensure compliance with its tax exempt status under the Code. The Association is not organized, and shall not be operated, for profit or organized to engage in any activity ordinarily carried on for profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The Association shall be primarily supported by membership dues and other income from activities substantially related to business league purposes under Section 501(c)(6) of the Code. The Association shall not carry on any activities not permitted to be carried on by an Association exempt from federal income tax under Section 501(c)(6) of the Code.

## **ARTICLE 2. OFFICES/RECORDS**

**Section 2.1 Offices.** The Association shall maintain a registered office in the state of Illinois at the address 840 South Wood Street, Suite 435 E, Chicago, Illinois 60612 (the “Headquarters”), but may have additional offices and may create additional chapters located within or without the State of Illinois as the Board of Directors (the “Board”) may from time to time determine or the business of the Association may require. Any change of registered office shall be executed in accordance with § 805 ILCS 105/101.10. Any chapter so created by the Board shall be subject to the Association’s Articles of Incorporation, By-Laws and any other guidelines adopted by the Board for the governance of the Association’s affairs through such chapters.

**Section 2.2 Headquarters/Administration.** Notwithstanding any change of address as may be approved by the Board from time to time, the Headquarters shall be maintained in Chicago, Illinois. At all times, copies of all of the Association’s records and financial accounts shall be held at the Headquarters. The Board shall appoint a Director of Administration to maintain the books and records of the Association. The Director of Administration shall have general administrative experience, if requested by the Board provide administrative services to the Association at the Headquarters, and serve at the pleasure of the Board. The Board of Directors shall determine, in its sole discretion, the duties, powers and tenure of, and establish any other guidelines or rules governing the service of, the Director of Administration. The Director of Administration does not need to be a Member, and shall not become a Member simply by virtue of serving as the Director of Administration.

## **ARTICLE 3. GENERAL ASSEMBLY OF MEMBERS**

**Section 3.1 Members.** The General Assembly shall consist of all Members of the Association (the “Members”). Membership shall be open to all persons of any race, color, sex, and national or ethnic origin who support the purposes of the Association as stated in Article I and who are either (i) admitted to practice and in good standing before the American Medical Association and the Medical Board of any state or territory of the United States or the District of Columbia, or any international board of equivalent standing; or (ii) licensed and registered to practice as a registered nurse by the applicable state board or government agency in any state or territory of the United States or the District of Columbia, or any international licensing and registration board or government agency of equivalent standing.

**Section 3.2 Members Entitled to Vote.** Unless expressly provided herein, Members of the General Assembly shall not have any voting rights with respect to the business and affairs of the Association. Only those Members who are also members of the Assembly of Founders are entitled to vote, as set forth in Article IV below.

**Section 3.3 Dues and Assessments.** Members shall be admitted to the General Assembly of Members upon receipt of: (i) annual Membership dues, which dues shall be determined each calendar year by the Board; and (ii) a completed Membership application. Members shall retain their status as Members so long as they pay any and all annual dues imposed by the Association upon its Members, and so long as they are certified to practice medicine or licensed to practice as a registered nurse. Annual dues and periodic special assessments, if any, shall be as set from time to time by the Board, taking into consideration international financial factors, practicality of expenditures, and the amount of funds necessary for

the Association's activities, including publication of a journal. The initial Membership fee shall be \$200; initial annual dues shall be \$175 per annum, and shall include access to the resources possessed, managed or otherwise maintained by the Association for the Members' benefit, as the Board may determine from time to time, including without limitation (i) access to the Association's Web site and the archives of technical video and documents hosted thereon, (ii) discounts of up to fifty percent (50%) for attendance of annual meetings and conferences sponsored by the Association, and (iii) one (1) journal subscription per Member if the Association should establish and regularly publish a journal. Any Member who shall become ninety (90) days in arrears in the payment of dues, or other money owed to the Association, shall be subject to revocation of Membership upon thirty (30) days prior written notice. In the event of revocation of Membership, such Member shall not be eligible for readmission to Membership until all arrearage has been paid in full. Membership of the Association may not be assigned, alienated, pledged, hypothecated or otherwise transferred.

**Section 3.4 Termination, Revocation or Suspension of Membership.** A Member may resign from the General Assembly of Members at any time, upon notice to any member of the Board of Directors. The Board of Directors may revoke or suspend the Membership of any Member who, in the opinion of the Board of Directors, has failed to comply with the Articles of Incorporation or Bylaws of the Association, or who has otherwise been found by the Board of Directors to have engaged in conduct which is inimical to the best of interests and purposes of the Association. Revocation or suspension of a Membership may be accomplished only at a meeting of the Board of Directors at which a quorum is present, and upon the affirmative vote of three-fourths (3/4) of the directors present. In the event that Membership of any Member is revoked or suspended by the Board of Directors, such Member shall have the right to appeal such decision to the vote of the Members at the next annual meeting of the Members; provided, however, that such appeal shall not affect such revocation or suspension in the meantime.

**Section 3.5 Annual Meetings.** An annual meeting of the Members may be held at such places within or without the State of Illinois and at such times as the Board may from time to time determine. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association nor affect the validity of corporate action. Unless otherwise restricted by the Certificate of Incorporation, or these By-Laws, members of the General Assembly of Members may participate in a meeting of the Assembly of Members by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.5 shall constitute presence in person at such meeting.

**Section 3.6 Special Meetings.** Special meetings of the General Assembly of Members may be called by the President or by the Board of Directors. Special meetings of the General Assembly of Members may also be called by such other officers or persons or number or proportion of Members entitled to vote as may be provided in the Articles of Incorporation or the By-Laws.

**Section 3.7 Notice of Meetings of the General Assembly of Members.** Written notice stating the place, day, and hour of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than sixty (60) days before the date of the meeting, or in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange

of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. Notice may be waived pursuant to Section 8.2.

**Section 3.8 Non-Liability of Members.** The Members of the General Assembly of Members shall not be personally liable for any debt or obligation of the Association.

#### **ARTICLE 4. ASSEMBLY OF FOUNDERS**

**Section 4.1 Members.** The Assembly of Founders shall initially consist of forty-three (43) members of the General Assembly of Members. The names of the Founders are attached hereto as Exhibit A (the “Founders”). Membership in the Assembly of Founders shall be permanent, terminated only upon resignation, death or removal by a vote of the Board of Directors. A member of the General Assembly may become a member of the Assembly of Founders upon (i) approval by the Board of Directors and (ii) approval and ratification of such appointment by a majority of the Founders holding such position as of the date immediately preceding such appointment.

**Section 4.2 Vacancies.** Any vacancy occurring in the Assembly of Founders may only be filled by a Member of the General Assembly according to the procedures set forth in section 4.1 for the addition of new members to the Assembly of Founders.

**Section 4.3 Regular Meetings.** Regular meetings of the Assembly of Founders may be held at such places within or without the State of Illinois and at such times as the Board of Directors may from time to time determine, and if so determined, notices thereof need not be given. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, members of the Assembly of Founders or any committee designated by the Board of Directors, may participate in a meeting of the Assembly of Founders, the Board of Directors or such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 4.3 shall constitute presence in person at such meeting.

**Section 4.4 Voting Rights.** Only members of the Assembly of Founders shall be entitled to one vote on each matter submitted to a vote of Members of the Association. All voting, except where otherwise required by law, may be by a voice vote; provided, however, that upon demand by a Member entitled to vote or his or her proxy, a formal vote shall be taken. Every formal vote shall be taken by ballots, each of which shall state the name of the Member or proxy voting and such other information as may be required under the procedure established for the meeting. Every vote taken by ballots shall be counted by an inspector or inspectors appointed by the member of the Board presiding over the meeting. Members may provide for the casting of their votes by signing an agreement for that purpose. Any such agreement shall be specifically enforceable in accordance with the principles of equity.

**Section 4.5 Proxies.** At all meetings of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven (11) months after the date of its execution,

unless otherwise explicitly provided for in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

**Section 4.6 Quorum; Vote Required for Action.** Except as may be otherwise specifically provided by law, the Certificate of Incorporation or these By-Laws, at all meetings of the Assembly of Founders a simple majority of the whole Assembly of Founders shall constitute a quorum for the transaction of business. Unless otherwise provided herein, the vote of a three-quarters (3/4) of the Founders present at any meeting of the Assembly of Founders at which there is a quorum shall be the act of the Assembly of Founders.

## **ARTICLE 5. DIRECTORS**

**Section 5.1 Number and Tenure.** The business and affairs of the Association shall be managed by a Board of Directors (the “Board”) consisting of seven (7) members (the “Directors”) duly appointed by the Founders. Each Director so elected shall hold office for the full term to which such Director shall have been elected and until such Director’s successor is duly elected and qualified, or until such Director’s earlier death, resignation or removal. A Director’s tenure ends two (2) years following that Director’s election, or upon the Director’s death or resignation upon notice to the Association in compliance with Article 8. Despite the expiration of a Director’s term, he or she continues to serve until the next meeting of the Assembly of Founders at which Directors are elected. The Founders shall appoint all members of the Board of Directors from either the Assembly of Founders or the General Assembly of Members at large.

**Section 5.2 Powers and Qualifications.** The business of the Association shall be managed by or under the direction of the Board, which may exercise all such powers of the Association and do all such lawful acts and things as are not, by the Certificate of Incorporation or by these By-Laws, directed or required to be exercised or done by the Founders. No Director may act by proxy on any matter. All Directors must attend at least two-thirds (2/3) of all scheduled Board meetings in any quarter or be subject to removal pursuant to Section 5.5.

**Section 5.3 Compensation.** Directors shall not receive any salary for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation or reimbursement of expenses thereof.

**Section 5.4 Vacancies.** Any newly created Directorship or any vacancy occurring in the Board of Directors for any cause may only be filled by a member of the General Assembly or the Assembly of Founders, and each Director so elected shall hold office for the remainder of the full term in which the new Directorship was created or the vacancy occurred and until such Director’s successor is duly elected and qualified, or until such Director’s earlier death, resignation or removal.

**Section 5.5 Removal.** One (1) or more of the Directors may be removed, with or without cause, at a meeting of the Founders by the affirmative vote of a majority of the Founders; except no Director shall be removed at a meeting of the Assembly of Founders unless the notice of such meeting shall state that a purpose of the meeting is to vote upon the removal of

one (1) or more Directors named in the notice. Only the named Director(s) may be removed at such meeting.

**Section 5.6 Resignation.** A Director may resign at any time by written notice delivered to the Board of Directors, or to the President or Secretary of the Association. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

**Section 5.7 Regular Meetings.** Regular meetings of the Board may be held at such places within or without the State of Illinois and at such times as the Board may from time to time determine, and if so determined, notices thereof need not be given. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, members of the Board of Directors or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 5.7 shall constitute presence in person at such meeting.

**Section 5.8 Quorum; Vote Required for Action.** Except as may be otherwise specifically provided by law, the Certificate of Incorporation or these By-Laws, at all meetings of the Board of Directors a simple majority of the whole Board of Directors shall constitute a quorum for the transaction of business. The vote of a three-quarters (3/4) of the Directors present at any meeting of the Board of Directors at which there is a quorum shall be the act of the Board of Directors.

**Section 5.9 Director Conflict of Interest.** If a transaction is fair to the Association at the time it is authorized, approved, or ratified, the fact that a Director of the Association is directly or indirectly a party to the transaction is not grounds for invalidating the transaction or the Director's vote regarding the transaction; provided, however, that in a proceeding contesting the validity of such a transaction, the person asserting validity has the burden of proving fairness unless: (i) the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee of the Board and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum; or (ii) the material facts of the transaction, and the Director's interest or relationship, were disclosed or known to the Members entitled to vote and they authorized, approved or ratified the transaction without counting the vote of any Member who is an interested Director.

**Section 5.10 Organization.** Meetings of the Board shall be presided over by the President of the Board. The Secretary of the Board shall act as secretary of the meeting, but in the Secretary's absence, the member of the Board presiding over the meeting may appoint any person to act as secretary of the meeting.

**Section 5.11 Actions of the Board by Consent in Lieu of Meeting.** Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all of the members of the Board of Directors or committee, as the

case may be, consent thereto in writing, and the writing is filed with the minutes of proceedings of the Board of Directors or such committee.

**Section 5.12 Limited Liability of Directors.** No Director of the Association serving without compensation, other than reimbursement for actual expenses, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director unless the act or omission involved willful or wanton conduct.

## **ARTICLE 6. COMMITTEES**

**Section 6.1 Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one (1) or more committees, which include but are not limited to an Executive Committee, a Scientific Committee, a Committee of Continental Governors, a Nominating Committee, a Constitution and By-Laws Committee, a Program Committee, a Website Development Committee, a Publication Committee, and a Committee on Surgical Subspecialties, and each committee is to consist of one (1) or more of the Members of the Association who, at the time of appointment and during service to the committee, is certified to practice medicine or licensed to practice as a registered nurse. Upon formation of each committee, the Board of Directors shall determine, in its sole discretion, the duties, obligations, limitations, procedures, duration, purpose, and leadership of, and any other guidelines or rules governing, such committees.

## **ARTICLE 7. OFFICERS**

**Section 7.1 General.** The Officers of the Association shall be chosen by the Founders from the members of the Board of Directors. The Officers of the Association shall initially consist of a President, Vice-President, Secretary, Treasurer, President-Elect and two additional officers whose titles and duties shall be decided by the Founders at the time of their appointment. Additionally, the Founders, in their discretion, may create such other officers as the Founders may from time to time designate. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation or these By-Laws. All officers and agents of the Association, as between themselves and the Association, shall have such express authority and perform such duties in the management of the property and affairs of the Association as may be provided in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the by-laws and such implied authority as recognized by the common law from time to time.

**Section 7.2 Term of Office.** The Officers of the Association shall hold their offices for a term of two (2) years, or for such other term not exceeding two (2) years as shall be determined from time-to-time by the Board. Other than the President, Officers may be reelected to successive terms.

**Section 7.3 Election and Resignation.** At the first meeting of the Assembly of Founders in such a year wherein the terms of office of the Officers has expired, the Founders shall elect the Officers of the Association, who shall hold their offices for such terms and shall exercise such powers and perform such duties as described in these By-Laws and as shall be determined from time to time by the Board of Directors. All Officers of the Association shall hold office until their successors are chosen and qualified or until their earlier resignation or

removal. The office of President shall only be elected at the first election of the Officers. At each successive election of the Officers, the Member serving during the previous term as the President-Elect shall be deemed to have been elected by the Board as President for the forthcoming term.

**Section 7.4 Vacancies.** Whenever any vacancies shall occur in any office by death, resignation, removal, increase in number of Officers of the Association, or otherwise, the same shall be filled by the Founders, and the Officer so elected shall hold office until such officer's successor is chosen and qualified.

**Section 7.5 Removal.** Any Officer elected or appointed by the Founders may only be removed by the Founders. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.

**Section 7.6 President.** The President shall, subject to the control of the Board of Directors, in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the General Assembly of Members and the Board of Directors. The President may sign certificates for shares of the Association, any deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed and executed. The President shall also 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.

**Section 7.7 Past President.** A member who has served as President shall be considered a "Past President" after he or she has served as in the office of President of the Association. A Past President is not an officer. Subject to the control of the Board of Directors, unless the Past President is a member of the General Assembly, the Past President which has most recently served in the office of President of the Association shall assume the position of Chief of the Scientific Committee, if such committee has been established, for a term of two (2) years immediately following the expiration of his or her term as President.

**Section 7.8 Vice President.** Any Vice President, in the order of seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice Presidents shall also perform the usual and customary duties that pertain to such office and generally assist the President by executing contracts and agreements and exercising such other powers and performing such other duties as are delegated to them by the President and as the Board of Directors may further prescribe. In addition to exercising such powers and performing such duties as are conferred upon the Vice President(s) by the Certificate of Incorporation, these By-Laws or applicable statutes.

**Section 7.9 Secretary.** The Secretary shall attend, to the extent possible, all meetings of the Board of Directors and all meetings of Members and record all the proceedings thereat in a book or books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. If the Secretary shall be unable or shall refuse to

cause to be given notice of all meetings of the Members and special meetings of the Board of Directors, and if there is no Assistant Secretary, then the Board of Directors may choose another Officer to cause such notice to be given. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be. The Secretary shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to him or her. The duties of the Secretary may be performed by an Assistant Secretary, if one has been established by the Founders.

**Section 7.10 Assistant Secretaries.** Except as may be otherwise provided in these By-Laws, if the office of Assistant Secretary has been established by the Founders, an Assistant Secretary shall perform such duties and have such powers as from time to time may be assigned to him or her by the Board of Directors, the President or the Secretary and, in the absence of the Secretary, or in the event of his or her disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

**Section 7.11 Treasurer.** The Treasurer shall act as custodian of all funds of the Association, and shall collect dues and pay bills in a timely fashion. The Treasurer shall disburse the funds of the association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board or whenever they may require it, a true and accurate account of all his or her transactions as Treasurer and of the financial condition of the Association. If required by the Board, the Treasurer shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the association, in case of his or her death, resignation, retirement or removal from office, of all books, paper vouchers, money and other property of whatever kinds in his or her possession or under his or her control belonging to the Association. The Treasurer shall also perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7.12 Other Officers.** Such other Officers as the Founders may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Founders may delegate to any other Officer of the Association the power to choose such other Officers and to prescribe their respective duties and powers.

**Section 7.13 Delegation of Authority.** In the case of any absence of any Officer of the Association or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate some or all of the powers or duties of such Officer to any other Officer or to any Director, employee, or agent for whatever period of time seems desirable.

## **ARTICLE 8. NOTICES**

**Section 8.1 Notices.** Whenever written notice is required by law, the Certificate of Incorporation or these By-Laws to be given to any Director, Member of a committee or Officer, such notice may be given by mail, addressed to such Director, Member of a committee or Officer, at his or her address as it appears on the records of the Association, with

postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by facsimile transmission, telegram, electronic mail, telex or cable, and notice shall be deemed given at the time such notice is transmitted.

**Section 8.2 Waivers of Notices.** Whenever any notice is required by law, the Certificate of Incorporation or these By-Laws to be given to any Director, committee Member or Officer, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

## **ARTICLE 9. MISCELLANEOUS PROVISIONS**

**Section 9.1 Corporate Seal.** The Association shall have no corporate seal.

**Section 9.2 Disclosure.** The Board of Directors shall report to Members at the annual meeting of the General Assembly of Members any determination of the Board regarding capital contributions, membership fees, dues and corporate operations fees which affect the Members.

**Section 9.3 Fiscal Year.** The fiscal year of the Association shall be from January 1 to December 31, or as determined from time-to-time by resolution of the Board of Directors.

**Section 9.4 Inconsistencies.** In the event of any inconsistencies between any provisions of these By-Laws and any provisions of the Articles of Incorporation of the Association, the Articles of Incorporation shall control.

**Section 9.5 List of Members.** A complete list of Members entitled to vote at any meeting of Members, arranged in alphabetical order and showing the address of each such Member, shall be open to the examination of any Member, for any purpose germane to the meeting, during ordinary business hours for a period of at least ten (10) days prior to the meeting, at the principal office of the Association. The Members list shall also be kept at the place of the meeting during the whole time thereof and shall be open to the examination of any Member who is present. The list shall presumptively determine the identity of the Members entitled to vote at the meeting.

**Section 9.6 Order of Business.** The order of business at the annual meeting shall be, subject to alteration from time to time as the Board may require: (1) roll call; (2) reading of notice of meeting; (3) reading of minutes of previous meeting; (4) President's Report; (5) Treasurer's Report; (6) Secretary's Report; (7) Committee Reports; (8) election of Directors; (9) transaction of any other business mentioned in the notice; and (10) adjournment.

**Section 9.7 Records.** The Association shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Association shall maintain appropriate accounting records, and a record of its Members. A copy of the following records shall be kept at the Association's principal office: the Articles of Incorporation and all amendments to them currently in effect; these By-Laws and all amendments to them currently in effect; resolutions adopted by the Board

of Directors relating to the characteristics, qualifications, rights limitations and obligations of Members; the minutes of all meetings of Members and records of all actions approved by the Members for the past three years; all written communications including financial statements to all Members furnished to them for the past three years; a list of the names and business or home addresses of the current directors and Officers; the most recent annual report delivered to the Secretary of State; and appropriate financial statements of all income and expenses.

**Section 9.8 Rules of Order.** Robert's Rules of Order Newly Revised (10<sup>th</sup> Edition), shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

#### **ARTICLE 10. AMENDMENTS**

**Section 10.1 Alteration, Amendment or Repeal.** These By-Laws may be altered, amended or repealed, in whole or in part, at any meeting of the Assembly of Founders with a two-thirds (2/3) vote of the members present. The proposed change(s) shall be in writing and given to the Secretary forty-five (45) days before the proposed meeting and circulated to the membership at least thirty (30) days before said meeting. It shall be the obligation of the Board to give due consideration to any proposed change in the By-Laws and to make a complete and studied recommendation to the Members.

#### **ARTICLE 11. ADOPTION**

**Section 11.1 Adoption.** These present By-Laws shall become effective upon the approval thereof of the Board of Directors of CRSA - Clinical Robotic Surgery Association, and any and all By-Laws previously adopted shall thereupon be and become superseded and repealed.

Adopted by the Board of Directors on this *eight* day of *October*, 2009.

CRSA - CLINICAL ROBOTIC SURGERY ASSOCIATION