

**THE AMERICAN BOARD OF  
PEDIATRIC NEUROLOGICAL SURGERY, INC.**

**Bylaws**

**PREAMBLE**

PEDIATRIC NEUROLOGICAL SURGERY is a discipline of medicine and the specialty of neurosurgery which deals with the diagnosis, evaluation and treatment of disorders of the central, peripheral and autonomic nervous systems of children. Pediatric Neurological Surgery includes the evaluation and diagnosis, operative and non-operative treatment, critical care and rehabilitation of children with disorders of the nervous system.

The AMERICAN BOARD OF PEDIATRIC NEUROLOGICAL SURGERY, Inc. (ABPNS) has been established as an Ohio nonprofit corporation for the purpose of examining and identifying neurosurgeons who have met the Board's requirements for certification in pediatric neurological surgery. The broad aim of the AMERICAN BOARD OF PEDIATRIC NEUROLOGICAL SURGERY is to encourage the study, improve the practice and elevate the standards of pediatric neurological surgery, and thereby to advance the cause of public health.

**ARTICLE I BOARD OF DIRECTORS**

**1.1 Number**

The ABPNS shall consist of no less than ten (10) Directors and no more than 12 directors.

**1.2 Nomination**

No nominee shall become a Director of the ABPNS until elected by a majority of Directors of the ABPNS. In the event of a tie vote on a nominee, the Directors of the ABPNS may use the vote of the Past-Chair to break the tie, regardless of whether the immediate Past-Chair is a current Board member. The Past-Chair may participate in the discussion and voting by 'conferencing' (electronic attendance).

In the event that no nominee of a nominating society, as designated below, is elected to membership from the names submitted, the Directors shall request the nominating society to submit additional nominees.

**1.3 Approval and Terms**

Directors shall be elected at an annual winter meeting of the Directors to serve for a term of five (5) years and until their successors are elected. Terms of Directors elected begin immediately following the conclusion of the meeting at which they are elected. Directors may not serve more than two (2) terms.

**1.4 Vacancies**

If a position on the Board of Directors shall become vacant by reason of death, resignation, disqualification or removal of the incumbent thereof, or other cause, the Directors shall elect a new Director upon receiving nominees from the appropriate nominating society. In the case of the absence of any Director of ABPNS, or for any reason that the Directors may determine as sufficient, the Directors may delegate the powers and duties of such Director to any other Director, except where otherwise provided by these Regulations or the laws of Ohio.

**1.5 Board Meetings**

The Directors shall meet at least twice a year and at such place, either within or without the State of Ohio as may be fixed from time to time by said Directors.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Directors.

At the request of the Chairman or any three (3) other Directors, special meetings of Directors may be held. The Directors shall decide what notice, if any, and the length of time prior to such meeting such notice shall be given. Attendance at any meeting shall operate as a waiver of notice. Any meeting at which all Directors are present shall be a valid meeting, whether notice thereof was given or not, and any business may be transacted at such a meeting.

**1.6 Authority**

Directors are authorized to fix, from time to time, their own compensation, if any, for attendance at meetings of the Directors. The Board of Directors shall be vested with the management and control of the property, business and affairs of the ABPNS.

**ARTICLE II NOMINATING SOCIETIES****2.1 Nominating Societies**

The following organizations representing pediatric neurological surgeons shall be the Nominating Societies for members of the Board of Directors:

1. The American Society of Pediatric Neurosurgeons
2. The Joint Section of Pediatric Neurological Surgery of the American Association of Neurological Surgeons and the Congress of Neurological Surgeons
3. Section of Neurological Surgery of the American Academy of Pediatrics.

**2.2 Nomination Process**

The Nominating Societies shall provide two names to the Board of Directors by March 1<sup>st</sup> of each year. The Board of Directors shall use these names to select the new members of the Board. In the event that no nominee of the nominating societies is elected to membership from the names submitted, the Directors shall request the nominating societies to submit additional nominees.

**ARTICLE III OFFICERS****3.1 Officers**

The Officers of the ABPNS shall consist of a Chairman, a Vice Chairman, a Secretary - Treasurer and such other Officers as may be elected by the Board of Directors from time to time.

There shall be an Executive Committee of the Board of Directors consisting of the Chairman, Vice Chairman, and Secretary-Treasurer of the Board of Directors.

**3.2 Election**

An Officer will be elected by a majority vote of the Board of Directors present at a valid business meeting. If after careful consideration there remains a tie-vote, that tie will be decided by the vote of the immediate Past-Chair of the Board, regardless of whether the immediate Past-Chair is a current Board member. The Past-Chair may participate in the discussion and voting by 'conferencing' (electronic attendance).

**3.3 Terms**

The term of office for all Officers shall be not more than three (3) years. A Director must have completed three (3) years as a Director on the Board prior to becoming eligible for election as Chairman. The Officers may serve two (2) terms.

**3.4 Vacancy of Officer**

If an office shall become vacant by reason of the death, resignation, disqualification, or removal of the incumbent thereof, or other cause, the Directors may elect a successor to hold the office for the unexpired term in respect to which such vacancy occurred or was created. In case of the absence of any Officer of APBNS, or for any reason that the Directors may determine as sufficient, the Directors may delegate the powers and duties of such Officer to any other Officer, or to any Director, except where otherwise provided by these Regulations or by the laws of Ohio.

**ARTICLE IV INDEMNIFICATION OF OFFICERS AND DIRECTORS****4.1 Indemnification**

The ABPNS shall indemnify each Director and Officer, each former Director and Officer, and each person who is serving or has served at its request as a Director or Officer of another enterprise and may indemnify any employee or agent, any former employee or agent, and any person who is serving or has served at its request as an employee or agent of any other enterprise to the fullest extent from time to time permitted by the laws of the State of Ohio in the event any of such persons shall be made or be threatened to be made, a party to any action, suit or proceeding whether civil, criminal, administrative, or investigative. As used herein, the terms Officer, Director, employee and agent shall include their heirs and personal representatives.

**ARTICLE V COMMITTEES****5.1 STANDING COMMITTEES****5.1.1 Credentials Committee**

There shall be a Credentials Committee consisting of such number of Directors and Diplomats as the Directors may determine from time to time, and including the Secretary-Treasurer *ex officio*.

This committee will represent the ABPNS to the Joint Credentials Committee of the American Board of Neurological Surgery (ABNS), and to the Royal College of Physicians and Surgeons (Canada) (RCPSC).

The Credentials Committee shall have the necessary power and authority to assess an applicant's eligibility for examination and to report to the Directors of the ABPNS (and the ABNS or RCPSC, as appropriate) as to applicant's eligibility for certification, all in accordance with these Bylaws, Rules and Regulations, and those of the ABNS or RCPSC.

**5.1.2 Bylaws Committee**

There shall be a Bylaws Committee, which shall review the Bylaws of the ABPNS from time to time for the purpose of proposing changes to be presented to the Directors as provided in Article VIII.

**5.1.3 Nominating Committee**

There shall be a nominating committee, consisting of three individuals - the current chairperson, the immediate past chairperson, and a departing board member selected by these two individuals. The immediate past chairperson shall be the chairperson. The function of the committee is to: 1) Recommend a slate of individuals for the election of officers (chairman, vice-chairman, secretary-treasurer) Other nominations shall be considered from the floor at the time of election by the full board; 2) Recommend individuals for election as new directors from the slates provided by the nominating societies. The election, however, shall be by the entire board.

During the nominating process, the committee will take into consideration the appointment of directors whose qualifying certification is from the Royal College of Physicians and Surgeons of Canada.

**5.1.4 Finance Committee**

There shall be a Finance Committee, which shall review reports of the income and expenses of the ABPNS as received from the Secretary-Treasurer, and, at the regular meeting of the Directors, shall present and make recommendation regarding acceptance of such reports. The finance committee will be composed of the Executive Committee of the Board of Directors augmented by one director to be appointed by the Chairman of the Board. The Finance Committee shall advise the Directors regarding all financial matters, including fees for examination and other assessments and/or dues of Diplomats.

## **5.2 AD HOC COMMITTEES**

### **5.2.1 Pediatric Subspecialty Examination Committee**

There shall be a Committee charged with preparing pediatric specific subspecialty examinations, including the Pediatric Written Subspecialty Examination. This Committee shall consist of such number of Directors and Diplomats, as the Directors shall determine from time to time. Such Committee shall be vested with all necessary power and authority to create and administer the Pediatric Written Subspecialty Examination given on behalf of the ABPNS as may be delegated to it by the Directors from time to time.

With the approval of the Directors, the Pediatric Subspecialty Examination Committee may from time to time appoint and hire non-directors of the ABPNS to assist with examinations. Each examination shall be administered and graded by the same standard for every examinee.

## **ARTICLE VI – CATEGORIES OF CERTIFICATION**

### **6.0 ABPNS CERTIFICATION**

The ABPNS may continue to issue Certificates independent of the ABNS and the RCPSC in several categories to candidates who have fulfilled the subsequently defined Standards for Certification. These categories include:

- CERTIFIED
- CERTIFIED – INACTIVE
- CERTIFIED – RETIRED

As of January 1, 2017 those neurosurgeons who have completed a post-residency fellowship in Pediatric Neurosurgery accredited by the Accreditation Council for Pediatric Neurosurgery Fellowships, Inc. (ACPNF) may apply to take the Pediatric Written Subspecialty Examination. This test may be used to meet the requirements of the ABPNS, the ABNS, and the RCPSC towards certification.

### **6.1 JOINT CERTIFICATION**

As of January 1, 2017, the ABPNS will participate with the ABNS and the RCPSC in the issuance of joint certification in the categories established by the ABNS and RCPSC. The policies and procedures of the ABNS and the RCPSC will be followed in those certifications.

Joint certification for those tracking with the ABNS will be processed through the ABNS, while joint certification for those tracking with the RCPSC will be processed through the ABPNS.

## 6.2 “CERTIFIED” CATEGORY

Pediatric Neurosurgery certification will have a duration of ten years. Thereafter, certification will be maintained by following the defined recertification process.

### 6.2.1 Joint Certification

Initial Joint Certification is defined as the joint certification of an individual by the ABPNS and the ABNS or the RCPSC, occurring at the first opportunity for such joint certification.

Subsequent Joint Certification is defined as joint certification occurring after completion of an approved pediatric neurosurgery fellowship, and after ABNS or RCPSC certification, but at some time after the first opportunity for achieving joint certification.

As of January 1, 2017, the ABPNS will participate with the ABNS and the RCPSC to jointly certify neurosurgeons with “Recognition of Focused Practice in Pediatric Neurological Surgery”, and will no longer provide independent initial certification.

For those candidates who qualify for ABNS certification, the process for obtaining joint certification will be specified by the ABNS.

For those candidates who qualify for RCPSC certification, the process for obtaining joint certification will be specified by the RCPSC.

### 6.2.2 Criteria for Consideration of Initial Joint Certification

A candidate for **INITIAL JOINT CERTIFICATION** by the American Board of Pediatric Neurological Surgery (with the ABNS or RCPSC) must comply with the following standards:

1. Completion of a post-residency fellowship in Pediatric Neurological Surgery accredited by the Accreditation Council for Pediatric Neurosurgical Fellowships, Inc.
2. Attain a passing grade on the Pediatric Written Subspecialty Examination.  
No individual will be permitted to take the Pediatric Written Subspecialty Examination in pursuit of initial certification unless they have completed an ACPNF approved fellowship and are tracking towards ABNS or RCPSC certification.

All candidates are encouraged to apply for and take the written examination immediately following the completion of their fellowship.

The candidate, after being informed of their eligibility to take the written examination, must take one of the next two examinations offered. If unsuccessful in passing the written examination, the candidate must re-take the examination at the next scheduled test date.

If the candidate is unable to complete the repeat examination successfully, the candidate must reapply to and submit all materials required by the ABPNS to obtain approval to retake the examination.

3. Submission of a chronological surgical case log consisting of a minimum of 150 consecutive, major surgical cases for which the applicant has been the responsible surgeon, and
  - a) All cases must have occurred within an 18 month time period, with the oldest case no more than 24 months from the time of application.
  - b) Each case must have a minimum of 3 months follow up described, and
  - c) Within the case log there must be a minimum of 95 major pediatric cases (with the 3 month follow up)
  - d) A list of minor procedures must be included with the application (from the same time period), and
  - e) The case log submitted must represent all locations of the practice of the applicant at the time of submission.
4. Provide evidence of an unencumbered state or provincial license to practice medicine.
5. Provide evidence that the candidate has unencumbered staff privileges in each hospital at which the candidate practices at the time of certification.
6. Pay a certification fee deemed appropriate by the ABPNS.
7. Pass an Oral Examination on Pediatric Neurosurgery.
  - a) Candidates undergoing initial ABNS oral examination with request for recognition of pediatric specialization will undergo the oral examination as part of the ABNS oral examination.
  - b) Candidates who have been certified by the RCPSC will have an oral examination performed by the ABPNS, in a manner specified by the ABPNS

### **6.2.3 Pathway for Initial Joint Certification**

A candidate for **INITIAL JOINT CERTIFICATION** will be evaluated for meeting the above standards by the appropriate credentials committee (Joint Credentials Committee for ABNS pathway or the Credentials Committee for RCPSC pathway). The responsible credentials committee will report to the ABPNS directors, and ultimately to the ABNS or RCPSC.

A candidate for Initial Joint Certification cannot complete the process until at least 4 years after completion of their pediatric neurosurgery fellowship training.

Upon successful completion of the certification pathway by the ABNS or the RCPSC, the successful candidate will be issued a joint certificate by the ABNS or the RCPSC, with the ABPNS.

**6.2.4 Criteria for Consideration of Subsequent Joint Certification**

A candidate for **SUBSEQUENT JOINT CERTIFICATION** by the American Board of Pediatric Neurological Surgery (with prior ABNS or RCPSC certification) must comply with the following standards:

1. Completion of a post-residency fellowship in Pediatric Neurological Surgery accredited by the Accreditation Council for Pediatric Neurosurgical Fellowships, Inc.
2. Have passed the Pediatric Written Subspecialty Examination.
3. Verification of current diplomate status with either the ABNS or the RCPSC.
4. Submission of a chronological surgical case log consisting of a minimum of 150 consecutive, major surgical cases for which the applicant has been the responsible surgeon, and
  - a) all cases must have occurred within an 18 month time period, with the oldest case no more than 24 months from the time of application.
  - b) Each case must have a minimum of 3 months follow up described, and
  - c) Within the case log there must be a minimum of 95 major pediatric cases (with the 3 month follow up)
  - d) A list of minor procedures must be included with the application (from the same time period), and
  - e) The case log submitted must represent all locations of the practice of the applicant at the time of submission.
5. Provide documentation of ongoing MOC by the ABNS or RCPSC;
6. After verification of the above criteria by the appropriate Credentials Committee, the candidate will need to pass an Oral Examination on Pediatric Neurosurgery examination performed by the ABPNS, in a manner specified by the ABPNS.
7. The Subsequent Joint Certification process must be completed within 10 years of completion of the approved pediatric neurosurgery fellowship. Failing to complete the process within that time will require the candidate to seek joint certification by the "Alternate Pathway" criteria.

**6.2.5 Pathway for Subsequent Joint Certification**

A candidate for **SUBSEQUENT JOINT CERTIFICATION** will be evaluated for meeting the above standards by the appropriate credentials committee (Joint Credentials Committee for ABNS certified or the Credentials Committee for RCPSC certified individuals). The responsible credentials committee will report to the ABPNS directors, and ultimately to the ABNS or RCPSC.

Upon successful completion of the certification pathway, the successful candidate will be issued a joint certificate by the ABNS or the RCPSC, with the ABPNS.



### **6.3 RECERTIFICATION**

Diplomates of the ABPNS who fail to obtain recertification in accordance with the bylaws, rules and regulations outlined below will have their names removed from the roster of active diplomates of the Board.

Candidates for **RECERTIFICATION** by the American Board of Pediatric Neurological Surgery (in conjunction with either the ABNS or the RCPSC) must comply with the following:

#### **6.3.1 Separate certification**

ABPNS Diplomates who, prior to January 1, 2017, received separate initial Certification from both the ABPNS and the ABNS or RCPSC, are eligible to receive a renewal Diplomat Certification with recognition of a focused practice in pediatric neurological surgery (certificates jointly issued by the ABPNS and the ABNS or RCPSC), upon the expiration of either of their then-current Certificates and the successful completion of a defined recertification program.

#### **6.3.2 Joint certification**

ABPNS Diplomates who received an initial Certification with recognition of focused practice in pediatric neurological surgery (certificate jointly issued by the ABPNS and the ABNS or RCPSC), are eligible to receive a renewal Diplomat Certification with recognition of a focused practice in pediatric neurological surgery (certificates jointly issued by the ABPNS and the ABNS or RCPSC), upon the expiration of their then-current Certificate and the successful completion of a defined recertification program.

The program required for re-certification with Recognition of Focused Pediatric practice will be defined by the ABPNS in association with the ABNS or RCPSC. The program may be administered by the ABPNS, the ABNS or the RCPSC.

#### **6.3.3 Diplomates with non-time limited certificates**

If any Diplomat holds a non-time limited Certificate from the ABNS or RCPSC but a time-limited Certificate from the ABPNS, and fails to successfully complete the recertification by the ABPNS, he or she will, upon expiration of his or her ABPNS Certification, be deemed a Diplomat of the ABNS or RCPSC but not the ABPNS.

## **6.4 ALTERNATIVE PATHWAY TO CERTIFICATION**

The ABPNS Board of Directors may, at its own discretion, offer certification to neurological surgeons who have been in practice at least ten years following the completion of their residency, and can fulfill the stated criteria – this being known as the **ALTERNATIVE PATHWAY**.

### **6.4.1 Criteria for Consideration of Alternate Pathway Certification**

A candidate seeking joint certification by the Alternative Pathway must comply with the following standards:

1. Is currently certified by the ABNS or the RCPSC
2. Has been in the practice of neurological surgery for at least 10 years, with the immediately prior 5 years demonstrating a pediatric neurosurgical practice
3. Submits a complete surgical case log for each of the 5 years immediately prior to application.
  - a. The case log submitted must represent all locations of the practice of the applicant at the time certification is requested.
  - b. The case log submission must demonstrate an emphasis in pediatric neurosurgery, defined by:
    - i. A minimum of 65 major pediatric operative cases over each year of the five years, with a minimum of 3 months follow up for each case occurring in the last year, and the most recent case no more than 6 months from the time of application; and
    - ii. A list of minor procedures done over the same time period must also be submitted;
4. Provides evidence of an unencumbered state or provincial license to practice medicine;
5. Provides evidence that the candidate has unencumbered staff privileges in each hospital at which the candidate practices (at the time of application);
6. Pays a certification fee deemed appropriate by the ABPNS;

### **6.4.2 Pathway for Alternate Pathway certification**

The candidate will be evaluated by the appropriate credentials committee (Joint Credentials Committee for those certified by the ABNS; Credentials Committee for those certified by the RCPSC). A candidate meeting the above criteria and approved by the appropriate credentials committee and the ABPNS Board of Directors may then be invited to take the Pediatric Written Subspecialty Examination.

The candidate, after being informed of their eligibility to take the written examination, must take one of the next two examinations offered. If unsuccessful in passing the written examination, the candidate must re-take the examination at the next scheduled test date. If the candidate is unable to complete this reexamination process successfully, the candidate must reapply for certification.

A candidate successfully passing the Pediatric Written Subspecialty Examination will be required to pass an Oral Examination on Pediatric Neurosurgery examination performed by the ABPNS, in a manner specified by the ABPNS

A candidate successfully meeting the requirements above will be recommended to the ABNS or RCPSC for re-issuance of a joint ABNS/ABPNS certificate with “recognition of focused practice in pediatric neurological surgery”.

### **6.5 “CERTIFIED-INACTIVE” category**

This classification refers to Diplomates who are clinically or surgically inactive for a period of time because the Diplomate is engaged in research, academic administration, government policy work, or other activities that preclude or interfere with active clinical or surgical practice. In order to remain certified in this category, a Diplomate must inform the ABPNS (or ABNS/ABPNS or RCPSC/ABPNS for joint certificates) in writing of his or her intention to become clinically or surgically inactive, and of the likely duration of clinical/surgical inactivity.

Diplomates with time-limited Certificates who are listed as “Inactive” may be exempt from certain aspects of the ABPNS MOC program, during the period in which they are Inactive, as permitted by the ABPNS (and ABNS or RCPSC).

The ABPNS (in conjunction ABNS or RCPSC) shall notify Inactive Diplomates of the elements of MOC from which they are exempt (and those from which they are not exempt) during the period of clinical/surgical inactivity. The ABPNS (in conjunction ABNS or RCPSC) also shall notify such Diplomates of the steps they must take before again being listed as “Certified - Active.”

A Diplomate who elects “Inactive” status and who later resumes the active practice of neurosurgery shall have his or her Certificate permanently revoked, unless:

1. the Diplomate petitions the ABPNS (or ABNS/ABPNS or RCPSC/ABPNS for joint certificates) for re-instatement of his or her “Active” status prior to resuming clinical/surgical practice;
2. re-instatement of his or her “Active” status is approved by the ABPNS (or ABNS/ABPNS or RCPSC/ABPNS for joint certificates); and
3. the Diplomate complies fully with any conditions imposed by the ABPNS (or ABNS/ABPNS or RCPSC/ABPNS for joint certificates) in connection with such re-instatement.

### **6.6 “CERTIFIED-RETIRED category**

This category refers to Diplomates who have retired from the practice of neurosurgery but were certified and in good standing at the time of retirement. A Diplomate who wishes to retain his or her Certificate following retirement but no longer wishes to participate in recertification must:

1. inform the Board (ABPNS, or ABNS/ABPNS or RCPSC/ABPNS for joint certificates) in writing of his or her intention to retire;
2. return his or her Certificate to the Board (ABPNS, or ABNS/ABPNS or RCPSC/ABPNS for joint certificates); and
3. execute a standard retiree form, thereby warranting that he or she will forever cease the practice of neurosurgery.

Diplomates who elect this status and comply with these requirements will receive a new Certificate (from the ABPNS or, if applicable, jointly from the ABPNS and ABNS or RCPSC) indicating they are "Retired in Good Standing." These individuals will no longer be required to participate in MOC and thereafter will be listed as "Retired" on all ABPNS listings.

A Diplomat who elects "Retiree" status and who later resumes the practice of neurosurgery shall have his or her Certificate permanently revoked, unless:

1. The Diplomat petitions the Board (ABPNS, or ABNS/ABPNS or RCPSC/ABPNS for joint certificates) for re-instatement of his or her active Certificate prior to resuming practice;
2. Reinstatement of his or her "active" status is approved by the Board (ABPNS, or ABNS/ABPNS or RCPSC/ABPNS for joint certificates); and
3. The Diplomat complies fully with any conditions imposed by the Board (ABPNS, or ABNS/ABPNS or RCPSC/ABPNS for joint certificates) about such re-instatement.

## **ARTICLE VII REVOCATION OF CERTIFICATES**

### **7.1 Revocation of ABPNS certificates**

Pursuant to the Standards established by it, the Directors shall maintain ownership of any certificate issued solely by the ABPNS, and have the authority to revoke such Certificate if:

1. The certificate was issued contrary to, or in violation of, any Standard of the ABPNS;
2. The certificate was issued to one not eligible to receive it or who has since become ineligible to continue to hold such;
3. The certificate was issued based upon any misstatement of fact to the ABPNS in his or her application or otherwise;
4. The person whom the Certificate was issued is convicted of a felony;
5. The license to practice medicine of the person to whom the Certificate was issued is revoked, or her or she is expelled from any of the Societies which nominate candidates to serve for the ABPNS, or from a county medical society, a state medical association, the American Association of Neurological Surgery or The Congress of Neurological Surgeons; or
6. The person, in the opinion of the Board of Directors, has engaged in serious professional misconduct (or other serious misconduct adversely reflecting on professional competence or integrity).
7. The person to whom the certificate was issued fails to pay yearly assessment dues for three consecutive years.

### **7.2 Revocation of ABPNS certificates jointly issued**

Pursuant to the Standards established by the ABNS and the RCPSC, the ABNS or RCPSC Directors shall have the authority to revoke or suspend any Certificate issued jointly by the ABNS or RCPSC and the ABPNS, according to the ABNS or RCPSC bylaws, procedures, and policies.

**ARTICLE VIII AMENDMENTS**

**8.1 Amending Bylaws**

These bylaws may be amended by the affirmative vote of two-thirds (2/3) of the entire Board of Directors at any annual, regular or special meeting provided that written notice of the proposed amendment shall have been given to all Directors at least twenty (20) days in advance of the meeting.

**8.2 Rules and Regulations**

Rules and Regulations pertaining to the business of the ABPNS may be created by the ABPNS Directors at any annual, regular or special meeting, provided that a quorum is present.

Rules and Regulations may be passed or amended by an affirmative vote of two-thirds (2/3) of the Directors present at such a meeting.