

BYLAWS OF THE WORLD INSTITUTE OF PAIN

As Amended _____ 2010

PREAMBLE

The World Institute of Pain (the "Organization" or sometimes the "WIP") was incorporated as a California Public Benefit Corporation on August 11, 1995 and has adopted Bylaws pursuant to its Articles of Incorporation and the provisions of the California Non-Profit Corporations Act (the "Act"). We, the Members of the Council of The World Institute of Pain do hereby amend these Bylaws pursuant to the Organization's Articles of Incorporation, its current Bylaws and the Act to provide a governing document in the best interest of the Organization. We do hereby preserve the intent of our founders by including this preamble in these Bylaws. We, the Members of the Council shall continue to preserve open communication among our international membership to foster the exchange of medical science information in the field of interventional pain management. The Organization shall continue to interact with and provide information to appropriate regulatory and international agencies to be used in their decision-making processes related to Pain Management. The Organization shall encourage and provide opportunities for publishing scientific papers by providing our membership a professional scientific journal. The Organization shall conduct an annual scientific meeting and biennial World Congresses where our international membership will be encouraged to present medical research papers, technical information, and other relevant information concerning our field of medicine. Finally, the Organization will continue to foster opportunities for learning and training pain physicians in the most advanced technical procedures practiced internationally in interventional pain management. The Organization will provide international testing for competence in interventional pain management through examination and certification.

Article 1. Name of Organization

The international non-profit Organization named "World Institute of Pain" was founded in 1993 and incorporated in the State of California, USA. The Organization's registered agent shall be National Registered Agents, Inc., 2875 Michelle Drive, Suite 100, Irvine, CA 92606, or such other registered agent that the Executive Board may select.

Article 2. Headquarters

The headquarters and mailing address for the Organization shall be located at 145 Kimel Park Drive, Suite 310, Winston-Salem, NC 27103, or at such other location that the Executive Board may select.

Article 3. Purpose and Objectives

A. To educate and train personnel of member Pain Management Centers by including local hands-on training, international seminars, and exchange of clinicians. Update Pain Management Centers with state-of-the-art pain information, including a newsletter, scientific seminars, interlined telecommunications, and publication of a journal and books.

B. To encourage member Pain Management Centers to develop an informational data base and protocols for efficacy and outcome studies.

C. To communicate administrative and patient-related matters on a regular basis by way of newsletters, telephone hook-ups, a world directory of Pain Management Centers (region by region), and video conferencing (including patient consultation).

D. To categorize, certify and provide credentials for Pain Management Centers by mail correspondence, local information and the industry's medical representatives.

E. To develop an examination process for Pain Management Centers to assist in the testing of trainees, and provide technical expertise for such examination process.

F. To encourage interested industry personnel to provide information on pain medicine to each region of the world; to bring together local pain physicians and industry personnel for further education in new technology and training; and to formulate a fellowship-training program.

Among the activities that WIP may use to achieve these purposes and objectives are:

1. Organizing the biennial World Institute of Pain Congresses;
2. Organizing practical workshops and scientific meetings;
3. Publishing a journal, *Pain Practice*;
4. Providing content for its website, www.worldinstituteofpain.org;
5. Establishing new bodies in relation to WIP activities for further promotion of WIP, including new methods of promotion, education and training, as they are available.

Article 4. Membership

Membership in the Organization is a privilege, not a right, and is contingent upon compliance with the Bylaws of the Organization and maintenance of high moral and professional character.

There shall be seven (7) categories of membership (each a "Member"):

1. Founding Member

Prithvi Raj, Serdar Erdine, Ricardo Ruiz Lopez and Gabor Racz are the Founding Members of the Organization and will remain as lifetime Council Members as well as the lifetime Executive Board Members with all rights and privileges as provided in these Bylaws.

2. Regular Member

Any physician who has an FIPP certificate is eligible to be a Regular Member. A Regular Member shall pay dues, may participate in the governance of the Organization, may serve as a Council Member, Executive Board Member or committee member and may vote on matters as provided in these Bylaws. All Founding Members and Lifetime Members shall have all rights otherwise granted to Regular Members pursuant to these Bylaws.

3. Associate Member

Any physician engaged in pain management who has not obtained a FIPP certificate is eligible for Associate Membership. Associate Members shall not be eligible for membership on WIP boards or committees, but shall be eligible to be non-voting members of any validly created and approved Sections of WIP.

4. Pain Management Center Member

All Pain Management Centers are eligible for this membership if the director of the Center holds a FIPP certificate and is a Regular Member. A Pain Management Center Member shall not have any voting rights under these Bylaws.

5. Contributing Member

Any organization or person who agrees to contribute financially or materially for a period of at least two years in a minimum amount as directed by the Executive Board may become a Contributing Member, subject to the approval of the Executive Board but shall not have any voting rights under these Bylaws.

6. Honorary Member

Honorary membership may be granted by the Council to those who have made exceptional contributions to WIP and the research and management of pain. To become an Honorary Member, a person shall be proposed by at least two members of the Council at the request of a member of the Executive Board. An Honorary Member shall have no voting rights under these Bylaws.

7. Life Member

All members who have served a complete term on the Executive Board shall be Life Members. In addition, Council Members who have served WIP with distinction during their active duty on the Council may be nominated for life membership by the Executive Board. This category of membership must be approved by the WIP Council. All Founding Members are considered Life Members.

No Member of any class, solely in his or her capacity as a Member, shall have the right to vote directly to elect any Member of the Executive Board.

Article 5. Admission, Resignation and Discipline of Members

A. Regular Members of WIP must also be a member of a WIP Section formed in accordance with these Bylaws, unless a Section has yet to be formed in the candidate's region.

B. Members or Sections who wish to resign from WIP shall submit their resignation to the Executive Board in writing at the WIP headquarters. The resignation will become effective immediately.

C. The exclusion of Sections from WIP may be proposed by the Executive Board or by a member of the Council. A proposal for exclusion is subject to Council approval by two-thirds of all Council Members with voting rights, without consideration of the vote of the Chair of the Section whose exclusion is being considered.

D. WIP Sections and individual Members who cease to be a part of WIP shall not have rights to control any funds belonging to WIP or any subsidiary body established by WIP.

E. The Executive Board may at any time censure, suspend or expel any Member for cause, provided the Member is given a fair and impartial hearing to determine the appropriateness of such action and is given an opportunity to appeal the decision of any disciplinary committee convened by the Executive Board. Among the reasons considered appropriate cause for censure, suspension or expulsion are: conviction of felony; malfeasance; unethical activities; or conduct derogatory to the best interests of the Organization. If any Member is believed to have violated the Bylaws of the

Organization or to have acted in some other manner that discredits the Organization (an “Accused Member”), any Regular Member in good standing may in good faith institute charges against the Accused Member by filing a signed statement with the Organization’s President. The details of the act must be adequately described and documented in this statement.

Such charges shall be immediately forwarded to the Accused Member along with a request for a rebuttal to be submitted within thirty (30) days. Copies of the original accusation and the rebuttal, or the original accusation alone if a rebuttal is not received in thirty (30) days, shall then be forwarded to the President, who will review the materials. If requested in writing by the Accused Member, the Accused Member shall be allowed to present his/her case to a select committee, convened and appointed by the Executive Board, made up of three (3) Regular Members, who have no conflicts of interest or direct business connections with the Accused Member at a specially-convened meeting held in person, by phone, or by video conference. Members of the Executive Board are not eligible to be appointed to the select committee. After hearing the arguments of the Accused Member, the select committee shall vote to dismiss the matter or impose disciplinary action. Dismissal of the matter may be accomplished by a simple majority vote, while passage of a resolution of censure, suspension or expulsion shall require an affirmative vote of all three (3) members of the select committee. Censure, suspension or expulsion of the Accused Member then requires review (including appeal from the Accused Member subject to the censure, suspension or expulsion), and ratification of the censure, suspension or expulsion by three-fourths of the Executive Board Members. After any suspension period, the disciplined Member may reapply for membership. Decisions of the Executive Board shall be submitted to the Council for final ratification.

Article 6. International Sections and Affiliates

The Organization shall promote and develop liaisons with individuals and groups with similar interests in fields related to interventional pain management. A principal goal of the Organization shall be to enhance the exchange of scientific and therapeutic pain management information in a manner which encourages national and international good will, as well as social and cultural exchanges.

A. Sections

The Organization encourages the establishment of regional Sections when such Sections would further the objectives of the Organization. The Executive Board shall have the authority to control the establishment of such regional Sections and to establish regulations for this purpose. Individual Section Members are required to have common membership with the Organization. The Bylaws of the Organization shall be equally binding on all Sections and their Members.

Sections may only be formed by FIPP certificate holders. Subject to approval by the Executive Board, WIP Sections may be established only if there are at least five (5) FIPP certificate holders in that country or region desiring to form the Section.

Each Section will have a:

- a. Chairman;
- b. Secretary;
- c. Treasurer; and
- d. Individual Members.

The individual members of the Sections will be either:

- a. Regular Members, or
- b. Associate Members who are candidates for FIPP certification.

The responsibilities of WIP Sections are:

- Promoting membership of WIP in their region;
- Promoting WIP activities in their Section;
- Assisting WIP headquarters with collecting and renewing WIP membership fees yearly at the request of WIP;
- Promoting publication of their members' work in *Pain Practice*;
- Planning and organizing educational WIP activities in their region;
- Encouraging members to attend WIP educational programs;
- Helping WIP administration to maintain correct roster addresses for their members;
- Nominating and electing members of various WIP committees as provided in these Bylaws;
- Soliciting appropriate members for the FIPP Board of Examination, the Editorial Board of *Pain Practice*, and for faculty on scientific programs; and
- Soliciting members to write articles for *Pain Practice* and contribute to the newsletter.

The Chairperson of each Section shall also serve as a WIP Council Member. Such a Council Member shall be referred to as a "Councilor."

One of these Section Chairpersons will also serve as a Member at Large of the Executive Board to be elected pursuant to Article 8 of these Bylaws.

B. Affiliates

The Organization recognizes the value of formal liaison with other scientific and professional organizations whose purposes are consistent with those of the Preamble and Article 3 of these Bylaws. The Executive Board shall have the authority to negotiate an executive agreement for liaison with such other organizations subject to specific limitations of these Bylaws. The President shall appoint a Regular Member to serve as the official liaison to any such other organization. This appointed Regular Member shall keep the Executive Board informed in writing of all appropriate matters.

Article 7. Membership Fees and Dues

The Executive Board will determine by a majority vote any membership fees and dues for each class of membership. Dues shall be due and payable annually. All Members who have not paid their dues within sixty (60) days of the due date shall be considered delinquent and shall be so notified by the Executive Secretary. If such dues have not been paid within six months, the delinquent member shall no longer be a Member in good standing and shall be automatically removed from the membership roster. A Member dropped for non-payment of dues may be reinstated upon payment of both delinquent and current dues.

Article 8. Executive Board

The activities and affairs of WIP shall be conducted and all corporate powers shall be exercised by or under the direction of a board of directors as required by Section 5120 of the Act. The board of directors for the Organization shall be known as the "Executive Board" and is the

governing body of the Organization. The authority of the Executive Board shall be subject only to the certain limited authority of the Council as provided in these Bylaws. Each member of the Executive Board, with the exception of the Executive Secretary, shall be a “Director” as such term is used in the Act.

A. Composition of the Executive Board

The Executive Board shall be comprised of:

1. All Founding Members;
2. Each of the WIP Officers:
 - a. President,
 - b. President-Elect,
 - c. Immediate Past President,
 - d. Honorary Secretary,
 - e. Honorary Treasurer;
3. The Editor in Chief of *Pain Practice* Journal;
4. The Chair of FIPP Board of Examination;
5. A Member at Large from the Advisory Board;
6. A Member at Large from the Chairpersons of the Sections; and
7. An Executive Secretary appointed by the Executive Board, who attends meetings but

has no voting rights.

B. Duties of Officers

The duties of the WIP Officers are:

1. Duties of the President. The President shall be the Chief Executive Officer of the Organization, shall preside at meetings of the Council and the Executive Board, shall be responsible for executing policies determined by the Executive Board, and shall act as principal spokesman of the Organization. The President may be *ex officio* without vote to all committees of the Organization.
2. Duties of the President-Elect. The President-Elect shall assist the President in his/her duties as the President shall request, and shall carry out the responsibilities of the President in his/her absence or disability.
3. Duties of the Immediate Past President. The Immediate Past President shall assist the President-Elect in his/her duties as the President shall request and shall carry out the responsibilities of the President-Elect in his/her absence or disability.
4. Duties of the Honorary Secretary. The Honorary Secretary shall be responsible for maintenance of corporate books and records of the Organization (other than financial records) and for the preparation of the minutes of all meetings held by the members, the Council and the Executive Board. In addition, he/she shall be responsible for preparation and distribution of the annual report of the Organization.
5. Duties of the Honorary Treasurer. The Honorary Treasurer shall maintain the Organization's funds and securities, shall keep full and accurate account of receipts and disbursements of funds belonging to the Organization, shall deposit all monies and other valuable effects in the name and to the credit of the Organization, and shall render an accounting of the financial condition of the Organization to the President and to the

Executive Board at its regular meetings or upon its request.

6. Vacancies. In the event of death, disability, resignation or other permanent incapacity of a WIP Officer, the Council may elect one of its members to serve in such capacity for the remainder of such officer's unexpired term; provided, however, that if the office of the President shall become vacant, the President-Elect shall immediately assume the office of the President and notwithstanding anything to the contrary in these Bylaws, serve the remainder of the unexpired term as well as the succeeding term to which elected. In case of the vacancy of the Immediate Past President, the Executive Board shall continue to function and, if necessary, another previous past President (selected by the Executive Board) may cast a vote in the place of the vacated Immediate Past President.

Prohibitions of Concurrent Service. At no time shall the President be permitted to serve concurrently as either the Honorary Secretary or Honorary Treasurer.

C. Functions and the mode of operation of the Executive Board

1. Functions of the Executive Board shall include but not be limited to:

- a. The President is the legal representative of the Organization.
- b. The President is the principal spokesman for the Organization while executing the policies of the Organization.
- c. The Executive Board is entitled to establish and proceed for necessary facilities for running the Organization such as office space, appointing and supervising employees for daily work duties such as the Executive Secretary, accountant, public relations, and others.
- d. The Executive Board is entitled to establish new relations with other pain societies which do not conflict with the interests of the Organization.
- e. The Executive Board holds the strategic planning and financial administration of the Organization.
- f. The Executive Board selects the chairs of the committees.
- g. The members of the Executive Board can be removed by the Council with a majority of two-thirds of the voting members of the Council, present or represented by proxy, after an investigation to be conducted by the Council.
- h. Approving any voluntary dissolution of the Organization subject only to final ratification by the Council.

D. Meetings of the Executive Board

1. Meetings of the Executive Board will be convened and chaired by the President. In case the President is unable to attend, the President-Elect will chair the meeting on behalf of the President.

2. Meetings must be convened with a minimum notice of twenty (20) business days and all

meetings shall be accompanied by an agenda for such meeting to be prepared by the Executive Secretary as determined by the President or his/her designee.

3. The meetings of the Executive Board may take place, if available, by modern telecommunication means such as telephone or video conference and voting may be accomplished by electronic means including electronic mail. The resolutions of the Executive Board will be approved by a majority of those present. In case of a split vote, the President shall have the deciding vote. The Executive Board can act validly only if at least two-thirds of the members are present.

4. Minutes of the proceedings and resolutions of the Executive Board will be recorded by the Honorary Secretary and kept by the WIP headquarters, which will make them available to all Regular Members. The Honorary Secretary will distribute the minutes of all meetings of the Executive Board to its members within forty-five (45) days of the meeting and the minutes will be presented at the Council meeting following the Executive Board meeting(s). Before each regularly scheduled Council meeting, the Executive Board will prepare a written report of its activities since the last Council meeting, and this will be presented as a formal agenda item at the next Council meeting.

E. Election of the WIP Officers and other members of the Executive Board

The WIP Officers of the Executive Board as described in this Article 8 will consist of five (5) members: a President, a President-Elect, an Immediate Past President, an Honorary Secretary and an Honorary Treasurer. The Officers will be elected as provided by these Bylaws, except that the President shall automatically become Immediate Past President after his or her term as President expires and the President-Elect shall automatically become President after his or her term as President-Elect expires. Terms on the Executive Board shall be two years, beginning on May 1 of each odd-numbered year.

Only Regular Members are eligible to be Officers of WIP. Persons are not eligible to stand for re-election to the same position, except for the Honorary Secretary who can stand for re-election for a second term of two (2) years. The Immediate Past President may not seek election to any other WIP Officer's position for a minimum of two (2) years from the end of his/her period in office.

The function of a member of the Executive Board will cease in case of death, resignation, termination, civil incapacity or private bankruptcy, or the expiration of the term of office as per the current Bylaws.

The Executive Board Members shall be elected by the Council Members. Executive Board Members can also be removed by the Council, by a vote of at least two-thirds of the present or represented Council Members, as outlined in these Bylaws.

At least 180 days before the date of the election of the new Executive Board, the Executive Board will distribute to every Regular Member of WIP a call for nominations for all WIP Officer positions and for the positions of (1) a Member at Large from the Chairpersons of the WIP Sections and (2) a Member at Large from the Advisory Board. Nominations may be made by Regular Members up to 90 days prior to the election. At least 60 days prior to the election, the Executive Board shall provide the nominees for each elected position on the Executive Board to the WIP Council. In the event that more than two persons are nominated for a particular position, the Executive Board shall select two nominees to provide to the Council.

The proposed candidates must agree to the nomination in writing. No candidate shall be a nominee for more than one position at the same election.

The elections will be conducted by secret ballot for one position at a time in the following order: President-Elect, Honorary Secretary, Honorary Treasurer, WIP Section Chairperson Member-at-Large and Advisory Board Member-at-Large. Voting may be conducted via any electronic means including electronic mail.

The votes will be counted immediately after each election. The candidate who receives a majority of the votes (including written proxies received by WIP headquarters prior to the Council meeting) will be declared to have been elected. If each candidate receives exactly 50% of the votes, the election will be repeated. If each candidate still receives exactly 50% of the votes, the candidate who has been a member of WIP for the longest period will be declared to have been elected.

Article 9. WIP Council

A. The WIP Council shall be comprised of the following (each a "Council Member"):

1. All Founding Members of WIP

The Founding Members of the World Institute of Pain will remain as Founding Members within the Council as well as on the Executive Board for a life time period with voting rights. Founding Members cannot be replaced, and third parties cannot be included as Founding Members to replace them.

2. WIP Officers

- a. President
- b. President-Elect
- c. Immediate Past President
- d. Honorary Secretary, and
- e. Honorary Treasurer

3. Editor in Chief of *Pain Practice* Journal

The Editor in Chief of *Pain Practice* Journal is a voting member of both the Council and the Executive Board during the period that he/she is functioning as Editor in Chief. In case of resignation or by virtue of death or health problems, or if he/she is replaced, the new editor in chief automatically begins to function as the new member of the Council and the Executive Board.

4. Chair, FIPP Board of Examination

5. Elected Chairpersons of each approved WIP Section (the "Councilors").

B. All of the above Council Members shall have voting rights as provided in these Bylaws

C. Any Chairperson of a Section in formation may attend WIP Council meetings without voting rights pending final approval of Section formation by the Executive Board.

D. The Regular Members in each Section shall nominate and elect one Regular Member of the Section (referred to as "Councilor") who shall represent the Section on the Council as Chairperson of the Section.

E. Vacancies. If a Councilor vacancy occurs by virtue of death, incapacity, retirement or otherwise, the Section is entitled to select a Regular Member of the Section to fill such vacancy for the unexpired term. Vacancies of any other type of Council Member are to be filled by the Executive Board until the next scheduled Council meeting.

F. The President (or the President-Elect, if the President is unable to perform this duty) shall chair the meetings of Council.

G. Council meetings:

1. The WIP Council shall meet biennially, in connection with each World Congress and as otherwise scheduled by the Executive Board.

2. The venue of future WIP Council meetings should be decided at the preceding Council meeting. An extraordinary Council meeting may be convened by demand of two-thirds of the Council Members.

3. Council meetings will be called with a notice distributed by the Executive Board to every Council Member and published on the Organization website no less than two months before the date of the meeting.

4. The matters to be discussed and voted upon shall be published in the preliminary agenda that will be included with the notice. Additional subjects can be added to the formal agenda by Council Members and should be submitted to the Honorary Secretary one month before the date of the meeting if they are to be included on the published agenda. Items for which notice was provided less than one month before the date of the meeting will be included as "other business." Such items must be submitted to the Chairman before the commencement of the meeting. Council Members must be informed of all items of "other business" at the commencement of the meeting. Normally, such items will be discussed only after all the items on the published agenda.

5. Except as otherwise provided herein, decisions of the WIP Council shall be made by the majority of the Council Members present at that meeting or by formal written proxy provided to the Council prior to the meeting for that proposal. The quorum for the Council meeting is a majority of the Council Members. If this quorum is not present, the decisions made at that Council meeting will be null and void.

6. A Council Member may give written proxy to another Council Member in writing. A Council Member cannot accept more than one proxy.

7. The Honorary Secretary will record the proceedings of every meeting (Council and Executive Board) and distribute these minutes to every Council Member not less than 45 days after the respective meeting. Also, the minutes of the previous Council meeting will be listed on the agenda at the next Council meeting for Council to correct and approve. The minutes will include a clear and concise record of all resolutions taken by the Council and the Executive Board. Once the minutes have been corrected and approved by Council, a copy will be signed by the Chairman (President or President-Elect).

8. The minutes of every Council meeting and Executive Board meeting will be kept at the WIP headquarters, and a copy will be made available to all Regular Members on request. The unconfirmed minutes of each Council meeting will be presented for correction and

approval at the following Council meeting.

9. In cases where the Council cannot meet physically, a meeting can be held by teleconferencing or any other means of electronic communication adequate for this purpose. The minutes and actions taken at the teleconference will be recorded by the Executive Secretary.

The WIP Council shall have authority over the actions of the Executive Board only to the extent such action includes:

- A. Ratification of an Executive Board decision to voluntarily dissolve the WIP;
- B. Election and removal of Executive Board Members;
- C. Ratification of major decisions of the Executive Board relating to strategic planning;
- D. Ratification of modifications to these Bylaws;
- E. Ratification of disciplinary decisions of the Executive Board;
- F. Approval of Life Members; and
- G. Approval of exclusion of a Section.

Article 10. FIPP Board of Examination

A. Authority

The FIPP Board of Examination (the “Board of Examination”) has been established to oversee and supervise the FIPP certification program. The Board of Examination serves as an independent and autonomous body within WIP with respect to the development, evaluation, supervision, and administration of all FIPP certification program policies and decisions related to certification eligibility, recertification, assessment instruments including examinations, budget development consistent with WIP policies, program planning, and document and information retention. The Board of Examination is responsible for the administration of the FIPP certification program. All policies and procedures for the FIPP certification program shall be determined by the Board of Examination and reported to the WIP Executive Board.

The Board of Examination is responsible for all essential decisions related to the development, administration, and ongoing maintenance of the FIPP certification program, including:

- A. Establishing the policies and procedures for granting certification, including eligibility requirements.
- B. Establishing the policies and procedures for maintaining certification, including recertification requirements.
- C. Expanding or reducing the scope of the FIPP certification program.
- D. Establishing policies and procedures for suspending or withdrawing FIPP certification, including the oversight of all disciplinary investigations and actions related to FIPP certificate holders.
- E. Developing, maintaining, administering, and scoring the FIPP examination(s) in a manner consistent with generally accepted psychometric practices to insure that all assessment instruments are reasonably valid and reliable.
- F. Establishing an ethical code for individuals holding the FIPP credential.
- G. Proposing a budget for the operation of the certification program to the

WIP Executive Board.

- H. Establishing policies and procedures for and overseeing the operational processes of the FIPP certification program.

B. Limitations.

The authorities of the Board of Examination are limited to those authorities granted in these Bylaws or by the Executive Board. The Board of Examination does not have the authority to create a budget deficit, without approval of the Executive Board.

The Board of Examination shall not establish policies related to the development or delivery of educational content designed to prepare individuals to take FIPP certification examinations. Members of the Board of Examination will not participate in the development or delivery of educational content designed to prepare individuals to take any FIPP certification examinations during their term of service on the Board of Examination. Members of the Board of Examination that participate in creating and/or reviewing content for the examination(s) may be subject to additional restrictions which will be established in the Board of Examination's policies and procedures.

C. Composition and Voting.

The Board of Examination shall consist of at least five and no more than seven qualified, voting members as follows:

1. Chair
2. Vice Chair or Chairs
3. Registrar
4. Members of the Board of Examination selected to represent a balance of FIPP stakeholder interests.

The Board of Examination shall also include as a non-voting member a current member of the WIP Executive Board (appointed by the President).

D. Qualifications.

Members of the Board of Examination shall possess appropriate education, experience, training and other qualifications, consistent with these Bylaws and Board of Examination policies.

Members of the Board of Examination, with the exception of the WIP Executive Board Liaison member and the Executive Secretary, shall not serve on the WIP Council, WIP Executive Board, or other WIP committees including the Education and Scientific Committee during their term of service on the Board of Examination.

At least four of the voting Board of Examination members will be FIPP certificate holders in good standing.

E. Committees.

The Chair, with the approval of the Board of Examination members shall appoint committees to provide the following:

1. Examination Development Committee (a minimum of 3 members): the Examination Development Committee is charged with developing examination questions and other content for the FIPP examinations.
2. Examination Review Committee (a minimum of 3 members): The

Examination Review Committee is charged with reviewing, editing, and approving exam questions and other examination content.

3. Disciplinary Committee (a minimum of 3 members): The Disciplinary Committee is charged with receiving and investigating complaints regarding FIPP alumni.

Members of the Board of Examination may be a member of more than one committee.

F. Selection.

A Nominating Committee composed of 3 members shall be appointed to select candidates for vacant, voting Board of Examination positions. The Nominating Committee shall consist of:

- A. The Chair of the Board of Examination
- B. 1 committee member appointed by the Executive Board
- C. 1 committee member appointed by the Board of Examination

The Nominating Committee shall solicit nominations for all vacant, voting Board of Examination positions. The Nominating Committee shall seek nominations from individuals who have demonstrated that they possess the competencies, experience, and skills required. Candidates shall be selected in a manner that ensures that the Board of Examination constitutes a diverse and qualified group. With regard to diversity, the Nominating Committee shall consider relevant factors such as geographic location, race, ethnicity, gender, employment experience, and/or speciality area. The Nominating Committee shall present a slate of candidates to the Board of Examination. The slate shall consist of candidates that reflect the broad range of FIPP certificants and other pain practice stakeholders as identified by the Board of Examination.

Nominating Committee members will serve one-year terms and may be re-appointed for additional terms.

Members shall be selected by the voting members of the Board of Examination at a designated annual meeting.

The WIP Executive Board shall develop policies and procedures for the selection of Board of Examination members that are consistent with the requirements of these Bylaws.

G. Terms

Board of Examination members shall serve three-year terms of office. No member shall serve more than two consecutive terms or a maximum of six consecutive years, whichever is greater. Terms shall be staggered to ensure that approximately one-third of the positions expire each year.

H. Officers.

The officers of the Board of Examination shall be Chair, Vice-Chair, and Registrar. Officers shall be elected from among the voting Board of Examination members. Officers shall have such authorities and duties as are usual to such officers, and as are authorized by these Bylaws and by the Board of Examinations policies.

Each officer shall serve a two-year term and shall be eligible to serve a second term in the same office if otherwise qualified.

I. Resources.

The Board of Examination shall have sufficient and adequate financial and human resources to conduct effective and ongoing certification and recertification activities. Revenue and income generated by the FIPP certification program shall be used to support the certification and recertification activities of the program and the administrative operations of the program. Any revenue and income received in excess of the FIPP certification program's annual expenses and costs may be used to support WIP programs and activities.

J. Meetings, Quorum, Voting, and Actions.

The Board of Examination shall hold at least two regular meetings each year. Special meetings of the Board of Examination may be called by the Chair or by a majority of the voting Board of Examination members, with appropriate notice to all Board members stating the purpose of the meeting.

Meetings shall be held in person or by other permitted means, so long as all Board of Examination members in attendance can participate and be heard, and a quorum is present.

A majority of the voting Board of Examination members shall constitute a quorum at any meeting.

Proxy voting shall not be permitted.

The Board of Examination shall develop appropriate policies regarding meeting notices, agendas, and minutes.

Any action taken by the majority of the voting Examination Board members shall be an act of the Board of Examination, unless otherwise specified in these Bylaws or Board of Examination policies.

K. Resignation, Removal, and Vacancy.

A member of the Board of Examination may resign at any time by delivering written notice to the Chair or Vice Chair of the Board of Examination. A resignation is effective immediately upon receipt.

Article 11. Advisory Board

Members of the Advisory Board are selected by the Executive Board, based on experience in the pain field and contribution to WIP activities. Advisory Board Members serve for a two-year term and can be re-appointed for only one additional term.

Responsibilities of the Advisory Board are:

- Promoting membership of WIP in their region;
- Promoting WIP activities in their Section;
- Promoting publications of their Section's Members' work in *Pain Practice*;
- Planning and organizing educational WIP activities in their region;
- Encouraging Members to attend WIP educational programs; and
- Helping WIP administration to maintain correct roster addresses for their Section's Members.

Article 12. Modification of the Bylaws and Dissolution of the Organization

Amendments to these Bylaws may be proposed by an Executive Board Member, or by the petition of two-thirds of the Council Members in good standing presented to the Executive Board no later than thirty (30) days prior to a scheduled Executive Board meeting. The Executive Board reviews the proposed amendments and considers endorsement of the proposed amendments. If endorsed by a majority of the Executive Board, the proposed amendments are then distributed to the WIP membership no less than thirty (30) days prior to the next scheduled Council meeting. All Regular Members in good standing of the Council in attendance at the Council meeting shall be eligible to vote. The approval of at least two-thirds of the Council in good standing with the Organization and in physical attendance at the Council meeting, who vote upon the proposed amendments, shall be required for their ratification.

A decision to dissolve WIP must be approved by three-quarters of those voting members of the Executive Board. Upon approval of dissolution, the Council must ratify such decision to dissolve the Organization, and if so ratified, will direct the Executive Board to accomplish dissolution in accordance with the Act.

Article 13. Administration

All deeds or legal documents which involve WIP are, except special proxy, to be signed by two (2) members of the Executive Board, who will have to justify to third parties the powers conferred to this end. All legal actions such as may be required are to be followed by the Executive Board represented by the President or an administrator designated to that effect.

Article 14. Budgets and Accounts

Funds of the Organization shall consist of income derived from membership fees and dues, grants and contracts, donations, publication sales, and other sources. Annual dues may be levied upon all levels of membership as determined by the Executive Board. The President shall assure that the funds of the Organization are collected, disbursed and recorded in accordance with generally accepted accounting practices and under the general direction of the Executive Board in accordance with the Bylaws.

The financial year will run from 1st January until 31st December of each year. The Executive Board is obliged to submit the audited account for current year and the budget for the following year for the approval of Council, at the latter's first subsequent meeting.

No part of the net earnings of WIP shall inure to the benefit of, or to be distributable to its directors, officers, employees, or other private persons except that WIP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of services set forth.

In the event of the lawful dissolution of the Organization, following the payment of all just debts and obligations of the Organization, the Executive Board shall designate one or more organizations devoted to scientific activities to receive the remaining assets of the Organization. Such recipients shall have been approved by the U.S. Internal Revenue Service as organizations founded and dedicated to tax-exempt purposes under Section 501(c)(3) of the 1954 Internal Revenue Code

Article 15. Applicable Law

Any matter which is not covered by the present Bylaws shall be governed and interpreted in accordance with the provisions the applicable law of the State of California, USA.

These amended bylaws were approved by the WIP Council on the ___day of _____, 2010, in accordance with the Organization Bylaws existing prior to these Amended bylaws.

Council Approval Certified By:

By: _____
Honorary Secretary

Date: _____