

**AMENDED AND RESTATED  
BYLAWS  
OF  
THE RADIOSURGERY SOCIETY®**

**(A California Nonprofit Mutual Benefit Corporation)**

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**BYLAWS  
OF  
THE RADIOSURGERY SOCIETY**

**ARTICLE I  
PRINCIPAL OFFICE**

The principal office of this corporation is located in San Mateo County, California. The location of the principal office may be changed by resolution of the directors of this corporation.

**ARTICLE II  
MEMBERSHIP**

**Section 2.01 Classification of Members.** This corporation shall have one class of voting members, designated as Professional Members, with voting rights as specified in these Bylaws. The qualifications of or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. In addition, there will be three classes of nonvoting associates, designated as Corporate Members, Associate Members or Emeritus Members. The Board of Directors may, by resolution, establish additional classes of nonvoting members, and provide for their rights and obligations; however, the terms “member” and “membership” as used in these Bylaws shall refer only to Professional members. The Board may establish dues for nonvoting members.

- A. Professional Members.** Professional members shall be the only class of voting members of this corporation, with all of the rights and responsibilities of membership under California Corporations Code Section 5056.
- B. Associate Members.** Associate members are non-voting members of this corporation and are not eligible to hold office. Associate members are non-physician, non-healthcare providers engaged in research or activity related to the application of stereotactic radiosurgery or stereotactic body radiotherapy, who have interests in the aims of the corporation, including but not by way of limitation, individuals from non-traditional healthcare fields such as computer science, engineering, or bioengineering.
- C. Corporate Members.** Corporate members are a class of non-voting members of this corporation and are not eligible to hold office. Corporate membership is intended for individuals in industry engaged in developmental, engineering, biological or clinical aspects of equipment for biological or medical use. Corporate members must be nominated by a Corporate Sponsor of the Radiosurgery Society.
- D. Emeritus Members.** Emeritus members are a class of non-voting members of this corporation. Emeritus class is intended for members who have completed a medical career or career in medical physics, have retired from the field of

medicine and must be over the age of 55.

**Section 2.02 Qualifications for Membership.** Professional Members must be individuals who are physicians, such as radiation oncologists and surgeons, non-physicians such as radiation therapists, health care professionals, therapists and their supporting teams, physicists or other scientists in good standing, who are involved with the fields of stereotactic radiosurgery and stereotactic body radiation therapy, and who have submitted an application for membership which has been approved by the Board of Directors and satisfies such other qualifications as may be adopted or amended by the Board from time to time.

**Section 2.03 Admission of Members.** Any application for membership must be made in writing and may be submitted to the Board of Directors at any time, by any method including electronic transmission. The Board, or a person or committee authorized by the Board, will review each application and if appropriate will certify that the applicant meets the qualifications for membership. Membership shall begin upon such certification and upon payment of any required membership dues.

**Section 2.04 Membership Dues, Fees, and Assessments.** The Board shall set the amount and time of payment of all membership dues, fees, and assessments. The dues, fees and any assessments shall be fixed annually by the Board.

**Section 2.05 Members in Good Standing.** Those professional members who have paid the required dues, fee, and assessments, if any, and who are not suspended, shall be members in good standing of this corporation.

**Section 2.06 Membership Roster.** This corporation shall keep a membership roster containing the name and last known address, telephone number, and email address of each member. The roster shall indicate whether the member is in good standing.

**Section 2.07 Nonliability of Members.** No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

**Section 2.08 Transferability of Memberships.** Professional memberships may be transferred with such restrictions and on such terms and conditions as may be authorized by the Board of Directors. Other than such authorized transfers, a membership or any rights arising therefrom and all rights as a member shall cease upon the member's death.

**Section 2.09 Termination and Suspension of Membership.** Professional membership in this corporation shall continue until terminated as provided in this Section, or until the member dies or resigns by means of a written and signed resignation delivered to the Secretary or President of this corporation. Resignation shall not relieve a member of any accrued but unpaid obligations of such member to this corporation.

**A. Basis for Termination.** Membership in this corporation shall terminate upon

the occurrence of any of the following:

i. Expiration of the period of membership, unless the member elects to renew the membership on renewal terms fixed by the Board.

ii. A member's failure to pay dues, fees, or assessments (if any), within thirty days after such member is sent written notice of failure to pay. A member may avoid such termination by paying the amount of delinquent dues or fees within the thirty-day period.

iii. A member's failure to continue to meet the qualifications for membership set forth in these Bylaws.

iv. Upon a good faith determination by the Board that continued participation by the member in this corporation is not in the best interests of this corporation or in furtherance of its purposes.

**B. Suspension.** A member may be temporarily suspended for a period of up to sixty (60) days, or the duration of the termination process, whichever is greater, if, the Board determines in its absolute discretion that the circumstances set forth in parts iii or iv exist. A suspended member may be reinstated only upon approval by two-thirds (2/3) of the Board in its absolute discretion. No meeting or vote taken in which a suspended member participates shall be void or voidable because of such suspended member's participation, but such suspended member's presence and/or vote shall not be counted for any purpose.

**C. Termination Procedures.** The following procedures shall apply in the case of termination under parts iii or iv of Subsection A above:

i. This corporation shall give the member at least fifteen (15) days' prior written notice, including electronic transmission, of the expulsion, suspension, or termination, setting forth the proposal for termination, the reasons for it, the effective date, and the date, time and place (if any) of the hearing described in the next subsection. Notice given by mail must be given by first class or registered mail to the last address provided by the member to the corporation for purposes of notice.

ii. The member shall be given an opportunity to be heard, either orally or in writing, including electronic transmission, not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination, by the Board or a committee authorized by the Board to decide whether the proposed expulsion, suspension, or termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, the expulsion, suspension, or termination shall be effective automatically on the proposed effective date.

iii. Following the hearing date, the Board or the committee authorized by the Board shall decide whether the member should in fact be expelled, suspended, terminated, or

sanctioned in some other manner. The member shall be promptly notified of the decision, and that decision shall be final. If the membership is terminated, all membership rights of such member in this corporation shall cease on the effective date in the written notice given pursuant to this Section.

iv. The Board may determine whether any prorated refund of dues shall be paid upon termination under this Section.

### **ARTICLE III MEMBERSHIP RIGHTS**

**Section 3.01 Voting Rights.** Professional members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) The election of directors;
- (b) The removal of directors pursuant to Section 7222 of the California Corporations Code;
- (c) Any amendment to these Bylaws that materially and adversely affects member rights, and any amendment to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board alone under Section 7812(b) of the California Corporations Code;
- (d) The disposition of all or substantially all of the assets of this corporation;
- (e) Any merger of this corporation;
- (f) Any dissolution of this corporation; and
- (g) Any other matters that are properly presented to the members for a vote, pursuant to this corporation's Articles, Bylaws, Board Resolution, or by operation of the law.

#### **Section 3.02 Inspection Rights**

**A. Articles and Bylaws.** This corporation shall keep at its principal office in California current copies of its Articles of Incorporation and Bylaws, which shall be open to inspection by members at all reasonable times.

**B. Accounting Records and Minutes.** On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting records of this corporation

and the minutes of member, Board and Board Committee meetings, at any reasonable time and for a purpose that is reasonably related to the member's interests as a member.

**C. Membership Records.** The right of members to have access to membership records shall be governed by Sections 8330 through 8332 of the California Corporations Code.

**Section 3.03 Other Rights.** In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

## **ARTICLE IV MEMBER MEETINGS AND VOTING**

**Section 4.01 Member Vote.** Each professional member in good standing shall have one vote on each matter on which members are entitled to vote.

**Section 4.02 Annual Member Meetings.** Professional members shall hold an annual meeting at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and transacting such business as may be brought before the meeting.

### **Section 4.03 Special Meetings of Members.**

**A. Who May Call Special Meetings.** Special meetings of the professional members may be called at any time by the Board of Directors, the President, any two or more directors, or on the written request of five percent or more of the professional membership.

**B. Procedures for Calling Special Meetings Requested by Members.** If a special meeting is called by the members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted. Such written notice shall be submitted to the President or to the Secretary of this corporation. The officer receiving the request shall cause notice to be given promptly to all of the professional members entitled to vote, in accordance with Sections 4.05, 4.06, and 4.07 of this Article IV of these Bylaws. The requested meeting will be held at least thirty-five, but no more than ninety, days following the receipt of the request. If appropriate notice of the requested meeting is not given within twenty days after delivery of the request, the requesting members may give the notice.

**Section 4.04 Record Dates.** For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, by advance resolution, fix a record date and only members of record on that date shall be entitled to such notice, vote, or exercise of rights, notwithstanding any transfer of any membership on the books of this corporation after the record date, except as otherwise required by law. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed to be a member of record.



**A. Notice of Meetings.** Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any member's meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall not be less than ten, nor more than ninety, days before the date of the meeting.

**B. Voting at Meetings.** Unless otherwise fixed by the Board of Directors, the record date for determining which members are entitled to vote at any member meeting shall be the date of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than sixty days before the date of the meeting.

**C. Voting by Written Ballot.** Unless otherwise fixed by the Board of Directors, the record date for determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than sixty days before the day on which the first written ballot is mailed or solicited.

**D. Other Lawful Action.** Unless otherwise fixed by the Board of Directors, the record date for determining which members are entitled to exercise any rights in respect to any other lawful action shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall not be more than sixty days before the date of such other lawful action.

**Section 4.05 Time and Manner of Notice of Meetings.** The Secretary shall give written notice of each member meeting to each member who, as of the record date for notice of such meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address or email address provided by the member to this corporation for purposes of notice, either personally or by electronic transmission in compliance with Section 10.05, or by first class, registered, or certified mail, not less than ten nor more than ninety days before the date of such meeting, or by any other mail not less than twenty nor more than ninety days before the date of such meeting.

**Section 4.06 Contents of Notice.** The notice shall state the place, date, and time of the meeting and in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted. In the case of the annual meeting, the notice shall state the names of all those who are nominees for director as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may also be presented at the annual meeting. In the case of a special meeting, no business other than the business the general nature of which was set forth in the notice of the meeting may be transacted at the special meeting.

**Section 4.07 Notice of Certain Actions Required.** Unless the vote of the membership is unanimous, any of the following votes shall be valid only if the notice specified the general nature of the action to be taken: (a) to remove a director without cause, (b) to fill a vacancy on

the Board, (c) to amend this corporation's Articles of Incorporation, (d) to approve a transaction between this corporation and one or more of its directors or between this corporation and any entity in which one or more of the directors has a material financial interest, (e) on winding up the affairs of this corporation, to approve a plan of distribution of the assets (other than money) not in accordance with any liquidation rights specified in the Articles of Incorporation of this corporation or these Bylaws, (f) to voluntarily dissolve this corporation, or, (g) to impose a special assessment on professional members.

**Section 4.08 Member Quorum.** One-third of the memberships then in effect shall constitute a quorum. A meeting at which a quorum was initially present may continue to conduct business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by a majority of the required quorum.

**Section 4.09 Acts of the Members.** Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is an act of the members unless the vote of a greater number is required by the California nonprofit mutual benefit law or these Bylaws.

**Section 4.10 Manner of Voting.**

**A. Voting at Meetings.** Voting at meetings may be by voice or by ballot, except that any election of directors or any other vote so designated by the chairman of the meeting or requested by ten percent of the voting power at the meeting, shall be conducted by ballot.

**B. Proxy Voting Prohibited.** Proxy voting shall not be permitted on any vote put to the members.

**C. Cumulative Voting Prohibited.** Cumulative voting shall not be permitted.

**D. Action by Written Ballot without a Meeting.**

i. Any action required or permitted to be taken by members at a meeting may also be taken by written ballot without a meeting.

ii. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

iii. All written ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

iv. Approval by written ballot shall be valid only when the number of votes

cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would have been required to approve the action if the vote were taken at a meeting of the members.

v. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirements for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

vi. A written ballot may not be revoked.

vii. Any written ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

#### **Section 4.11 Waiver of Notice of Consent by Members.**

**A. Generally.** Any action of the members taken at a meeting where a quorum is present but for which the proper notice was not given will be valid if, either before or after the meeting, each member who was entitled to vote who was not present at the meeting signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 4.07 of these Bylaws, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

**B. Effect of Attendance at a Meeting.** Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described in the notice pursuant to Section 4.07 of these Bylaws, if that objection is expressly made at the meeting.

**Section 4.12 Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members at a meeting may be taken without a meeting if all members consent in writing to such action. All such written consents shall be filed with the corporate minutes.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 5.01 Powers.** This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and conducted by or under the direction of the Board of Directors. The Board may delegate the management of activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 5.02 Number and Qualification of Directors.** The number of Directors shall be not less than five (5) nor more than eleven (11) with the exact authorized number of directors to be fixed, within these limits, by resolution of the Board. All Directors must be members in good standing of the corporation.

**Section 5.03 Nomination of Directors.** The Board shall appoint a nominating committee comprised solely of directors who are also members of this corporation to select qualified candidates for election to the Board at least 120 days prior to the date of any election of directors. The nominating committee shall report to the Chairman at least 60 days before the date of the election, and the Secretary shall forward the list of all candidates to each member, along with notice of the member meeting in accordance with Sections 4.05, 4.06, and 4.07 of Article IV of these Bylaws.

**Section 5.04 Election and Term of Office of Directors.** The initial directors of the corporation shall be named by the incorporator, after which time the directors shall be elected at each annual meeting of the members, or if such directors are not elected at the annual meeting, they may be elected at a special member meeting, or by written ballot. Each director shall be elected for a term of three years and shall hold office until a successor has been elected and a qualified. A director may be re-elected in accordance with these Bylaws.

**Section 5.05 Vacancies.** A vacancy shall be deemed to exist on the Board whenever the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by a vote of two-thirds (2/3) of the remaining directors for the unexpired portion of the term, except that any vacancy caused by removal of a director by the members shall be filled by the members.

**Section 5.06 Resignation.** Except as provided below, any director may resign by giving written notice to the President, the Secretary, or the Board. Resignations shall be effective upon receipt in writing by the Chairman, the Secretary, or the Board; unless a later effective date is specified in the resignation. No director may resign if such resignation would leave the corporation without any directors in office.

**Section 5.07 Removal.** The members may remove any director at any time, with or

without cause. A vote of the majority of all members shall be required to remove a director. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

**Section 5.08 Annual and Regular Meetings.** Annual meetings of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President, the Secretary, or any two directors, and noticed in accordance with Section 5.10. Regular meetings of the Board may be held without notice if the date, time, and place of the meetings are fixed by resolution of the Board. Any change in the time or place of a regular meeting shall be noticed in accordance with Section 5.10.

**Section 5.09 Special Meetings.** Special meetings of the Board may be called by the President, the Secretary, or any two directors, and shall be noticed in accordance with Section 5.10.

**Section 5.10 Notice.** Notice of the annual meeting and any special meetings of the Board shall state the date, time, and place of the meeting and shall be given to each director at least four days before the meeting if given by first-class mail or forty-eight hours before the meeting if delivered personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail.

**Section 5.11 Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. These waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting without protesting the lack of notice before or at the beginning of the meeting.

**Section 5.12 Quorum.** A majority of the total number of directors then in office shall constitute a quorum of the Board for the transaction of business. Every action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in Section 5.13 (taking action without a meeting), Section 6.01 (appointing Board Committees), Section 8.02 (approving self-dealing transactions), Section 9.02 (approving indemnification), and Section 10.07 (amending Bylaws), of these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. Directors at a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting, or a greater number as required by law or by these Bylaws. A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**Section 5.13 Action without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members shall individually or collectively consent in writing to that action. An action by unanimous written consent shall have

the same force and effect as the unanimous vote of the directors at a meeting. The written consents shall be filed with the minutes of the proceedings of the Board. A written consent may, to the extent permitted by applicable law, be solicited and provided by electronic mail or facsimile, so long as the response contains an actual, facsimile, or electronic signature clearly indicating the director's assent to the proposed Board action.

**Section 5.14 Telephone and Electronic Meetings.** Directors may participate in a meeting through use of conference telephone or video screen communication so long as all participating directors can hear each other. Directors may participate in a meeting through the use of other electronic transmission so long as all of the following apply:

(a) each director participating in the meeting can communicate concurrently with all of the other directors, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

**Section 5.15 Standard of Care.** A director shall perform the duties of a director, including duties as a member of any Board Committee, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing such duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;

(b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which assets held by this corporation are dedicated.

If this corporation shall hold any assets in charitable trust, because, for example, such assets were donated to it for use in furthering charitable purposes, the conduct of the directors of this corporation in respect to such assets shall be governed by the standards of conduct applicable to directors of a California nonprofit public benefit corporation.

**Section 5.16 Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

**Section 5.17 Compensation.** The directors of this corporation shall receive no compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, including expenses for attending meetings of the Board and Board Committees.

## **ARTICLE VI COMMITTEES**

**Section 6.01 Board Committees.** The Board may, by resolution adopted by a majority of the directors then in office, create one or more Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to such Board Committees shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the Board or any Board committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) approve amendments to the Articles of Incorporation;
- (f) amend or repeal any resolution of the Board of Directors which by its terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;
- (h) spend corporate funds to support a nominee for director after there

are more nominees than can be elected; or

(i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

**Section 6.02 Advisory Committees.** The Board may establish Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

**Section 6.03 Meetings of Board Committees.** Meetings and actions of Board Committees shall be governed by the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of a Board Committee and shall be filed with the corporate records.

**Section 6.04 Meetings of Advisory Committees.** Advisory Committee may determine their own meeting rules and whether minutes shall be kept, subject to the authority of the Board of Directors.

## **ARTICLE VII OFFICERS**

**Section 7.01 Officers.** The officers of this corporation shall be a President, a President-elect, a Chairman, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person.

**Section 7.02 Election.** The officers of this corporation shall be elected by the Board and shall serve for two years, except for the President-elect who shall serve for a term of one year to begin one year before assuming the office of President, and shall serve at the pleasure of the Board and subject to the rights of any officer under any contract of employment.

**Section 7.03 Removal.** Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

**Section 7.04 Resignation.** Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.



**Section 7.05 Vacancies.** A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

**Section 7.06 President.** The President shall be elected from among the directors of the corporation. The President shall be the chief executive officer of this corporation and shall, subject to the control of the Board, generally supervise, direct, and control the corporation's activities, affairs, and officers. In the absence of the Chairman, the President shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. After serving for two years as President, the President shall accede to the position of Chairperson of the Board.

**Section 7.07 President-elect.** The President-elect shall participate in such activities as shall be necessary to become familiar with the duties of the President. If the President becomes unable to fulfill his duties, the President-elect shall assume the office of President to complete the current President's term.

**Section 7.08 Chairman.** The Chairman shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as the Board may from time to time assign.

**Section 7.09 Secretary.** The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the members and the Board and its committees, shall supervise the giving of such notices as may be proper or necessary, shall keep or cause to be kept the minute books of this corporation, shall keep or cause to be kept a record of the corporation's members, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 7.10 Treasurer.** The Treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall supervise the charge and custody of all funds of this corporation, shall supervise the deposit of such funds in the manner prescribed by the Board, shall send or cause to be given reports and accountings to the members and directors as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## ARTICLE VIII CERTAIN TRANSACTIONS

**Section 8.01 Loans.** This corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may loan money or

property to, or guarantee the obligation of, any director or officer of this corporation or any parent, affiliate, or subsidiary, if:

(a) the Board determines that the loan or guarantee may reasonably be expected to benefit this corporation; and

(b) before consummating any part of the transaction, the loan or guarantee has been approved by either (i) the members (without the vote of such director or officer, if a member) or (ii) a majority of directors then in office (without the vote of such director).

### **Section 8.02 Self-Dealing Transactions.**

**A. Transactions with Directors or Their Companies.** A transaction between this corporation and one or more of its directors, or between this corporation and any organization in which one or more of its directors has a material financial interest must be approved or ratified: (i) by the members, or (ii) by the Board after finding that such transaction is just and reasonable to this corporation at the time; in either case, not counting the vote of any interested director(s) thereon. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

**B. Transactions with Organizations Sharing Directors.** A transaction between this corporation and any organization of which one or more of its directors are directors may be void or voidable because of the presence of such director(s) at the meeting of the Board that authorized, approved, or ratified the transaction, unless:

(i) it was approved or ratified in good faith by the Board with full knowledge of the material facts concerning the transaction and such director's other directorships and without counting the vote of the common directors; or

(ii) the transaction was just and reasonable as to this corporation at the time of authorization, approval, or ratification.

This subsection shall not apply to transactions covered by subsection A of this Section. For both Subsections A and B of this Section, interested or common directors may be counted in determining whether a quorum is present at any meeting of the Board that approves or ratified a transaction under this Section.

Where it is not reasonable practicable to obtain the approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements.

**ARTICLE IX  
INDEMNIFICATION AND INSURANCE**

**Section 9.01 Right of Indemnity.** This corporation shall indemnify its agents to the fullest extent allowed under Section 7237 of the California Nonprofit Mutual Benefit Law.

**Section 9.02 Approval of Indemnity.** On written request to the Board by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with California Corporations Code Section 7237(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not a party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

**Section 9.03 Advancing Expenses.** The Board may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances;
- and
- (b) before any advance is made, the agent submits a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest will be charged on the obligation created thereby.

**Section 9.04 Insurance.** This corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability.

**ARTICLE X  
MISCELLANEOUS**

**Section 10.01 Fiscal Year.** The fiscal year of this corporation shall end each year on June 30.

**Section 10.02 Contracts, Notes, and Checks.** All contracts entered into on behalf of this corporation must be authorized by the Board or the person or persons on whom such power may be conferred by the Board. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board.

**Section 10.03 Representation of Corporate Shares.** The President and Treasurer of this corporation are each authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation standing in the name of this corporation. The authority hereby granted to these officers may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

**Section 10.04 Annual Reports to Members and Directors.**

**A. Financial Report.** Unless this corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, the President shall provide an annual written report to all of the members and directors within 120 days after the end of this corporation's fiscal year. The report shall contain the following information:

- (i) a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year;
- (ii) a statement of the place where the names and addresses of current members are located; and
- (iii) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

**B. Report of Certain Transactions.** Within 120 days after the end of the corporation's fiscal year, the Board shall furnish a written report to all of the members and directors of this corporation concerning the following:

- (i) a description of any transaction during the previous fiscal year between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, involving \$50,000 or more, including the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction, where practicable, the value of such interest; and

(ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation, and that were not approved by the members of this corporation.

**Section 10.05 Electronic Transmissions.** Subject to procedures that the Board may adopt, the term “written” and “in writing” as used in these Bylaws includes electronic transmissions, such as facsimile or e-mail, provided that: (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to send the transmission; and (iii) for electronic transmissions both from and to the corporation, the transmission creates a record that is capable of retention, retrieval, and review, and may be rendered into clearly legible tangible form.

**Section 10.06 Maintenance of Certain Records.** The accounting books, records, and minutes of the proceedings of the members, the Board, and Board Committees shall be kept at the principal business office of the corporation or at such other place as designated by the Board. The minutes shall be kept in printed form, and the accounting books and records shall be kept either in printed form or in any other form capable of being converted to printed form within a reasonable time. A record of each member’s name, address, and class of membership shall also be kept at the principal business office of the corporation or at such other place as designated by the Board.

**Section 10.07 Amendments.** Amendments to these Bylaws may be adopted by the vote of a majority of the members present at any meeting, by a majority of the directors then in office, or by the unanimous written consent of the directors. Provided that the members must approve any Bylaws amendment that would materially and adversely affect the rights of the members as to voting, dissolution, redemption, or transfer; change the number of authorized memberships in total or for any class of members; effect an exchange, reclassification, or cancellation of all or part of the memberships; or authorize a new class of memberships. Proposed bylaw amendments shall be submitted in writing to each member or director at least one week prior to their vote or written consent to such amendments.

**Section 10.08 Dissolution.** Upon dissolution this corporation’s assets not held in charitable trust and remaining after payment or provision for all known debts and other liabilities of this corporation shall be distributed to another nonprofit corporation to be determined by the Board of Directors of this corporation.

**Section 10.09 Governing Law.** In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Mutual Benefit Corporation Law as then in effect shall apply.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of The Radiosurgery Society, a California nonprofit mutual benefit corporation, and that these Bylaws, consisting of 21 pages, are the Bylaws of this corporation as approved by the members of this corporation and adopted by the Board of Directors on January 17, 2017.

Dated: 1/24/2017 Secretary Name: Najeeb Mohideen, MD

Signature:

A handwritten signature in black ink, appearing to read 'Najeeb Mohideen', written over a horizontal line.