ACCREDITATION COUNCIL FOR PEDIATRIC NEUROSURGICAL FELLOWSHIPS, INC.

BY-LAWS

PREAMBLE
The Accreditation Council for Pediatric Neurosurgical Fellowships (“ACPNF”) has been established in the state of Ohio as a non-profit corporation whose purpose is to establish the standards for fellowship training in pediatric neurosurgery in the United States and Canada, and to accredit such fellowship programs. Pediatric neurological surgery is that neurosurgical subspecialty which deals with the diagnosis and treatment of disorders of the central, peripheral and autonomic nervous systems of infants and children.

ARTICLE I BOARD OF DIRECTORS MEMBERSHIP
The ACPNF shall consist of seven Directors, five of whom shall be pediatric neurosurgeons certified by the American Board of Pediatric Neurosurgery (ABPNS) and two of whom shall be pediatric subspecialists in fields other than pediatric neurosurgery. Directors will serve for a term of four years, renewable for an additional term if approved by majority vote of the existing directors of the ACPNF. New Directors shall be nominated by the existing Directors of the ACPNF, and must be approved by a majority vote of the current directors at its annual meeting. The Directors shall meet at least two (2) times each year and at such place either within or without the State of Ohio, as may be fixed from time to time by said Directors. At the request of the chair or any three (3) other Directors, special meetings of the ACPNF may be held at a time and place to be determined by the Directors. At any meeting, a majority of ACPNF Directors shall constitute a quorum, and any ACPNF business may be transacted at such a meeting. Directors are entitled to reimbursement of expenses incurred, if any, for attendance at meetings of the Directors.
ARTICLE II BOARD OF DIRECTORS OPERATION

Composition and Term of Office
The Board of Directors shall be vested with management and control of the property, business and affairs of the ACPNF.

Executive Committee of the Board of Directors
At the discretion of the Board of Directors, an Executive Committee may be established as needed.

ARTICLE III OFFICERS
The Officers of the ACPNF shall consist of a Chair, a Secretary - Treasurer and such other Officers as may be elected by the Board of Directors, from time to time. The Officers shall be elected by a simple majority of the Board of Directors of the ACPNF.

If an office shall become vacant by reason of death, resignation, disqualification, or removal of the incumbent thereof, or other cause, the Directors may elect a successor to hold the office for the unexpired term in respect to which such vacancy occurred or was created. In case of the absence of any Officer of ACPNF, or for any reason that the Directors may determine as sufficient, the Directors may delegate the powers and duties of such Officer to any other Officer, or to any Director, except where otherwise provided by these By-Laws or by the laws of Ohio.

ARTICLE IV INDEMNIFICATION OF DIRECTORS AND OFFICERS
The ACPNF shall indemnify each Director and Officer, each former Director and Officer, and each person who is serving or has served at its request as a Director or Officer at another enterprise, and may indemnify any employee or agent, any former employee or agent, and any person who is serving or has served at its request as an employee or agent of any other enterprise to the fullest extent from
time to time permitted by the laws of the State of Ohio in the event any of such persons shall be
made or threatened to be made, a party to any action, suit or proceeding whether civil, criminal,
administrative, or investigative. As used herein, the terms Officer, Director, employee and agent
shall include their heirs and personal representatives.

ARTICLE V PROCEDURES FOR ACCREDITATION OF PEDIATRIC
NEUROSURGICAL FELLOWSHIPS
The ACPNF shall establish guidelines and processes for the accreditation of fellowship training
programs in pediatric neurosurgery. These guidelines shall include such prerequisites as faculty
composition, patient population, institutional requirements, and training curriculum, as well as
other fellowship requirements as determined by the Board of Directors. The ACPNF is empowered
to assess an application fee from new programs requesting accreditation, and to assess annual fees
from previously accredited programs, such fees to be determined by vote of the Directors from
time to time.

The ACPNF establishes the minimum standards and training requirements for fellowship
programs in pediatric neurological surgery and determines whether individual programs meet
those standards and requirements to merit continuing accreditation. The ACPNF shall consult
with the Committee for the Accreditation of Subspecialty Training of the Society of
Neurological Surgeons (“CAST”) in connection with the establishment and periodic review (and
revision, as appropriate) of fellowship training program standards and requirements, but the
ACPNF will at all times have the ultimate responsibility and authority for determining program
standards and requirements.

Fellowship programs in pediatric neurological surgery that (i) meet the minimum standards and
training requirements established by the ACPNF and are offered at institutions that are affiliated
with those that are accredited for post-graduate (i.e., residency) training in neurological surgery
by the Accreditation Council for Graduate Medical Education (the “ACGME”), shall be deemed
to be accredited by both the ACPNF and CAST and shall receive a certificate of accreditation
containing the logos of both the ACPNF and CAST. Fellowship programs in pediatric
neurological surgery that (i) meet the minimum standards and training requirements established
by the ACPNF; and (ii) are offered at institutions in Canada that are affiliated with ACGME-
equivalent accredited post-graduate (i.e., residency) training in neurological surgery, shall be
deemed to be accredited by the ACPNF and shall receive a certificate of accreditation containing
the logo of the ACPNF.

The ACPNF shall periodically review all accredited fellowship programs in pediatric
neurological surgery to determine whether they continue to meet the standards and requirements
established by the ACPNF. The review shall include, without limitation, a review of institutional
and fellow case types and volumes, and institutional and faculty composition. As part of this
review process, a program may be selected for a repeat site visit by the ACPNF if concerns have
been raised regarding the program’s qualifications.

The ACPNF will continue to use its present policies and procedures for addressing programs that
do not continue to meet applicable accreditation standards and requirements. Disciplinary
actions for programs that fail to meet such standards and requirements may include, among other
measures: warnings, reprimands, mandated corrective actions, probation, suspension or revocation of accreditation. The ACPNF shall notify CAST of any disciplinary measures taken against any accredited fellowship program.

The ACPNF shall collect data on institutional and fellow case volumes for each accredited fellowship program in pediatric neurological surgery, and shall share such data with the ACGME and CAST in a format and on a schedule to be agreed upon by the Parties and the ACGME.

ARTICLE VI. FELLOWSHIP APPLICANT MATCH PROCESS
The ACPNF will supervise the annual match of applicants for pediatric neurosurgical fellowships carried out through the San Francisco Matching Program service, and will adjudicate all issue related to said match, the rules and regulations of which shall be posted on both the ACPNF and SFmatch websites.

ARTICLE VII. AMENDMENTS
These By-Laws may be amended by the affirmative vote of two-thirds (2/3) of the entire Board of Directors at any annual, regular, or special meeting provided that written notice of the proposed amendment shall have been given to all Directors at least twenty (20) days in advance of the meeting.