

ARTICLE III.

BOARD OF DIRECTORS

Section 3.1. **Powers.** Subject to the authority of the sole member in Article II, the Corporation's board of directors shall govern and manage the affairs of the board of directors shall determine compliance with the Corporation's stated purposes and shall have the power and authority to do and perform acts or functions not inconsistent with these bylaws or the Corporation's articles of incorporation. It shall be the initiating body of governance decisions.

Section 3.2. **Composition of the Board.** The board of directors shall consist of four (4) individuals, with the initial board being those persons named in the Corporation's articles of incorporation. The four (4) individuals shall include: (1) the Vice Chancellor for Health Affairs of the University, *ex officio*, with vote, (2) the Associate Dean for Finance of the University's College of Medicine, *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. In the event of a vacancy in Vice Chancellor for Health Affairs of the University, the Chancellor shall appoint an individual to serve as a 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.

Section 3.3. **Advisors to the Board.** The sole member and/or the board of directors may by resolution designate non-voting advisors to the board, who shall be entitled to notice of and to attend all meetings of the board, who may express their views, but who shall not be entitled to vote. All such advisors shall serve terms ending on the next annual meeting of the board.