

**BYLAWS
OF
AMERICAN SOCIETY OF INTERVENTIONAL PAIN PHYSICIANS, INC.**

**ARTICLE I
NAME AND LOCATION OF OFFICES**

Section 1 Name

This organization shall be known as the American Society of Interventional Pain Physicians, Inc., referred to hereafter as “the Society,” a non-profit corporation organized under the laws of the State of Delaware (the “General Corporation Law”).

Section 2 Location

Section 2.1 Registered Office and Registered Agent

The Society shall have and continuously maintain, in the state of Delaware, a registered office and a registered agent whose office shall be identical with the Society’s registered office. The registered office of the Society in the state of Delaware is 1209 Orange Street, Wilmington Delaware, 19801, and the name of the registered agent in the state of Delaware at such address is the Corporation Trust Company.

Section 2.2 Executive Office

The Society shall maintain an executive office for the administration of its affairs. The address of the present office is as follows:

81 Lakeview Drive
Paducah, Kentucky 42001

Section 2.3 Other Offices

The Society may have other offices at such places, both within and without the state of Delaware, as the Board of Directors, by a majority vote, may from time to time determine.

**ARTICLE II
PURPOSES**

The Society exists for and is dedicated to the following purposes and principles:

- a. To promote the development and practice of safe, high quality, cost-effective interventional pain management techniques for the diagnosis

and treatment of pain related disorders, and to ensure patient access to these interventions.

- b. To preserve and increase reimbursement for interventional pain management techniques.
- c. To advance patient safety, cost effectiveness, and accountability.
- d. To provide state of the art interventional pain management services.
- e. To communicate with legislators, patients, the public, CMS, and third party payors about interventional pain management services.
- f. To uphold high principles, policies, and practices.
- g. To pursue excellence in education in interventional pain management.
- h. To improve compliance and practice management.
- i. To eliminate fraud and abuse.
- j. To provide the best possible interventional pain management.

ARTICLE III MEMBERSHIP

The Membership of this Society shall be divided into five classes: Active, Associate, Corporate, Honorary, and Emeritus.

Section 1. Active Member

- a. Active Members shall be physicians (Doctor of Medicine or equivalent, or Doctor of Osteopathy) who have an unrestricted license to practice medicine within the United States of America. In addition, Active Members shall be (i) anesthesiologists, physiatrists, neurologists, and neurosurgeons who in their medical practice spend at least a portion of their professional time performing interventional pain management and related activities or (ii) physicians of other specialties (e.g., orthopedic surgeons, radiologists) who actively practice interventional pain management (defined as devoting at least fifty percent (50%) of the physician's professional time to the performance of interventional pain management techniques).

- b. Active Members may vote, hold office, serve on committees, and are required to pay dues. Active Members may only hold office after having been either an Active Member or Associate Member for at least one (1) full calendar year. Active Members are Voting Members.

Section 2. Associate Member

- a. Associate Members shall be comprised of individuals from the following groups:
 - 1. Physicians not involved in active interventional pain management; or
 - 2. Non-physicians, including nurses, nurse practitioners, physician assistants, psychologists, physical therapists, and scientists who are engaged in research, clinical practice of non-interventional techniques, or administrative aspects of interventional pain management.
- b. A non-physician desiring to become an Associate Member must submit, in addition to any other documents required by the Society, sponsorship by two current Active Members in good standing, stating that the Active Member (i) recommends that the person be permitted to join the Society as an Associate Member and (ii) is sponsoring said membership.
- c. Associate Members may not hold office, but may vote and serve on committees, and are required to pay dues. Associate Members are Voting Members.

Section 3. Corporate Member

- a. Corporate Members shall be any business entity (i) employing or affiliated with a Member, (ii) providing pain management services, (iii) engaging in research or publishing concerning pain management, or engaging in the manufacturing of pain management products, or (iv) engaging in significant pain management activities including, but not limited to education, etc.
- b. Corporate Members may not vote or hold office, but may serve on committees and are required to pay dues.

Section 4. Honorary Member

- a. Proposals for election of Honorary Membership shall be made by an officer or director and approved by the Board of Directors. Honorary Members shall normally be exceptional persons who have been helpful to the Society or have been deemed to deserve this distinction.
- b. Honorary Members may not vote or hold office, but may serve on committees. Honorary Members are not required to pay dues.

Section 5. Emeritus Member

- a. An Emeritus Member must have been an Active Member of the Society for at least five (5) years and request a change in membership status in writing, after retiring from the practice of medicine or upon reaching age 65. He or she must be an Active Member at the time of such request.
- b. Emeritus Members may not vote or hold office, but may serve on committees. Emeritus Members are not required to pay dues.

Section 6. Resignations

Resignations of Members shall be submitted in writing to the CEO or the Secretary to be acted upon by the Board of Directors.

Section 7. Disciplinary Action

The Board of Directors may expel, call for the resignation of or otherwise discipline any member for any of the following reasons:

- a. Conviction of a felony or of any crime relating to or arising out of the practice of medicine or involving moral turpitude.
- b. Voluntary or involuntary limitation or termination of any right associated with the practice of medicine.
- c. Grossly immoral, dishonorable or unprofessional conduct.
- d. Participating in communications to the public which convey false, untrue, deceptive or misleading information through statements, photographs, graphics or other means, or which omit material information without which the communication is deceptive.
- e. Failure or refusal to cooperate reasonably with an investigation of a disciplinary matter.
- f. Non-payment of dues.
- g. Any type of conduct by the member that makes the member's further association with the Society undesirable.

Disciplinary charges shall be investigated as directed by the CEO or the President. If the CEO or President determines that the charges warrant a hearing, the CEO or President shall refer the matter to the Board of Directors. The member shall be notified of the charges and the time, date and place of the hearing not less than 30 days in advance, and be provided with a list of the

witnesses for the Society. The member shall have the right to be represented by legal counsel, to arrange at his or her expense to obtain a record of the proceedings, to call and cross examine witnesses, to present any evidence determined to be relevant, to submit a written statement at the close of the hearing and to receive a written statement of the Board's decision and basis therefor. Action by majority vote of the Board of Directors upon the matter shall be final.

Section 8. Record Date for Voting Members

For the purpose of determining the Voting Members entitled to notice of or to vote at any meeting of Voting Members or any adjournment thereof, or to express consent to or dissent from corporate action in writing without a meeting, or for the purpose of any other lawful action, the directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed, the record date for determining Voting Members entitled to notice of or to vote at a meeting of Voting Members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; the record date for determining Voting Members entitled to express consent to or dissent from corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent or dissent is expressed. A determination of Voting Members of record entitled to notice of or to vote at any meeting of Voting Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 9. Membership Meetings

Section 9.1 Time

The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. Provided further that unless otherwise provided by the Board of Directors, the annual meeting shall take place concurrent with, and at the time and place of, the Society's annual conference (the "Annual Conference").

Special meetings shall be held on the date and at the time fixed by the Board of Directors.

Section 9.2. Place

Annual meetings and special meetings shall be held, except as provided in Section 9.1, at such place, within or without the State of Delaware, as the directors may, from time to time, fix. Except as otherwise provided in Section 9.1, whenever the directors shall fail to fix such place, the meeting shall be held at the executive office of the Society.

Section 9.3. Call

Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call a meeting.

Section 9.4. Notice; Waiver of Notice

- a. Notice generally. Written notice of all meetings shall be given to Voting Members, stating the place, date, and hour of the meeting. The notice of an annual meeting shall state that the meeting is called for the transaction of such business as may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called. The notice of any meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the General Corporation Law. Except as otherwise provided herein or by the General Corporation Law, a copy of the notice of any meeting shall be given, personally or by mail, not less than ten days nor more than sixty days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, and shall be directed to each Voting Member at his or her record address or at such other address which he may have furnished by request in writing to the Secretary of the Society. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. If a meeting is adjourned to another time, not more than thirty days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date of the adjourned meeting.

- b. Notice by Electronic Transmission. Without limiting the manner by which notice otherwise may be given effectively to Voting Members, any notice to Voting Members given by the Society under any provision of the General Corporation Law, the Certificate of Incorporation, or these Bylaws shall be effective if given by a form of electronic transmission consented to by the Voting Member to whom the notice is given. Any such consent shall be revocable by the Voting Member by written notice to the Society. Any such consent shall be deemed revoked if (1) the Society is unable to deliver by electronic transmission two consecutive notices given by it in accordance with such consent and (2) such inability becomes known to the Secretary of the Society or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. For purposes of these Bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

- c. Notice by Electronic Transmission: When Deemed Given. Notice given pursuant to subsection (b) of this section shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the Voting Member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the Voting Member has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the Voting Member of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the Voting Member.
- d. Notice to Voting Members Sharing an Address. Without limiting the manner by which notice otherwise may be given effectively to Voting Members, any notice to Voting Members given by the Society under any provision of the General Corporation Law, the Certificate of Incorporation, or these Bylaws shall be effective if given by a single written notice to Voting Members who share an address if consented to by the Voting Members at that address to whom such notice is given. Any such consent shall be revocable by a Voting Member by written notice to the Society. Any Voting Member who fails to object in writing to the Society, within 60 days of having been given written notice by the Society of its intention to send the single notice permitted by this subsection, shall be deemed to have consented to receiving such single written notice.
- e. Waiver of Notice. Notice need not be given to any Voting Member who submits a written waiver of notice signed by him or her or a waiver by electronic transmission. Attendance of a Voting Member at a meeting shall constitute a waiver of notice of such meeting, except when the Voting Member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in any written waiver of notice or any waiver by electronic transmission.

Section 9.5. Conduct of Meeting

Meetings of the Voting Members shall be presided over by one of the following officers in the order of seniority and if present and acting – the Chief Executive Officer, the President, the President Elect, the Executive Vice-President, Vice-President-Strategic Planning, Vice-President-Financial Affairs, or, if none of the foregoing is in office and present and acting, by a chairperson to be chosen by the Voting Members. The Secretary of the Society shall act as secretary of every meeting, but if the Secretary is not present, the Chairperson of the meeting shall appoint a secretary of the meeting.

Section 9.6. Proxy Representation

- a. Granting of Proxy Authority. Every Voting Member may authorize another person or persons to act for him by proxy in all matters in which a Voting Member is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Without limiting the manner in which a Voting Member may authorize another person or persons to act for such Voting Member as proxy, the following shall constitute a valid means by which a Voting Member may grant such authority:
 1. A Voting Member may execute a writing authorizing another person or persons to act for such Voting Member as proxy. Execution may be accomplished by the Voting Member or such Voting Member's authorized agent signing such writing or causing such person's signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.
 2. A Voting Member may authorize another person or persons to act for such Voting Member as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the Voting Member. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.
- b. Copies of Proxies. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to subsection (a) of this section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.
- c. Effectiveness of Proxies. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period.

Section 9.7. Quorum

- a. Annual Meeting. The presence in person or proxy at the annual meeting of at least five percent (5%) of the Voting Members shall constitute a quorum for the transaction of any business at the annual meeting. The Voting Members present may adjourn the meeting despite the absence of a quorum.
- b. Special Meeting. One-third of the Voting Members, who shall be present in person or by proxy, shall constitute a quorum at a special meeting for the transaction of any business. The Voting Members present may adjourn the meeting in the absence of a quorum.

Section 9.8. Voting

Each Voting Member shall have one vote in the election of directors and officers, in the adoption, amendment, and repeal of these Bylaws to the extent provided for in the Certificate of Incorporation, and in all proceedings upon which the General Corporation Law confers voting power upon members entitled to vote in the election of directors. In the election of directors and officers, a plurality of the votes cast shall elect, and voting may, but need not be, by a proxy mail-in ballot or a proxy ballot submitted by electronic transmission, provided that such transmission either set forth or be submitted with information from which it can be determined that the transmission was authorized by the Voting Member or proxy holder. Any other action in which Voting Members are entitled to vote shall be authorized by a majority of the votes cast at a meeting at which a quorum is present in person or by proxy except where the General Corporation Law, the Certificate of Incorporation, or these Bylaws prescribes a different percentage of votes.

Section 9.9. Written Action

- a. Action by Written Consent. Any action required by the General Corporation Law to be taken at a meeting of members or any action which may be taken at any meeting of members, may be taken without a meeting, without prior notice and without a vote, if a consent(s) in writing setting forth the action so taken, shall be signed by Voting Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Voting Members having a right to vote thereon were present and voted. Consents shall be delivered to the Society by delivery to its registered office in Delaware, its Executive Office or an officer or agent of the Society having custody of the book in which proceedings of meetings of Voting Members are recorded. Delivery made to the Society's registered office shall be by hand or by certified or registered mail, return receipt requested.

- b. Form of Written Consent; Timing Requirements. Every written consent shall bear the date of signature of each Voting Member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by this section to the Society, written consents signed by a sufficient number of Voting Members to take action are delivered to the Society by delivery to its registered office in Delaware, its Executive Office or an officer or agent of the Society having custody of the book in which proceedings of meetings of Voting Members are recorded. Delivery made to the Society's registered office shall be by hand or by certified or registered mail, return receipt requested.

- c. Consents by Electronic Transmission. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a Voting Member or proxyholder, or by a person or persons authorized to act for a Voting Member or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Society can determine (1) that the telegram, cablegram or other electronic transmission was transmitted by the Voting Member or proxyholder or by a person or persons authorized to act for the Voting Member or proxyholder and (2) the date on which such Voting Member or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Society by delivery to its registered office in Delaware, its Executive Office or an officer or agent of the Society having custody of the book in which proceedings of meetings of Voting Members are recorded. Delivery made to the Society's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by telegram, cablegram or other electronic transmission, may be otherwise delivered to the Executive Office or to an officer or agent of the Society having custody of the book in which proceedings of meetings of Voting Members are recorded if, to the extent and in the manner provided by resolution of the Board of Directors.

- d. Effectiveness of Copies of Consents. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

- e. Notice of Action to be Sent to Non-Consenting Voting Members. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Voting Members who have not consented in writing.

Section 10. Statement of Non-Discrimination

Membership in any category of membership in the Society shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, age, or for any other reason unrelated to character or competence. In considering applicants for membership in the Society, information as to the character, competence, ethics, professional status or professional activities of the applicant may be considered.

ARTICLE IV BOARD OF DIRECTORS AND COMMITTEES

Section 1. Board of Directors; Powers; Number; Qualifications; Resignations; Removals; Vacancies

The management of the business and affairs of the Society shall be vested in a Board of Directors (the "Board"), who shall govern and manage the affairs of the Society in accordance with the purposes and principles and other requirements of the Bylaws of the Society and in conformity with the laws governing its incorporation. The Board of Directors shall consist of between fifteen (15) and forty (40) persons, and all members of the Board shall be considered Directors; provided, however, that no Board Member Emeritus shall have the right to vote on any Board of Directors decision, and no Board Member Emeritus shall be counted when calculating any quorum or voting requirements for actions by the Board of Directors. Only Members who have been Active Members for at least one (1) full calendar year are eligible to be a Director, Officer, or other Board Member.

The Board of Directors shall consist of the Chief Executive Officer, the President, the President Elect, the Executive Vice-President, the Vice-President-Strategic Planning, the Vice-President-Financial Affairs, the Secretary, the Treasurer, the Immediate Past President, up to twenty (20) Directors-at-Large, and up to four (4) Lifetime Directors, who must be Active Members. The four (4) Lifetime Directors shall be Laxmaiah Manchikanti, Cyrus E. Bakhit, Vijay Singh, and Bentley Akobundu Ogoke. The Lifetime Directors shall serve unlimited terms on the Board of Directors, subject to their earlier resignation or removal as described below. The Officers and the twenty (20) Directors-at-Large shall be nominated as provided in Article VII and then elected at or prior to the Annual Meeting in accordance with Article III, Section 9 of these Bylaws. The Chief Executive Officer is elected for a term of five years. Officers are elected for a term of one year. Directors-at-Large shall be elected for terms of two (2) years each, and may serve a maximum of three (3) consecutive terms. Board Members whose terms are about to end or any previous Board Member may be considered by the Board for appointment to one of five (5) Board Members Emeriti positions. These positions on the Board are for two-year

terms. The Board may renew the appointment of any Board Member Emeritus, provided that no Board Member Emeritus may serve in that capacity for more than five (5) consecutive terms.

Any director may resign at any time upon written notice to the Society. Except as may otherwise be provided by the General Corporation Law, any director (including a Lifetime Director) or the Entire Board of Directors may be removed, with or without cause, by a majority of the Voting Members entitled to vote in an election of directors.

Any vacancy occurring between elections shall be filled by the vote of a majority of the remaining directors then in office. Provided, however, that a vacancy of a Lifetime Directorship or a Board Member Emeritus Directorship, whether or not between elections, need not be filled. The election of a Lifetime Director to fill a Lifetime Director vacancy requires a two-thirds majority vote of the Voting Members entitled to vote in an election of directors.

Section 2. Board Meetings

The Board of Directors shall meet at least annually. Meetings may be held as face-to-face meetings, by videoconference, by telephone conference calls, or by other communications equipment, or by any combination of the foregoing which allows all participants to hear each other, at such times and places designated by the Chief Executive Officer. Special meetings of the Board of Directors may be called at any time by the Chief Executive Officer or the President, and shall be called on written request of any five (5) members of the Board. Written notice shall be forwarded to each member of the Board not less than two (2) days prior to any meeting. Notice need not be given to any director or to any member of a committee of directors who submits a written waiver of notice signed by him or her before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he or she attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice. A majority of the total number of directors in office shall constitute a quorum for the transaction of business. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided in these Bylaws, the Certificate of Incorporation, or the General Corporation Law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the minutes of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 3. Executive Committee

The Executive Committee shall be comprised of the Chief Executive Officer, the President, the President Elect, the Executive Vice-President, and three (3) additional Board

Members chosen by the Board of Directors. The Executive Committee shall act on behalf of the Society in those instances necessary to conduct prudently the affairs of the Society which require such action between regular or periodical meetings of the Board of Directors. Executive Committee actions will be reviewed and either ratified or rescinded at the next meeting of the Board of Directors.

Section 4. Other Board Committees

The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Society. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Society, but no such committee shall have the power or authority in reference to the following matters: (a) approving or adopting, or recommending to the Active Members, any action or matter (other than the election or removal of directors) expressly required by the General Corporation Law to be submitted to the Active Members for approval or (b) adopting, amending or repealing any Bylaw of the Society.

Section 5. Fees and Compensation

Directors may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by the Board of Directors or Executive Committee (with approval of the Board). The Board or Executive Committee (with approval of the Board) may establish appropriate guidelines and provisions to reimburse or to pay any or all of the directors providing services to the Society and to purchase and to maintain insurance on behalf of any director, or to reimburse directors for such purchase. The amount of compensation paid to any director providing services to the Society shall not exceed such amount as is reasonable under all of the facts and circumstances.

Section 6. Indemnification of Officers and Directors

Section 6.1 Power to Indemnify.

The Society shall have the power to indemnify any present or former officer, director or member of a committee duly authorized by the Board of Directors of the Society who, by reason of being or having been such officer, director or member, was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action brought against him or her by or on behalf of the Society), against expenses, attorney's fees, judgments, fines,

and amounts paid in settlement actually and reasonably incurred by him or her in such action.

6.2 Scope of Indemnification.

Indemnification under this Section shall be permitted where the officer, director or member of a duly authorized committee acted in good faith and in a manner he reasonably believed to be in the best interest of the Society and, with respect to criminal actions, had no reasonable cause to believe his or her conduct was unlawful. Any officer, director or member of a duly authorized committee who has been successful on the merits in any action, suit, or proceeding described in Subsection 1 of this Section shall be indemnified from expenses actually and reasonably incurred by him or her in connection therewith.

6.3 Authorization and Indemnification.

Any indemnification under Subsections 1 and 2 of this Section shall be made by the Society only upon authorization by a disinterested majority of the Board of Directors. Such authorization shall be made upon a determination that the officer, director or member of a duly authorized committee involved has met the applicable standard of conduct set forth in Subsections 1 and 2, and that the expenses incurred were reasonable.

6.4 Purchase of Insurance.

The Society shall have the power to purchase and maintain insurance on behalf of any person who was or is an officer, director or member of a duly authorized committee against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of this status as such, whether or not the Society would have the power to indemnify him or her against such liability under this Section.

6.5 Other Rights Unchanged.

The indemnification provided by this Section shall not alter or affect any other rights to which those seeking indemnification may be entitled, either as to action taken in an official capacity or otherwise. Indemnification under this Section shall continue as to a person who has ceased to be an officer, director or member of a duly authorized committee, and shall inure to the benefit of his or her heirs, executors, and administrators.

ARTICLE V OFFICERS

Section 1. The elected Officers of the Society shall be an Chief Executive Officer, a President, a President Elect, an Executive Vice-President, Vice-President-Strategic Planning, Vice-President-Financial Affairs, a Secretary, and a Treasurer. Only Active Members who have been Members for one (1) full calendar year or longer are eligible to be elected as or to become an Officer or Director of the Society.

Section 2. Chief Executive Officer

The Chief Executive Officer is charged with the administration of the Society.

Section 3. Term of Office

The term of office of the Chief Executive Officer is five (5) years, unless the Chief Executive Officer sooner resigns or is removed from office. The term of office for the President, the President Elect, the Executive Vice-President, Vice-President-Strategic Planning, Vice-President-Financial Affairs, the Treasurer, and the Secretary is one (1) year, unless he or she sooner resigns or is removed from office. Any officer may resign at any time upon written notice to the Society. Except as may otherwise be provided by the General Corporation Law, the Chief Executive Officer may be removed only with cause, by a majority of the Directors then entitled to vote in an election of officers. All other officers, except as may be provided by the General Corporation Law, may be removed with or without cause, by a majority of the Directors then entitled to vote in an election of officers. Any vacancy occurring between elections shall be filled by the vote of a majority of Directors then in office.

Section 4. Presiding Officer

The Chief Executive Officer is the presiding officer of the Board of Directors. In the absence of the Chief Executive Officer, the President shall preside over the Board of Directors. In the absence of the Chief Executive Officer and the President, the President Elect shall preside. In the absence of the Chief Executive Officer, the President, and the President Elect, the Executive Vice-President shall preside. In the absence of the Chief Executive Officer, the President, the President Elect, and the Executive Vice-President, the Vice-President-Strategic Planning shall preside. If the Vice-President-Strategic Planning is absent, the Vice-President-Financial Affairs shall preside. If none of the officers listed above is present, the Board shall select one of its Members to preside pro tempore.

ARTICLE VI DUTIES OF OFFICERS

Section 1. Chief Executive Officer

The Chief Executive Officer is the general manager of the Society and has, subject to the control of the Board of Directors, general supervision, direction, and control of the business and

day-to-day operation of the Society. The Chief Executive Officer serves at the pleasure of the Board of Directors. It shall be the duty of the Chief Executive Officer to preside at all meetings of the Board of Directors and the Nominating Committee and to see that the rules are properly enforced in all deliberations of the Society. The Chief Executive Officer shall be a voting ex-officio member of all committees.

Section 2. President

It shall be the duty of the President to preside at all meetings of the Society and the Executive Committee of the Board of Directors, and to see that rules are properly enforced in all deliberations of the Society, in the absence of the Chief Executive Officer. The President shall be a voting ex-officio Member of all committees. Upon completion of his or her term as President, the President shall become the Immediate Past President. The Immediate Past President shall serve a two-year term.

Section 3. President Elect

The President Elect, in the absence of the President, shall preside at all meetings of the Society and the Executive Committee of the Board of Directors and shall assume the usual duties of the President.

Section 4. Vice Presidents

The Society shall have three (3) Vice Presidents. One of the three Vice-Presidents shall be designated as the Executive Vice-President, and the additional two (2) Vice-Presidents shall be designated Vice-President-Strategic Planning and Vice-President-Financial Affairs. The Executive Vice-President, in the absence of the President and the President Elect, shall preside at all meetings of the Society and the Executive Committee of the Board of Directors and shall assume the usual duties of the President. Unless otherwise provided in these Bylaws, in the absence of the Executive Vice-President, the Chief Executive Officer shall designate one of the two Vice-Presidents-at-large to assume the usual duties of the Executive Vice-President.

Section 5. Secretary

It shall be the responsibility of the Secretary to keep a true record of the proceedings of the meetings of the Society, and to keep a register of the membership with the date of admission and the place of residence. The Secretary shall send proper notice of all Membership meetings to each member. The Secretary shall also act as Secretary of the Board of Directors.

Section 6. Treasurer

It shall be the responsibility of the Treasurer to keep the accounts of the Society and perform the usual duties of the Treasurer, unless such duties are performed by the CEO. The CEO, the President, and the Treasurer shall each be authorized to expend such funds as are necessary in payment of the expenses of the Society and to keep accurate records of receipts and

expenditures. The duties of the Treasurer, in whole or part, may be assigned to the Chief Executive Officer.

Section 7. Fees and Compensation

Officers may receive such compensation, if any, for their services and such reimbursement for expenses, as may be fixed or determined by the Board of Directors or Executive Committee (with approval of the Board). The Board or Executive Committee (with approval of the Board) may establish appropriate guidelines and provisions to reimburse or to pay any or all of the officers, employees, and persons providing services to the Society and to purchase and to maintain insurance on behalf of any officer, or to reimburse officers for such purchase. The amount of compensation paid to any officer, employee or person providing services to the Society shall not exceed such amount as is reasonable under all of the facts and circumstances.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

The Nominating Committee for the election of officers and Directors shall consist of the Chief Executive Officer and two (2) other Board Members chosen by the Board of Directors, with the Chief Executive Officer presiding.

Prior to the annual meeting, the Nominating Committee shall seek information and suggestions from the membership for nominations for Officers, Directors, and the Chief Executive Officer (who shall be elected by the Board of Directors) and shall present a slate with one or more nominations for each vacant position. The Nominating Committee shall nominate persons for all vacant Offices to serve from the date of election at the Annual Conference until the completion of their respective terms of office.

Only Voting Members may vote in the election of Officers and Directors. Voting may be by proxy mail-in ballot, and may be completed prior to the annual meeting. Write-in candidates shall be permitted. The nominee for each position who receives the plurality of the votes cast shall be elected. Voting Members shall elect persons for all Offices to serve from the date of election at the Annual Conference until the completion of their respective terms of office.

When more than one Director-at-Large position is vacant, Voting Members shall vote for one candidate for each vacant position. The candidate receiving the highest number of votes shall be elected to the first vacant Director-at-Large position, the candidate receiving the second highest number of votes shall be elected to the second vacant Director-at-Large position, and so on.

In the case of a tie vote, the Board of Directors shall cast the deciding vote. The newly elected Officers and Directors shall take office immediately upon their election.

**ARTICLE VIII
COMMITTEES NOT COMPRISED SOLELY OF DIRECTORS**

The Chief Executive Officer or President shall appoint the Chairs and members of Standing and Special Committees not comprised solely of members of the Board of Directors. Such appointments require ratification of the Board of Directors. Appointments to committees not comprised solely of members of the Board of Directors shall be for one year.

Standing Committees not comprised solely of members of the Board of Directors shall include: 1) the Clinical Parameters Committee, 2) the Education/Research Committee, and 3) the Legislative/PR Committee.

Special Committees not comprised solely of members of the Board of Directors may be established for other specific purposes and for specified durations when necessary.

Actions of the standing and special committees not comprised solely of members of the Board of Directors will be reviewed and ratified or rescinded at the next meeting of the Board of Directors.

**ARTICLE IX
DUES**

Dues for members shall be determined by the Board of Directors. The Board of Directors shall have the right to impose dues by general or special assessment. The Board of Directors shall have the right to reduce dues or to exempt members from payment of dues on the basis of illness, undue hardship, active military service, or for other acceptable reasons. The Board of Directors shall establish a policy concerning members who are delinquent in dues.

**ARTICLE X
CONTRACTS, CHECKS, DRAFTS, AND BANK ACCOUNTS**

Section 1. Execution of Contracts

The Board of Directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these Bylaws, to enter into any contract in the name of and on behalf of the Society and any such authority may be general or confined to specific instances. Whenever the Board of Directors, in authorizing or directing the execution of any contract, shall fail to specify the officer or officers or their agent who are to execute the same, such contract shall be executed on behalf of the Society by the Chief Executive Officer or by the President.

Section 2. Checks, Drafts, and Evidences of Indebtedness

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of

Directors, such instruments shall be signed by the Chief Executive Officer, the Treasurer, or the President.

Section 3. Deposits

All funds of the Society 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, and shall be invested and reinvested upon the direction of the Board of Directors.

Section 4. Gifts

Any gift, donation, bequest, or devise to the Society shall be deemed to have been accepted only when acted upon affirmatively by the Board of Directors.

Section 5. Budget

The Society shall maintain a balanced budget of revenue and expense each year. Any expenditure beyond expected revenue must be approved by a vote of the Board of Directors.

Section 6. Grants

The Society may distribute financial grants to foster advances in pain management. Such grants may include financial support of education or research, provided that all grants shall be made in accordance with the Certificate of Incorporation and these Bylaws.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Society shall be from January 1 through December 31.

**ARTICLE XII
AMENDMENTS**

Amendments to these Bylaws may be proposed by the Board of Directors or by written petition to the Board of Directors signed by twenty percent (20%) of the Voting Members of the Society.

Approval of each proposed amendment to the Bylaws shall require a two-thirds majority vote of the Board of Directors, present in person or by proxy. The Bylaws may also be amended by a two-thirds majority vote of a quorum of Voting Members. In the case of a conflict between the Board of Directors and the Voting Members regarding amendment of the Bylaws, the vote of the Voting Members shall supersede a vote of the Board of Directors.

Revised as of July, 2007