

**BYLAWS  
ROSWELL PARK  
CANCER INSTITUTE  
CORPORATION  
BUFFALO, NEW YORK**

Adopted: June 19, 1998  
Revisions Included & Bylaws updated as of  
March 2012

## ARTICLE 1 - THE CORPORATION

### Section 1.1. Name and Corporate Existence.

The name of the Corporation is Roswell Park Cancer Institute Corporation (the "Corporation"). The Corporation was formed by the State of New York pursuant to the Roswell Park Cancer Institute Corporation Act, Chapter 5 of the Laws of 1997 (the "Act"). The Corporation is a public benefit corporation under the Public Authorities Law of the State of New York. In order to provide for the orderly implementation of the Act, the Corporation's Board of Directors, therein provided, have adopted these Bylaws. To the extent that there is or may be any conflict between the provisions of these Bylaws and the Act (as the same may be amended from time-to-time), the provisions of the Act shall prevail.

### Section 1.2. Offices.

The principal office of the Corporation shall be in the City of Buffalo, County of Erie, State of New York. The Corporation may also have offices at such other places within or without the State of New York as the Directors may from time-to-time determine, or the business of the Corporation may require.

### Section 1.3 Corporate Mission.

The Corporation shall operate for the State of New York the Roswell Park Cancer Institute, a public hospital and medical research center which is a National Cancer Institute-designated comprehensive cancer center (the "Institute"), to provide medical research, education and health care services for the benefit of the residents of the State of New York. The purposes of the Corporation shall be:

1.3.1. To plan, develop, establish, organize, construct, erect, build, acquire, alter, reconstruct, rehabilitate, own, maintain, operate and manage all types of in-patient and out-patient health facilities and programs for the delivery of acute medical, surgical, research, education and preventive health and medical care services, provided that the Corporation shall have first obtained all approvals or consents required by law;

1.3.2. To perform all of the functions and purposes enumerated in Chapter 5 of the Laws of 1997;

1.3.3. To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof which in the opinion of the Board of Directors is justified and can be supported by the facilities, personnel, funds, or other resources that are, or can be made, available, but not for the pecuniary profit or financial gain of any of its members, directors, officers or any private person;

1.3.4. To have such other purposes as are now or may hereafter be authorized by the State legislature.

## ARTICLE 2 - BOARD OF DIRECTORS

### Section 2.1. Authority and Duties.

All the affairs, property, business, planning, operation, and policies of the Corporation shall be under the charge, control, and direction of the Board of Directors. The Board of Directors shall:

2.1.1. Contract with the State of New York (the "State") to operate, manage, superintend and control the Roswell Park Cancer Institute, including establishing, collecting, and adjusting fees, rentals, and other charges in connection with the use of or for the services provided by or in such health facility, subject to the terms and conditions of any contract, lease, sublease or other agreement with the State;

2.1.2. Establish policies, procedures, and practices to provide health and medical services for the public, directly or by agreement or lease with any person or firm or private or public corporation or association, provided such services are provided only on the recommendation of a licensed physician, meet generally accepted standards of professional practice, are provided by a practitioner who is a member of the medical staff of the Institute (the "Medical Staff"), and comply with all applicable rules and regulations;

2.1.3. Appoint a President of the Corporation, who shall hold office at the pleasure of the Board;

2.1.4. Ensure the implementation of written criteria for the selection, appointment, and reappointment of the Medical Staff as required by law and regulations;

2.1.5. Appoint a Medical Director who shall be responsible for directing the Medical Staff organization;

2.1.6. Maintain a record of all Board of Directors and committee proceedings which reflects all business conducted, including findings, conclusions, and recommendations;

2.1.7. Make such rules and regulations necessary or useful for implementing the purposes of the Corporation;

2.1.8. Have general superintendence, management, and control of the Corporation and of its buildings, grounds, officers, employees, and patients, and of all matters relating to its governance, discipline, contracts, and fiscal concerns;

2.1.9. Oversee the financial affairs of the Corporation, including the development of and approval of the budget of the Corporation, so as to provide for resources adequate to maintain satisfactory standards of personnel and facilities for all services which the Corporation renders;

2.1.10. Participate in programs of orientation and continuing education which address such topics as: the mission, roles and responsibilities of the Board of Directors, patients' rights, goals and operations of the organization, goals and operation of the hospital's Quality Assurance Program and Corporate Compliance Programs;

2.1.11. Select the members of the Roswell Park Cancer Institute Merit Board.

2.1.12. Establish a committee of the Board responsible for inspections of and investigations within Roswell Park Cancer Institute, as well as fraud and abuse investigations, to be known as the Corporate Compliance Committee. The Corporate Compliance Committee shall not include the President of the Corporation or the Commissioner of Health.

## Section 2.2. Number and Selection of Directors, Chairperson.

The Board of Directors shall be comprised of fifteen (15) voting Directors, as follows: seven Directors appointed by the Governor, two Directors appointed by the Majority Leader of the Senate, two Directors appointed by the Speaker of the Assembly, one Director appointed by the Minority Leader of the Senate, one Director appointed by the Minority Leader of the Assembly, and the Commissioner of Health and the President of the Corporation, *ex-officio*. The Chairperson of the Board of Directors shall be appointed by the Governor, and, subject to the requirements of the Public Authorities Law, shall serve a term of three years unless required to serve longer by the Governor. The President of the Corporation shall not serve as Chairperson.

## Section 2.3. Term of Directors.

The terms of the initial members of the Board of Directors shall be as provided by the Act. Thereafter, members of the Board serve three year terms, except the Commissioner of Health and the President of the Corporation who shall serve as Directors only for so long as they shall occupy such offices. All Directors shall hold office until their successors are appointed and qualified. Directors may serve not more than three (3) three-year terms on the Corporation's Board of Directors, unless requested to serve additional terms by the applicable governmental appointing authority, as provided in the New York Public Authorities Law.

## Section 2.4. Annual Meeting of the Board.

The Board of Directors shall hold an annual meeting in the three (3) months following the end of the Corporation's fiscal year, at a convenient time and location designated by the Board. Written notice of the annual meeting shall be mailed to each member of the Board not less than 30 days in advance of the meeting.

## Section 2.5. Annual Report.

At the annual meeting of the Board, the President and the Treasurer shall present an annual report showing in appropriate detail the following information:

2.5.1. A financial statement of the Corporation for the fiscal year immediately preceding the date of the report, audited by a certified public accountant, showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses, and disbursements of the Corporation;

2.5.2. A summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

## Section 2.6. Regular Meetings of the Board.

The Board shall hold regular meetings at convenient times and locations designated by the Board, and shall meet at least four (4) times a year. Written notice of all regular meetings shall be mailed to each Director not less than fifteen (15) days before the date fixed for such meeting. A representative of the Medical Staff and a representative of the Scientific Staff shall attend meetings of the Board and may participate in discussions, without vote.

## Section 2.7. Special Meetings of the Board.

Special meetings may be called at any time by the President, and shall be called by the President or the Secretary within fourteen (14) days following receipt of a written request from any three (3) members of the Board. Notice of special meetings shall be given in person, by telephone or by mail to each member of the Board at least three (3) days before the date of such special meetings. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at such special meeting.

## Section 2.8. Waiver of Notice.

Notice of any meeting of the Board need not be given to any Director who submits a signed waiver of notice either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

## Section 2.9. Place and Time of Board Meetings.

The Board may hold its meetings at the office of the Corporation or at such other places (a) within the State of New York or, (b) if outside the State of New York, within a sixty (60) mile radius of the Corporation's principal office as it may from time-to-time determine, at a time to be designated in the meeting notice.

## Section 2.10. Quorum of Directors.

2.10.1. Except as provided by Section 14 of the Act, the presence in person of eight (8) voting directors shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business;

2.10.2. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment.

## Section 2.11. Action by the Board.

2.11.1. Each Director shall be entitled to one (1) vote on each matter properly submitted to the Directors for action at all meetings of the Board, except the President shall not vote respecting the compensation or benefits to be paid to him or her. Unless otherwise required by law the vote of eight (8) Directors at a duly convened meeting with a quorum present shall be the act of the Board;

2.11.2. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee;

2.11.3. Any one or more members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting;

#### Section 2.12. Minutes.

The Secretary or his/her designee shall maintain complete and accurate minutes of each Board meeting and shall retain each unanimous written consent executed by Board members. Said minutes and written consents shall be maintained in the permanent records of the Corporation.

#### Section 2.14. Deleted by Board Action of November 14, 2000

#### Section 2.15. Resignation.

A Director may resign at any time by giving written notice to the appointing agent who appointed him or her, with a copy to the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary or such appointing officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### Section 2.16. Attendance at Meetings.

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. Absence from a meeting may be excused, for good cause shown. Unexcused absences from one-third (1/3) or more regular or special meetings of the Board during a twelve (12) month period shall constitute cause for removal.

#### Section 2.17. Compensation.

The Directors shall receive no compensation for their services as Directors but shall be reimbursed for all their actual and necessary expenses incurred in connection with carrying out their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any capacity other than as a Director and receiving compensation therefor.

#### Section 2.18. Property Rights of Directors.

No Director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation.

#### Section 2.19. Self-Evaluation.

On an annual basis, before the annual meeting, the Board of Directors shall evaluate its own performance, by means of each Board Member rendering an evaluation statement which reflects each individual member's perceptions in the areas of rules and responsibilities, examination of the Institution's mission and goals, resources of the Board, effectiveness of the Board, and other matters relating to the Board's overall performance. Such evaluation statements shall be kept confidential, and the Board, at its annual meeting, shall analyze the aggregate response to determine overall areas of strength and opportunities for improvement.

#### Section 2.20. Officers of the Board.

The Board of Directors shall have the following officers and functions:

2.20.1. Chairperson. The Chairperson shall be named by the Governor and shall (1) preside, if present, at meetings of the Board; (2) be an *ex-officio* member of all committees except the Audit Committee; and (3) appoint committees with the approval of the Board;

2.20.2. Vice-Chair. The Vice-Chair shall be elected by vote of a majority of the Board at the annual meeting and shall, if present and if the Chairperson shall be absent or shall be unable to act, preside at all meetings of the Board and perform such duties as from time-to-time may be assigned by the Board;

2.20.3. Other Presiding Officers. In the event that both the Chairperson and Vice-Chair may be absent or in any other way may be unable to serve, the President shall serve as presiding officer. If he or she is absent or is otherwise unable to serve, the Board shall by majority vote of those present choose a member to preside;

2.20.4. Secretary. The Secretary of the Corporation shall be the Secretary of the Board.

### ARTICLE 3 - OFFICERS OF THE CORPORATION

#### Section 3.1. Designation and Election of Officers.

The Corporation shall have a President, a Secretary, a Treasurer, and such other officers as the Board shall from time-to-time provide. All officers shall be nominated by the Governance Committee and shall be elected by the Board at its annual meeting. Except when an officer resigns, is removed or becomes disabled, officers shall hold office for a period of one year or until their successors shall have been duly elected and qualified. Officers may be removed by a majority of the entire Board at any time, with or without cause. Any vacancy occurring in said offices may be filled by the Board of Directors at any meeting. Except for the offices of President and Secretary, any two or more offices may be held by the same person.

#### Section 3.2. Treasurer.

The Treasurer or his/her designee shall:

3.2.1. Have custody of all funds and securities of the Corporation;

3.2.2. Keep full and accurate accounts of receipts and disbursements in the corporate books;

3.2.3. Deposit all money and other valuables in the name of and to the credit of the Corporation in such depositories as may be designated by the Board;

3.2.4. Disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;

3.2.5. Render to the Board at the regular meetings of the Board, or whenever they require it, an account of his/her transactions as Treasurer or transactions by his/her designee, and of the financial condition of the Corporation;

3.2.6. Render a full financial report at the annual meeting of the Board;

3.2.7. Be furnished by all corporate officers and agents at his or her request with such reports and statements as he or she may require regarding the financial transactions of the Corporation;

3.2.8. See that a true and accurate accounting of the financial transactions of the Corporation is made, that reports of such transactions are presented to the Board; and

3.2.9. Perform such other duties as are given to him/her by these Bylaws or as from time-to-time are assigned to him/her by the Board.

### Section 3.3. Secretary.

The Secretary or his/her designee shall:

3.3.1. Send appropriate notices and prepare agendas for all meetings of the Board;

3.3.2. Act as custodian of all records and reports of the Corporation;

3.3.3. Keep and report complete and accurate minutes of all meetings of the Board and all unanimous written consents executed by Board members; and

3.3.4. Perform such other duties as pertain to the office or as may be prescribed by the Board.

## ARTICLE 4 - ADMINISTRATION

### Section 4.1. President, Appointment and Evaluation.

The Board shall appoint and employ a competent administrator to serve the Corporation as President. The President shall be the chief executive of the Corporation. The President shall report directly to the Board and shall serve at the pleasure of the Board. The Board of Directors shall assure the President's effective performance through ongoing documented monitoring and evaluation considering such criteria as: the Corporation's compliance with statutory and regulatory requirements, the corrective actions required and



taken to achieve such compliance and the maintenance of corrective actions to achieve continued compliance.

#### Section 4.2. President, Powers and Responsibilities.

The powers and responsibilities of the President shall include the following:

4.2.1. To direct, coordinate, and supervise the overall administration of the entire Corporation and its operating divisions;

4.2.2. To carry out the policies of the Board and to represent the Board in all matters in which the Board has not formally designated the Chairperson or another person or committee to act;

4.2.3. To serve as liaison between the Board and the Medical Staff;

4.2.4. To assist the Medical Staff in formulating and implementing bylaws, rules and regulations;

4.2.5 To enforce compliance with and obedience to all rules, bylaws, and regulations adopted by the Board of Directors for the governance, administration, and management of the hospital;

4.2.6. To attend meetings of the Board, Board committees, and the Medical Staff;

4.2.7. To develop and submit to the Board annually a business plan for health care services, research and education, facilities utilization, expansion and physician recruitment, and to recommend changes when necessary or advisable;

4.2.8. To participate in planning functions with area health care providers and area-wide planning agencies, and to represent the Corporation in its relationship with other health services agencies;

4.2.9. To prepare and submit to the Board an annual budget for each fiscal year showing, among other things, expected operating and capital revenues and expenditures;

4.2.10. To prepare annually a capital expenditures plan spanning at least five (5) years based upon the long-range plans of the Corporation;

4.2.11. To work continuously with the Medical Staff and other health care professionals toward the end of quality health care services;

4.2.12. To present to the Board periodic reports reflecting the professional services and financial activities of the Corporation, and to submit such other reports as may be requested by the Board from time-to-time;

4.2.13. To perform such activities as are necessary to assure that all the health care operations of the Corporation are performed in compliance with applicable legal regulatory standards and requirements, and to counsel the Board of Directors and the Medical Staff with respect to the recognized current standards of hospital administration;

4.2.14. To be responsible for the selection, supervision, and discharge of all of the Corporation's other management and professional employees, properly credentialed, if required;

4.2.15. To be responsible for the development and maintenance of personnel policies and practices for all employees of the Corporation;

4.2.16. To maintain the physical properties and equipment of the Corporation in a good and safe state of repair and operating condition and to provide such facilities and physical accommodations and equipment as are required for the performance and delivery of quality health care at the Corporation, within the resources reasonably available to the Corporation;

4.2.17. To name the Director of Classification and Compensation, as provided by Public Authorities Law Section 3556(4);

4.2.18. To perform such other duties as may be required by the Board or are incidental to the foregoing.

#### Section 4.3. Qualifications of the President.

The President shall be a medical physician or shall have a Ph.D. in a health sciences field or both, and shall have demonstrated competence in the management of a major academic medical hospital and/or medical research facility, and shall enjoy a national reputation in his or her field.

#### Section 4.4. Medical Director.

The Board of Directors shall appoint a Medical Director, who shall be a physician who is qualified for membership on the Medical Staff and who shall be responsible for directing the Medical Staff organization in accordance with the provisions of Title 10(C) NYCRR 405.4. Such appointment shall be made after consultation with the Medical Staff. In appointing a Medical Director, the Board of Directors may consider an individual who: is a clinical department chairperson, is an elected President of the Medical Staff, is a Medical Staff committee chairperson, or any other person who meets the requirements for appointment set forth above. The Medical Director shall report to the Board of Directors through the President.

#### Section 4.5. Organizational Chart.

The Board of Directors has adopted the organizational chart attached to these Bylaws as Schedule A. The organizational chart, as the same may be amended from time-to-time, states the hierarchical organization and reporting responsibilities of the members of the Hospital officers, administration and staff.

### ARTICLE 5 - COMMITTEES OF THE BOARD OF DIRECTORS

#### Section 5.1. Appointment of Committees.

Committees of the Board shall include standing committees and special committees. Standing committees shall include an Executive Committee, a Finance Committee, a Governance Committee, an Audit Committee, a Compensation Committee, a Corporate Compliance Committee and a Technology Transfer Committee. The Board is also represented on the Hospital Quality Assurance Committee. Except as otherwise provided in these Bylaws, the chairpersons and all members of these committees shall be nominated annually by the Governance Committee at the annual meeting for election by the Board. The Board shall staff all standing committees with a majority of Board members, but may appoint non-board member community individuals to committees provided that such non-member committee members shall at all times be a minority of the committee roster.

5.1.1 Criteria for Director Independence. A Director shall be considered to be independent if he or she (i) is not and for each of the two (2) preceding calendar years has not been employed by the Corporation or an affiliate thereof in an executive capacity, (ii) is not presently , and for each of two (2) preceding calendar years has not been, employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Corporation, or received any other form of financial assistance valued at more than \$15,000 from the Corporation, (iii) is not a relative of an executive officer or executive employee of the Corporation or an affiliate, (iv) is not presently , and for each of two (2) preceding calendar has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or an affiliate.

#### Section 5.2. Committee Meetings.

At all committee meetings, a quorum shall be equal to a majority of the voting members of the committee. Notwithstanding the foregoing, a quorum of the Executive Committee shall require the presence of the President, or the Treasurer acting as the voting designee of the President. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. A committee may act by unanimous written consent in lieu of a majority vote at a duly convened meeting. Each committee shall submit to the Board a summary of its proceedings; minutes of its meetings shall be available to the entire Board. Except as specified otherwise, standing committees and special committees shall meet with such frequency as is necessary to accomplish their purpose.

#### Section 5.3. Executive Committee.

5.3.1. The Executive Committee shall consist of the President, the Secretary, the Treasurer, the Chairperson of the Board, the Chairperson of the Finance Committee, and such other members of the Board as are nominated by the Governance Committee and elected by the Board, provided that the total membership of the Executive Committee shall not exceed seven (7). The President shall chair the Executive Committee. The Secretary shall serve as an ex officio, non-voting member of the Executive Committee. The Treasurer shall serve as an ex officio member of the Executive Committee, but shall only be a voting member at meetings of the Committee which are not attended by the President, either in person or by conference telephone;

5.3.2. The Executive Committee shall represent the Board and shall have the power to transact all regular business of the Corporation during the period between meetings of the Board, except that the Executive Committee shall not have authority: 1) to fill vacancies on, or

remove Directors from, the Board or any committee; 2) to determine the compensation of officers, Directors or committee members; 3) to amend, repeal or adopt Bylaws; 4) to amend or repeal any resolution of the Board which by its terms is not so amendable or repealable; 5) make capital or operating expenditures above limits, if any, established by the Board; 6) to change the number of Directors; or 7) to authorize indemnification under these Bylaws;

5.3.3. The Executive Committee may coordinate the activities and general policies of the various Corporation divisions, departments and committees, may make recommendations to the Board with respect to managing and conducting the affairs of the Corporation, and may meet and act as otherwise instructed by the Board. The Board of Directors shall be responsible for the long-range planning and quality assurance functions of the Corporation;

5.3.4. The Executive Committee shall meet as often as necessary or as is advised by the President, the Chairperson of the Board, the Committee, or the Board. The Committee shall keep minutes of each of its meetings, which shall include a record of its activities and business transactions. Said minutes and records shall be presented to the Board at its next regular meeting. The activities of the Executive Committee shall be deemed to have been ratified by the Board following presentation of the Committee's minutes and records, unless the Board adopts a resolution overruling the Committee.

#### Section 5.4 Governance Committee:

5.4.1 The Governance Committee shall (i) provide assistance to the Board in fulfilling its obligation to ensure that the Corporation is operated in accordance with prudent and responsible corporate governance standards and principles; (ii) maintain and make periodic improvement to the Corporation's bylaws; (iii) assist in the identification of qualified and independent nominees for Board membership; (iv) monitor and evaluate Board effectiveness; (v) recommend to the Board Chairman nominees for Board committee assignments, and (vi) promote fulfillment of Director fiduciary duties and address potential ethical and conflict of interest issues among Board members.

5.4.2 The Governance Committee shall be composed of not less than five (5) Directors, not less than three (3) of whom, and at all times a majority of whom, shall meet the criteria for director independence set forth in section 5.1.1 of these Bylaws. Committee members shall be appointed by the Chairman of the board. The Committee Chair shall be designated by, and shall serve at the pleasure of, the Chairman of the Board. The Corporation's Secretary shall serve as secretary to the Committee.

5.4.3 The Governance Committee shall meet not less than twice each fiscal year, at a time and place determined by the Committee Chair, and may meet more frequently as determined by the Chair or by a majority of Committee members.

#### Section 5.5. Finance Committee.

5.5.1 The Finance Committee shall consist of at least three (3) directors, not less than three (3) of whom, and at all times a majority of whom, shall meet the criteria for director independence set forth in Section 5.1.1 of these Bylaws. The Corporation's Secretary shall serve as secretary to the Committee. The Chief Financial Officer of the hospital shall also serve as an *ex-officio*, non-voting member of the committee. The Committee shall meet not

less than quarterly, and may invite additional people possessing information and/or skills necessary to its deliberations;

5.5.2. The Finance Committee approves and presents to the Board strategic financial goals consistent with the Institute's mission;

5.5.3. The Finance Committee reviews monthly financial reports and operating statistics to ensure that the Corporation takes appropriate action in response to operating trends to achieve its financial goals;

5.5.4. The Committee reviews and recommends the annual budget submitted by the President to the full Board and evaluates the financial feasibility of new business possibilities.

#### 5.6. Audit Committee.

5.6.1. The Audit Committee shall assist the Board in fulfilling its oversight responsibilities regarding the integrity of the Corporation's financial statements, the evaluation, qualifications and selection of the independent auditors, the performance of the annual audit of financial statements, and the performance of the Corporation's internal audit functions relative to financial and regulatory record-keeping, reporting and compliance.

5.6.2 The Audit Committee shall be composed of not less than six (6) members, three (3) of whom shall be Directors, and up to three (3) of whom may be community members who are not Directors of the Corporation. At least three (3) and at all times a majority of the Committee members, shall meet the criteria for director independence set forth in Section 5.1.1 of these Bylaws. At least one (1) member shall have public accounting or related financial management experience. Committee members shall be appointed by the Chairman of the Board. The Committee Chair shall be designated by and serve at the pleasure of the Chairman of the Board. The Committee shall designate a secretary to the Committee.

5.6.3 The Audit Committee shall meet not less than three (3) times each fiscal year, and may meet more frequently as determined by the Chair or by a majority of Committee members.

#### Section 5.7. Corporate Compliance Committee.

The Corporate Compliance Committee shall consist of at least three (3) members of the Board. It shall participate with staff in the maintenance of a Corporate Compliance Policy, which policy shall foster efficient management, provide guidance in reimbursement areas, establish compliance standards, policies and procedures, identify opportunities to improve quality and reduce waste, develop a central coordinating source for information and guidance on Federal and State regulations, procedures and conditions of participation, provide open lines of communication to identify improper conduct and clarify policies, include effective education programs, use monitoring and auditing to detect non-compliance and improve quality, establish appropriate corrective action initiatives and disciplinary guidelines, and assign oversight responsibility to an appropriate individual.

#### Section 5.8 Compensation Committee

The Compensation Committee shall consist of not less than four (4) Directors. The Committee Chair shall be designated by the Chairman of the Board and shall serve until replaced. The Committee shall be supported by the Corporation's Vice President of Human Resources and the Director of Classification and Compensation. It shall establish the compensation and benefits philosophy, strategy and performance levels for the Corporation's Chief Executive Officer (CEO); determine the compensation and benefits for the Corporation's employees who directly report to the CEO and other "key executives"; review and approve all new hire offer packages whenever either (i) the compensation (composed of base salary and any incentive or salary supplement) equals or exceeds \$300,000 per year, or (ii) any start up package equals or exceeds \$500,000 per year; oversee the development and administration of the incentive plan; and review reports from the CEO, management, external consultants and others on trends and developments, including legal and regulatory updates, in healthcare compensation and benefits.

#### Section 5.9 Technology Transfer Committee

5.9.1 The Technology Transfer Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities regarding the commercialization of technology and other intellectual property that can emanate from the research activities of Roswell Park Cancer Institute faculty.

5.9.2 The Technology Transfer Committee shall be composed of not less than six (6) members, at least three (3) of whom shall be Directors, and up to three (3) of whom may be community members who are not Directors of the Corporation. Committee members shall be appointed by the Chairman of the Board, who shall serve ex officio unless self-appointed as one of the minimum six (6) members. The Committee Chair shall be designated by the Chairman of the Board, and shall serve until replaced by the Chairman of the Board.

5.9.3 The Technology Transfer Committee shall meet not less than quarterly with meetings scheduled so as to be synchronized with the scheduling of the Board of Director Meetings each quarter, and may meet more frequently as determined by the Chair or by a majority of Committee members.

#### Section 5.10. Special Committees.

Special Committees consisting of two (2) or more Directors may be appointed by the President, subject to the approval of the Board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which appointed, the special committee shall stand discharged.

#### Section 5.11. Committee Minutes.

Minutes shall be kept of all committee meetings. Such minutes shall reflect all business conducted, including findings, conclusions and recommendations.

### ARTICLE 6 - THE MEDICAL STAFF

## Section 6.1. Organization.

The Board has created a Medical Staff organization to be known as the Medical Staff of Roswell Park Cancer Institute. The Medical Staff shall be comprised of all practitioners who are privileged to attend patients in the Institute. The Board shall consider recommendations of the Medical Staff and appoint to the Medical Staff, in numbers consistent with the Corporation's objectives and proper patient care, practitioners who meet the qualifications for staff membership set forth in the Medical Staff Bylaws. The Board must, in addition, delineate each applicant's clinical privileges within the Corporation. Medical Staff membership or clinical privileges in the hospital are not dependent solely upon certification, fellowship, or membership in a specialty body or society.

## Section 6.2. Appointment.

6.2.1. All applications for appointment to the Medical Staff shall be in writing and addressed to the Chief Executive Officer of the Corporation. The application shall be verified and shall require detailed information concerning the applicant's education, training and experience, licensure, health status as defined by the Code of Regulations promulgated by the New York State Department of Health, physical and mental capabilities, and professional competence and ethical character and judgment, as prescribed more fully in the Medical Staff Bylaws. Each application shall be reviewed in accordance with the procedures and criteria set forth in the bylaws of the Medical Staff;

6.2.2. All appointments to the Medical Staff shall be for two (2) years only, and all appointments must be reviewed and renewed once every two (2) years by the Board upon recommendation of the Executive Committee of the Medical Staff. When the Executive Committee concludes that an application of any person for initial appointment to the Medical Staff should be rejected, or an appointment not renewed, or privileges have been or are proposed to be reduced, altered, suspended or terminated (an "Adverse Action"), the applicant or Medical Staff member concerned shall be afforded (a) written notice stating the basis for the Adverse Action, and (b) an opportunity to be heard and to present evidence on the subject, in person or in writing, before the Executive Committee makes its recommendation to the Board. Such hearings shall be conducted in accordance with procedures set forth in Article IX of the Medical Staff Bylaws, so as to ensure due process and to afford full opportunity for the presentation of all pertinent information. The Board shall have final authority in making Medical Staff appointments and reappointments, and in granting clinical privileges to Medical Staff members.

## Section 6.3. Duties of the Medical Staff.

The Medical Staff shall be responsible for the quality of medical care in the Institute., Among the duties of the Medical Staff are:

- (a) To assure that all patients admitted to or treated at the Institute receive high quality health care;
- (b) To conduct an ongoing review and evaluation of the quality of each practitioner's professional performance in the Institute, and to recommend to the Board of Directors through the Medical Staff Executive Committee the delineation of clinical privileges of each practitioner at the Institute based upon such appraisal;

(c) To provide a cooperative professional relationship among the Medical Staff, the Board, and the Corporation's administrative staff through which issues concerning the staff and the Institute may be discussed;

(d) To provide an appropriate educational setting that will maintain scientific standards and that will lead to continuous advancement in professional knowledge and skill;

(e) To establish and maintain professional and ethical standards;

(f) As more fully set forth in Section 6.4, to develop and maintain bylaws, rules and regulations for the appointment, reappointment, delineation of privileges, and self-governance of the staff;

(g) To make recommendations to the Board of Directors concerning the following, through the Medical Staff Executive Committee:

(1) appointments, reappointments and other changes in staff status, pursuant to defined, written criteria;

(2) granting of clinical privileges;

(3) disciplinary action;

(4) all matters relating to professional competence;

(5) such specific matters as may be referred to the staff by the Board of Directors;

Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in these Bylaws and in the Bylaws, Rules and Regulations of the Medical Staff, and subject to any limitations attached to the practitioner's appointment. Only a member of the Medical Staff with admitting privileges may admit a patient to the Institute. Each patient's general medical condition is the responsibility of a qualified physician member of the Medical Staff.

#### Section 6.4. Bylaws of the Medical Staff.

The Medical Staff shall adopt Bylaws, Rules and Regulations, and periodic amendments thereto as necessary, which set forth its organization and function, and which are consistent with the Bylaws, policies, and objectives of the Board of Directors, and consistent with applicable legal and regulatory requirements, and in particular the requirements of Title 10(C) NYCRR 405.4. Medical Staff Bylaws, Rules and Regulations shall be subject to, and effective upon, approval by the Board of Directors. All members of the Medical Staff shall subscribe to and agree to be governed by all the Bylaws, Rules, Regulations, and policies of the Medical Staff and the Corporation and the requirements and ethical standards established by the medical specialty to which the practitioner belongs.

#### Section 6.5. Performance and Reviews (Quality Assurance).



An ongoing Quality Assurance Program shall be established and maintained by the administration and the Medical Staff. The Board of Directors shall ensure that the necessary administrative assistance is provided to facilitate the regular comprehensive peer analysis of the clinical practice and utilization review activities within the Institute. The quality of patient care services provided by individuals who are not subject to the Medical Staff's privilege delineation process will be reviewed as a part of the Institute's Quality Assurance Program. The Board of Directors will be kept advised of recommendations resulting from the review, including potential for improved patient care and solutions to identified concerns. The Board of Directors has overall responsibility for the conduct of the Institute in making available high quality patient care.

## ARTICLE 7 - INDEMNIFICATION AND INSURANCE

### Section 7.1. Indemnification.

The Corporation shall, to the full extent permitted by law, indemnify its directors, officers, employees, and other personnel.

### Section 7.2. Insurance.

The Corporation may, but need not, purchase Directors' and officers' liability insurance, if authorized and approved by the Board of Directors.

## ARTICLE 8 - FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April and end on the 31st day of March of each year.

## ARTICLE 9 - CODE OF ETHICS AND CONFLICTS OF INTEREST

### Section 9.1. General.

Directors, officers, and employees of the Corporation ("Employees") shall exercise the utmost good faith in all transactions touching upon their duties relating to the Corporation, the Roswell Park Cancer Institute, and its property. In their dealings with and on behalf of the Corporation they will be held to a strict rule of honesty and fair dealing between themselves and the Corporation.

### Section 9.2. Code of Ethics.

The Board of Directors shall promulgate a conflict of interest policy governing members of the Board of Directors. All Employees of the Corporation are subject to the provisions of the Code of Ethics contained in New York State Public Officers Law Section 74, as the same may be amended from time-to-time.

### Section 9.3. Conflict of Interest and Code of Ethics Resolution and Annual Statement of Interest.

All Employees shall review, on an annual basis, the Conflict of Interest and Code of Ethics Resolution, and sign the Conflict of Interest Statement.

#### Section 9.4. Violations.

In addition to any penalty contained in any other provision of law, any Employee who shall knowingly and intentionally violate any of the provisions of this section may be fined, suspended, or removed from office or employment in the manner provided by law.

#### ARTICLE 10 - RULES OF ORDER AND BYLAW CHANGES

##### Section 10.1. Rules of Order.

Meetings of the Board shall be governed by Robert's Rules of Order, except where they are inconsistent with the provisions of these Bylaws or applicable New York laws.

##### Section 10.2. Bylaw Changes.

These Bylaws, or any of them, may be altered, amended, or repealed and the new Bylaws may be adopted at any annual meeting of the Board of Directors of the Corporation or at any special meeting thereof called for that purpose by majority vote of the Board as set forth in Section 2.11 of these Bylaws.

**ADOPTED** at  
Buffalo, New York  
June 19, 1998  
Revisions Included through March 2012

ATTEST:

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chairperson of the Board of Directors

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary of the Corporation

## Schedule A -- Organizational Chart of Hospital Administration