

1 Office

- 1.1 The provisional office of the Society shall be located in Yokohama City University Hospital, 3-9, Fukuura, Kanazawa-Ku, Yokohama, 236-0064 Japan
- 1.2 The Society may have additional offices at such places as the Board of Directors may from time to time determine or the business of the Society may require and one of such office may be designated as the principal office as determined by the Board of Directors.

2 Membership

- 2.1 Membership shall consist of those individuals with a demonstrated and continuing interest in the problem of the cervical spine. No member shall receive any compensation for his services as such.
- 2.2 The Board of Directors shall establish "active," "associate" and "senior" membership and may establish other classes of membership. They shall prescribe their respective rights and duties and set the amounts of any subscriptions.
- 2.3 Active membership of the Society is open to any individual or organization interested in promoting the objectives who:
 - (a) is an ~~active or corresponding~~ member of the Cervical Spine Research Society or a member of the Cervical Spine Research Society European Section;
 - (b) or has attended at least one CSRS-AP annual meeting, have presented at least two papers as podium or poster at any of CSRS, CSRS-E and CSRS-AP as the first author or the corresponding author, and have at least one publication related to the cervical spine as the first author or a coauthor in an international journal written in

English and indexed in PubMed. In this case, three letters of recommendation from active members are required;

- (c) applies to the Society in the form (application form, CV in English, including a list of publications) required by the Board of Directors;
- (d) is approved by the Membership Committee, the Board of Directors and the members;
- (e) signs the register of members or consents in writing to become a member either personally or (in the case of an organization) through an authorized representative; and
- (f) has paid the annual dues as determined by the Board of Directors.

2.4 Associate members shall include individuals who do not qualify for the active membership but is interested in promoting the objectives of the society who has attended at least one CSRS-AP annual meeting and has presented at least one paper or poster. Term of an associate member is two years, but can be renewed and he or she can apply to active membership when he or she satisfies qualification as such described in Article 2.3. Associate members shall pay the annual dues as determined by the Board of Directors.

2.5 Senior Members shall include individuals who have attained at least 65 years of age or have not attained 65 years of age, but who have retired from active research or practice at the discretion of the Board of Directors. Senior Members are not required to pay annual dues or to submit papers for presentation, but shall pay expenses for meetings attended on a pro rata basis.

2.6 Membership is terminated if the member concerned:

- (a) gives written notice of resignation to the Society;
- (b) dies or (in the case of an organization) ceases to exist;

- (c) is more than one year in arrears in paying the relevant dues, if any (but in such a case the member may be reinstated on payment of the amount due); or
- (d) is removed from membership by resolution of the other members on the ground that in their reasonable opinion the member's continued membership is harmful to the Society.
- (e) fails to attend four consecutive annual meetings: or
- (f) fails to submit an accepted paper for presentation at least every five years at an annual meeting.

2.7 Membership of the Society is not transferable.

2.8 No Member shall receive any compensation for his services as such

2.9 Requirements for the membership may be altered by the Board of Directors from time to time as necessity arises.

3 Dues

3.1 The member's annual dues shall be US\$100.00. It can be changed by the proposal from the Board of Directors and approved at a business meeting.

4 Annual Meetings

4.1 The annual meeting is consisted of scientific sessions and of business sessions. The latter for the elections of president, directors and members who shall serve on the transaction of any business within the powers of the Society shall be held at such date and time as may be fixed by the Board of Directors.

4.2 Members are entitled to attend general meetings either personally or (in the case of an organization) by an authorized representative or by proxy. Proxy forms must be delivered to the Board of Directors at least 24 hours

before the meeting. Annual meetings are called on at least 21 days' written notice specifying the business to be discussed.

- 4.3 There is a quorum at a general meeting if the number of members or authorized representatives present in person or by proxy is at least 50% of the total membership at the time.
- 4.4 The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at an annual meeting.
- 4.5 Except where otherwise provided by the Articles, every issue is decided by a majority of the votes cast at a business meeting.
- 4.6 Every member present in person or through an authorized representative or by proxy has one vote on each issue.
- 4.7 Every member shall be entitled to vote in person or by proxy. If by proxy, such proxy shall be in writing, shall be dated and executed by the member or his duly authorized attorney-in-fact.
- 4.8 The Society holds an annual meeting in every year. **In case of any contingency, such as natural disasters, pandemic, military and terrorist activities that may thwart holding a meeting, the president shall call the Board of Directors, at which holding the meeting in any other formats including suitable electronic means, or cancellation/postponement of the meeting shall be decided. If postponement is agreed upon, the meeting shall be held within six months of the original meeting. The meeting can be postponed only once.**

4.9 At a business meeting, the members:

- (a) receive the Society's activities and financial reports since the previous general meeting;
- (b) elect Directors to fill the vacancies arising;
- (c) appoint [and confirm the terms of office of] the President, President-Elect, Treasurer, Secretary for the Society, such officers to be "active members" (see Article 1.3) [and Directors] of the Society; and
- (d) discuss and determine any issues of policy or deal with any other business put before them by the Board of Directors.

4.10 If an annual meeting is to be postponed/cancelled:

- (a) the president can call a business meeting by any other suitable formats, including electrical mails and web based online meetings, on at least 21 days' written notice specifying the business to be discussed.
- (b) members are entitled to attend general meetings either personally or by proxy. Proxy forms must be delivered to the Board of Directors at least 24 hours before the meeting.
- (c) there is a quorum at a general meeting if the number of members present or by proxy is at least 50% of the total membership at the time.
- (d) except where otherwise provided by the Articles, every issue is decided by a majority of the votes cast by the members present or by proxy.

(e) every member shall be entitled to vote in person or by proxy. If by proxy, such proxy shall be in writing, shall be dated and executed by the member or his duly authorized attorney-in-fact.

5 Directors

- 5.1 The Board of Directors has control of the business, affairs, property and funds of the Society
- 5.2 The number of Directors shall be not less than three but shall not be subject to any maximum.
- 5.3 All Directors must be "active members" of the Society (see Article 2.3).
- 5.4 The Board of Directors shall consist of the President, Past Presidents, President-elect (Vice President), 2 Vice President, Treasurer, Secretary and the chairs of the committees and the regional representatives, if any, as such selected by the Board of Directors. At any regular meeting called for that purpose, a majority of the entire Board of Directors may increase or decrease the number of Directors, provided that the number thereof shall never be less than three and further provided that the tenure of office of a Director shall not be affected by any decrease in the number of Directors.
- 5.5 The term of Director is three years, however, the term can be renewed.
- 5.6 A Director's term of office automatically terminates if he or she:
- (a) is disqualified under the Societies Act from acting as a Society Director;
 - (b) is incapable, whether mentally or physically, of managing his or her own affairs;

- (c) is absent from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
- (d) ceases to be an "active member" of the Society (see Article 1.3);
- (e) resigns by written notice to the Directors (but only if at least two Directors will remain in office); or
- (f) is removed by [ordinary resolution of the members present and voting at a business meeting] [resolution passed by at least 50% of the entire membership of the Society] after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

5.7 The Directors must not be paid any remuneration.

6 Proceedings of Directors

- 6.1 The Directors can hold several meetings each year.
- 6.2 The President or a majority of the Directors may call a Board of Directors.
- 6.3 A quorum at a meeting of the Directors is two Directors or the number nearest to 50% of the total number of Directors (rounded [up]), whichever is the greater.
- 6.4 The Board of Directors may be held either in person or by suitable electronic means agreed by the Directors, in which all participants may communicate with all the other participants.
- 6.5 The President or (if the President is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.
- 6.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting. For this purpose, the resolution may be

contained in more than one document and will be treated as passed on the date of the last signature.

- 6.7 Except for the chairman of the meeting, who has a second or casting vote, every Director has one vote on each issue.

7 Powers of Directors

The Directors have the following powers in the administration of the Society:

- 7.1 to appoint (and remove) any "active member" (see Article 2.4) [and Director] to act as Treasurer or Secretary;
- 7.2 to fill any vacancies in the offices of [President-Elect, 2 Vice-President Treasurer, Secretary], but such interim appointments shall hold only until the next general meeting;
- 7.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them;
- 7.4 to make regulations consistent with the Articles to govern the administration of the Society and the use of its seal (if any);
- 7.5 to establish procedures to assist the resolution of disputes or differences within the Society;
- 7.6 to exercise any powers of the Society which are not reserved to a general meeting.

8 President

- 8.1 The president shall be the principal executive officer of an annual meeting and shall in general supervise and control all of the business and affairs of the Society. He shall preside at all meetings of the Board of Directors. The president shall be nominated by the Board of Directors and approved at the business meeting. The president may serve for one term. He may sign any deed, mortgage, bond, contract or other instrument which the Board of

Directors has authorized to be executed and in general shall perform all duties incident to the office of president and such other duties as may be described by the Board of Directors from time to time.

- 8.2 President shall delegate a local organizing committee to host the annual meeting, which includes secretary of the local organizing committee and a chair and members of the scientific program committee and finance committee.
- 8.3 Secretary of a local organizing committee shall perform such duties as shall be assigned by the president or the Board of Directors.
- 8.4 The term of the secretary of a local organizing committee shall be terminated when the annual meeting he or she serve adjourns.
- 8.5 Scientific program committee shall coordinate the submission, presentation and discussion of medical and scientific papers at an annual meeting and shall perform such other duties in connection therewith as are assigned by the president or the Board of Directors. The scientific program committee shall dissolve when the annual meeting they serve adjourns.
- 8.6 Finance committee shall raise funds to host and organize an annual meeting. The finance committee shall dissolve when the annual meeting they serve adjourns.

9 Treasurer and Secretary

- 9.1 The treasurer shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Board of Directors, at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Society. If required by the Board of Directors, he shall give the Society a bond in such sum and with such surety or sureties as shall be

satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Society, in case of his death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Society.

9.2 The secretary shall keep Minutes of the meeting of the Board of Directors and of the Business Meeting of the Society. The secretary will see that all notices are duly given in accordance with the desires of the membership and the Board of Directors. The secretary shall keep a register of the addresses of each member which shall be furnished to him by each member. The secretary shall maintain the correspondence of the Society and keep records of all meetings of each Committee and in general perform all duties incident to the office of secretary, have charge and custody and be responsible for all funds and assets of the CSRS-AP.

10 Committees

- 10.1 Board of Directors may appoint a chairman of the membership, education, fellowship/prize, research committees, and other committees as they deem necessary.
- 10.2 The Chairman of a committee shall nominate appropriate numbers of the committee members, which needs to be approved at the board meeting.
- 10.3 The term of a chair and members of a committee shall be three years.

11 Fiscal year

The fiscal year of the Society shall begin on the first day of April and shall end on the thirty-first of March next year. The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Society by a duly adopted resolution.

12 Notices

- 12.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means.
- 12.2 The only address at which a member is entitled to receive notices sent by post is the address shown in the register of members.
- 12.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - (b) two clear days after being sent by first class post to that address;
 - (c) three clear days after being sent by second class or overseas post to that address;
 - (d) on being handed to the member (or, in the case of a member organization, its authorized representative) personally; or, if earlier,
 - (e) as soon as the member acknowledges actual receipt.
- 12.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

13 Amendments to the Bylaws

All proposed amendments/alterations to the bylaws shall be submitted in writing to the Secretary, at least three months before an annual meeting. These shall be discussed at the Board of Directors and if appropriate, shall be distributed/announced to the membership at the business meeting at which time they are to be voted upon. A two-thirds majority is required for passage.

Ratified May 16, 2010

Revised December 3, 2010.

Revised April 28, 2011.

Revised April 27, 2012

Revised August 4, 2016

Revised March 14, 2019

Revised March 25, 2021