

BYLAWS
OF
UNLV MEDICINE
(a Nevada nonprofit corporation)

ARTICLE I
PURPOSE AND MISSION

Section 1. Purpose. The Corporation shall do and perform such acts as may be necessary or appropriate to carry out the purposes described in the Articles of Incorporation. The Corporation may exercise any of the powers granted to nonprofit corporations by the laws of the State of Nevada including NRS Chapter 82, consistent with the Corporation's statement of charitable purpose as acknowledged by the Internal Revenue Service as the basis for its status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, and including the corresponding sections of any subsequent United States federal tax or revenue law, the "Code").

Section 2. Mission and Goals. The mission of the Corporation is to do and perform every act or acts necessary, incidental to or connected with the furtherance of purposes set forth in Section 1 of this Article I, including, without limitation, (a) to collaborate with and support the University of Nevada Las Vegas School of Medicine (hereinafter "School of Medicine") on its affiliations with academic medical centers and other hospitals; (b) to develop and maintain an effective clinical practice environment to support the teaching, education, training and clinical research missions of the School of Medicine and its faculty; (c) to provide such administrative, accounting and other services as shall be necessary for the School of Medicine and its physicians and other care providers to carry out the clinical and research missions of the School of Medicine; and (d) to render professional medical services as healthcare practitioners in connection with the foregoing.

ARTICLE II
GENERAL PROVISIONS

Section 1. Name. The name of this nonprofit corporation is UNLV Medicine (the "Corporation").

Section 2. Offices. The principal office of the Corporation shall be located in the State of Nevada. The Board of Directors of the Corporation (the "Board of Directors" and, each member thereof, a "Director") may from time to time change such principal office and establish such other offices as the Board of Directors designates or as the affairs and activities of the Corporation require.

Section 3. Associated Practice Plan. The Corporation is an "associated practice plan" (as such term is used in Section 35 of Chapter 10 of Title 4 of the Board of Regents Handbook (the "BOR Handbook") of the Nevada System of Higher Education ("NSHE")). The Corporation, the Directors, the officers and employees of the Corporation and the Individual Members shall be subject to and comply with the policies and requirements established by the Board of Regents of NSHE (the "Board of Regents") applicable to associated practice plans of NSHE as set forth in the BOR Handbook or otherwise, including without limitation, Section 35 of Chapter 10 of Title 4 of the BOR Handbook (collectively and as amended, restated, modified or supplemented from time to time, the "Board of Regents Requirements").

Section 4. Status of the Corporation as a Separate Entity. Subject only to the provisions of these Bylaws granting NSHE certain reserved powers, the Corporation shall be a separate legal entity

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subject to the control of its Board of Directors. Neither NSHE nor the Corporation shall be liable for any of the other's contracts, obligations, debts or liabilities. The Corporation shall not employ, in whole or in part, the employed faculty of the University of Nevada Las Vegas (UNLV). Notwithstanding the foregoing, Corporation may contract with the University for the provision of services and assignment of clinical revenues for University's employed faculty, resident physicians and/or staff. In accordance with the Nevada Limited Waiver of Sovereign Immunity, NRS 41.0305 et seq., when acting in the performance of their duties and within the scope of their University employment, NSHE employed faculty, resident physicians and/or staff shall be considered public employees of NSHE and the cost of defense and payments of claims or judgments shall be made on their behalf through insurance policies of NSHE funds maintained for that purpose unless the public employee is determined to have acted in a willful or wanton manner.

Section 5. Definitions. As used in these Bylaws, the following terms are defined herein:

- a. “Articles” means the Articles of Incorporation of this Corporation.
- b. “Board” or “Board of Directors” means the Board of Directors of this Corporation.
- c. “Board of Regents” means the Board of Regents of the Nevada System of Higher Education (NSHE), an elected body of public officials responsible for oversight of all state-supported higher education in Nevada.
- d. “Bylaws” means the bylaws of this Corporation, as may be amended from time to time.
- e. “Corporation” means this non-profit Corporation (UNLV Medicine).
- f. “Dean” means the Dean of the School of Medicine.
- g. “Dean's Fund” means payment due and owing on 25 days after the close of each month from the Corporation to the School of Medicine in an amount equal to 5% of net revenue received by the Corporation during the preceding calendar month.
- h. “Director” means a member of the Board of Directors.
- i. “Ex-officio Director” means a Director of the Corporation who holds office by virtue of his or her employment position within the Corporation or the University, including the President of the University (or designee), the Dean of the School of Medicine, the Chief Financial Officer of the School of Medicine, the Family Medicine Department Chairperson, the Internal Medicine Department Chairperson, the Department of Pediatrics Chairperson, the Department of Psychiatry Chairperson, the Obstetrics and Gynecology Department Chairperson, the Department of Surgery Chairperson, the Chief Executive Officer of the Corporation and the Chief Operating Officer of the Corporation. Ex-officio Directors shall be voting members of the Board of Directors.
- j. “Ex-officio Officer” means an officer of the Corporation who holds office by virtue of his or her employment position within the Corporation or the University, including the Vice Dean of Clinical Affairs of the Corporation, who holds the Office of President and CEO of the

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Corporation, the Chief Operating Officer, who holds the Office of Secretary of the Corporation and the Chief Financial Officer of the School of Medicine who holds the Office of Treasurer of the Corporation.

k. “Individual Member” or “Member” means a member of this Corporation and unless otherwise qualified, means a class of member who holds a part-time or full-time teaching or clinical faculty position with the School of Medicine with a valid, enforceable appointment agreement for that position, and has executed a Member Practice Agreement which includes a current assignment of his or her rights to Medicare, Medicaid and other clinical services reimbursement to the Corporation.

l. “Institutional Representatives” means the UNLV President (or his or her designee) and the Dean of the UNLV School of Medicine acting in the capacity as representatives of the UNLV and its School of Medicine.

m. “Nevada System of Higher Education” or “NSHE” means the political subdivision of the State of Nevada formed to oversee all state-supported higher education in Nevada.

m. “President and Chief Executive Officer” or “President and CEO” means the School of Medicine Vice Dean of Clinical Affairs, when acting in the role as the highest corporate officer of the Corporation.

n. “School of Medicine” means University of Nevada Las Vegas School of Medicine.

o. “The University” and “The University of Nevada Las Vegas (UNLV)” mean the state institution of higher education whose government is vested in the Board of Regents of the Nevada System of Higher Education.

ARTICLE III
RESERVED POWERS OF NSHE; INDIVIDUAL MEMBERSHIP

Section 1. NSHE Reserved Powers. Notwithstanding the foregoing, consistent with and in consideration of the Corporation’s Associated Practice Plan relationship with the NSHE Board of Regents, NSHE shall have the following reserved governance powers and rights with respect to Corporation: (i) the Board of Directors shall not amend the articles of incorporation of the Corporation (the “Articles”) without the advance approval of NSHE’s Board of Regents; (ii) the UNLV President (on behalf of NSHE) shall have the right to review and approve any amendments to the bylaws of the Corporation prior to the effective date of the amendment; (iii) the Corporation acknowledges that Board of Regents may amend the Associated Practice Plan provisions of Title 4, Chapter 10, Section 35, to specify requirements that the Corporation must satisfy as a separate but associated entity of NSHE, and Corporation shall take any action required to conform to and comply with any NSHE requirements, and (iv) NSHE shall have the right to appoint two Institutional Representatives to serve as ex-officio voting Directors of the Corporation.

Section 2. Individual Membership.

(i) Qualifications. To qualify as an Individual Member, an individual must hold a current, unrestricted license issued by the State of Nevada to practice as a health care professional, hold a teaching or clinical faculty position with the School of Medicine with a valid, enforceable

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appointment agreement for that position and execute a Member Practice Agreement which includes a current assignment of his or her rights to Medicare, Medicaid and other clinical services reimbursement to the Corporation. Once an individual meets and complies with all of the foregoing conditions, he or she shall be an Individual Member of the Corporation.

An Individual Member must maintain such qualifications at all times in order to remain an Individual Member of the Corporation, and the individual membership of any person who does not hold such qualifications shall be deemed revoked without further action or notice.

The Secretary of the Corporation shall have the responsibility of maintaining a current record of Individual Members of the Corporation which record shall contain names, addresses, email addresses and telephone numbers of all Individual Members of the Corporation.

(ii) Dues. Individual Members shall pay such annual dues as may from time to time be fixed by the Board of Directors.

(iii) Rights and Obligations. The Individual Members shall be invited to and have the right to speak at all meetings of the Individual Members, in accordance with the provisions hereof. The Individual Members shall abide by the following: the Articles of Incorporation and Bylaws of the Corporation, Individual Member Practice Agreements, the rules, regulations, policies and resolutions, if any, of the Corporation, and the terms of any contracts or operating agreements between the Corporation and other institutions, agencies, individuals, or entities.

(iv) Resignation. Any Individual Member may withdraw as an Individual Member after fulfilling all obligations to the Corporation by giving written notice of such intention to the Secretary or the Treasurer. Upon termination of an Individual Member's employment with the School of Medicine, for any reason, the Individual Member's membership interest shall automatically terminate. The Secretary or the Treasurer shall present all resignation notices to the Board of Directors at the first meeting of the Board of Directors after receipt of such notices by the Secretary or the Treasurer. Such resignation shall take effect at the time specified in the oral tender or written notice and, if not specified, immediately upon receipt. Acceptance of such resignation shall not be necessary to make it effective.

Section 2. Meetings of Individual Members.

(a) Meetings. Meetings of the Individual Members shall be held at least one time each year, on such dates and at such places as the Board of Directors may designate from time to time. The first meeting of the Individual Members, and each meeting of the Individual Members held on or about the anniversary of the first meeting, shall be designated as the annual meeting of the Individual Members. The President and CEO of the Corporation shall report on the operation of the Corporation for the preceding year during the annual meeting.

(b) Voting. The Individual Members shall have no voting rights and shall not be deemed "members" of the Corporation as defined in NRS 82.031 and 82.231.

(c) Special Meetings. A special meeting of Individual Members may be called by the Board of Directors, at its discretion, or at the request of ten percent (10%) or more Individual Members of the Corporation made in writing to the Secretary/Treasurer. No business, other than that specified in the notice of the meeting, shall be transacted at any special meeting of Individual Members.

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(d) Notice of Meetings. Notice of any meeting of the Individual Members, stating the place, day and hour of such meeting, may be given to each Individual Member at his or her last known business or home address at least 10 days prior to such meeting by the mailing of written notice, by personal delivery of written notice or by telephonic or electronic transmission of notice (and the method of notice need not be the same for each Individual Member). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile or other electronic transmission, such notice shall be deemed to be delivered when directed to the fax number or e-mail address consented to by the Individual Member, or by posting on an electronic network together with notice to the Director of the posting or the giving of separate notice. In addition, notice shall be deemed duly given when it is either deposited in an Individual Member's mailbox at the School of Medicine, delivered via email to the Individual Member's official University email address, or delivered to the Individual Member via hand-delivery.

In lieu of delivering notice as specified above, the Corporation may give Individual Members written notice of the date, time and place of each meeting by email or another form of electronic transmission. A notice given by email or another form of electronic transmission shall be given as far in advance of the meeting as would be required if the notice was delivered as specified above.

Section 3. Chair. The President and CEO of the Corporation shall serve as chair of any meeting of the Individual Members.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers. Except as otherwise provided in NRS Chapter 82, the Articles or these Bylaws, the business and affairs of the Corporation shall be conducted and managed under the direction of, and the control and disposal of the Corporation's properties and funds shall be vested in, its Board of Directors. The Directors shall serve without compensation for their duties as Directors, must be at least eighteen (18) years of age and need not be Individual Members of the Corporation to serve as a Director. One or more individuals may be appointed as non-voting members of the Board of Directors. The Board of Directors may, at its discretion, delegate responsibility for management of the Corporation's day-to-day operations to the executive staff of the corporation. Notwithstanding the foregoing, the Board of Directors hereby reserves for itself the power and authority for the management of the business and affairs of the Corporation as to the following:

- a. Annual Operating and Capital Budgets;
- b. Significant Variances from approved budgets;
- c. Any external financing;
- d. Employee compensation and benefits plans and amendments thereto;
- e. Progress review of major projects;
- f. Review regular financial performance, management letters and related reports;
- g. Review the performance of investments;
- h. Review annual compliance report;
- i. Approval of any of the following:
 1. Strategic plans, policies, organizational structure;
 2. Facility acquisitions;
 3. Construction projects;

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4. Information technology projects; and
5. Acquisitions, mergers and other business expansions.

The Board of Directors may periodically review and revise the scope of delegated responsibilities and/or the scope of reserved powers and authorities, which revision(s) shall be made only by majority vote.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than seven (7) individuals and not more than 25 individuals, including ex-officio voting Directors and consist of the following:

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Director Type	Director Count	Appointment	Term
Department Chairpersons of Family Medicine, Internal Medicine, Pediatrics, Psychiatry, Obstetrics & Gynecology, and Surgery	6	ex-officio	N/A
Selected Department Chairpersons, Division Chiefs, or Section Chiefs from a cohort of Ambulatory and hospital based practices	3	Per Article IV, Section 3	3 Year
Selected Clinical Faculty members of the School of Medicine	2	Per Article IV, Section 3	3 Year
Selected Clinical Faculty member of the School of Medicine who is a researcher	1	Per Article IV, Section 3	3 Year
Appointed Community-based individuals possessing business, / finance and medical knowledge and experience recommended by the Dean	3	Dean	3 Year
Dean	1	ex-officio	N/A
President of UNLV (or his/her designee)	1	ex-officio	N/A
President of UNLV appointment	1	President of UNLV	3 Year
Chief Executive Officer of the Corporation	1	ex-officio	N/A
Chief Operating Officer of the Corporation	1	ex-officio	N/A
Chief Financial Officer of the UNLV School of Medicine	1	ex-officio	N/A

The length of the term for a Director who is not an ex-officio Director may be decreased by one (1) year if necessary to accomplish a schedule of terminations that will leave at least one-half of the non ex-officio board members in office from year to year.

Each Director, other than the ex-officio Directors, shall hold office until his or her successor shall be elected or appointed and qualified or until his or her earlier death, retirement, disqualification, resignation or removal. The term of office of each ex-officio Director shall be for as long as he or she holds the position entitling him/her to be a Director of the Corporation. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director. Legal Counsel for the

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Corporation and the Chief Compliance Officer shall attend Board meetings in an advisory capacity without voting privileges.

Section 3. Selection of Directors.

a. Ex-Officio Directors. The following individuals shall automatically become Directors upon employment in their respective positions: the President of the University, the Dean, the Chief Financial Officer of the School of Medicine, the Department Chairpersons of Family Medicine, Internal Medicine, Pediatrics, Psychiatry, Obstetrics and Gynecology and Surgery, the President and CEO of the Corporation, and the Chief Operating Officer of the Corporation. The President of the University may designate another individual to serve as an Institutional Representative on behalf of the President. Such designation shall be made at the discretion of the President of the University, and may change from time to time as the President deems appropriate.

b. Nominated Directors. Nominations, recommendations and appointments shall be made as set forth in this Article IV, Section 3(b), from among the following:

i. Department Chairpersons, Division Chiefs, or Section Chiefs from a cohort of ambulatory and hospital based practices, with the total number of three (3) appointments;

ii. Clinical Faculty members from the School of Medicine, with a total number of two (2) appointments;

iii. Clinical Faculty members who are researchers from the School of Medicine, with a total number of one (1) appointment;

Director nominees and recommendations for nominations for Director positions may be submitted in writing, to the Executive Operations Committee by incumbent Directors, Officers of the Corporation and staff members of the Corporation. The Executive Operations Committee shall, after giving due consideration to such recommendations and such other persons as it may wish to consider, present its proposed slate of nominees to the Dean.

The Dean shall present the Executive Operations Committee proposed slate of nominees to the Executive Vice President and Provost of UNLV for recommendation to the President of UNLV for approval. The terms of office for such Directors shall be three (3) years, except where the term is decreased by one (1) year under Article IV, Section 2.

c. Appointed Directors. The Dean of the School of Medicine shall appoint Community Members with training and experience in the areas of business, finance, and medicine, with a total of three (3) appointments, at least one of which must be a medical professional. The Dean shall present the names of the three proposed Appointed Directors to the Executive Vice President and Provost of the UNLV for a recommendation to the President of the UNLV for approval. The terms of office for such Directors shall be three (3) years. The President of UNLV shall appoint one (1) Director who is a senior administrator at the University with financial experience. The term of office for such Director shall coincide with the Director's employment with the University. Notwithstanding the aforementioned term of office, the President's appointment may be changed from time to time as the President deems appropriate, so long as the appointed individual is a senior administrator at the University with financial experience.

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Section 4. Removal; Resignation.

a. Removal. Other than the ex-officio Directors, any Director may be removed at any time and for any reason or no reason at the request of the President of the University. The Board of Directors may remove a Director who is not an ex-officio Director, upon consultation with the President of the University.

b. Resignation. Other than the ex-officio Directors, any Director may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the President and CEO or Secretary of the Corporation. Such resignation shall take effect at the time specified in the oral tender or written notice and, if not specified, immediately upon receipt. Acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors for any reason, including as a result of an increase in the number of Directors constituting the Board of Directors, shall be filled in accordance with Article IV, Section 3. A Director so selected to fill a vacancy shall serve for the duration of the unexpired term of his or her predecessor and until his or her successor is elected and qualified or until his or her earlier death, retirement, disqualification, resignation or removal.

Section 6. Chairman of the Board of Directors and Agenda. The Chief Executive Officer, who holds the position of President and CEO of the Corporation, shall preside over all meetings of the Board of Directors as the Chairman of the Board. The Agenda shall be prepared by the Chairman of the Board.

Section 7. Annual and Regular Meetings. The annual and regular meetings of the Board of Directors shall be held at the place and time determined by the Board of Directors. Annual Meetings shall be for the purpose of reviewing the annual reports and acting on recommendations and for the transaction of such other business as may properly come before the meeting. Notice of annual and regular meetings of the Board of Directors need not be given, but if given such notice shall be given in accordance with Section 9 of this Article III.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President and CEO whenever he or she deems it necessary, and shall be called by the President and CEO upon the request to do so in writing by a majority of the Directors entitled to vote. The President and CEO shall fix the place and time for holding any special meeting of the Board of Directors.

Section 9. Notice. Notice of any annual or regular meeting of the Board of Directors, stating the place, day and hour of such meeting, may be given to each Director at his or her last known business or home address at least 10 days prior to such meeting by the mailing of written notice, by personal delivery of written notice or by telephonic or electronic transmission of notice (and the method of notice need not be the same for each Director). Notice of any special meeting of the Board of Directors, stating the purpose, place, day and hour of the meeting, shall be given to each Director at his or her last known business or home address at least five days and not more than 30 days prior to such meeting by the mailing of written notice, by personal delivery of written notice or by telephonic, facsimile or electronic transmission of notice (and the method of notice need not be the same for each Director). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile or other electronic transmission, such notice shall be

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deemed to be delivered when directed to the fax number or e-mail address of the Director, or by posting on an electronic network together with notice to the Director of the posting or the giving of separate notice.

Section 10. Waiver of Notice. Any Director may waive receipt of notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles or these Bylaws neither the business to be transacted nor the purpose of any annual meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting.

Section 11. Quorum and Manner of Acting. A majority of all of the voting Directors shall constitute a quorum for the transaction of business of any meeting of the Board of Directors. Each Director shall be entitled to one vote and, if a quorum is present, the vote of a majority of the Directors entitled to vote present in person at a meeting shall be the act of the Board of Director unless a greater number is required by the Articles, these Bylaws or by the NRS. If less than a quorum is present at a meeting, a majority of the Directors entitled to vote present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum is present.

Section 12. Meetings by Means of Conference Telephone or Videoconference. Members of the Board of Directors, or any Committee of the Board of Directors, may participate in a meeting of the Board of Directors or such Committee by means of a conference telephone, videoconference or similar communications device whereby all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Section 13. Conflict of Interest. It is the policy of the Corporation to prohibit its Directors, officers or staff members from engaging in any activity, practice or act which conflicts with, or could reasonably be perceived to conflict with or give the appearance of conflicting with, the interest of the Corporation, its clients, donors or suppliers. A conflict of interest may exist when the interests of activities of any Director, officer or staff member may reasonably be seen as competing with the interests and activities of the Corporation, or he or she derives a financial or other material gain as a result of the direct or indirect relationship. Any activity, practice or act which could give rise to a potential or perceived conflict of interest, no matter how small or insignificant, is to be reported to the Chief Compliance Officer of the Board of Directors and approved prior to engaging in such activity, practice or act. The Board of Directors shall adopt a Conflict of Interest Policy, consistent with the guidance of the Internal Revenue Service for charitable corporations and with the NRS, which shall be furnished on an annual basis to each Director, officer and senior staff member serving the Corporation and to each person who may become associated with the Corporation in such capacity. The Conflict of Interest Policy shall be reviewed annually for the information and guidance of Directors, officers and staff members and any new Director, officer and staff member shall be advised of the policy upon undertaking the duties of such position. Furthermore, business transactions between the Corporation and Board Members, officers or UNLV Medicine staff members shall not be permitted unless approved in advance by the Board.

Section 14. Compensation. Directors shall serve without salary or other compensation.

Section 15. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any Committee of the Board of Directors may be taken without a

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meeting if a consent in writing, setting forth the actions so taken, is signed by a majority of the Directors entitled to vote or Committee members entitled to vote upon such action at a meeting. Such action by written consent shall have the same force and effect as an affirmative vote of the Board or Committee members at a meeting. Such written consent (which may be signed in counterparts) shall be filed with the minutes of the proceedings of the meetings of the Board of Directors. If any written consent is signed by less than all of the Directors then in office, notice of such action shall be sent to those Directors who did not sign the written consent within 10 days of the date of such consent.

Section 16. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless before adjournment of the meeting, he or she requests entry of dissent in the minutes. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V
OFFICERS

Section 1. Titles. The officers of the Corporation shall be a President and CEO, a Secretary and a Treasurer (or the equivalents thereof), and such other officers as may be deemed necessary or desirable by the Board of Directors. One person may hold more than one office at a time.

Section 2. Election and Term of Office. The following officers of the Corporation shall automatically be seated into their positions as ex-officio Officers: the President and CEO of the Corporation, except if that position is vacant, the Dean of the School of Medicine or the Dean of the School of Medicine's designee shall serve as acting President and CEO, provided that such designee shall not be a clinical department chairperson; the Chief Operating Officer of the Corporation who shall serve as Secretary; the Chief Financial Officer of the UNLV School of Medicine who shall serve as the Treasurer.

Other "Officers" as may be deemed necessary or desirable, if any, shall be elected by the Board of Directors at the annual meeting and shall take office immediately. The Executive Operations Committee (if any) or any Director may nominate a Director or other person to be an officer of the Corporation by giving written notice to the Board of Directors. The term of office for each "Other Officer" shall be one year, provided that each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation or removal. If the election of any "Other Officer" is not held at an annual meeting of the Board of Directors, such election shall be held as soon as conveniently possible thereafter. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each "Other Officer" shall serve at the pleasure of the Board of Directors.

Section 3. Removal. Any Officer who is not an ex-officio officer may be removed by the Board of Directors, with or without cause, whenever in its judgment the interests of the Corporation would be served thereby. An ex-officio officer shall be deemed to have resigned his or her office upon the completion of his or her term of service in the office by which he or she holds his or her position on the Board of Directors. Election or appointment of an officer shall not create contract rights.

Section 4. Resignations and Vacancies. Any officer may resign at any time by giving written notice to the President and CEO or Secretary of the Corporation. Any resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise

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specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is subject to any rights or obligations, if any, under any existing contracts between the officer and the Corporation and is without prejudice to the rights, if any, of the Corporation. In the event of the resignation, removal, permanent disability, death or disqualification of any officer, the Dean shall appoint a replacement where the vacant position is Treasurer or where the vacant position is President and CEO. The President and CEO shall appoint a replacement where the vacant position is Secretary. Replacement Officers appointed under this section shall serve until such time as the position is filled ex-officio.

Section 5. Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified by the President and CEO, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President and CEO shall exercise general supervision of all operations of the Corporation, subject to the direction of the Board of Directors. In the absence of the Secretary, the President and CEO or his or her designee has the power to attest and affix the corporate seal, if any, to any contract, deed, note or other instrument executed in the name of the Corporation. All officers, agents and employees shall report and be responsible to the President and CEO. He or she shall perform such other duties as may be determined from time to time by the Board of Directors.

(b) Secretary. The Secretary shall attend the meetings of the Board of Directors and, to the extent feasible, the meetings of the Committees of the Board of Directors, shall record or ensure that a record is maintained of the proceedings of all meetings of the Board of Directors and Committees, and shall maintain or cause to be maintained a complete and updated list of the Individual Members' names, addresses, email addresses, and telephone numbers and the members of the Board of Directors and all Committees, including the dates of election of each Director and Committee member. The Secretary shall also maintain or cause to be maintained a record of attendance of Directors at meetings. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President and CEO or by the Board of Directors. The Secretary shall have charge of all books, records, and papers of the Corporation, except those for which the Treasurer or some other person authorized to have charge thereof by the Board of Directors has responsibility. The Secretary shall maintain files containing a copy of the Articles of Incorporation, these Bylaws, copies of Corporation policies, resolutions, rules and regulations, amendments to any of the foregoing, and a record of all important decisions and agreements affecting the Corporation. The Secretary shall ensure that the records required to be provided to NSHE pursuant to the Board of Regents Requirements shall be delivered in a timely manner. The Secretary shall also have the power to attest and affix the corporate seal, if any, to any contract, deed, note or other instrument executed in the name of the Corporation. The Secretary shall provide or cause to be provided notice of meetings in accordance with these Bylaws and shall furnish certifications of Board actions, Bylaws and organizational documents. The Secretary may, with the approval of the President and CEO, appoint an Assistant Secretary. In the absence of the Secretary, the President and CEO shall appoint a person to act as Secretary for a particular meeting.

(c) Treasurer. The Treasurer shall receive and deposit or cause to be received or deposited in a bank approved by the Board of Directors all monies of the Corporation and keep or cause to be kept an accurate account thereof, review all financial statements, sign periodic financial reports and report or ensure that a report is made on the financial condition of the organization at annual meetings of the Board of Directors and whenever requested by the Board of Directors or President and CEO. The Treasurer shall ensure that the books of the Corporation are available for inspection by the President and

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CEO, the Executive Committee, and the Compliance and Audit Committee. Upon the request of the Board of Directors or President and CEO, the Treasurer shall make reports as may be required and work with outside accountants and auditors. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President and CEO or by the Board of Directors. In the absence of the Treasurer at any meeting of the Board of Directors, any member of the Finance Committee may make the Treasurer's report.

Section 6. Compensation and Expenses. The salaries, if any, of the officers of the Corporation shall be fixed and paid in accordance with the Board of Regents Requirements. Reasonable expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval of the President and CEO or the Board of Directors in accordance with the Board of Regents Requirements.

Section 7. Voting by Secret Ballot. Voting for the election or removal of an officer shall be by secret written ballot if any Director so requests during any meeting.

Section 8. President of UNLV. In accordance with the Board of Regents Requirements, the Corporation and the University shall enter into a contract (the "Operating Agreement") describing the relationship between NSHE, the University and the Corporation. The UNLV President shall be responsible for the oversight of certain Corporation activities as a NSHE associated practice plan (as such term is used in the BOR Handbook), including, without limitation, (a) assuring that the gifts to the Corporation are received and used in keeping with the goals, objectives and priorities of the Corporation and NSHE and in consonance with the status of the Corporation under Section 501(c)(3) of the Code, (b) causing the Corporation to establish and maintain a system of financial reporting and accounting practices and internal controls in accordance with the Board of Regents Requirements, and (c) causing annual financial statements to be prepared by the Corporation in accordance with all applicable state and federal laws and the Board of Regents Requirements and to include an unqualified opinion by an independent certified public accountant. Pursuant to the Board of Regents Requirements, the President of UNLV or his or her authorized delegate shall appoint two directors: (i) an individual to serve as an Institutional Representative on behalf of the President as provided in Article IV, Section 3(a) of these Bylaws and (ii) a senior administrator with financial expertise who is independent of the Corporation as provided in Article IV, Section 3(c) of these Bylaws. The President's appointed directors shall attend all meetings and shall be voting members of the Board of Directors of the Corporation.

ARTICLE VI
COMMITTEES OF THE BOARD

Section 1. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Directors entitled to vote, may designate and appoint one or more standing or special committees (each, a "Committee"). Each Committee shall consist of

(a) one or more Directors and (b) such other persons as the Board of Directors may designate, who need not be members of the Board of Directors, except as otherwise set forth in these Bylaws. Each Committee may exercise the authority granted to it pursuant to these Bylaws or the enabling resolutions of the Board of Directors, except that no such Committee may take any action prohibited by NRS 82.206 (as amended from time to time or any successor statute). All Committees named in the Bylaws or mandated by the Board of Directors must take minutes of all meetings, which will be maintained with the Corporation's records by the Secretary. Rules governing procedures for

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meetings of any Committee may be established by the Board of Directors or, in the absence thereof, by the Committee itself. All Committees are to report promptly to the Board of Directors and to take only such actions as are specifically designated in these Bylaws or in the resolution establishing the Committee or setting forth its duties and responsibilities.

Section 2. Privileges Held by Committees. The attorney-client privilege, the accountant's privilege (if any), the privilege of internal corporate investigation (if any), the privileges and immunities granted by the Health Care Quality Improvement Act (42 USCA 11101 to 11152) and NRS 630.364, and any other privileges or immunities granted by applicable federal or state law (including common law) to the Corporation, shall be held and may be exercised by the Board of Directors, the Executive Committee, the Finance Committee, the Audit Committee, and any Professional Review Committee or other Committee appointed by the Board of Directors.

Section 3. Committee Authority: General. At least one Director shall be appointed as a member of every Committee. At all meetings of the Committees, a majority of the Committee members then in office shall constitute a quorum for the transaction of any business and an affirmative vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action. All actions of the Committee shall be reported in writing to the Board of Directors at its next meeting succeeding such action. Minutes of the proceedings of the Committee shall be maintained by the Secretary. At any time that the Corporation does not have a duly constituted Committee despite the establishment of such a Committee by the Board of Directors, the Board of Directors shall have all of the powers and authority of such Committee.

Section 4. Executive Committee. The Executive Committee shall consist of not less than three (3) and not more than five (5) Directors including the President and CEO, who shall be Chairman of the Executive Committee. A majority of the members shall constitute a quorum for the transaction of business. The Executive Committee is authorized to act on behalf of the entire Board during the interim periods between each meeting of the Board, except as otherwise provided by resolution of a majority of the entire Board. Any such Executive Committee shall have the authority of the Board only to the extent provided in the Board's authorizing resolution and only to the extent provided by statute, the Articles of Incorporation and these Bylaws. The composition, powers and duties of the Executive Committee shall be as described by the Board of Directors in the Executive Committee Charter, which shall be adopted and revised from time to time by the Board of Directors.

Section 5. Compliance and Audit Committee. Notwithstanding any other document or decision adopted by the Board of Directors or for which the Board of Directors has failed in adoption or decision, the Compliance and Audit Committee shall be responsible for the adoption of an effective Compliance Program and the oversight of the audit of the Corporation, and the Chair of the Compliance and Audit Committee shall at all times have direct access to the Auditor and to the Board of Directors for purposes of asserting compliance issues associated with the financial reports of the Corporation. The composition, powers and duties of the Compliance and Audit Committee shall be as described by the Board of Directors in the Compliance and Audit Committee Charter, which shall be adopted and revised from time to time by the Board of Directors.

Section 6. Quality of Care and Safety Committee. The composition, powers and duties of the Quality of Care and Patient Safety Committee shall be as described by the Board of Directors in the Quality of Care and Patient Safety Committee Charter, which shall be adopted and revised from time to time by the Board of Directors.

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Section 7. Finance, Billing and Collections Committee. The composition, powers and duties of the Finance, Billing and Collections Committee shall be as described by the Board of Directors in the Finance, Billing and Collections Committee Charter, which shall be adopted and revised from time to time by the Board of Directors.

Section 8. Physician Compensation and Productivity Committee. The composition, powers and duties of the Compensation and Productivity Committee shall be as described by the Board of Directors in the Physician Compensation and Productivity Committee Charter, which shall be adopted and revised from time to time by the Board of Directors.

Section 9. Professional Review Committee. The composition, powers and duties of the Professional Review Committee shall be as described by the Board of Directors in the Professional Review Committee Charter, which shall be adopted and revised from time to time by the Board of Directors.

Section 10. Credentialing Committee. The composition, powers and duties of the Credentialing Committee shall be as described by the Board of Directors in the Credentialing Committee Charter, which shall be adopted and revised from time to time by the Board of Directors.

Section 10. Removal. Any member of a Committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served thereby.

Section 11. Term. Each member of a Committee shall serve until the next annual meeting of the Board of Directors, or until a successor is appointed, unless the Committee shall be earlier terminated or unless any such member is removed from such Committee, or unless such member shall resign or cease to be qualified as a member thereof. Any member of a Committee may resign at any time either by oral tender of resignation at any meeting of such Committee or by giving written notice thereof to the President and CEO or Secretary of the Corporation. Any resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VII
CORPORATE SEAL

The Board of Directors may, but is not required to, adopt a corporate seal of the Corporation.

ARTICLE VIII
INDEMNIFICATION

Section 1. Definitions. For purposes of this Article VIII:

(a) "Indemnitee" shall (i) mean each Director or officer who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding (as hereinafter defined), by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving in any capacity at the request of the Corporation as a director, officer, employee, agent, partner, member, manager or fiduciary of, or in any other capacity for, another corporation, partnership, joint venture,

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limited liability company, trust or other enterprise (including an employee benefit plan) and (ii) include a person who has ceased to be a Director or officer of the Corporation or a director, officer, employee, agent, partner, member, manager or fiduciary of, or to serve in any other capacity for, another corporation, partnership, joint venture, limited liability company, trust or other enterprise, and shall inure to the benefit of his or her heirs, executors, administrators and legal representatives.

(b) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative, and any appeal therefrom.

Section 2. Right to Indemnification. Each Indemnitee shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Nevada law against all judgments, fines, taxes, penalties, amounts paid in settlement and expenses, including attorneys' fees, reasonably incurred or suffered by the Indemnitee in connection with any Proceeding; provided, that such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, in any Proceeding that is criminal in nature, had no reasonable cause to believe that his or her conduct was unlawful.

Section 3. No Presumption. The termination of any Proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that the Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation or that, with respect to any Proceeding that is criminal in nature, he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 4. No Right to Indemnification. The Corporation shall not indemnify an Indemnitee for any claim, issue or matter as to which the Indemnitee has been adjudged by a court of competent jurisdiction, after exhaustion of any appeals taken therefrom, to be liable to the Corporation or for any amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the Proceeding was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnity for such amounts as the court deems proper. Except as so ordered by a court and for advancement of expenses pursuant to this Article VIII, indemnification may not be made to or on behalf of an Indemnitee if a judgment or other final adjudication establishes that his or her acts or omissions involved intentional misconduct, fraud or a knowing violation of law and was material to the cause of action, and provided further, that no such indemnification shall be made with respect to any settlement or other non-adjudicated position of any Proceeding unless the Corporation has given its consent to such settlement or other disposition.

Section 5. Advancement of Expenses. The expenses of Indemnitees shall be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation, as they are incurred and in advance of the final disposition of any Proceeding. Expenses of Indemnitees shall only be advanced upon receipt of an undertaking by or on behalf of the Indemnitee to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

Section 6. Non-Exclusivity of Rights. Nothing in this Article VIII shall limit or affect any other right of any person to indemnification or expenses, including attorneys' fees, under any statute, rule

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or regulation, any provision of the Articles or these Bylaws, or any insurance policy, contract or otherwise. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees.

Section 7. Insurance and Agreements. The Corporation shall purchase and maintain insurance or make other financial arrangements on behalf of any Indemnitee for any liability and expenses asserted against or incurred by him or her. The Corporation is authorized to enter into agreements with any of its Directors, officers, or employees extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by applicable law, or to provide such indemnification and advancement of expenses pursuant to a resolution of the Board of Directors, but the failure to enter into any such agreement or to adopt any such resolutions shall not affect or limit the rights of such person pursuant to this Article VIII.

Section 8. Authorization for Discretionary Indemnification. A person who has been successful on the merits or otherwise in the defense of any Proceeding or any claim, issue or matter therein shall be entitled to indemnification as authorized in this Article VIII. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this Article VIII, under any contract or otherwise, shall be made by the Corporation, if and only if, authorized in the specific case upon a determination that indemnification is proper in the circumstances. The determination shall be made (a) by the Directors entitled to vote acting by quorum consisting of Directors who are not parties to the Proceeding, (b) if such a quorum is not obtainable, by independent legal counsel in a written opinion or (c) if a majority vote of a quorum consisting of Directors entitled to vote who are not parties to the Proceeding so orders, by independent legal counsel in a written opinion.

Section 9. Amendments to Indemnification Rights. The provisions of this Article VIII relating to indemnification shall constitute a contract between the Corporation and each of its Directors and officers which may be modified as to any Director or officer only with that person's consent or as specifically provided in this Section 9. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article VIII which is adverse to any Director or officer shall apply to such Director or officer only on a prospective basis, and shall not limit the rights of an Indemnitee to indemnification with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws (including, without limitation, Article XII), no repeal or amendment of these Bylaws shall affect any or all of this Article VIII so as to limit or reduce the indemnification in any manner unless adopted by the unanimous vote of the Directors of the Corporation then serving, provided, that no such amendment shall have a retroactive effect inconsistent with the preceding sentence.

Section 10. Changes in Nevada Law. References in these Bylaws to Nevada law or the NRS or to any provision thereof shall be to such law as it existed on the date these Bylaws were adopted or as such law thereafter may be changed, provided that (a) in the case of any change which expands the liability of Directors or officers or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide in this Article VIII, or if any provision in this Article VIII shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby and the rights to limited liability, to indemnification and to advancement of expenses provided in the Articles and/or these Bylaws shall continue as theretofore to the fullest possible extent and enforcement permitted by law, or (b) if any change permits the Corporation, without the requirement of any further action by Directors, to limit further the liability of Directors or officers or to provide broader indemnification rights or rights to the advancement of expenses than the

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Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE IX
FISCAL AFFAIRS OF THE CORPORATION

Section 1. Budget of the Corporation. The Dean, the Department Chairpersons and the Chief Financial Officer of the School of Medicine shall prepare an annual operations budget for the Corporation for submission and approval by the Board of Directors. The annual operating budget adopted by the Board of Directors must be a balanced budget.

Section 2. Reserves. The Board may establish reasonable reserves to meet any unusual expense, loss, anticipated year-end expense, or future program needs.

Section 3. Fiscal Year. The fiscal year of the Corporation shall start on July 1 of each calendar year and end on June 30 of each calendar year.

Section 4. Charges for Patient Care. All patient care services rendered by Individual Members and employees of the Corporation shall be billed for and collected on behalf of the Corporation, as set forth in the Member Practice Agreement, except as may otherwise be provided for by the Board, with the approval of the Dean.

Section 5. Discharge of Indebtedness. No member or employee other than the Corporation President and CEO, with the authorization of the Board may compound, release or discharge any debt due to the Corporation without receiving payment of the full amount of such debt. For purposes of this Section, an adjustment in fee for a patient's inability to pay, or a courtesy discount made or granted by any member or other employee is permissible provided that it is made in accordance with all applicable laws and regulations and is in accordance with all Corporation policies and procedures.

Section 6. Dean's Fund. On the twenty-fifth (25th) day of each calendar month, the Corporation shall pay to the School of Medicine a "Dean's Fund" in the amount of five percent (5%) of all revenue received during the preceding calendar month by the Corporation. Revenue shall be determined by: (i) the actual cash received for patient services which has been posted to the patient accounts receivable; and (ii) the actual cash received from agreements for professional services provided to other healthcare facilities. Notwithstanding the foregoing, payment of the Dean's Fund shall be suspended during each and every month in which the Corporation has an outstanding debt to the University or to NSHE. During such months of indebtedness, the University shall forfeit said Dean's Fund.

Section 6. Fiscal Transactions and Accounting Practices. The Corporation shall implement an accounting system to assure financial activities are carried out and reported in accordance with generally accepted business and accounting practices.

Section 7. Audits. The Corporation shall undergo an annual audit, conducted by an independent certified public accountant. The audit firm shall be selected by NSHE and shall report to the Corporation's Audit and Compliance Committee. The audit firm shall not otherwise be a consultant of the Corporation.

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Section 8. Insurance. The Corporation shall maintain insurance coverages ordinarily and customarily maintained by businesses engaged in similar activities. These include general liability, officers and directors' errors and omissions, employment liability, worker's compensation, property, professional liability, and cyber-liability breach insurance.

ARTICLE X
MISCELLANEOUS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or any agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to execute and deliver any contract, agreement or instrument, including for the assignment, conveyance or encumbrance of property of the Corporation, in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; however, the sale, lease or exchange of all of its property and assets shall be authorized only in the manner prescribed by the applicable law.

Section 2. Checks and Payment Orders. All checks, drafts or orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by a designee of the Treasurer or any two officers of the Corporation, provided that such payments may be made electronically by the Corporation's certified public accountant, or other agents or employees of the Corporation may be designated as signatories on any account, if authorized by resolution of the Board of Directors. The Board shall approve a signatory policy that establishes financial amounts requiring only the designee and those amounts requiring two officers.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in or with such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Books and Minutes. The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any Director or his or her accredited agent or attorney, or as otherwise set forth in these Bylaws, for any proper purpose and at any reasonable time. The books and records of the Corporation may be inspected by the University's President or designee, and by the Board of Regents in accordance with the Board of Regents Requirements.

In accordance with 42 C.F.R. § 430, 302, the Corporation shall, and shall require all subcontractors of the Corporation to, provide to the Comptroller General of the United States, the .S. Department of Health and Human Services, and their duly authorized representatives, access to the Corporation and the subcontractor's contract, books, documents, and records until the expiration of four years after the services are furnished under the contract or subcontract, if the contract or subcontract contemplates services valued at \$10,000 or more over any twelve month period.

The Corporation's books and records are not open to the public except as required by law or by the Board of Regents Requirements.

Section 5. HIPAA Designated Healthcare Component of NSHE. The Corporation is designated as a healthcare component of NSHE, a hybrid Covered Entity, pursuant to the Health Care

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Portability and Accountability Act of 1996, as it may be amended from time to time (“HIPAA”). The Corporation shall enter into a Business Associate Agreement with all subcontractors of the Corporation who have access to the Personal Health Information of individuals (as defined in HIPAA) through their services on behalf of the Corporation.

Section 6. Gifts and Contributions. Subject to the Board of Regents Requirements, and any gift acceptance or other policies and procedures adopted by the Board of Directors the Board of Directors and officers of the Corporation may accept on behalf of the Corporation, any gift acceptance or other policies and procedures adopted by the Board of Directors, any designated contribution, grant, gift, devise or bequest consistent with its general tax-exempt purposes or for any special purpose of the Corporation. Subject to the Board of Regents Requirements, as so limited, donor designated contributions will be accepted for special funds, purposes or uses. Further, subject to the Board of Regents Requirements, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the grant and the Corporation's exempt purposes. Notwithstanding the foregoing, all third-party gifts made to the University through UNLV Medicine shall be deposited by UNLV Medicine with the University’s Foundation, consistent with University policy.

Section 7. Loans to Directors and Officers. No loans or advances, other than customary travel advances or advancements pursuant to Section 5 of Article VIII, shall be made by the Corporation to any of its Directors or officers.

ARTICLE XI
DISSOLUTION

Section 1. Approval of Dissolution. The Corporation shall only be dissolved and terminated with the approval of NSHE.

Section 2. Plan of Dissolution. After a dissolution is adopted and approved pursuant Section 1 of this Article XI, a Board Committee of not less than three (3) Directors shall be designated by the President and CEO to act as liquidating Directors. Such Board Committee shall proceed with reasonable promptness to dissolve the Corporation. No Director shall be entitled to any compensation for his or her services in connection with the dissolution of the Corporation.

Section 3. Payment of Expenses. Upon the dissolution of the Corporation, the assets of the Corporation shall first be applied to pay the liquidating expenses, debts and other obligations of the Corporation.

Section 4. Remaining Property After Payment of Expenses. Upon the dissolution of the Corporation, any remaining assets of the Corporation following payment of all liquidating expenses, debts and other obligations of the Corporation shall be distributed to the University. In the event the University no longer exists, the remaining assets of the Corporation shall be distributed to NSHE.

ARTICLE XII
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of (a) at least a majority of the Directors entitled to vote at any annual or special meeting of the

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Board of Directors, and (b) the University President. The University President and University Chancellor shall be provided with a copy of any proposed amendments to the Bylaws in advance of any notice of a meeting to consider action to amend the Bylaws. Any notice of a meeting at which these Bylaws are to be altered, amended or repealed, or new Bylaws may be adopted, shall include notice of such proposed action. Notwithstanding the foregoing, 1/3 of the Directors entitled to vote may adopt emergency bylaws, subject to repeal or change by action of the University President, which shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States, any nuclear or atomic disaster, other national or state emergencies or other situations that prevent the Corporation from operating in accordance with these Bylaws.

ARTICLE XIII
NONDISCRIMINATORY POLICY

In addition to the nondiscriminatory policy set forth in the Articles, the Corporation shall comply with any nondiscriminatory policy set forth in the Board of Regents Requirements, including, without limitation, Section 13 of Chapter 8 of Title 4 of the NSHE Handbook.

ARTICLE XIV
CONSTRUCTION AND DEFINITIONS

The rules contained in the then current edition of Robert's Rules of Order govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles or any applicable law.

If any provisions of these Bylaws conflict with the Board of Regents Requirements, the Board of Regents Requirements shall govern.

* * * *

CERTIFICATION

The undersigned, as the duly appointed President and CEO of UNLV Medicine, a Nevada nonprofit corporation (the "Corporation"), does hereby certify that the Board of Directors of the Corporation duly adopted the foregoing Bylaws of the Corporation by unanimous written consent dated as of _____, 2019,

Michael Gardner, MD, President and CEO and Chairman of the Board

The undersigned, as the duly appointed University President, hereby approves the adoption of the foregoing Bylaws of the Corporation as of _____, 2019,

Marta Meana, University President