

AMENDED AND RESTATED
BYLAWS OF
SOCIETY OF ROBOTIC SURGERY, INC.

Effective _____, 2011

ARTICLE I. PREAMBLE

The Society of Robotic Surgery, Inc. has been formed effective March 13, 2009. At a General Membership Meeting held on _____, the following Amended and Restated Bylaws were adopted by a majority of the members voting and present.

ARTICLE II. NAME AND NON-PROFIT STATUS

The name of this organization shall be the "Society of Robotic Surgery, Inc." ("SRS"). SRS is a non-profit corporation chartered under the laws of the State of Florida and is exempt from federal tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). SRS has no capital stock. Net income from SRS's activities shall accrue solely to SRS, and no part shall inure to the benefit of individuals or members.

ARTICLE III. PURPOSE

The purpose of SRS is the dissemination of scientific activities, educational/training activities and research in robotic surgery, the organization and implementation of scientific meetings and presentations, as well as the recognition of excellence in the area of robotic surgery. These activities will support and contribute to the academic activities of its members in the pursuit of improving these techniques for patient care and patient safety and are intended to comply, in all respects, with Section 501(c)(6) of the Code.

ARTICLE IV. MEMBERSHIP

Section 1. General. Membership in SRS is afforded solely at the discretion of the Board of Governors with the advice of the Membership Committee. Application for membership in SRS must be made on forms approved by the Board of Governors. All members shall be elected at the Business Meeting.

Section 2. Requirements. Any board certified surgeon with an unlimited license to practice medicine and surgery in the State, Province, or Country of the applicant's practice, or scientist or professional (physician or non-physician, including, educational, medical, etc.) in the field of robotics or surgery or scientific aspects of robotic surgery (including allied professional fields) may join SRS.

Section 3. Dues and Assessments.

A. *Annual Dues.*

- i. The Annual Dues shall be set each year by the Board of Governors.
- ii. The Annual Dues are payable in advance of the commencement of each fiscal year. A member not having paid his dues by April 1st of any year shall be in arrears and may, at the discretion of the Board of Governors, be suspended from membership if not paid up within one (1) year.

B. *Special Assessments.*

- i. Special Assessments for specific reasons may be voted by the Board of Governors.
- ii. A Special Assessment is payable within sixty (60) days following notification of the members of such assessment. Any member whose assessment has not been received within that time shall be immediately notified of his delinquency and impending removal from the membership roll by registered mail with return receipt. Any member whose Special Assessment has not been received within an additional thirty (30) days or by the end of the fiscal year, whichever is sooner, may be removed without further notice from the membership roll

C. *Failure to Pay Dues.*

- i. Members that fail to pay annual dues will, on written notice from SRS, forfeit all rights and privileges of membership in SRS. Otherwise, no active member will be expelled or suspended, except by provisions as described in these Amended and Restated Bylaws.

Section 4. Categories of Membership. The membership of SRS shall consist of the following categories:

A. *Active Members.* Active membership shall be limited to fully trained surgeons or other physicians who perform robotic interventions and/or are actively involved in robotics research or development.

B. *Candidate Members.* Graduate surgeons and/or other physicians actively enrolled in dedicated training programs in which robotic interventions form a part of the core curriculum. Candidate status may be maintained for up to two (2) years following completion of training and board certification in the training discipline. After providing documentation of requirements for active membership, full membership may be obtained.

C. *Associate Members.* The Membership Committee will accept applications as associate members from physicians, nurses, engineers, and other healthcare professionals.

D. *Honorary Members.* Honorary members may be conferred on distinguished surgeons by vote of the Executive Committee with approval of the Board of Governors.

Section 5. Resignation and Reinstatement.

A. Any member in good standing can renounce his/her membership by providing a written notice to SRS's President at SRS's headquarters. The membership will be terminated within six (6) months after receipt of the notice by the President.

B. A request for reinstatement following resignation by a member shall be sent to SRS's Secretary. Such requests shall be considered by the Board of Governors, and reinstatement shall require an affirmative vote of a majority of the Board of Governors.

Section 6. Voting Status and Rights. Only active and honorary members shall be eligible to hold office or have the right to vote. All members shall be entitled access to the latest available copy of the Articles of Incorporation, and Bylaws, available on SRS's website.

Section 7. Waiver. The Board of Governors, by action in conformance with these Amended and Restated Bylaws, may waive any specific qualification or requirement of membership, which it considers justified.

ARTICLE V. SECTIONS OF SRS

Section 1. Organs. The organs (sections) of SRS are (i) the General Membership, (ii) the Board of Governors and (iii) the Officers (President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past-President). Under the supervision of the Board of Governors will be the Executive Committee to work on behalf of the full Board of Governors with the Executive Director for operational issues of SRS on a day-to-day basis.

Section 2. General Membership.

A. *Business Meeting.* The General Membership meets annually during the Annual Meeting. The General Membership Meeting, otherwise known as the Business Meeting, is announced to the members at least three (3) months in advance via SRS's website, e-mail and/or regular mail. The Business Meeting is chaired by SRS's President, or in case of non-availability, by the Vice President or, in case of non-availability, the President-Elect. The agenda will be available prior to the Business Meeting via SRS's website, e-mail and/or regular mail. Any other agenda item will be raised under new business during the Business Meeting.

i. The responsibilities of the General Membership are:

- A. the election of the officers and Board of Governors,
- B. changes to the Bylaws,
- C. sale, merger or dissolution of SRS, and

D. any resolution which the Board of Governors may ask the General Membership to consider.

B. *Special Meetings.* A Special Meeting may be called by the President, a majority of the Board of Governors, or upon a written request of seventy-five (75) members. A special notice of such a meeting shall be sent to each member so as to be received fifteen (15) days prior to the date set, stating the nature of business for which the meeting is called and containing the list of signatures requesting such a special meeting. Only the business stated as the reason for the special meeting shall be transacted at special meetings.

C. *Voting.* Active and honorary members each have one (1) vote. The members registered and eligible to vote, representing not less than 25% of the total membership, and who are present in person, telephonically or by proxy, at any Business or Special Meeting, shall constitute a quorum for such meetings. Unless otherwise specifically required by these Amended and Restated Bylaws or applicable law, the vote of a majority of such members in person, telephonically or by proxy, shall be required to approve any action at such meeting.

Section 3. Board of Governors.

A. *Composition.* The Board of Governors shall consist of between five (5) and fifteen (15) members who are elected by the General Membership. A member of the Board of Governors is elected for a term of four (4) years. A Board of Governors member may be nominated and elected for a second (2nd) term immediately following the first (1st) term. Nomination for a third (3rd) four (4) year term shall only be possible after at least one (1) year hiatus. Officers are de facto members of the Board of Governors. The Board of Governors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and elected members of the Board Governors. The Executive Director will be a non-voting member of the Board Governors. The five founding members of the SRS will begin a four year term on the Board of Governors commencing with the adoption of these bylaws, with the option to renew for an additional four year term.

B. *Requirements.* There shall be an equitable representation of different technical and geographical areas on the Board of Governors reflecting the level of activity in the respective area. The distribution shall be reviewed at regular intervals.

C. *Election.*

. The members of the Board of Governors shall be elected by the majority vote of members of SRS at Special or Business Meeting.. The members of SRS shall be notified of the results of the election of the Board of Governors at the Special of Business Meeting that the election was held, or promptly thereafter. To the extent permitted by Florida law, the election shall take place by electronic ballot every two (2) years by mechanisms put in place by the Board of Governors. .

ii. Nominations to the Board of Governors shall be made in writing to the Board of Governors at least six (6) months before the election by the Nominating Committee. Any nomination shall be considered by the Board of Governors if it is supported by at least ten (10) SRS members. The Board of Governors shall be responsible for having more candidates on the ballot than there are open positions on the Board of Governors.

iii. The slate of nominees from the Nominating Committee shall be distributed electronically by the Executive Director to all the members of SRS at least two (2) months prior to the Annual Meeting. The slate will include the number of vacancies on the Board of Governors plus at least one (1) additional candidate. There will be an open space on the slate for a write-in candidate for each open position. If a Board of Governors member vacancy occurs, it will be announced and filled within three (3) months. Such vacancy shall be filled by action of the Board of Governors for the unexpired term of the vacant position.

iv. The following voting procedure should be used to accomplish the equitable composition of the membership of the Board of Governors: on the ballots, the candidates should be listed under their respective geographical and technical area of expertise. The membership shall vote via a web-based electronic ballot for up to the specified number of candidates to be elected, provided permitted under Florida law.

v. The terms of the Board of Governors members commence on the 1st day of January following the election.

vi. A majority of the members by the Board of Governors present in person or by telephone shall constitute a quorum of the Board of Governors. All actions of the Board of Governors shall require the affirmative vote of a majority of those present in person or by telephone.

D. *Meetings.* The Board of Governors shall meet at least once annually. They shall be notified in advance of the meeting. Members of the Board of Governors who miss two (3) consecutive Board of Governors meetings without excuse may forfeit their membership on the Board of Governors. Board of Governors meetings may take place in person, and otherwise may be called to order via teleconference. The President shall chair the meeting of the Board of Governors; in case he/she is not available, the Vice President or President-Elect shall chair the meeting. The meeting will be conducted according to the standard Robert's Rules of Order.

new member of the Board of Governors shall receive a copy of the latest Bylaws of SRS, a full list of the members of the Board of Governors including the year of their first election and of their term ending, and the most current publication of Robert's Rules of Order. The Executive Director is responsible for this.

E. *Responsibilities and Powers.* The Board of Governors has the following responsibilities and powers:

the goals of SRS. This involves supervision of the events sponsored by SRS, initiating new activities, setting policy, determining official publication of statements or guidelines, and selecting recipients of any awards. Specifically, the Board of Governors shall be responsible for the following actions:

a. Selecting the Chair of the Annual Meeting of SRS and its Program Committee, approving the conference venue, and providing input for the organization of the annual conference.

b. Electing a recipient for any awards from a slate of candidates received by the Board of Governors. This recipient shall be honored for consistent contributions for a number of years to the advancement of our knowledge in robotic surgery.

c. Awarding the Best Paper Award(s) to the author(s) of the best paper(s) in the annual International Conference on Robotic Surgery, as selected by the International Organizing Committee. This prize may include a monetary award provided by SRS.

ii. Conduct all the affairs which are not the responsibility of the General Membership or the President, or otherwise provided within these Amended and Restated Bylaws.

iii. In addition to the President, create committees and positions, and delegate specific responsibilities to them.

iv. Assure an equitable representation, when possible, of different geographical regions (e.g., international) and surgical specialties. The Board of Governors formulates for this purpose rules of governance. These rules shall be in effect after acceptance by the General Membership by a majority.

the slate of the officers and members of the Board of Governors as proposed by the Nominating Committee. The Board of Governors approves appointments to committees as presented by the President. The Board of Governors also has the responsibility to oversee SRS's finances.

vi. Hire a management company which will appoint an Executive Director who will be approved by the Board of Governors. The contract will be reviewed every three (3) years at the discretion of the Board of Governors. The Board of Governors must hire a new management company within three (3) months should a termination occur.

vii. Approve all educational initiatives proposed by individual committees.

viii. The Board of Governors may decide to endorse or sponsor additional events such as workshops in specialized areas, collaborative meetings with International Chapters or other societies, etc. Endorsement of any of these events by SRS shall not imply financial support. However, the Board of Governors may decide to provide sponsorship or limited support if deemed justified or it may decide to provide a loan to the Local Organizing Committee (which the Board of Governors may create for time to time) of one (1) of the sponsored events. For this purpose, the Board of Governors shall be kept informed about the financial status of any of the sponsored events by the respective Local Organizing Committee. The financial surplus of any of any SRS sponsored events shall be negotiated by the Executive Director, approved by the Board of Governors, and transferred to SRS.

ix. The Board of Governors may bestow the honorary title of "Fellow of SRS" to the surgeons and scientists who have over many years provided leadership in research and dissemination of knowledge in the area of robotic surgery.

F. *Voting.* The vote of a majority of the Board of Governors shall be required to approve any action of the Board of Governors, unless otherwise specified herein.

Section 4. Officers.

A. *Composition.* The six (6) officers are part of the total Board of Governors, and include the following positions:

- i. President
- ii. President Elect
- iii. Vice President
- iv. Secretary
- v. Treasurer
- vi. Immediate Past President

B. *Length of Terms.* The President-Elect and Vice President are elected for a term of one (1) year. The Secretary and Treasurer are elected a term of three (3) years. The Immediate Past President shall serve until the then-current President's term shall expire and such then-current President shall become the new Immediate Past President. The Board of Governors shall elect the officers at a Special or Business Meeting.

C. *Roles and Responsibilities of the Officers and Staff.* The roles and responsibilities of the officers and staff are enumerated below under the respective position and require majority vote of the Board of Governors to add or subtract a duty.

D. *President.* The President shall be the Chief Executive Officer of SRS, presiding at all Board of Governors, annual, scientific, and other meetings, executing all instruments requiring the signature of the President, and executing all orders and resolutions of the Board of Governors. The President is the representative of the Board of Governors of SRS. The President shall appoint the members of standing committees upon the advice of the the Board of Governors and may appoint ad-hoc committees otherwise not provided for. The President also shall have the power to remove a person appointed to a committee in consultation and with the the consent of the Board of Governors. The President shall announce results of elections. The President shall execute contracts that are approved by the Board of Governors. The President is assisted by the other officers. He/she will also be assisted in the day-to-day activities by the Executive Director and management company staff, and any other assistants in coordination with the Executive Committee.

i. *Rotation of the President.* There shall be an arbitrary rotation of the presidency by specialty to insure that the President is not from the same specialty for two (2) consecutive years.

E. *President-Elect.* The President-Elect will perform those duties as delegated by the President and shall assume the duties of the President in the absence or disability of the President and Vice President and without election will succeed the President.

F. *Vice President.* The Vice President shall perform those duties as may be imposed by the Board of Governors or President and shall perform all duties and exercise the powers of the President

in the absence of the President. The Vice President shall coordinate the various liaison groups within and outside SRS. The Vice President will supervise the Membership Committee.

G. *Secretary.* The Secretary shall attend and oversee the minutes of meetings of SRS and of the Board of Governors and shall be the keeper of the seal. He/she shall sign and attest to all instruments of SRS and affix the seal thereto or may authorize the Executive Director to do so. He/she shall supervise the custody of corporate records and, before the Annual Meeting, shall instruct the Executive Director to distribute the place, time, and date of the meeting to the members. In the absence of an Executive Director, the Secretary shall execute the duties of that position.

H. *Treasurer.* The Treasurer shall oversee all securities, funds, and monies belonging to SRS. He/she shall be responsible for the oversight and review of budgets, accurate accounts, issuing all checks, recording of all monies, funds, securities, properties, and assets in the custody of SRS, showing at all times the amount of disbursements. He/she shall report, at each Annual Meeting of the Board of Governors and the members, on the financial condition of SRS.

I. *Immediate Past President.* The Immediate Past President shall perform such duties assigned to him or her by the current president

J. *Executive Director.* The Board shall contract for administrative management. The chief management administrator shall be designated the Executive Director. The Executive Director and his/her staff are responsible for carrying out the administrative work of SRS, subject to policies, directions, and orders of the Board of Governors. The Executive Director, as the chief management administrator of SRS, shall prepare and submit to the Board plans, suggestions, budgets, and recommendations as to policies and practices to be pursued by SRS. He/she shall insure that any single expenditure exceeding five percent (5%) of the annual budget obtains approval of a majority of the Board of Governors. The Executive Director shall organize and supervise the activities of SRS's staff. The position will be assigned by the management company with the approval of the Executive Committee. All duties are to be conducted under the authority and supervision of the Board of Governors or the President.

ARTICLE VI. STANDING COMMITTEES

Section 1. Standing Committees. The Standing Committees include the following:

- A. Executive Committee
- B. Nominating Committee
- C. Bylaws Committee
- D. Membership Committee
- E. Program Committee
- F. Finance and Assets Management Committee

G. Publication Committee

H. Ethics Committee

Section 2. Committee Meetings. Each of the committees listed above are required to meet at the Annual Meeting and by conference call at least twice a year.

Section 3. Responsibilities of the Committees.

A. *Executive Committee*. The Executive Committee will consist of six (6) officers (President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President). The Executive Director shall be non-voting members of the Executive Committee. The quorum will require a majority of persons present in person or my telephone in order to conduct SRS's business. The President has the authority to appoint members to the Executive Committee from the existing members of the Board of Governors to fill any vacant position until the next Annual Meeting. The Executive Committee has the authority to manage and direct the affairs of SRS on behalf of the full Board of Governors, e.g., administrative matters, financial oversight, communications to the Board of Governors, and membership, and to arrange for the efficient conduct of its business under the leadership of the President. The Executive Committee will be assisted by the Executive Director, who will be an ex-officio member of all committees, the management company staff, and any other assistance or assistants it deems necessary. Unless otherwise provided, membership on a committee shall be for renewable two (2) year terms.

B. *Nominating Committee*. The Nominating Committee shall consist of the current President, Immediate Past President, one (1) member elected by the Executive Committee, one (1) member elected by the Board of Governors, and at least one (1) member-at-large elected by the membership at the Business Meeting. The current President and Immediate Past President will serve as co-Chairmen. The Nominating Committee will be responsible for nominating candidates for officers of SRS and the Board of Governors. The Nominating Committee will nominate more than one (1) candidate for each open position for a two year term.

C. *Bylaws Committee*. The Bylaws Committee shall consist of five (5) members and will be supervised by the Secretary. Each member will serve for a period of three (3) years and may be reappointed for an up to two (2) additional three (3) years terms additional term. The Bylaws Committee will suggest changes to the Bylaws and/or draft changes in the Bylaws that have been suggested by the Board of Governors.

D. *Membership Committee*. The Membership Committee shall consist of at least one (1) member from each of the Subspecialty Councils, as well as a basic robotic scientist. The responsibility of Membership Committee is to create strategies to attract maximal membership among each of the surgical subspecialties and research specialties, and to recommend policies that

encourage membership retention. Each member will serve for a period of three (3) years and may be reappointed for an additional three (3) year term.

E. *Program Committee.* The Program Committee will consist of a member of each surgical subspecialty (chosen from the respective Subspecialty Council) as well as ancillary care specialists and robotic research scientists. The Program Committee will be chaired by an individual recommended by the Executive Committee and appointed by the Board of Governors for a period of three (3) years, and may be reappointed for an additional three (3) year term. The Chair will serve for a period of three (3) years which is renewable for an additional three (3) year term. The Program Committee will be responsible for planning the Annual Meeting.

F. *Finance and Assets Management Committee.* The Finance and Assets Management Committee shall consist of three (3) or more members of the Board of Governors in addition to the Treasurer, who will serve as Chairperson of the Finance and Assets Management Committee. The Finance and Assets Management Committee shall oversee the management company in the development of the budget, of investment and re-investment of the funds belonging to SRS, and may hire professional investment advisory services. The Finance and Assets Management Committee shall review the report of accounts of SRS to be prepared at least once in each fiscal year by a competent and independent firm of certified public accountants of good standing under the supervision of the management company. Upon receiving such report, the Finance and Assets Management Committee shall examine it and the Treasurer shall report to SRS. The report shall be filed with the records of SRS and an abstract thereof entered into the minutes of the Annual Meeting. The Finance and Assets Management Committee shall advise the Board of Governors regarding all financial planning and shall, in addition, perform such other functions as assigned to it by the Board of Governors.

G. *Publication Committee.* The Publication Committee will be chaired (or co-chaired) by the Editor(s) of the Journal(s) and will consist of one (1) member of each surgical subspecialty and robotic research specialty. Members will serve for a period of three (3) years and are eligible to serve two (2) terms. The Publication Committee will have oversight of the Journal(s) and review the Journal's annual report from the Publisher(s). The Publisher(s) will be expected to present their annual report to the Publication Committee, but not participate in the entire committee meeting, where other publication matters beyond the Journal(s) will also be discussed.

H. *Advisory Committee.* The Advisory Committee will be chaired by a member of the Board of Governors as appointed by a majority of the Board of Governors. The makeup of this board will include one member of each Local Chapter of the SRS and additional members recommended by the Board of Governors. The role of the Advisory Committee is to meet during the Annual Meeting and make recommendations to the Board concerning the annual priorities (e.g., education, research, legislative) in the form of an annual report

I. *Ethics Committee.* The Ethics Committee will be chaired by the President-Elect, and include at least one member of the Executive Committee and one member of the Board of Governors.

All issues concerning ethics, morals, professionalism, and leadership will be addressed in the Ethics Committee. There shall be a special subcommittee on conflict of interest issues which oversee the rules and regulations on relations with industry, gifts, and other financial relations of SRS, the officials, and membership.

Subject to the approval of the Board of Governors, the Committee shall establish and publish the Society of Robotic Surgery ethics policy.

ARTICLE VII. STANDING SUBSPECIALTY COUNCILS

Section 1. Subspecialty Councils. Each of the following Subspecialty Councils will be appointed by the Board of Governors. The founding Subspecialty Councils will be:

- A. Head and Neck Robotic Surgery Council
- B. Urology Robotic Surgery Council
- C. Gynecology Robotic Surgery Council
- D. General Surgery Robotic Council
- E. Colorectal Surgery Robotic Council
- F. Thoracic Surgery Robotic Council
- G. Cardiovascular Surgery Robotic Council
- H. Pediatric Surgery Robotic Council

Section 2. Composition. Each Subspecialty Council will have a Director and Associate Director who will serve for one (1) renewable four (4) year term. The Associate Director will serve as Director in the Director's absence at meetings of the council. Each council will also have up to ten (10) additional members that serve two (2) year renewable terms. When vacancy occurs on a council each council will recommend a replacement to the Board of Governors who will approve the replacement. If possible, each council will have at least one-third (1/3) international representation

Section 3. Meetings. Each council will meet semi-annually, with at least one (1) meeting or teleconference held at least two (2) months prior to the Annual Meeting. The Executive Director of SRS will work with the Director of each council to schedule meetings, which may be held electronically. Each council must also meet at the Annual Meeting.

Section 4. Responsibilities. The responsibilities of each council are to:

A. Make recommendations to the Board of Governors at the Annual Meeting concerning the annual priorities (e.g., education, research, legislative) for each respective specialty in the form of an annual report which will be prepared by the Director of the council.

B. Make recommendations to the Program Committee concerning the focus of the subspecialty portion of the Annual Meeting.

C. Provide one (1) member of each council to represent the specialty on the Program Committee.

D. Establish specialty specific educational initiatives with approval of the Board of Governors.

ARTICLE VIII. INTERNATIONAL CHAPTERS

Section 1. Endorsement and Sponsorship Requirements. The Board of Governors will encourage endorsement of International Chapters of SRS. International societies must apply to the Board of Governors for endorsement. These may be multispecialty or single specialty societies. To be endorsed, the International Chapter must include on their website that they are endorsed by SRS and have a link to SRS's website. International Chapters of SRS must send representatives to each Annual Meeting of SRS or risk losing sponsorship. Sponsorship implies recognition of the international society but does not involve financial support from SRS.

Section 2. Role of International Chapters. The role of the International Chapters is to meet during the Annual Meeting and make recommendations to the Board concerning the annual priorities (e.g., education, research, legislative) in the form of an annual report, and to encourage membership in SRS from their own membership.

ARTICLE IX. LOCAL CHAPTERS

Section 1. Endorsement and Sponsorship Requirements. The Board of Governors will encourage endorsement of Local Chapters of SRS. Local societies must apply to the Board of Governors for endorsement. These may be multispecialty or single specialty societies. To be endorsed, the Local Chapter must include on their website that they are endorsed by SRS and have a link to SRS's website. Local Chapters of SRS must send representatives to each Annual Meeting of SRS or risk losing sponsorship. Sponsorship implies recognition of the local society but does not involve financial support from SRS.

Section 2. Role of Local Chapters. The role of the Local Chapters is to meet during the Annual Meeting and make recommendations to the Board concerning the annual priorities (e.g., education, research, legislative) in the form of an annual report, and to encourage membership in SRS from their own membership.

ARTICLE X. PARLIAMENTARY PROCEDURES

In all affairs and meetings of the Board of Governors and the members, the current edition of Robert's Rules of Order shall govern the proceedings.

ARTICLE XI. FINANCIAL TRANSACTIONS

Section 1. Financial Transactions. The President has the authority to conduct financial transactions on behalf of the Board of Governors, and his signature will suffice for these transactions. For transactions involving amounts larger than five-thousand U.S. Dollars (\$5,000), the signature of one (1) additional member of the Board of Governors is required. Any financial transaction larger than five percent (5%) of the annual budget shall require the approval of the Board of Governors.

Section 2. Administration of Funds. The administration of funds is the responsibility of the Treasurer as Chair of the Finance and Assets Management Committee, as described above.

ARTICLE XII. VOTING

Section 1. Secret Ballot. The reception of members, elections, and removal of members and officers as well as the preliminary steps in both cases require utilization of a secret ballot. This will apply to all levels of voting including votes by the Board of Governors, all standing and ad-hoc Committees, and the General Membership.

Section 2. Robert's Rules of Order. Robert's Rules of Order were written in the pre-electronic era. Electronic voting may be used for secret or open ballots in lieu of paper ballots or paper mail. To the extent permitted by Florida laws. If required, by state law or statute paper ballots or paper mail voting will be used.

ARTICLE XII. REVISIONS OF THE BYLAWS AND THE DISSOLUTION OF SRS

Section 1. Revisions. The Board of Governors may adopt a resolution setting forth a proposed amendment of the Bylaws, submitted by the Bylaws Committee. Upon approval, the Board of Governors shall direct that it be submitted to the membership for a vote via majority which can be done electronically or via paper means.

Section 2. Dissolution. SRS shall be dissolved when two-thirds (2/3) of its members vote at a General Membership for its dissolution. The General Membership shall at that time also decide how to dispose of the assets of SRS in accordance with the Florida Not For Profit Corporation Act.

Section 3. Merger. The SRS shall undergo merger with another organization with two-thirds (2/3) of its members vote at General Membership for the proposed merger.

ARTICLE XIII. DISCIPLINE

Section 1. General. All matters of discipline concerning members shall be prescribed by the Board of Governors.

Section 2. Complaint Process. Complaints or charges against members shall be presented in writing and may be initiated by any member of SRS. Upon the request of the Board of Governors, the Secretary shall secure statements in writing from the complainant and the member pertaining to the matter in question. The Secretary shall request the member to appear before the Board of Governors during an official session to answer the charges brought against him. Such notification with the specific charges shall be in writing at least fifteen (15) days prior to the date of the meeting and shall be sent by registered mail requiring a return acknowledgment of receipt of the notice. If the accused member wishes, he may have the counsel of two (2) other members during the hearing.

Section 2. Discipline. By a two-thirds (2/3) vote the Board of Governors may reprimand, suspend or expel any member of SRS for (i) a violation of the Articles of Incorporation, Policies of and/or Bylaws, (ii) (ii) the conviction in a court of law of a statutory crime or a crime evincing moral turpitude.

ARTICLE XIV. DISCRIMINATION

Membership in the Association shall not be denied or abridged on account of sex, color, creed, race, religion, disability, ethnic origin or natural origin. Membership in any category shall not be denied to any person who meets the requirements for membership as set forth in these Amended and Restated Bylaws. In considering applicants for membership, information as to the character, ethics, professional status, and professional activities of the partners, shareholders, members or employees of the individual may be considered.

ARTICLE XV. INDEMNIFICATION

Section 1. Governors Officers, and Employees. Every Governor, Officer, or employee of SRS, including the Executive Director and its offices and employees, shall be indemnified by SRS against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of being or having been a Governor, Officer, or employee of SRS, or any settlement thereof, whether or not he/she is a Governor, Officer or employee at the time such expenses are incurred, except in such cases wherein the Governor, Officer, or employee is judged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such, Governor, Officer, or employee may be entitled.

Section 2. Member Liability. No member of SRS may be held responsible nor incur penalty related to the improper or illegal conduct of any other member of SRS.

Section 3. Insurance. SRS shall purchase and maintain insurance on behalf of any person who is or was a Governor, Officer, employee, or agent of SRS.

ARTICLE XVI. SEAL OF SRS

The Seal of SRS shall be inscribed thereon with the name of SRS, the date and the words: "Society of Robotic Surgery, Inc. Seal." Said Seal may be altered at the pleasure of SRS and may be used by causing it, or a facsimile thereof, to be impressed, affixed, or otherwise used.

ARTICLE XVII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of SRS, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XVIII. LOCATION OF LEGAL DISPUTES

The location of legal disputes between SRS and its members shall be in the jurisdiction of the location of the current primary business office of SRS.

ARTICLE XIX. CONCLUSIONS

These Bylaws become effective on the day they are adopted by the General Membership by a majority of those voting.