

**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 for the purpose of establishing criteria for fellowship training in pediatric neurosurgery and for the accreditation of pediatric neurosurgical fellowship training programs. Pediatric neurological surgery is that neurosurgical subspecialty which deals with 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 requisites, 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.

ARTICLE VI

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.