

BYLAWS

UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.

(a Florida Corporation Not For Profit, the USF Health Faculty Practice Plan Corporate Entity, and a University Direct-Support Organization of the University of South Florida)

(Amended and Restated as of _____)



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ARTICLE I
NAME AND LOCATION

The name of the corporation is University Medical Service Association, Inc. (hereinafter “Corporation”). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

ARTICLE II
PURPOSES AND POWERS OF THE CORPORATION

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation notforprofit under Chapter 617, Florida Statutes , (ii) a university faculty practice plan corporate entity under Section 1001.706(2)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and University of South Florida Regulation 9.017, and (iii) a university direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the “University” or “USF”). The Corporation shall possess all of the powers and authority as are now or may hereafter be granted to corporations notforprofit, university faculty practice plan corporate entities, and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation’s operations and activities for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of the University's Health Sciences Center (“USF Health”) and the component colleges, schools and units thereof, and the University in accordance with the USF Health Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017 and University of South Florida Regulation 9.017, or corresponding provisions of any subsequent laws or regulations.

SECTION 2. Limitations on Purposes and Powers.

- A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation.
- D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.
- E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the "Code").
- F. Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

- G. The University's President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation's activities are consistent with and supportive of the mission of the University and USF Health; monitor compliance of the Corporation with federal and state laws and applicable rules, regulations and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the Corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, the USF Health Faculty Practice Plan, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

SECTION 3. Special Duties as a University Faculty Practice Plan Corporate Entity and University Direct-Support Corporation

The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university faculty practice plan corporate entity and a university direct-support organization under Sections 1001.706(2)(d) and 1004.28, Florida Statutes, Florida Board of Governors Regulations 9.011 and 9.017, and University of South Florida Regulations 9.017 and 13.002, and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

- A. The Corporation shall comply with all conditions established by the Florida Board of Governors and the University's Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.
- B. The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the University's Board of Trustees deems appropriate to provide for budget and audit review and oversight.

- C. The Corporation's Chief Executive Officer shall report to the University's Vice President for Health Science as the University's President's designee in compliance with Florida Board of Governors Regulation 9.011(2).
- D. The Corporation shall prepare an operating budget at least annually which, upon approval by the Corporation's Board of Directors, shall be submitted for approval by the University's Board of Trustees or designee. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the University's Board of Trustees or designee as soon as practicable but no later than the deadline established by the University's Board of Trustees. The Corporation may provide any salary supplements and other compensation or benefits for University faculty and staff employees only as set forth in the Corporation's budget and subject to approval by the University's President.
- E. The Corporation shall provide for an annual audit conducted pursuant to the University's regulations or policies. The annual audit report shall be submitted by the Corporation to the University's Board of Trustees or designee, the Florida Board of Governors, and the Florida Auditor General for review. The University's Board of Trustees or designee, the Florida Board of Governors, the Florida Auditor General, and the Florida Office of Program and Policy Analysis and Governmental Accountability may require and receive any records relative to the operation of the Corporation from the Corporation or its independent auditors.
- F. The Corporation shall submit its federal Internal Revenue Service application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt for Income Tax form (Form 990) to the University's Board of Trustees or designee at the times required by the applicable regulation or policy of the University's Board of Trustees.
- G. In the event of the Corporation's decertification by the University's Board of Trustees, the Corporation shall provide an accounting of its assets and liabilities to the University's Board of Trustees or designee, and take such reasonable action as is necessary to secure the return of all University property and facilities as requested by the University.

ARTICLE III
MEMBERSHIP

The Corporation's sole member shall be the University of South Florida Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University of South Florida, herein referred to as "Member." The member of the Corporation shall have no voting rights as member of the Corporation.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. Powers and Duties:

- A. The Board of Directors shall be the governing body of the Corporation exercising supervisory control over the operation, maintenance, and governance of the Corporation in accordance with applicable laws and regulations.

- B. The Board of Directors shall have the powers, duties and responsibilities vested in the board of directors of a Florida corporation not for profit a university faculty practice plan corporate entity, and university direct-support organization under applicable Florida laws and regulations.

SECTION 2. Qualification and Composition of the Board of Directors.

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors (the “Board”), subject to applicable law and regulations, the limitations contained in the Corporation’s Articles of Incorporation and Bylaws, and the powers and duties reserved to the University’s President and the University’s Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The University’s Vice President for Health Sciences (the “USF Health Vice President”).

- B. The Chair of the University’s Board of Trustees may appoint a representative to the Board in accordance with Section 1004.28, Florida Statutes.

- C. One (1) Director shall be a person who is selected and appointed to the Board by the University’s President as the President’s representative (provided, the

President may elect to appoint the USF Health Vice President to serve as the President's representative for this purpose).

- D. The Dean of the USF Morsani College of Medicine (the “COM Dean”).
- E. The Director of the USF School of Physical Therapy and Rehabilitation Sciences (the “SPTRS Director”).
- F. The chairpersons of the USF Morsani College of Medicine (“COM”) clinical departments which are designated by the COM Dean.
- G. The Elected Directors who are elected and appointed to the Board of Directors in the manner described in Article V, Section 3 of these Bylaws.
- H. Not more than six (6) Directors may be community members or other persons who are selected and recommended by the USF Health Vice President and appointed to the Board by the University’s President.
- I. Any individual who is selected and appointed to the Executive Management Committee by the USF Health Vice President in accordance with Article VII, Section 2. A. 6. below, and who is not otherwise designated a Director pursuant to the preceding subsections of this Article V, Section 2.
- J. Any individual who is appointed to the Corporation’s Audit Committee who is not otherwise designated a Director pursuant to the preceding subsections of this Article V, Section 2.

In the event an Elected Director under Section 1.G. above is elected to serve as Secretary-Treasurer, and his/her term as Director expires sooner than the expiration of his/her term as Secretary-Treasurer, such individual shall remain on the Board as an additional Elected Director for the duration of his/her term as Secretary-Treasurer.

SECTION 3. Elected Directors.

The College's clinical departments which are designated by the COM Dean and the USF School of Physical Therapy and Rehabilitation Sciences shall each have one (1) Elected Director on the Board to be elected by the voting membership of each such clinical department or School in the manner described in this Section 3. As used herein, the "voting membership" of the clinical department or School shall mean and consist of the individuals who meet all of the following criteria: (1) the individual is member of the core faculty of the College or School in which the individual is appointed and assigned, as defined by such College or School; (2) the individual receives University contracted salary; and (3) the individual provides services to patients as an integral part of their assigned duties as a University employee.

Not later than September 1 of each year, the Chairperson shall select and appoint a nominating committee consisting of five (5) individuals from the voting membership. The Chairperson shall designate the chair of the nominating committee. Not later than September 10 of each year, the nominating committee shall publish a notice to the voting membership in the pertinent clinical department and School requesting applications and nominations of eligible and interested members for consideration by the nominating committee. Such notice shall require that such applications and nominations be submitted to the nominating committee by a specified date and time not later than ten (10) days following the date of the notice. The nominating committee shall consider all applications and nominations (the "pool"), and not later than October 1, the nominating committee shall determine and present to the Chairperson a slate of candidates for the Elected Director positions to be elected for a term effective at the ensuing annual meeting of the Board. If the pool is sufficient in number and diversity, the nominating committee shall determine and present a slate consisting of at least two (2) and not more than four (4) candidates from each clinical department or School which is electing an Elected Director as provided by this Section 3. Within ten (10) days following the nominating committee's presentation to the Chairperson of the slate of candidates, the election of Elected Directors shall be conducted by means of written ballot to be distributed to each voting member in each clinical

department or School which is electing an Elected Director, and to be returned to the Chairperson by a specified date and time not later than ten (10) days following the date of distribution of the ballots. The ballot shall include only the candidates from the voting member's clinical department or School, as applicable. The Chairperson shall tabulate the ballots and announce the election results at the annual meeting of the members. The Elected Directors shall be those candidates who receive the greatest number of votes from the voting members in their respective clinical department or School, as applicable. In the event of a tie vote, the Chairperson of the clinical department or the Director of the School shall designate one of the candidates who receive the greatest number of votes to be the Elected Director from their clinical department or School.

In the event there is a need to add one or more Elected Director(s) to the Board due to an increase in the number of College clinical department chairpersons who are Directors, such Elected Director(s) shall be appointed from the voting membership in the pertinent new clinical department by the Chairperson to serve until the next annual meeting of the Board held in the year following such appointment.

The clinical departments and School shall be divided into two (2) classes of approximate equivalent size, and the election of the Elected Directors for each class shall be conducted in alternate years. The Elected Directors shall each serve a term of two (2) years, and may be re-elected.

SECTION 4. Removal and Resignation of Directors.

Directors may be removed by the University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chair of the University's Board of Trustees may be removed only by action of the Chair of the University's Board of Trustees. Any Director may resign at any time by giving written notice to the Chairperson or to the Board. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Chairperson or Board.

SECTION 5. Conflict of Interest.

The Board shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and principal officers in accordance with the rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

ARTICLE V

OFFICERS

SECTION 1. Officers of the Board of Directors.

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary-Treasurer, and such other officers as the Board may provide by resolution. All of said officers, with the exception of the Chairperson and Vice-Chairperson, shall be elected by the Board from the membership of the Board. The same person may not hold more than one office. The Board shall have authority to fill any vacancy in any office except the Chairperson and the Vice-Chairperson. All officers shall hold office until their successors are appointed and have qualified.

Section 1.1 Chairperson.

The individual who serves as the USF Health Vice President shall be the Chairperson of the Board. The Chairperson shall have the right to vote in the decisions and actions of the Board and the Executive Management Committee. The Chairperson shall:

- A. Exercise overall supervision of Board affairs and preside at meetings of the Board and the Executive Management Committee. In the absence of the Chairperson, the Vice-Chairperson shall preside at meetings of the Board or the Executive Management Committee;
- B. Provide leadership to the Board and its committees in formulating, developing and evaluating the Corporation's policies and goals;
- C. Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;
- D. Develop, coordinate, and supervise all operating policies and procedures of and for the Board;
- E. Sign written instruments of the Corporation except as the Board shall provide otherwise;
- F. Control the budget and funds of the Corporation;

- G. Prepare annual operating and capital budgets; develop performance reports comparing actual operations with approved budgets; and submit reports on the financial condition of the Corporation to the Board at its regular meetings; and
- H. Submit all information and reports to the University President as required by Florida Board of Governors Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, and the USF Health Faculty Practice Plan.
- I. Perform all the duties incident to his/her office and such other duties as may be designated by the University's President or the Board.

Section 1.2 Vice-Chairperson.

The USF Health Vice President shall appoint an individual who is a member of the Executive Management Committee to serve as Vice-Chairperson of the Board.

The Vice-Chairperson shall:

- A. In the absence of the Chairperson, preside at meetings of the Board and the Executive Management Committee. The Vice Chairperson shall vote in the decisions and actions of the Board and the Executive Management Committee.
- B. Perform such duties as may be designated by the Chairperson, the Board or the Executive Management Committee.

Section 1.3 Secretary/Treasurer.

The Secretary/Treasurer of the Board shall be elected by the Board at an annual meeting and shall serve for a three (3) year term. Subject to the approval of the Board, the Secretary/Treasurer, unless some other person is specifically authorized by vote of the Board, shall:

- A. Keep accurate records of attendance, votes, and minutes of all proceedings of the Board and Executive Management Committee, Finance Committee, and the membership of the Corporation;
- B. Have charge of and affix the corporate seal to instruments as appropriate;

- C. Consider the type of financial information to be provided to the Board when evaluating the financial affairs of the Corporation; and
- D. Preside at meeting of the Finance Committee.
- E. Perform all the duties incident to his/her office and any other such duties as may be designated by the Chairperson, the Board or the Executive Management Committee.

SECTION 2. Officers of the Corporation.

Section 2.1 Appointment and Election of Officers.

The officers of the Corporation shall consist of (i) a Chief Executive Officer (the “CEO”) and (ii) such other positions as from time to time are elected or appointed by the Board. The CEO shall be appointed by and serve at the pleasure of the USF Health Vice President. All other officers shall hold office until the next annual meeting of the Board of Directors or until their successors are elected.

Section 2.2 Chief Executive Officer (“CEO”).

The CEO is the direct representative of the Board in the management of the Corporation. The CEO’s duties shall include, but not be limited to, the following:

- A. Direct and oversee performance of the Corporation.
- B. Create and supervise the Corporation’s administrative management structure and staff.
- C. Develop, coordinate, implement and supervise the Corporation’s operating policies and procedures.
- D. Perform all the duties incident to his/her office and such other duties as may be designated by the USF Health Vice President or the Board.

SECTION 3. Resignation and Removal.

Any officer of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary-Treasurer. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified therein, upon its acceptance by the Chairperson or the Board. The Chairperson or the Board may, with or without cause, remove from office any officer or agent of the Corporation except the Chairperson. The Board shall have authority to make appointments to fill vacancies in officer positions, subject to the provisions of these Bylaws.

ARTICLE VI
MEETINGS OF THE
BOARD OF DIRECTORS AND ITS COMMITTEES

SECTION 1. Regular Meetings.

The Board and the Executive Management Committee shall hold regular meetings as called by the Chairperson. One regular meeting of the Board, to be held in October of each year, shall be designated the annual meeting of the Board for the purpose of electing officers of the Corporation, appointing new committee members as applicable, and the transaction of other business. The Chairperson and the chairpersons of other committees shall fix the time and place of regular meetings of such Board or committee, respectively.

SECTION 2. Special Meetings.

The Chairperson and the chairpersons of other committees shall have authority to call special meetings of such Board or committee respectively whenever he/she deems necessary or desirable. In addition, the Chairperson of the Board and the chairpersons of other committees shall call a special meeting whenever requested in writing to do so by a majority of the members of the Board or other committee.

SECTION 3. Participation in Meetings by Telephone.

Members of the Board and other committees may participate in meetings of the Board and other committees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

SECTION 4. Notice, Agendas and Minutes.

- A. Unless waived as provided by law, written notice of the place, date, time, and purpose of regular Board and committee meetings shall be given to each member thereof by personal delivery, mail, facsimile, telegram or email at least one (1) day prior to said meetings, and similar notice of any special meetings shall be given to all Board or committee members as soon as practicable prior to said

meetings. Either a regular or special meeting may be held without notice if all Board or committee members waive, in writing, the right to receive notice. Notice of a meeting need not be given to any member who signs a waiver of notice either before or after the meeting. Attendance of any Board or committee member at any meeting shall be deemed a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member states at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

- B. The Chairperson of the Board and the chairpersons of other committees may elect to provide notices of Board and committee meetings to individuals other than members of such Board or committee, respectively.
- C. A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting, provided, however, that Board and committee proceedings shall not be limited to matters set forth in such agenda.
- D. Written minutes of the proceedings of the Board and committees shall be maintained and all actions taken at Board and committee meetings shall be properly recorded in the minutes. Minutes shall, where reasonably possible, be delivered to the members of the Board or committee in advance of its next scheduled meeting.

SECTION 5. Quorum and Voting.

- A. The presence of a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board.

- B. The presence of a majority of the members of any Board committee shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of committees of such Board committee.
- C. In the absence of a quorum, a majority of members present at the meeting of the Board or committee may adjourn the meeting until a quorum is present for the transaction of business.
- D. The vote of a majority of the members of the Board or any Board committee present at a meeting of the Board or committee shall constitute the action of the Board or Committee except as otherwise provided by these Bylaws.

SECTION 6. Parliamentary Rules.

The most recent edition of “Roberts Rules of Order” shall be followed in conducting the meetings of the Board and committees unless otherwise provided by resolution of the Board.

ARTICLE VII
COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. Appointment to and Removal from, Composition, and Term of Committees.

- A. The chairpersons and members of all standing and special committees of the Board shall be appointed as provided by these Bylaws. A committee chairperson or member may be removed from a committee, except for the Executive Management Committee, only by the Board. A member of the Executive Management Committee who is appointed by the University's President or the USF Health Vice President may be removed by the University's President or the USF Health Vice President, as applicable, in his/her sole discretion.
- B. All committees of the Board shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. However, the chairperson of each committee shall be a Director.
- C. The chairpersons and members of standing committees shall continue in these capacities until their successors have been appointed. Special committees shall be discharged by the Chairperson upon completion of the task for which they are established.

SECTION 2. Executive Management Committee.

A. Composition.

The Corporation shall have an Executive Management Committee of the Board consisting of the following Directors:

- 1. The USF Health Vice President.
- 2. The COM Dean.
- 3. The individual who is elected to serve as Secretary-Treasurer.

4. The Director who is selected and appointed to the Board by the University's President as designated in Article IV, Section 2.C. above.
5. The Director who is selected and appointed to the Board by the Chair of the University's Board of Trustees as provided in Article IV, Section 2.B. above, if such individual is appointed to be a member of the Executive Management Committee by the Chair of the University's Board of Trustees.
6. Up to seven (7) additional persons who are selected and appointed to the Executive Management Committee by the USF Health Vice President, at least one of whom shall be an Elected Director as described in Article IV, Section 2.G. above, and at least one of whom shall be a chairperson of a College clinical department as described in Article IV, Section 2. F. above. The USF Health Vice President/ may remove and replace any appointed members of the Executive Management Committee under this section from time to time in his/her discretion.

B. Powers and Duties.

The Executive Management Committee shall have and may exercise all powers of the Board, except the power to:

- (i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;
- (ii) fill vacancies on the Board or any committee thereof;
- (iv) adopt, amend, or repeal these Articles of Incorporation or the Bylaws of the Corporation;
- (v) sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;

- (vi) adopt a plan of voluntary dissolution of the Corporation;
- (vii) amend or repeal any resolution approved by the Board \; or
- (viii) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

C. Report.

The Executive Management Committee shall cause the minutes of its actions to be distributed to the remaining members of the Board within fifteen (15) days of taking such action and to be filed with the minutes of the proceedings of the Board.

SECTION 3. Finance Committee.

A. Composition.

At the annual meeting of the Board, the Board shall designate by resolution a Finance Committee which shall consist of not less than three (3) members, at least one of whom shall be the Secretary-Treasurer of the Board who shall serve as chairperson of the Finance Committee. The Finance Committee membership shall include the Chief Financial Officer of USF and the Chief Financial Officer of USF Health.

B. Powers and Duties.

The Finance Committee shall regularly review financial performance, and provide advice and recommendations to the Board and Executive Management Committee on financial matters.

SECTION 4. Standing and Special Committees.

A. Composition.

The Board may by resolution appoint one or more other standing or special committees, which shall perform specific functions and tasks as provided

in the resolution, except that a delegation of power to such committees shall not include any of the powers that may not be exercised by the Executive Management Committee pursuant to Section 2.B. of this Article VII. In addition, if such a committee includes a member who is not a Director, the committee shall not be delegated any powers of the Board of Directors. The Chairperson shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time.

B. Meetings, Quorum and Minutes.

Meetings of standing and special committees may be called by the chairperson of the committee, by the Board, or by the Chairperson, and notice of any committee meeting shall be given in the manner provided in these Bylaws for notices of special meetings of the Board. Each committee shall keep regular minutes of its proceedings. The Chairperson, and his/her designees, shall have the right to attend any meeting of any special and standing committee.

ARTICLE VIII

ADOPTION AND AMENDMENTS

The Board shall adopt these Bylaws and may from time to time modify, alter, amend or repeal the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, amended or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each member of the Board at least seven (7) days prior to the meeting at which the change to the Bylaws is to be voted upon; provided further, the adoption, amendment or repeal of the Bylaws shall not be effective without the written concurrence of the University President, the University's Board of Trustees, and such other approvals as may be required by law or regulation.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE X

DEDICATION OF ASSETS AND DISSOLUTION

The Corporation dedicates all assets which it may acquire to the charitable purposes as set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provision of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets as provided in the Articles of Incorporation.

ARTICLE XI

USF HEALTH FACULTY PRACTICE PLAN

The Corporation shall conduct its affairs and operations in strict compliance with the Florida Board of Governors Regulation 9.017, University of South Florida Regulation 9.017, and the applicable Agreement between the Corporation and the University, and any successor agreement and related policies adopted and approved as part of the USF Health Faculty Practice Plan.

ARTICLE XII

ACCESS TO CORPORATE RECORDS

Public access to all records of the Corporation shall be governed by Section 1004.28, Florida Statutes and the Corporation's policy on disclosure of records.