

BYLAWS
of
CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.

(A Non-Profit Corporation)

ARTICLE I.
NAME

The name of this Corporation shall be CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.

ARTICLE II.
PURPOSE

The corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes. The corporation shall be organized and operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, and not for pecuniary profit, and exclusively for the support and benefit of the University of Central Florida (the “university”). The corporation shall possess all powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida. The specific purposes for which the corporation is organized shall include the promotion and support of medical education, research, and patient care, including the collection, receipt, management, administration and distribution of funds, exclusively for support of the mission and objectives of the university’s College of Medicine (the “College”), in accordance with the College of Medicine Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 6C-9.017, or corresponding provisions of any subsequent laws or rules.

ARTICLE III.
MEMBERSHIP

The corporation shall have no members and shall be managed by the Board of Directors.

ARTICLE IV.
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE V.
BOARD OF DIRECTORS

Section 1. Directors. The Board of Directors shall consist of:

- (a) A member of the university Board of Trustees appointed by the chair of the Board of Trustees
- (b) The dean of the College of Medicine
- (c) The provost of the university or designee
- (d) The Vice President for Administration and Finance of the university or designee
- (e) A member of the College of Medicine senior leadership team appointed by the dean of the College of Medicine
- (f) Three (3) members of the clinical faculty in the College of Medicine, one of whom shall be a department chair, elected by the clinical faculty
- (g) One (1) community representative elected annually by the Board of Directors of the corporation

Section 2. Terms of Office. *Ex officio* members of the Board of Directors shall serve as directors of the corporation, pursuant to section 1 (b), (c), and (d), for such time as they continue to serve in their positions with the university. Directors appointed or elected pursuant to section 1 (a), (e), and (f), shall serve for terms of three (3) years commencing at the annual meeting of the Board of Directors or until their successors shall be duly appointed or elected and qualified; any such appointed or elected director may be appointed or elected to succeed himself/herself. The terms of the elected clinical faculty directors shall be staggered so as to expire at different times. Community representatives elected pursuant to section 1 (g) shall serve for one (1) year terms, commencing at the annual meeting of the Board of Directors, and may be elected for successive terms.

Section 3. Powers and Duties of the Board of Directors. The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to others.

The Board shall have the power to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of

earning income, which income, less operating expenses of the corporation, shall be used to further the specific purposes of the corporation.

The corporation shall have the power and authority to borrow money by issuing long or short term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board of Directors, subject to the policies of the university and its Board of Trustees.

Section 4. Meetings of the Board. The Board of Directors shall hold an annual meeting in August for the receiving of annual reports of officers, directors and committees, and the transaction of other business. Regular meetings of the Board of Directors shall be held at such times as shall be determined by the Board. Written notice of the time and place of the annual meeting and regular meetings shall be provided to each director, by personal delivery, first class mail, or electronic mail, at least three (3) business days before the meeting.

Special meetings of the Board may be called by the chair or upon the written request of three (3) members of the Board. At least three (3) business days prior written notice of any special meeting shall be provided to all members of the Board by personal delivery, first class mail, or electronic mail.

Notice of a meeting of the Board of Directors may be waived by any director, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice.

Section 5. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the chair and vice chair, the quorum present may choose a chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a date no more than ten (10) days later. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

Section 6. Order of Business. The order of business shall be as follows at all the meetings of the Board of Directors:

- (a) calling the roll
- (b) review of the minutes of the prior meeting
- (c) reports of committees
- (d) reports of officers
- (e) old and unfinished business
- (f) new business

Any question as to priority of business shall be decided by the chair.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay. In the case of elected clinical faculty directors, the vacancy shall be filled by an election held by the clinical faculty.

Section 8. Removal. The president of the university may remove any director at any time upon written notice, with or without cause.

Section 9. Participation by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI. OFFICERS

Section 1. Number. Except as otherwise provided in these Bylaws, the affairs of the corporation are to be managed by a chair, a vice chair, a secretary, and a treasurer. The offices of secretary and treasurer may be consolidated and held by one person, if so determined by the Board of Directors. The Board of Directors may select an executive director of the corporation and may delegate to the executive director the responsibility for the day-to-day management and operation of the corporation.

Section 2. Election and Term of Office. The chair of the corporation shall be the dean of the College of Medicine. The Board of Directors shall elect the vice chair, secretary, and treasurer for terms of three (3) years. A majority of a quorum present shall be necessary to constitute an election.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation shall be as follows:

Chair. The chair shall preside at the meetings of the Board of Directors and shall be a member *ex officio*, with right to vote, of all committees. The chair shall perform such other duties as are necessarily incident to the office of the chair. The chair shall sign all certificates, bonds, deeds, mortgages, leases, and contracts of the corporation as

approved by the Board of Directors. The chair shall perform all duties as the Board shall designate and may delegate certain duties with the Board's approval.

Vice Chair. In case of the death or absence of the chair, or of his/her inability to act, the vice chair shall perform the duties of the chair.

Secretary. The secretary shall give notice of and attend all meetings of the Board of Directors and keep a record of the actions of the Board and committees; conduct correspondence and carry into execution all orders, votes, and resolutions not otherwise committed; notify the officers and members of the Board of their election; notify committee members of their appointment on committees; and generally carry out such duties as are incident to the office of the secretary.

Treasurer. The treasurer shall keep an account of all monies received and expended for the use of the corporation. The treasurer shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the annual meeting or when called upon by the chair.

Section 4. Bond of Treasurer. The treasurer shall give to the corporation such security for the faithful discharge of his/her duties as the Board of Directors may direct.

Section 5. The Executive Director. The Board of Directors may appoint an executive director to serve at the pleasure of the Board or for such other term as fixed by a contract between the corporation and the executive director. The executive director shall be an *ex officio* non-voting member of the Board of Directors and all committees appointed by the Board of Directors. The executive director shall also serve as the chief administrative officer of the corporation and, as such, shall be responsible for the day-to-day management and operation of the corporation and may hold the office of Treasurer if approved by the Board of Directors. The executive director shall be accountable directly to the corporation's chair.

Section 6. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting regularly called for that purpose.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees. At the first meeting of the Board of Directors after their election, or as soon thereafter as practicable, the chair shall, subject to the Board's approval, appoint and charge such committees as he/she may deem necessary and advisable to assist in the conduct of the corporation's affairs.

Section 2. Special Committees. The chair may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 3. Membership and Committee Quorum. Committees of the Board of Directors may include members who are not directors but shall be constituted to include a majority of directors and shall be chaired by a director appointed by the chair. Committee member appointments shall be for defined terms, and committee members may be removed at any time, with or without cause, by the chair of the corporation. A majority of any committee of the corporation shall constitute a quorum for the transaction of business.

Section 4. Committee Vacancies. The authority that originally appointed a committee shall have the power to fill any vacancy on the committee.

ARTICLE VIII. DISTRIBUTION OF NET RECEIPTS

The accumulation, expenditure, and distribution of all funds of the corporation shall be exclusively for the support of the mission and objectives of the University of Central Florida College of Medicine and shall be made only after approval by the dean of the College of Medicine or designee.

ARTICLE IX. ADMINISTRATIVE POLICIES

Section 1. Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the corporation shall be conducted in compliance with the applicable regulations of the Florida Board of Governors and the University of Central Florida, including regulations governing the faculty practice plan for the University of Central Florida College of Medicine.

Section 2. Financial Audits and Reports. All financial records of the corporation shall be available to the appropriate personnel of the university from time to time designated by the dean of the College of Medicine, the president of the university, or the chair of the university Board of Trustees. Copies of each annual audited financial report shall be promptly provided to the president of the university, the dean of the College of Medicine, and the university Board of Trustees for their review.

ARTICLE X. AMENDMENTS

The Bylaws of the corporation shall be made, altered, or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meeting called for that purpose. Copies of all amendments shall be provided to the president of the university and the university Board of Trustees.

These Bylaws of the Central Florida Clinical Practice Organization, Inc., were approved and adopted by the Incorporator on _____, and approved and adopted by the corporation's Board of Directors on _____.

Deborah C. German, M. D.
Chair, Board of Directors
Dean, University of Central Florida College of Medicine