

BYLAWS

OKLAHOMA STATE UNIVERSITY MEDICAL AUTHORITY

ARTICLE I

PREAMBLE-DOMICILE, ETC.

Section 1. Preamble. These Bylaws are made and adopted for the management and regulation of the affairs of the Oklahoma State University Medical Authority ("Authority"), under authority and pursuant to Title 63, Oklahoma Statutes, Section 3271 et seq.

Section 2. Seal. The official seal of the Authority is hereby adopted and shall be used in attesting such official acts of the Authority as may be required by law or order of the Authority. The seal may be temporarily removed from the principal office of the Authority for convenience in the execution of official documents.

Section 3. Official office. The official office of the Authority shall be 1111 West 17th Street, Tulsa, Oklahoma 74107-1898.

ARTICLE II

THE OKLAHOMA STATE UNIVERSITY MEDICAL AUTHORITY

Section 1. Membership. The Authority shall consist of seven (7) members. One member shall be appointed by the Governor, with the advice and consent of the Senate; one member shall be appointed by the President Pro Tempore of the Senate; one member shall be appointed by the Speaker of the House of Representatives; one member shall be the Chief Executive Officer of the Oklahoma Health Care Authority, or a designee; one member shall be the President of the Oklahoma State University Center for Health Sciences; one member shall be appointed by the President of Oklahoma State University, who shall be the Chief Executive Officer of any entity, other than the Oklahoma State University Medical Trust, with whom the Oklahoma State University College of Osteopathic Medicine has entered into an Academic Affiliation Agreement to serve as the primary site

of practice and teaching hospital for medical resident programs, or a designee and one member shall be the Chief Executive Officer of the Authority, who shall be an ex officio nonvoting member.

Section 2. Vacancies. Any vacancy shall be filled by the original appointing authority.

Section 3. Role of the Authority. The Authority has the overall responsibility for establishing policy, providing for institutional management and planning and establishing rules and regulations necessary for carrying out the provisions of the Oklahoma State University Medical Authority Act.

Section 4. Employment of Officers and Employees and Designation of Power. All the powers, rights, privileges and functions of the Authority shall be exercised by the Authority, and the Authority may appoint such officers, agents and employees in accordance with the laws of the State of Oklahoma and delegate to them such of its powers and duties as it may deem proper, but such officers, agents and employees shall at all times and in all respect to subject to the direction and control of the Authority in the exercise of their power and duties.

Section 5. Compensation of Board Members. Members of the Authority, except for the Chief Executive Officer, shall serve without compensation. Each member shall be allowed his actual and necessary expenses incurred in attending to the authorized business of the Authority in accordance with the State Travel Reimbursement Act. No member, other than the Chief Executive Officer, shall at any time he or she is serving as a member of the Authority, hold any other position with the Authority.

ARTICLE III MEETINGS OF THE AUTHORITY

Section 1. Regular Meetings. Regular meetings of the Authority shall be held as filed annually with the Secretary of State under the Oklahoma Open Meeting Act. Regular meetings shall be held in compliance with the Oklahoma Open Meeting Act. One regular meeting shall be held in July of each year.

Section 2. Change of Meeting. If any change of a regular meeting is made as to date, time or place, notice of such change shall be provided as required by the Oklahoma Open Meeting Act.

Section 3. Special Meetings. Special meetings of the Authority shall be called by the Chairman in compliance with the Oklahoma Open Meeting Act.

Section 4. Emergency Meetings. Emergency meetings of the Authority shall be called by the Chairman in compliance with the Oklahoma Open Meeting Act.

Section 5. Recessed or Adjourned Meetings. Any regular, special or emergency meeting of the Authority may be recessed or adjourned from time to time and from place to place in compliance with the Oklahoma Open Meeting Act.

Section 6. Order of Business. The following order of business shall be observed insofar as practicable at all regular and special meetings of the Authority, unless changed by a vote of the members of Authority:

- (1) Determination of a quorum;
- (2) Reading, correction and approval of minutes of previous meeting(s);
- (3) Reports of the Chief Executive Officer and the Chief Financial Officer;
- (4) Unfinished business;
- (5) Reports of committees, as required; and
- (6) New business, if any.

Section 7. Open Meetings and Executive Session. All meetings shall be open to the public in compliance with the Oklahoma Open Meeting Act, although executive sessions may be conducted in compliance with the Oklahoma Open Meeting Act and the Oklahoma State University Medical Authority act.

Section 8. Voting. All members of the Authority, excluding the Chief Executive Officer of the Oklahoma State

University Medical Authority, shall be voting members. No proxies shall be permitted. Four voting members of the Authority shall constitute a quorum. All action may be taken by the affirmative vote of the majority of the members present at any meeting of the Authority, unless otherwise provided by law or these Bylaws. All votes shall be taken by roll call.

ARTICLE IV OFFICERS

Section 1. Officers. At its first regular meeting in the month of July each year, the Authority shall elect a Chairman, a Vice Chairman and a Secretary. The Chairman shall be one of the appointed members. The Vice Chairman and Secretary shall be voting members. Officers shall serve until their successors are elected and qualified.

Section 2. Vacancies. All officer vacancies shall be filled for the remainder of the term by a vote of the Authority.

Section 3. Duties of the Chairman. The Chairman shall preside at all meetings of the Authority. He shall sign and execute in the name of the Authority all authorized bonds, contracts and other obligations of the Authority and shall perform such other duties as the Authority may require from time to time.

Section 4. Duties of the Vice Chairman. The Vice Chairman shall, in the absence of the Chairman, perform the duties and exercise the powers of the Chairman. In the event the Vice Chairman is not present, a quorum shall elect an Acting Chairman for the purpose of conducting a particular meeting.

Section 5. Duties of the Secretary. The Secretary shall be responsible for maintaining true and correct minutes of the meetings of the Authority at the office of the Authority, shall maintain all records required by law to be kept in the prescribed manner, shall provide that all notices of the Authority required by law are given and that all reports required by law of the Authority are made. The Secretary shall affix the Authority's seal and attest the

signatures of the other officers of the Authority and shall be the custodian of the seal.

Section 6. Assistant Secretary. The Authority may appoint one or more Assistant Secretaries, who need not be members of the Authority. An Assistant Secretary shall perform such duties of the Secretary as the Secretary designates.

Section 7. Chief Executive Officer. The Authority shall elect a Chief Executive Officer who shall be the administrator of the Authority. The Chief Executive Officer shall serve at the pleasure of the Authority. The Chief Executive Officer shall execute the policies and directives of the Authority and shall have such duties and powers as are delegated by the Authority as provided by these Bylaws and as are otherwise delegated by the Authority. The Chief Executive Officer is authorized to employ employees to fill the positions and jobs that have been created and established in accordance with policies approved by the Authority and to discharge and remove any such employees in accordance with applicable law and policies of the Authority.

Section 8. Chief Finance Officer. The Chief Executive Officer shall appoint a Chief Finance Officer who shall serve at the pleasure of, and report to, the Chief Executive Officer. The Chief Finance Officer shall be the budget officer of the Authority, shall have day-to-day oversight over the accounts of the Authority, shall prepare a monthly budget-versus-actual report that shows by budget activity the monthly and year-to-date revenues and expenditures as compared to budgeted revenues and expenditures and shall have such other powers and duties as are designated by the Chief Executive Officer.

ARTICLE V COMMITTEES OF THE AUTHORITY

Section 1. Committees. Committees of the Authority may be either standing or special committees, with membership and a Chairman appointed by the Chairman of the Authority.

Section 2. Standing Committees. Standing committees, once appointed, shall continue in existence until election of a new Chairman of the Authority, unless earlier discharged by the Authority.

Section 3. Special Committees. Special committees appointed for a specific purpose shall serve only until such purpose has been accomplished, at which time it shall be discharged.

Section 4. Committee Meetings. Committee meetings shall be called by the Chairman of the Committee. A quorum shall be a majority of the members of the Committee.

Section 5. Committee Power and Minutes. Each Committee shall have the power only to make recommendations to the Authority and shall never have the power to bind the Authority in any way. Each Committee shall determine whether or not it shall keep minutes of its meetings; if minutes are kept, copies of the minutes shall be provided to the Authority.

ARTICLE VI AUXILIARY ORGANIZATIONS

Section 1. Organization. The Authority may organize or designate any volunteer organization it deems advisable. Such organizations shall be known as auxiliary organizations and shall be an integral component of the Authority, but shall be separately incorporated or organized.

Section 2. Activities. The auxiliary organizations shall participate in activities that are essential to accomplishing the Authority's purpose or goals, including but not limited to providing for patient care needs, providing funds for patient activities and providing funds for renovation projects.

Section 3. Accounting. Designated auxiliary organizations may establish bank accounts. Each year, a designated auxiliary organization shall file with the Authority an audited financial statement and a report of the organization's activities during the preceding fiscal year. All reports must be filed within sixty (60) days

following the close of the fiscal year. Expenses incurred incidental to the audited financial statement and report shall be an obligation of the auxiliary organization.

**ARTICLE VII
CONTRACTS - PURCHASES**

Section 1. Contracts and Purchases. All contracts and purchases on behalf of the Authority must be executed in accordance with the Authority's approved policies and procedures and applicable law.

Section 2. Approvals. All contracts for professional or consulting services in excess of \$100,000.00 must be approved in advance by the Authority. All other contracts, change orders and purchases on behalf of the Authority in excess of \$250,000.00 shall be approved in advance by the Authority. If it is not reasonably practicable to obtain approval of the Authority prior to entering into such transaction, the Chairman shall have authority to provide interim approval provided that the transaction is ratified by a majority vote of the Authority at its next meeting.

**ARTICLE VIII
EXPENDITURES**

Section 1. Expenditures. All expenditures on the accounts of the Authority shall be made in accordance with Authority policies and applicable law.

**ARTICLE IX
BYLAWS - APPROVAL AND AMENDMENT**

Section 1. Approval. These Bylaws shall be approved by the affirmative vote of four voting members of the Authority.

Section 2. Amendment. These Bylaws may be amended at any time by the affirmative vote of four voting members of the Authority, provided that a notice of proposed amendment of the Bylaws is given at a previous meeting of the Authority.