

SECOND RESTATED AND AMENDED  
BYLAWS OF  
NATIONAL BOARD OF SURGICAL TECHNOLOGY AND SURGICAL ASSISTING

(the “Corporation”)

PREAMBLE

A. Definition. The Corporation is the certifying body for surgical technologists and surgical assistants. The Corporation is financially and administratively independent and solely responsible for all matters pertaining to certification.

B. Purposes. The Corporation shall evaluate, through examinations, individuals who wish certification in the professions at the entry, advanced, or specialized levels, and shall issue certificates to individuals who fulfill the established levels of knowledge. The Corporation shall be solely responsible for the granting, revalidating, suspending, and revocation of certifications in entry, advanced, or specialized levels.

C. Functions:

1. To determine the structure and content of the certifying examinations.
2. To establish policies regarding the administration and scoring of the certifying examinations in collaboration with the professional testing agency contracted by the Corporation to administer the examinations.
3. To establish all examination fees assuring a self-supporting certification process.
4. To appoint and assure appropriate functioning of the Examination Review Committees, standing committees, and any ad hoc committee of the Corporation.
5. To review and evaluate each examination with regard to comprehension, equity, accuracy, and relevance.
6. To issue certificates co-signed by the President and Chief Executive Officer of the Corporation.
7. To establish and administer a program of periodic renewal of certification based on continuing education or revalidation by examination.
8. To issue a new certificate and card for renewing certificate holders.
9. To provide ongoing evaluation of the validity and reliability of the testing process.
10. To distribute information concerning the certifying process.
11. To revoke certification for just cause.
12. To explore activities and issues related to certification.
13. To establish special committees when necessary, to make recommendations to the Corporation.
14. To review and update organization policy as necessary.
15. To grant, revalidate and revoke approval of programmatic accreditation organizations in accordance with Corporation Policy.
16. To conduct its activities in such a manner as to reasonably guarantee financial independence and solvency.

D. Liaisons.

1. The Corporation may act as a consultant to the Board of Directors of the Association of Surgical Technologists, Inc. (“AST”) or its committees on any matter concerning that which the Corporation has specialized knowledge, information, or special expertise.

2. The Chief Executive Officer of the Corporation will oversee arrangements for all meetings.

BYLAW PROVISIONS

1. OFFICES. Offices and places of business of the Corporation may be established from time to time by resolution of the Board of Directors.

2. SEAL. The seal of the Corporation shall have inscribed thereon the name of the Corporation, and the words, “Colorado” and “Seal”, and shall be in such form as may be approved by the Board of Directors. The Board of Directors shall have the power to alter the seal of the Corporation at their pleasure.

3. DIRECTORS.

3-A. Composition. The affairs of the Corporation shall be managed solely by a board of ten (10) persons. The Board of Directors of the Corporation shall be composed of the following:

(1) Seven (7) professional positions, held by Certified Surgical Technologists (CST) or Certified Surgical Technologist/Certified Surgical First Assistants (CST/CSFA); provided, however, that no less than one (1) and no more than two (2) of these positions on the Board shall be held by a Certified Surgical First Assistant (CSFA);

(2) One (1) surgeon;

(3) One (1) surgical technology educator (with preference being given to an educator holding the CST or CST/CSFA credential); and

(4) One (1) representative of the public.

3-B. Appointment.

(1) Two (2) of the professional members of the Board shall be appointed by the Board of Directors of AST. The surgeon member of the Board shall be appointed by the American College of Surgeons (ACS). Seven (7) of the members of the Board, shall be appointed by the Corporation’s Board of Directors pursuant to the guidelines outlined in Section 3-A, Composition, Subsections 1-4 .

(2) In making their appointments, the Board of Directors of AST and of ACS shall review all curricula vitae on file with the Corporation. The professional members of the Board shall have operating room experience. In making appointments to the Board of Directors, continuing sensitivity should be given to maintaining geographical representation, ethnic diversity, and professional experience.

(3) Directors agree to resign any elected or appointed position they may hold in any certification, professional, or accreditation organization relative to Surgical Technology or Surgical Assisting practice in order to serve on the Corporation's Board of Directors.

(4) Directors agree that during their term on the Corporation's Board of Directors and for two (2) years following that term, they will not author, co-author, edit, contribute to or otherwise be involved in the publication of materials that directly relate to the content of any of the Corporation's certifying examination.

(5) Directors agree that during their term and for two (2) years following, they will not conduct workshops or seminars for the purpose of preparation for the certifying examinations. Directors agree to protect the confidentiality of the certifying examinations and the item data banks.

3-C. Term of Office. Directors shall hold office for a term of three (3) years, except in special circumstances, or until their successors have been appointed and qualified. Directors shall not serve more than two (2) terms. A director chosen to fill a vacated directorship for less than eighteen (18) months may serve two (2) terms in addition to the remaining term of the vacated directorship. To provide continuity, the terms of the directors shall be staggered.

3-D. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than twice a year. The first regular meeting of the year shall be for the purpose of the board and committee appointments and any additional business; the second (Fall) meeting of the year shall be for budget approval and election of officers for the Board of Directors and any additional business.

3- E Meetings Held Electronically. Members of the Board of Directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

3-F. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Board of Directors.

3-G. Notice. Notice of the date and location of any regular meeting shall be given to each director at least forty-five (45) days prior to the date or time fixed for the meeting. Notice of the date and location of any special meeting shall be given to each director at least two (2) weeks prior to the date or time fixed for the meeting. The presence of any director at a meeting shall constitute waiver of notice of such meeting except as otherwise provided by law. Any officer or director may waive, in writing, any notice of a meeting required to be given by law or these Bylaws, either before or after the time of such meeting.

3-H. Quorum and Voting. A quorum at all meetings of the Board of Directors shall consist of a majority of the directors then in office, but a smaller number may adjourn from time to time without further notice, until a quorum is secured. In no event may a quorum be less than one-third (1/3) of the number of directors fixed by Paragraph 3-A. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of

Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

3-I. Procedure. Meetings of the Board of Directors shall be conducted in accordance with the latest edition of Robert's Rules of Order Newly Revised in all matters not otherwise covered by these Bylaws.

3-J. Action Without a Meeting.

3-J-1. Director Action. Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action; (ii) votes against such action and waives the right to demand that a meeting be held; or (iii) abstains from voting and waives the right to demand that a meeting be held.

3-J-2. Votes. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

3-J-3. Written Description of Action Taken. No action taken pursuant to this Paragraph 3-I shall be effective unless writings describing the action taken and otherwise satisfying the requirements of subparagraph 3-I-1, signed by all directors and not revoked pursuant to subparagraph 3-I-4, are received by the Corporation unless the writings describing the action taken set forth a different effective date. Any such writings may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document.

3-J-4. Revocation of Writing. Any director who has signed a writing pursuant to this Paragraph 3-I may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation.

3-J-5. Effect of Action Taken. Action taken pursuant to this Paragraph 3-I has the same effect as action taken at a meeting of directors and may be described as such in any document.

3-J-6. Signed Written Instruments. All signed written instruments necessary for any action taken pursuant to this Paragraph 3-J shall be filed with the minutes of the meetings of the Board of Directors.

3-K. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the body that is responsible for appointment of the vacated directorship pursuant to Paragraph 3-B. A director who fills a vacancy shall do so for the unexpired term of his or her predecessor. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next appointment of the Board of Directors.

3-L. Removal. Any director may be removed as a director by the Board of Directors of the Corporation:

(1) If such director is unable to fulfill his or her duties or obligations as a director;

(2) If there is just cause for such removal such as (but not limited to) unsatisfactory performance, violation of code of conduct, or actions unsupportive to the profession as determined by a majority of the Board of Directors; or

(3) If such director is no longer qualified to serve as a director because his or her status changes thereby changing the required composition of the Board of Directors as set forth in Paragraph 3-A of these Bylaws.

The director involved shall be given the opportunity to be present and to be heard at the meeting of the Board of Directors at which his or her removal is to be considered. The decision of that Board of Directors shall be final.

3-M. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors or the President.

3-N. Compensation and Expense Reimbursement. A director may be reimbursed for actual expenses incurred to carry out his or her duties as a director pursuant to Corporation policy.

3-O. Loans. No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

3-P. Advisory Board. The Board of Directors may appoint one (1) or more advisory boards. The membership of any advisory board shall be determined solely by the Board of Directors. Members of any advisory board can be authorized to attend meetings of the Board of Directors and to advise the Board on any matter concerning the Corporation at the request of the Board of Directors. Members of any advisory board shall have no voting rights.

3-Q. Committees. The Board of Directors, by resolution adopted by a majority of the number of directors then in office, may designate from among its members one (1) or more committees, each of which shall consist of two (2) or more directors. Said committee shall have and may exercise such authority of the Board of Directors as shall be provided in such resolution except as otherwise required by law.

#### 4. OFFICERS.

4-A. Elected Officers. The elective officers of the Corporation shall be:

(1) a President, who must hold a current CST or CST/CSFA credential;

(2) a Vice-President, who must hold a current CST or CST/CSFA credential;

- (3) a Secretary
- (4) a Treasurer; and
- (5) such other officers as may be deemed necessary.

4-A-1. Election. Officers shall be elected by the Board of Directors at its Fall meeting from among directors who have at least one (1) year of service left on their second term as a Director, or who are eligible for reappointment to a second term as a Director.

4-A-2. Term of Service. Unless removed in accordance with procedures established by law and these Bylaws, the officers shall serve until the next succeeding annual meeting of the Board of Directors and until their respective successors are elected and are qualified. A director may not hold any particular officer position for more than two (2) terms (whether or not successive).

4-B. Duties of Officers. The officers of the Corporation shall exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned by the Board of Directors.

4-B-1. President. The President shall perform all the duties common to this office and such other duties, as the Board of Directors shall designate, including the following:

- (a) Coordinate and preside at all meetings of the Corporation;
- (b) Select the time and place of the meetings of the Board of Directors;
- (c) Prepare and submit an agenda to the Corporation's Chief Executive Officer and the Board of Directors of the Corporation prior to each meeting;
- (d) Keep a file of all of the Corporation's activities during his or her term of office and convey such file to the succeeding president;
- (e) Maintain a relationship with organizations related to Surgical Technology and Surgical Assisting practice;
- (f) Regularly apprise the president of AST of the Corporation's activities;
- (g) Present a written annual report to the Board of Directors of AST and AST's House of Delegates during the AST national conference;
- (h) Serve, or appoint a designated representative to serve, as the official voting delegate at meetings of the Institute for Credentialing Excellence (ICE);
- (i) Maintain liaison with the Corporation's Chief Executive Officer regarding examination policy and respond to correspondence concerning the examination and certification process; and

(j) Be an ex officio member of all NBSTSA committees.

4-B-2. Vice-President. In the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice-President shall have such other powers and perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

4-B-3. Secretary. The Secretary shall perform all the duties common to this office and such other duties as the President or the Board of Directors shall designate, including the following:

- (a) Capture motions at each Board of Directors meeting and provide the motions to staff.
- (b) Review and approve the minutes as provided by NBSTSA staff
- (c) Contribute to publications as required.
- (d) Serve on NBSTSA sub-committees as requested.
- (e) Attend meetings as requested by the President.

4-B-4. Treasurer. The Treasurer shall perform all duties common to this office and such other duties as the President of the Board of Directors shall designate, including the following:

(a) Receive a monthly financial and investment statement of the Corporation from the Chief Executive Officer; reviewing and requesting explanations for variances to last year and budget; and providing recommendations to the Chief Executive Officer regarding the monthly financial and investment statements;

(b) Review the financial status of the Corporation with the Corporation's Chief Executive Officer prior to each meeting of the Board of Directors; provide a verbal Treasurer report at each Board of Directors meeting; ;

(c) Review and provide comments related to the annual Form 990, serve as chair of the audit sub-committee; and approve the filing as a member of the audit sub-committee. ; and

(d) Contribute to preparation of, review and approve the annual budget. Collaborate with the Chief Executive Officer to prepare the annual budget for presentation to the Board of Directors.

4-B-5. Compensation and Expense Reimbursement. Unless otherwise determined by the Board of Directors, officers shall not be compensated for their service as officers of the Corporation, but an officer may be reimbursed for actual expenses incurred to carry out his or her duties as an officer pursuant to Corporation policy.

4-C. Disability. In the event of absence or inability of any officer to act, the Board of Directors may delegate the powers or duties of such officer to any other officer whom it may select.

4-D. Removal. Any officer or agent may be removed as an officer or agent by the Board of Directors whenever in its judgment the best interests of the Corporation will be served

thereby. Notice of intention to remove any such officer or agent must be given to each director and the officer being considered for removal at least thirty (30) days prior to such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

4-E. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors or the President.

4-F. Vacancies. Any vacancy occurring in any office may be filled by the affirmative vote of a majority of the directors then in office. An officer who fills a vacancy shall do so for the unexpired term of his or her predecessor in office and shall hold such office until his or her successor is duly appointed and qualified. Filling a vacated position of six (6) months or more is considered a full term.

#### 5. STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS.

5-A. General. Each director and officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the board, (i) in good faith; (ii) in a manner the director or officer reasonably believes to be in the best interests of the Corporation; and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A director or officer, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

5-B. Reliance on Certain Information and Other Matters. In the performance of their duties, a director or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a director or officer are entitled to rely are: (i) one (1) or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

5-C. Limitation on Liability. A director or officer shall not be liable to the Corporation or its members for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this Article.

#### 6. CONFLICTING INTEREST TRANSACTIONS.

6-A. Definition. As used in this Article: (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Corporation and a director of the Corporation, or between the Corporation and a party related to a director, or between the Corporation and an entity in which a director of the Corporation is a director or officer or has a financial interest; and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party

related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

6-B. Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Corporation, solely because the conflicting interest transaction involves a director of the Corporation or a party related to a director or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if: (i) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) the conflicting interest transaction is fair as to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

7. EXAM REVIEW COMMITTEES ("ERC").

7-A. Operations of the ERCs. The Board of Directors may appoint as many ERCs as are necessary to carry out the examination process of the Corporation. Any ERC is a standing committee of the Corporation which shall perform the following functions:

- (1) Review each certifying examination as assembled by the testing agency for content, accuracy, and relevancy;
- (2) Participate in projects relating to the examination and certifying process as appointed by the Board of Directors;
- (3) Maintain communication with the Board of Directors through their respective chairpersons;
- (4) Maintain a current reference list, with the assistance of the testing agency;
- (5) Review, classify and reference items for addition to the item bank, with assistance from the testing agency; and
- (6) At the direction of the Board of Directors, modify or review the certifying examination blueprint to reflect the results of the most recent job analysis study.

7-B. Regular Meetings of the ERCs. Regular meetings of any ERC shall be held no less than once a year.

7-C. Removal from ERCs. Any member of any ERC may be removed as a member of the ERC by the Board of Directors:

(1) If such member is unable to fulfill his or her duties or obligations as a member of the ERC;

(2) If there is just cause for such removal such as (but not limited to) unsatisfactory performance, violation of code of conduct, or actions unsupportive to the profession as determined by the Board of Directors; or

(3) If such member is no longer qualified to serve as a member because his or her status changes thereby changing the required composition of the ERC as set forth in Paragraph 7-E or 7-F of these Bylaws.

7-D. Chairperson of ERCs.

7-D-1. Appointment. Each ERC will have a chairperson who shall be appointed annually by the members of the Board of Directors.

7-D-2. Chairperson. The chairperson shall:

(a) Consult with testing agency or Corporation regarding examination content concerns;

(b) Prepare a written report to the Board of Directors after each meeting of the ERC;

(c) Act as liaison between CST ERC and the Board of Directors;

(d) Keep a file of ERC activities during his or her term of office and convey such file to the succeeding chairperson.

7-D-3. Absence of Chairperson. In the absence or disability of the chairperson the President of the Board of Directors will designate a temporary replacement.

7-E. Appointment, Composition, Terms of Office and Meeting for CST-ERC. The Board of Directors shall appoint the CST-ERC, which shall perform the operations set forth in Paragraph 7-A with respect to the National Examination for Certified Surgical Technologists. The CST-ERC shall consist of ten (10) persons with the following qualifications:

(1) Six (6) practicing Certified Surgical Technologists;

(2) Three (3) surgical technology educators from the Corporation's recognized accredited programs; and

(3) One (1) surgeon.

In making appointments to the CST-ERC, the Board of Directors shall take into account (i) the geographical representation, ethnic diversity, and professional experience; and (ii) representation

from the Corporation recognized surgical technology programs with respect to educator members of the CST-ERC.

Members of the CST-ERC shall hold office for a term of three (3) years, or until their successors have been appointed and qualified. Filling a vacated position of eighteen (18) months or more is considered a full term. To provide continuity, the terms of the members of the CST-ERC shall be staggered. A member of the Board of Directors may be present at CST-ERC meetings.

**7-F. Appointment, Composition, Terms of Office and Meeting for CSFA-ERC.**  
The Board of Directors shall appoint the CSFA-ERC, which shall perform the operations set forth in Paragraph 7-A with respect to the National Examination for First Assisting. The CSFA-ERC shall consist of eight (8) persons with the following qualifications:

- (1) Six (6) practicing Certified Surgical Technologists/Certified Surgical First Assistants (CST/CSFA); and
- (2) One (1) first assistant educator; and
- (3) One (1) surgeon.

In making appointments to the CSFA-ERC, the Board of Directors shall take into account (i) geographical representation, ethnic diversity, and professional experience; and (ii) representation from the Corporation's recognized surgical technology programs with respect to educator members of the CSFA-ERC.

Members of the CSFA-ERC shall hold office for a term of three (3) years, or until their successors have been appointed and qualified. Filling a vacated position of eighteen (18) months or more is considered a full term. To provide continuity, the terms of the members of the CSFA-ERC shall be staggered. A member of the Board of Directors may be present at CSFA-ERC meetings.

## **8. FINANCES.**

**8-A.** As mandated in the Preamble, the Corporation is obligated to conduct its activities in such a manner as to reasonably guarantee financial independence and solvency.

**8-B.** The income of the Corporation shall be derived from the assessment of fees for the certification and revalidation process established by the Corporation.

**8-C.** The Corporation shall periodically review the published fee for the certifying examination.

**8-D.** Additional income may include incidental support received from charitable and philanthropic sources in support of the activities of the Corporation, the sale of trademarked items, and interest generated from account balances.

**8-E.** The Corporation shall approve an annual budget no later than the final regular meeting of a calendar year. The budget shall include the cost of maintaining the Corporation's office and staff.

8-F. The funds of the Corporation shall be maintained in the Corporation's accounts which shall receive all funds generated by the Corporation. These dollars will be used to fund the examination process, the Corporation's activities, office staff, general obligations of the Corporation, and investments.

8-G. All disbursements of \$10,000 or more from the Corporation's accounts must be signed by any two (2) of the following: (i) the Corporation's Chief Executive Officer, and/or (ii) any other persons designated by resolution of the Board of Directors.

**9. INDEMNIFICATION OF DIRECTORS, OFFICERS, COMMITTEE MEMBERS, EMPLOYEES, AND AGENTS; INSURANCE.**

9-A. Indemnification. The Corporation shall indemnify any person made a party to a proceeding because the person is or was a director, officer, committee member, employee, or agent of the Corporation against liability incurred in, relating to, or as a result of, the proceeding to the fullest extent permitted by and in accordance with the provisions of the Colorado Revised Nonprofit Corporation Act pertaining to indemnification (which are incorporated herein by this reference) if:

(1) The person conducted himself or herself in good faith;

(2) The person reasonably believed: (i) in the case of conduct in an official capacity with the Corporation, that his or her conduct was in the Corporation's best interests and (ii) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests; and

(3) In the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

Any such indemnification shall be made only as authorized in the specific case in the manner provided in this Article. In addition to the foregoing, the Corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, officer, committee member, employee, or agent of the Corporation, against reasonable expenses incurred by such person in connection with the proceeding.

9-B. Limitations. Indemnification permitted under this Article in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding. Further, the Corporation may not indemnify a director, officer or employee under this Article in connection with a proceeding by or in the right of the Corporation in which the party was adjudged liable to the Corporation or in connection with any other proceeding charging that the party derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the party was adjudged liable on the basis that he or she derived an improper personal benefit. Notwithstanding any other provision of these Bylaws, the Corporation shall not indemnify any person in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

9-C. Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue

as to any party entitled to indemnification under this Article who has ceased to be a director, officer, committee member, employee, or agent of the Corporation or, at the request of the Corporation, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment.

**9-D. Savings Clause.** If this Article or any paragraph or provision hereof shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated.

**9-E Insurance.** By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance in such amounts as the Board of Directors deems appropriate to protect itself and any person who is or was a director, officer, committee member, employee, or agent of the Corporation against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which the Corporation has an equity or any other interest, through stock ownership or otherwise.

**10. AMENDMENTS.** These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors called for such purpose pursuant to notice by a vote of a majority of the directors in office, or by unanimous written consent of all of the directors as provided in Paragraph 3-I of these Bylaws.

AS APPROVED ON BY THE BOARD OF DIRECTORS OF  
NATIONAL BOARD OF SURGICAL TECHNOLOGY AND SURGICAL ASSISTING

By: Margaret Rodriguez  
Margaret Rodriguez, CST, CSFA, FAST -  
Secretary

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