

WWT 2

Board Meeting
April 11, 2006

CHANGE IN *BYLAWS* OF WOLCOTT, WOOD AND TAYLOR, INC., CHICAGO

Action: Approve Change in the *Bylaws* of Wolcott, Wood and Taylor, Inc. (“WWT”), in Order to Change the Composition of the Board of Directors

Funding: No Funding Required

Pursuant to Article II, Section 2.2 of the *Bylaws* of Wolcott, Wood and Taylor, Inc. (“WWT”), the Board of Trustees of the University of Illinois, as sole member of WWT, has the authority to amend the articles of incorporation and *Bylaws* of WWT.

The Board of Directors of WWT, recommends that Article III, Section 3.2 of the *Bylaws* be amended as follows to reflect organizational and personnel changes at UIC:

- From the Vice Chancellor for Health Affairs of the University, *ex officio*, with vote, to a designee of the Chancellor of the Chicago Campus of the University; and
- From the Associate Dean for Finance of the University's College of Medicine, *ex officio*, with vote, to the Dean of the University's College of Medicine or designee.

In addition, it is recommended that the *Bylaws* be amended to add a fifth member to the WWT Board of Directors who will be selected by the Board of Trustees from among its membership. Finally, the sentence proscribing the course of action in the event of a vacancy in the Office of the Vice Chancellor for Health Affairs should be deleted since that position no longer exists.

Deleted material is lined-through; new language is in italics in Article III, Section 3.2 attached hereto.

University Counsel, who serves the Corporation as Secretary of the Board of Directors, concurs.

EXHIBIT A
PROPOSED AMENDMENT TO ARTICLE III, SECTION 3.2
COMPOSITION OF THE BOARD
WWT, INC., CORPORATE BYLAWS
APRIL 11, 2006

Section 3.2 **Composition of the Board.** The board of directors shall consist of ~~four (4)~~ *five (5)* individuals, ~~with the initial board being those persons named in the Corporation's articles of incorporation.~~ The ~~four (4)~~ *five (5)* individuals shall include: (1) ~~the Vice Chancellor for Health Affairs of the University, a designee of the Chancellor of the Chicago Campus of the University, ex officio, with vote,~~ (2) ~~the Associate Dean for Finance of the University's College of Medicine, the Dean of the University's College of Medicine or designee, ex officio, with vote,~~ (3) the Executive Director of the Medical Service Plan (the "MSP"), *ex officio*, with vote, ~~and~~ (4) a Clinical Department Head who will Chair the Board, as nominated from time to time by the Dean of the University's College of Medicine following consultation with the Executive Committee of the College of Medicine of the University of Illinois at Chicago MSP and elected by the sole member, ~~and (5) an individual selected by the sole member from among its membership. In the event of a vacancy in the Vice Chancellor for Health Affairs of the University, the Chancellor shall appoint an individual to serve as duly appointed member of the Board of Directors until such time as the vacancy no longer exists, for whatever reason.~~ In addition to the sole member's reserved powers, the Dean of the College of Medicine shall have the authority to remove the Clinical Department Head chosen, and nominate another individual.