

CONGRESS OF NEUROLOGICAL SURGEONS

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September, 1992

Dear Congress Member,

In 1951 the Congress of Neurological Surgeons was founded with a charter in the State of Tennessee. In 1990 it became apparent that the original articles of incorporation had become outdated and ineffective. When our attorneys looked into updating this document it became clear that it would be of benefit to the Congress as a nonprofit organization to be incorporated in Washington, D.C.

In order to switch the incorporation to Washington, D.C. it was necessary to first start a new 501(c)(3) District of Columbia not-for-profit corporation and then *merge* the Congress (a Tennessee not-for-profit corporation) into this new entity. This will result in an up to date charter in a location most beneficial to the Congress.

Enclosed is a copy of the bylaws of the temporary District of Columbia not-for-profit corporation which are *identical* to the bylaws of the Congress as last approved at our Annual Meeting. Also enclosed is the "Plan of Merger" which will allow this process to take place in an orderly fashion. The temporary corporation was given the name "The Society for the Advancement of Neurosurgery".

This change in incorporation requires a two-thirds vote of the membership at the business meeting of the Annual Meeting and an opportunity for the membership to review the Plan of Merger and Bylaws in advance of that meeting. We ask that you look over this material and be prepared to vote on this change at the business meeting. The business meeting will be in Washington, D.C. at the Sheraton Washington Hotel on November 2, 1992. This is strictly a "housekeeping" matter and involves no substantive changes in the Congress.

Thank you for your cooperation and we look forward to seeing you in Washington.

William F. Chandler, M.D.
President

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President-elect

Richard A. Roski, M.D.
Vice President

Thomas G. Saul, M.D.
Secretary

Ralph G. Dacey, M.D.
Treasurer

**PLAN OF MERGER OF CONGRESS OF NEUROLOGICAL SURGEONS INTO
THE SOCIETY FOR THE ADVANCEMENT OF NEUROSURGERY**

This PLAN OF MERGER (the "Plan") is entered into as of _____, 1992 by and between Congress of Neurological Surgeons, a Tennessee not-for-profit corporation (the "Congress"), and The Society for the Advancement of Neurosurgery, a District of Columbia not-for-profit corporation (the "Society").

WITNESSETH:

WHEREAS, the Congress is (i) a not-for-profit corporation organized for the purpose of promoting such common interests of its members as may qualify it as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and (ii) duly organized and validly existing under the laws of the State of Tennessee pursuant to a Charter of Incorporation filed in the office of the Department of State of the State of Tennessee on November 14, 1951;

WHEREAS, the Society is (i) a not-for-profit corporation organized for the purpose of promoting such common interests if its members as may qualify it as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986 and (ii) duly organized and validly existing under the laws of the District of Columbia pursuant to Articles of Incorporation filed in the Mayor's office on November 29, 1988; and

WHEREAS, the Boards of Directors of the Congress and the Society deem it advisable that the Congress and the Society (sometimes referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations") be merged into a single corporation, with the Society being the surviving corporation (the Society in its capacity as a surviving corporation sometimes being hereinafter referred to as the "Surviving Corporation"), upon the terms and conditions set forth in this Plan and pursuant to applicable laws (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and for the purpose of describing the terms and conditions of the Merger, the motive for carrying the same into effect, the manner and basis of converting the assets of the Congress into assets of the Society and such other details and provisions as the parties have deemed necessary or desirable, the parties hereto agree that the Congress and the Society shall be, on the Effective Date of the Merger (as defined in Section 3.01 hereof), merged into a single District of Columbia corporation, the Society, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following terms and conditions relating to the Merger and the motive for carrying the Merger into effect:

1. Recitals. The foregoing recitals to this Plan are incorporated in and made a part of this Plan.
2. Terms and Conditions of Proposed Merger.

2.01 Surviving Corporation. Under the terms hereof, and in accordance with the applicable provisions of the District of Columbia Nonprofit Corporation Act and the Tennessee Nonprofit Corporation Act, on the Effective Date (as defined in Section 3.01 hereof), the Congress shall be merged with and into the Society, which shall be the Surviving Corporation. Upon consummation of the Merger on the Effective Date, the Surviving Corporation shall continue to exist under and be governed by the laws of the District of Columbia, and the separate corporate organization and existence of the Congress shall cease

2.02 Manner and Basis of Converting Memberships. The manner and basis of converting membership of the Congress into membership of the Society shall be as follows:

Upon the consummation of the Merger, each Active Member, Honorary Member, Senior Member, Inactive Member, International Member, and Resident member of the Congress automatically shall become a corresponding Active Member, Honorary Member, Senior Member, Inactive Member, International Member, or Resident member as the case may be, of the Society, with all the rights and privileges attendant thereto, subject to the terms and conditions as set forth in the Bylaws of the Surviving Corporation.

2.03 Articles of Incorporation. Effective as of the Effective Date, the articles of incorporation of the Society shall be the articles of incorporation of the Surviving Corporation, except that as of the Effective Date Article I of such articles of incorporation shall be amended by deleting such Article I and replacing it with the following so that, as amended, Article I shall read in its entirety as follows:

ARTICLE I

The name of the Corporation shall be the Congress of Neurological Surgeons (hereinafter called the "Corporation").

2.04 Bylaws. As of and after the Effective Date, the Bylaws of the Congress shall become the Bylaws of the Society, until further amended.

2.05 Directors and Officers. As of and after the Effective Date, the directors and officers of the Congress in office as of the Effective Date of the Merger shall be the respective directors and officers of the Surviving Corporation until their respective successors are elected and