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AMD

Elaine N. Walker, Secretary of State

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF LOUISVILLE PHYSICIANS, INC.**

Pursuant to the provisions of Section 273.263(4) of the Kentucky Revised Statutes, University of Louisville Physicians, Inc. hereby files these Amended and Restated Articles of Incorporation with the Secretary of State of the Commonwealth of Kentucky.

The Articles of Incorporation, as amended and restated, shall be as follows:

**ARTICLE 1**

**NAME**

The name of the corporation shall be University of Louisville Physicians, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE 2**

**PURPOSE**

The Corporation is organized and shall be operated exclusively for educational, charitable and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (and to the corresponding provisions of any laws subsequently enacted and all regulations issued under those Sections and provisions) (the "Code"), by: [1] providing professional medical services in a variety of medical specialties and disciplines in accordance with the Corporation's charitable mission, through clinical departments which may be organized as separate legal entities, each subject to the exclusive control of the Corporation (the "Clinical Departments"); [2] strengthening and broadening the range of skills and patient populations available for University of Louisville School of Medicine ("ULSM") faculty to carry on patient care, teaching and research; and [3] aiding and supporting the Clinical Departments in the furtherance of their charitable, educational and scientific mission and activities. The physicians providing clinical services through the Corporation shall be organized into clinical Departments (individually, a "Clinical Department" and collectively, the "Clinical Departments").

The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Kentucky upon nonprofit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions outright, in trust or in any other form; to collect dues; and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

### **ARTICLE 3**

#### **REGISTERED AGENT**

The registered agent of the Corporation is Elizabeth Walden and the street address of the Corporation's initial registered office is: 401 East Chestnut Street, Suite 560, Louisville, Kentucky, 40202.

### **ARTICLE 4**

#### **PRINCIPAL OFFICE**

The street address of the Corporation's principal office is: 401 East Chestnut Street, Suite 560, Louisville, Kentucky, 40202.

### **ARTICLE 5**

#### **MEMBERS AND DIRECTORS**

In accordance with Chapter 273.187 of the Kentucky Revised Statutes, the Corporation shall not have separate membership. For the purposes of any statute or rule of law relating to the Corporation, the Directors shall be taken to be the members of the Corporation.

The following three (3) individuals shall serve as the initial directors of the Corporation until such time as they are removed or replaced in accordance with the Bylaws of the Corporation:

Kelly McMasters, M.D.      550 South Jackson Street, Louisville, Kentucky, 40202

Gregory Postel, M.D.      550 South Jackson Street, Louisville, Kentucky, 40202

Gerard P. Rabalais, M.D.      550 South Jackson Street, Louisville, Kentucky, 40202

### **ARTICLE 6**

#### **INCORPORATOR**

The incorporator of the Corporation is Steven A. Eisenberg, Esq., 3200 National City Center, 1900 East Ninth Street, Cleveland, Ohio 44114-3485.

### **ARTICLE 7**

#### **LIMITATION OF DIRECTOR LIABILITY**

The Bylaws of the Corporation may limit the personal liability of the directors for expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan), amounts paid in settlement and other liabilities arising from actions taken by such directors on behalf of the Corporation, in accordance with Section 273.248 of the Kentucky Revised Statutes.

## **ARTICLE 8**

### **EARNINGS; DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the private or individual benefit of, or be distributable to, its directors, officers or other private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions or donations in furtherance of the purposes set forth in **ARTICLE 2** hereof. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that this Corporation shall have and continue to have the status of a Corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof, and which is other than a private foundation by reason of being described in Paragraph (1) of Section 509(a) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code, bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code, and gifts to which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

## **ARTICLE 9**

### **DISSOLUTION**

Upon the dissolution of the Corporation, the directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to such "qualified" organization or organizations as the directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this **ARTICLE 9** only if at the time of the distribution of such assets it is an organization described in Section 501(c)(3) of the Code, organized and operating exclusively for the nonprofit purposes described therein. Any of such assets not so distributed shall be distributed by a court of competent jurisdiction as set forth in Section 273.330 of the Kentucky Revised Statutes, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

## **ARTICLE 10**

### **MISCELLANEOUS**

10.1 These Articles may be amended from time to time, or Amended Articles of Incorporation may be adopted, at a meeting of directors held for such purpose by the affirmative vote for a majority of the directors present if a quorum is present or, without a meeting, by the unanimous written consent of all of the directors.

10.2 These Articles correctly set forth the provisions of the original Articles of Incorporation of the Corporation, as amended, have been duly adopted as required by law and supersede the original Articles of Incorporation and all amendments thereto.

10.3 Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

**IN WITNESS WHEREOF**, the undersigned declares under penalty of perjury under the laws of the commonwealth of Kentucky that the forgoing Amended and Restated Articles of Incorporation are true and correct.



Dr. Gregory C. Postel, MD  
Chairman

103890866.1



**Bobbie Holsclaw**  
Jefferson County Clerk's Office

As evidenced by the instrument number shown below, this document  
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BY: RAY BENSON

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AMDAlison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
11/4/2019 12:44 PM  
Fee Receipt: \$8.00

**ARTICLES OF AMENDMENT  
TO THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
UNIVERSITY OF LOUISVILLE PHYSICIANS, INC.**

Pursuant to the provisions of KRS 273.263 and KRS 273.267, University of Louisville Physicians, Inc., a Kentucky nonprofit corporation without members (the "Corporation") hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

**FIRST:** The name of the Corporation is University of Louisville Physicians, Inc.

**SECOND:** The Corporation's Amended and Restated Articles of Incorporation, as received and filed by the Kentucky Secretary of State on August 9, 2011, are hereby amended as follows:

(a) To amend Article 5, Members And Directors, to read in its entirety as follows:

**ARTICLE 5**

**MEMBERS**

UofL Health, Inc., a Kentucky nonprofit corporation, shall be the Corporation's sole member (the "**Member**"). The Member's rights and authorities shall be set forth in the Corporation's Bylaws.

(b) To add new Article 6, Directors, renumbering the subsequent Articles accordingly, to read in its entirety as follows:

**ARTICLE 6**

**DIRECTORS**

The Corporation's affairs shall be managed by a Board of Directors. The terms of office, election process, manner of acting, qualifications for office and the method for changing the number of Directors shall be provided in the Corporation's Bylaws. The Board of Directors shall consist, at all times, of no less than three (3) individuals. Each member of the Board of Directors shall serve

until the earlier of the election and qualification of his or her successor or his or her removal or resignation.

- (c) To amend renumbered Article 10, Dissolution, to read in its entirety as follows:

**ARTICLE 10**

**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to one of more organizations as shall be determined by the University of Louisville's Board of Trustees, provided that such organization (or organizations) is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and qualifies as other than a private foundation under Section 509(a) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such similarly identified purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes provided that at the time of such distribution, the proposed recipient (or recipients) is (are) exempt from federal income tax under Section 501(a) of the Code as an organization (or organizations) described in Section 501(c)(3) of the Code and also is described in Section 509(a)(1), (2) or (3) of the Code.

- (d) To amend renumbered Section 11.1 of Article 11, Miscellaneous, to read in its entirety as follows:

**ARTICLE 11**

**MISCELLANEOUS**

11.1 These Articles may be amended or repealed by a majority vote of the members of the Board of Directors; provided, however, that no corporate action purporting to amend, alter, change or

repeal these Articles shall be effective unless that action is approved and adopted, in writing, by the Member. No amendment shall be adopted if such amendment would have the effect of disqualifying the Corporation as an exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2) of the Code.

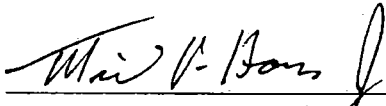
**THIRD:** The Corporation has no members. The Board of Directors of the Corporation adopted and approved this Amendment to the Amended and Restated Articles of Incorporation of the Corporation at a duly convened meeting held in accordance with the Corporation's Bylaws on October 30, 2019. The Amendment to the Amended and Restated Articles of Incorporation received the vote of a majority of the directors of the Corporation in office.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Articles of Amendment as of October 30, 2019.

UNIVERSITY OF LOUISVILLE PHYSICIANS, INC.

By:   
Mike Douzuk, Chief Financial Officer

THIS INSTRUMENT PREPARED BY:

  
Michael N. Fine  
WYATT, TARRANT & COMBS, LLP  
500 W. Jefferson Street, Suite 2800  
Louisville, Kentucky 40202  
(502) 562-7111

*Signature Page to the Articles of Amendment to the ULP Amended and Restated Articles of Incorporation*

END OF DOCUMENT

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**UNIVERSITY OF LOUISVILLE PHYSICIANS, INC.**

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**BYLAWS  
OF  
UNIVERSITY OF LOUISVILLE PHYSICIANS, INC.**

**ARTICLE 1  
NAME AND OFFICES**

1.1 Name. The name of the corporation is University of Louisville Physicians, Inc. (the "**Corporation**").

1.2 Offices.

(a) The principal office of the Corporation shall be located at any place within or outside the Commonwealth of Kentucky and Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors of the Corporation (as defined herein) may deem advisable from time to time.

(b) The Corporation shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Board.

**ARTICLE 2  
PURPOSES AND POWERS**

2.1 Purposes. The Corporation is a Kentucky nonprofit corporation organized and to be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "**Code**")), and the Treasury Regulations promulgated thereunder (the "**Regulations**"), and as may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall:

(a) provide professional medical services in a variety of medical specialties and disciplines in accordance with the Corporation's charitable mission;

(b) strengthen and broaden the range of skills and patient populations available for physicians who are University of Louisville ("**University**") School of Medicine ("**School of Medicine**") faculty to carry on patient care, teaching and research;

(c) aid and support the School of Medicine and its Clinical Departments in the furtherance of their charitable, educational and scientific mission and activities. The physicians providing clinical services through the Corporation shall be organized into clinical Departments (individually, a "**Clinical Department**" and collectively, the "**Clinical Departments**");

(d) operate for the benefit of, make grants to, perform the functions of, and carry out the charitable, scientific and educational purposes of the Member, and to

participate in the Member's full service, seamless health care delivery system of owned, affiliated and contracted services, programs and facilities covering the full continuum of health care delivery, advocacy, health promotion, health education, research and disease prevention servicing the Greater Louisville Region;

(e) invest in, hold, own, operate, maintain, improve, develop, sell, exchange, lease and otherwise use its assets or direct or indirect interests therein;

(f) borrow money as necessary in furtherance of the business of the Corporation, and issue promissory notes or other evidences of indebtedness in connection therewith and to secure the same by mortgage, deed of trust, pledge, or other lien or security interest; and

(g) do any and all other acts or things which may be incidental or necessary to carry on the business of the Corporation, as herein contemplated.

2.2 Powers. Except to the extent prohibited by the Articles of Incorporation of the Corporation filed with the Secretary of State of Kentucky on March 17, 2010, as amended by the Amended and Restated Articles of Incorporation filed with the Secretary of State of Kentucky on August 9, 2011, as further amended from time to time (the "*Articles*" or "*Articles of Incorporation*"), the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Kentucky Nonprofit Corporation Acts, KRS 273.161 *et. seq.* (the "*Act*"), including without limitation, the general powers enumerated in KRS 273.171.

2.3 Prohibited Activities.

(a) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(b) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable, directly or indirectly, to any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefits from the same; *provided, however*, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from making loans to its Directors or officers.

(c) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(d) No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

(e) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under

Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of the Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: (i) not engage in any act of self-dealing as defined in Section 4941 of the Code; (ii) distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; (iii) not retain any excess business holdings as defined in Section 4943 of the Code; (iv) not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945 of the Code.

### **ARTICLE 3 MEMBER**

3.1 Number, Powers, and Duties. UofL Health, Inc., a Kentucky nonprofit corporation, shall be the sole member of the Corporation (the “**Member**”). The Member shall exercise such rights and perform such duties as required or permitted by law, the Articles of Incorporation and these Bylaws.

3.2 Annual Meeting. The Member shall hold an annual meeting at such date and time as may be designated from time to time by the Member to transact any business as may lawfully come before the meeting.

3.3 Special Meetings. The Member may call, in its discretion, a special meeting of the Member by giving written notice personally, by facsimile, by electronic communication, or by mail to the Member. Such notice shall state the purpose or purposes for which the meeting is called and place, date and time shall be provided not less than ten (10) but no more than sixty (60) days before the date of the meeting.

3.4 Corporation Debt Matters. The Member has the non-exclusive right and power, but not the obligation, to manage, authorize and direct the incurrence, guarantee, extension, renewal, refunding or extinguishment of debt and any security or instrument related thereto of the Corporation.

3.5 Matters Requiring the Approval of the Member. The following matters shall require the approval of the Member:

- (a) Any change in the mission or purpose of the Corporation;
- (b) Any amendment to the Articles of Incorporation or Bylaws of the Corporation;
- (c) Any addition of new Members;
- (d) Appointment of directors of the Corporation;

(e) Except as otherwise covered in Section 3.4, any purchase or acquisition, sale, gift, lease, disposition of, mortgage or other encumbrance of any property, real, personal, or mixed by the Corporation, excluding routine or budgeted expenditures, the value of which in the aggregate exceeds \$250,000;

(f) Selling, exchanging, or otherwise disposing of all or substantially all of the Corporation's assets;

(g) Except as otherwise covered in Section 3.4, any unbudgeted incurrence or guarantee of indebtedness by the Corporation that in the aggregate exceeds \$250,000;

(h) Any merger, acquisition, or consolidation of the Corporation or entering into any joint business venture with any other person, corporation or other legal entity;

(i) Any dissolution of the Corporation;

(j) creation, acquisition, or disposition of any subsidiary or affiliated entity of the Corporation;

(k) Approval of the annual capital and operating budgets for the Corporation; and

(l) Exercising any other power or authority specifically reserved to the Member or to the Board of Directors of the Member (the "**Corporate Board**"), pursuant to these Bylaws or the Member's Bylaws, as amended from time to time.

3.6 Action by Member. Any action required or permitted by law or the Articles or these Bylaws to be taken by the Member shall be taken by the Corporate Board in accordance with the Member's Bylaws or by the Chief Executive Officer or any authorized corporate officer of the Member pursuant to specific written authorization of the Corporate Board.

3.7 Non-Liability of Member. The Member shall not be individually liable for the debts, liabilities, or obligations of the Corporation.

#### **ARTICLE 4 BOARD OF DIRECTORS**

4.1 General Powers. The oversight of the direction of the affairs of the Corporation and the control and disposition of its assets shall be vested in a board of directors (the "**Board of Directors**" or "**Board**"), which shall consist of not less than three (3) persons nor more than eleven (11) persons (individually, "**Director**" and collectively, "**Directors**"). All powers of the Corporation shall be exercised by and under the authority of the Board, except as reserved to the Member as provided in Article 3 of these Bylaws, or as otherwise limited in the Articles of Incorporation or these Bylaws, and the business, property, and affairs of the Corporation shall be governed under the Board's direction.

4.2 Number. Upon the adoption of these Amended and Restated Bylaws, the Board shall consist of the following eleven (11) Directors:



(a) Member Appointed Directors. Ten (10) voting Directors who shall be appointed as set forth below. Such Directors are individually referred to herein as a “*Member Appointed Director*” and collectively as the “*Member Appointed Directors*”.

(i) Three (3) Directors (one (1) each) from the following Clinical Departments: Medicine, Pediatrics and Surgery, who shall be nominated by the faculty members of such Clinical Departments (each, a “*Designated Director*,” and collectively, the “*Designated Directors*”) and presented to the Member for approval;

(ii) One (1) Director who shall be appointed by the Member from a slate of nominations provided by the Corporate Board Nominating Committee (as defined in Section 7.2(b) below) and shall be a faculty member of any of the following Clinical Departments: Emergency Medicine; Pathology and Laboratory Medicine, Radiology, Radiation Oncology or Anesthesiology and Perioperative Medicine (the “*Hospital-Based Director*”);

(iii) Four (4) Directors who shall be appointed by the Member from a slate of nominations provided by the Corporate Board Nominating Committee and who shall be faculty members from any Clinical Department (each, an “*At-Large Director*,” and collectively, the “*At-Large Directors*”); and

(iv) Two (2) Directors who shall be appointed by the Member from a slate of nominations provided by the Corporate Board Nominating Committee and who shall be community medical group physicians (each a “*CMG Director*” and collectively, the “*CMG Directors*”).

(b) Ex-Officio Director. The Dean of the University School of Medicine shall serve as an ex officio voting Director (the “*Ex-Officio Director*”).

(c) Board Staff. The paid executive staff of the Corporation may attend meetings of the Board of Directors, at the discretion of the Board, but shall not serve as Directors nor have the right to vote on matters before the Board.

The Board as of the effective date of the adoption of these Amended and Restated Bylaws shall consist of those Directors set forth on Schedule 4.2 attached hereto, with each of the Member Appointed Directors to serve for the term expiring October 31 in the year set forth opposite his or her name.

4.3 Term. Except for the Ex-Officio Director who shall serve by virtue of continuing in the applicable role, and except for those Directors identified on Schedule 4.2 who shall serve as Director for a term expiring as indicated opposite his or her name, each Director shall serve as Director for a term commencing on the next November 1 following the date of his or her election and expiring three (3) calendar years thereafter and until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal. In the case of an election to fill a vacancy in a seat on the Board, the term of the successor shall be for the unexpired term of the former occupant thereof or until his or her earlier death, resignation, or removal.

4.4 Removal. The Member may remove any Director (other than the Directors serving ex officio) from the Board of Directors at any time when such removal is determined by the Member to be in the best interest of the Corporation, such determination to be conclusive and binding on the Corporation and such Director.

4.5 Resignation. Each Director shall have the right to resign at any time upon written notice thereof to the Chair of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

4.6 Vacancies. A vacancy shall be declared in any seat on the Board of Directors upon (i) the death, resignation, incapacity (as defined below), or removal of a Director, or (ii) any increase in the number of Directors in accordance with these Bylaws. Any vacancy occurring in any seat on the Board of Directors shall be filled by the Member in accordance with the requirements set for in Section 4.2 above. The term, "incapacity," shall mean that the person is incapable of participating as a Director or carrying out his or her duties as a Director for a period of six (6) months, as conclusively determined by the Board of Directors.

4.7 Confidentiality. A Director shall not convey or disclose to any third party any confidential information of the Corporation reviewed or received by the Director in connection with the exercise of his or her duties pursuant to these Bylaws without the direction or consent of the Board.

4.8 Term Limits. No Director may be elected to serve more than two (2) full three-year terms consecutively. A former Director who is precluded from serving due to such limitation shall be eligible for reelection as a Director after an absence from serving as a Director for a period of one (1) year or more.

4.9 Appointment. The successor to each Director whose term shall have expired, is otherwise terminated, or is about to expire, shall be appointed to the Board in the manner set forth in Section 4.2. Any Director whose term of office shall have expired or is about to expire may be appointed to succeed himself or herself except as set forth in Section 4.8.

4.10 Annual Meeting. The annual meeting of the Board of Directors shall be held on the third Wednesday in October of each calendar year (or the next business day if such date is on a weekend or holiday) or on such other date determined from year-to-year by the Board for the transaction of such business as may lawfully come before the meeting. The Secretary shall give not less than ten (10) days' advance notice to each Director of the time, place and date of each such annual meeting.

4.11 Regular Meetings. Regular meetings of the Board for the transaction of such business as may lawfully come before each meeting shall be held on such dates and at such times and places as the Board shall determine from time to time. The Secretary of the Corporation shall give at least ten (10) days' advance notice of the time, place and date of each regular meeting to each Director.

4.12 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or at least two (2) of the Directors. Unless waived by all then-serving Directors, the

Secretary of the Corporation shall give at least two (2) days' advance notice of the date, time, place and purposes of each such special meeting and business transacted at any special meeting of the Board shall be limited to the purposes stated in the notice.

4.13 Quorum. At any meeting of the Board, the presence of a majority of the then-serving Directors shall constitute a quorum for the transaction of business.

4.14 Voting. Each Director shall have the right to cast one vote on any issue that may properly come before any meeting of the Board, unless the Articles of Incorporation or these Bylaws provides otherwise. Unless the vote of a greater number of the Directors is required by applicable law or by express provision of the Articles of Incorporation or these Bylaws, the vote of a majority of the Directors present at any meeting of the Board at which a quorum is present shall decide any matter properly submitted at such meeting.

4.15 Proxies. Voting by proxy is not permitted.

4.16 Participation in Meetings. Directors may participate in any annual, regular or special meeting of the Board by, or any such meeting may be conducted through the use of, video teleconference technology provided that all directors participating in two or more locations may simultaneously communicate with each other by means of video and audio equipment. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. Directors shall not participate in any annual, regular or special meeting of the Board by telephone or teleconference.

4.17 Adjournment. A majority of the Directors present at any regular or special meeting of the Board may adjourn such meeting at any time. This right to adjourn exists whether or not a quorum is present at such time, including any meetings that are adjourned and reconvened.

4.18 Compensation. Directors, as such, shall not be entitled to compensation for their services as a Director. However, by resolution of the Board, the Corporation may reimburse reasonable expenses of Directors, including without limitation reasonable expenses in connection with attendance at meetings of the Board and/or Board committees.

## **ARTICLE 5 NOTICES**

5.1 Form of Notice. Whenever under the provisions of these Bylaws, notice is required to be given to any Director or committee member, and no provision is made as to how such notice shall be given, such notice may be given in writing, including, but not limited to via facsimile, email or other electronic communication, or such notice may be given by overnight courier service or by mail, postage prepaid, addressed to the Director or committee member, as the case may be, at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given three (3) days following the postmark date. Notice of any meeting to be conducted by video teleconference shall comply with the Kentucky Open Meetings Act, as applicable.

5.2 Waiver. Whenever any notice is required to be given to any Director or committee member under the provisions of these Bylaws, a waiver thereof in writing signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Director or committee member at any meeting shall constitute a waiver of notice of such meeting, unless the Director or committee member at the meeting's beginning (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

## **ARTICLE 6 OFFICERS**

6.1 Number. The officers of the Board of Directors shall be a Chair, a Vice Chair, a Secretary and a Treasurer, each of whom shall be a Director (each a "**Board Officer**" and collectively the "**Board Officers**"). Upon the adoption of these Amended and Restated Bylaws, the Board Officers shall be those individuals set forth on Schedule 6.1 attached hereto and each shall serve for the term expiring October 31 in the year set forth opposite his or her name.

6.2 Election and Tenure of Board Officers. At each annual meeting of the Board, the Board shall elect individuals to serve as Board Officers for the term of office to begin on the November 1 following the date of his or her election or appointment as an officer unless otherwise designated by the Board. Each Board Officer shall hold office for one calendar year thereafter, and until his or her successor shall have been duly elected or the date such Board Officer dies, resigns or is removed. Any Board Officer whose term of office shall have expired or is about to expire may be elected to succeed himself or herself. Any two or more offices may be held by the same person, except that the offices of Chair and Vice Chair may not be held by the same person.

6.3 Resignation. Any Board Officer may resign at any time by giving written notice thereof to the Chair. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

6.4 Removal. Any Board Officer elected by the Board may be removed, with or without cause, at any time by the Board.

6.5 Board Meetings. The Chair, or in his or her absence the Vice Chair, shall call meetings of the Board of Directors to order, and shall act as chair of such meetings. The Secretary or his or her designee shall act as secretary of all such meetings, but in the absence of the Secretary, the chair of the meeting may appoint any person present to act as secretary of the meeting.

6.6 Board Officer Duties. The principal duties of the several Board Officers are as follows:

(a) Chair. The Chair, if present, shall preside at all meetings of the Board, shall be the principal officer of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board.

(b) Vice Chair. The Vice Chair shall have the duties and powers of the Chair during the time of any vacancy in the office of Chair or in the event of the Chair's absence or disability for any reason. The Vice Chair shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Secretary. The Secretary of the Corporation shall have charge of the official records and correspondence of the Corporation and the Board, under the direction of the Chair, and shall be the custodian of the seal of the Corporation, if any. The Secretary shall give notice of all meetings of the Board and shall take or ensure the taking of proper minutes of all meetings of the Board. The Secretary shall discharge such other duties as shall be prescribed from time to time by the Chair or the Board. In case of the absence or disability of the Secretary, the Board may appoint an assistant Secretary to perform the duties of the Secretary during such absence or disability.

(d) Treasurer. The Treasurer shall keep proper books of account showing at all times the financial condition and the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to inspection of the Board. Except as otherwise ordered by the Board, the Treasurer shall have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as approved by the Board. The Treasurer shall submit reports detailing the financial condition of the Corporation at each annual meeting of the Board and at such other times when called upon so to do by the Board. The Treasurer shall, under the direction of the Board, manage the disbursement of all monies drawn on or payable out of the funds of the Corporation, subject to limitations imposed by the Board from time to time. The Treasurer shall also manage borrowings and investments of the Corporation under the direction of the Board. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the ultimate authority of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

6.7 Chief Executive Officer. The CEO of the Member shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general charge and supervision of the administration of the activities and affairs of the Corporation. The CEO shall see that all orders and resolutions of the Board are carried into effect. The CEO shall perform such other duties as may be prescribed from time to time by the Board. The CEO shall also have the power to appoint and remove subordinate employees, including any vice-presidents. The CEO shall submit to the Board plans and suggestions for the activities of the Corporation, and shall oversee the preparation of annual and long-term budgets and strategic plans for consideration and approval by the Board. The CEO shall also submit a report of the activities and affairs of the Corporation at each annual meeting of the Board of Directors and at such other times when called upon so to do by the Board.

6.8 Vacancies. Whenever a vacancy shall occur in any Board Officer position elected by the Board, such vacancy shall be filled by the Board by the election of a new Board Officer who shall take office on the effective date of his or her election and shall hold such office until the next November 1 following the date of his or her election and until his or her successor shall have been duly elected and qualified, or until such officer dies, resigns or is removed.

6.9 Appointive Officers and Agents. The Board may appoint such other Board Officers and agents in addition to those provided for in Section 6.1, as the Board may deem necessary.

Such persons shall be appointed for annual terms and shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board, and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

## **ARTICLE 7 COMMITTEES**

7.1 Establishment of Committees. The Board may create committees, each consisting of at least two (2) or more voting Directors and such other persons as the Board may determine, to serve at the pleasure of the Board and the Board may adopt and modify charters of such committees. Each committee shall exercise such authority and responsibility as delegated by the Board through written charter or resolution.

7.2 General Provisions. Subject to any specific exceptions set forth in these Bylaws or in a committee charter approved by the Board, the following provisions shall apply to all Board committees:

(a) All Board committees shall have at least 2 Directors and the chairs shall be Directors. The Board shall appoint individuals to serve on Board committees (including a chair and vice-chair for each committee).

(b) The Nominating Committee of the Corporate Board of the Member (the "*Nominating Committee*") shall make nominations for candidates for the Hospital-Based Director, the At-Large Directors and the CMG Directors positions to be presented to the Member for approval.

(c) The Board may from time to time remove, and appoint replacements for, any committee member or chair of any committee in its discretion.

(d) The term of all Board committee members is one (1) year, and the term of all chairs of Board committees is one (1) year.

(e) There are no term limits for Board committee members or Board committee chairs.

(f) Meetings of a committee may be called at any time by the Chair or such committee chair upon advance notice to each member of such committee. All meetings of a committee shall be held at the principal office of the Corporation or at such other place as the chair of such committee or Chair shall designate. Notice of any committee meeting to be conducted by video teleconference shall comply with the Kentucky Open Meetings Act, as applicable.

(g) Generally, it is intended that the committees shall be advisory and that no committee shall have or assume (and there is hereby retained and reserved to the Board) any power or duty vested in the Board, except as specifically delegated by the Board through written charter or resolution. In the event that the Board delegates any power or

duty to a committee, (1) no member of such committee who is not a Director may vote on any matter that binds the Corporation, and (2) such committee may not exercise any power or take any action reserved to the board of directors under KRS § 273.221 of the Act.

(h) A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

(i) A committee may create one or more subcommittees to consider certain matters and make reports and recommendations to the committee.

(j) The provisions set forth above in Sections 4.15 through 4.18 and Article 5 applicable to the Board meetings shall also be applicable to committee meetings.

## **ARTICLE 8 CONFLICTS OF INTEREST**

The Board shall, in the exercise of its overall duties and responsibilities, take such steps as it deems appropriate to avoid and resolve potential conflicts of interest between the personal and employment interests of Directors and officers and the activities and interests of the Corporation or the University. Such steps shall include adopting (and requiring compliance with) conflict of interest policies and procedures and providing a method for individuals to disclose and resolve potential conflicts of interest.

## **ARTICLE 9 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

9.1 Right to Indemnification. The Corporation shall indemnify Directors, officers, employees, and agents of the Corporation (“*Indemnitees*”) to the fullest extent required by Kentucky law and to the extent such Indemnitees are eligible for permissive indemnification under Kentucky law, shall indemnify such persons to the fullest extent permitted by Kentucky law, subject in each case to restrictions, if any, in the Corporation’s Articles of Incorporation. The Corporation shall have the power to purchase and shall purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Kentucky law.

9.2 Reimbursement of Expenses. Reasonable expenses incurred by an Indemnitee who is or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding after (a) the Corporation receives a written affirmation by the Indemnitee of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article 9 and a written undertaking by or on behalf of the Indemnitee to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements and (b) a determination that the facts then known to those making the determination would not preclude indemnification under this Article 9.

9.3 Appearance as a Witness. Notwithstanding any other provisions of this Article 9, the Corporation may pay or reimburse expenses incurred by a Director or others in connection

with his appearance as a witness or other participation in a proceeding at a time when such Director is not a named defendant or respondent in the proceeding.

9.4 Nonexclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article 9 shall not be exclusive of any other right which a Director or other individual person indemnified pursuant to Section 9.1 may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation or these Bylaws, agreement, vote of the disinterested Directors, or otherwise.

9.5 Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director, manager, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, manager, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such individual person against such expense, liability or loss under this Article 9.

9.6 Savings Clause. If this Article 9 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Director or any other individual person indemnified pursuant to this Article 9 as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article 9 that shall not have been invalidated and to the fullest extent permitted by applicable law.

## **ARTICLE 10 AMENDMENTS**

These Bylaws may be altered, amended or repealed or new bylaws may be adopted by a vote of the Board of Directors subject to approval by the Member.

## **ARTICLE 11 GENERAL PROVISIONS**

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on June 30 of each calendar year.

11.2 Audit. The financial records of the Corporation shall be audited not less than annually by an independent Certified Public Accountant who shall be appointed by the Member.

11.3 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Board and Board committees.

11.4 Seal. The Board may adopt a corporate seal to be in such form and to be used in such manner as the Board shall direct.



11.5 Invalid Provisions. If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be added automatically as a part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

11.6 Headings. The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

11.7 Effective Date. The effective date of these Bylaws is November 1, 2019.

The above Amended and Restated Bylaws of the Corporation were adopted by resolution of the Board of Directors on October 30, 2019.

Secretary



**Schedule 4.2**

**Board of Directors**

<b>Type of Director</b>		<b>Name</b>	<b>Department</b>	<b>Term End</b>	
Member Appointed Directors	Designated	Medicine	Eleanor Lederer, MD	Medicine	2021
		Surgery	Kelly McMasters, MD	Surgery	2022
		Pediatrics	Kim Boland, MD	Pediatrics	2020
	Hospital Based		Eyas Hattab, MD	Pathology	2021
	At-Large		Jeffery Bumpous, MD	Otolaryngology	2021
			Sean Clifford, MD	Anesthesiology	2020
			Joseph Neimat, MD	Neurosurgery	2020
			Craig Roberts, MD	Ortho Surgery	2022
	CMG Directors		Amir Piracha, MD		2022
			Valerie F. Briones-Pryor, MD		2022
Ex-Officio Director		Toni Ganzel, MD	N/A	N/A	

**Schedule 6.1**

**Board of Officers**

<b>Type</b>	<b>Name</b>	<b>Term End</b>
Chair	Kelly McMasters, MD	2021
Vice Chair	Sean Clifford, MD	2021
Treasurer	Jeffery Bumpous, MD	2021
Secretary	Eyas Hattab, MD	2021