Exhibit A.

PROPOSED AMENDED AND RESTATED BYLAWS

as Approved by Board of Directors on October 6, 1993

UNIVERSITY OF LOUISVILLE MEDICAL SCHOOL FUND, INC.

Amended and Restated Bylaws

_____, 1993
[insert date approved by Members]

1. Meetings of Board of Directors

1.1 Meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

1.2 Notice of the time and place of any meeting shall be telephoned or personally delivered or mailed to each director so that such director may be reasonably expected to have received the notice at least 24 hours prior to the time appointed for the meeting. Any director may waive notice of the time and place of the meeting, and attendance by a director at a meeting shall automatically constitute such waiver.

1.3 The Board shall meet at least once each year within 60 days after the end of the fiscal year of the Corporation at a time and place appointed by the President. At this annual meeting of the Board, a President, a Vice-President, a Second Vice-President, a Secretary, Treasurer, and such assistant officers as the Board deems appropriate shall be elected, which offices may be combined, and such other officers may be elected as the Board determines to be necessary and/or appropriate.

1.4 Each Acting Chair of each of the Clinical Departments of the University of Louisville School of Medicine (as referenced in Article 5.1 of the Corporation's Articles of Incorporation, as amended) shall have all of the rights, duties and responsibilities with respect to the Corporation under the Corporation's Articles of Incorporation, as amended, and under these Bylaws, as does each Chair of such Clinical Departments.

2. Officers

2.1 The President shall have general charge and authority over the affairs of the Corporation, subject to the direction of the Board, shall preside at all meetings of the Board, shall have authority, unless otherwise directed by the Board, to sign and deliver any document on behalf of the corporation, and shall have such other powers and duties as the Board may assign to him.

2.2 The Vice-President shall perform the duties of the President in his absence, and shall have such other powers and duties as the Board or the President may assign to him.

2.3 The Second Vice-President shall perform the duties of the Vice-President in his absence, and shall have such other powers and duties as the Board or the President may assign to him.

2.4 The Secretary shall give notice of all meetings, shall keep minutes of meetings, and, unless otherwise directed by the Board, have possession of the Corporation's record books, and shall have such other powers and duties as the Board or the President may assign to him.

2.5 The Treasurer shall have custody of all funds and securities of the Corporation, shall have the responsibility to maintain, or have maintained, adequate and correct accounts of the Corporation's financial affairs and transactions, and shall perform such other powers and duties as the Board or the President may assign to him.

2.6 The various assistant officers of the Corporation, if there are any, shall have such powers and perform such duties as the Board or the President may assign to them.

3. Quorum

3.1 A majority of the members of the Board actually in office shall constitute a quorum for the purpose of transacting business.

4. Committees

4.1 The Board shall establish three standing committees: the Executive Committee; the Compliance Committee; and, the Finance Committee. The Board may establish such other committees from time to time as it deems desirable or appropriate.

4.1.1 The Executive Committee shall consist of the President, the Vice-President, the Second Vice-President, the Secretary, the Treasurer, the Dean of the University of Louisville School of Medicine and two additional members of the Board as elected by the Board, one of whom shall be a faculty member of a clinical department of the School of Medicine which is a hospital-based department. The Executive Committee shall meet at such times and places as it deems appropriate. The Executive Committee shall have no power to act on behalf of the Corporation, but shall discuss and analyze issues of importance to the Corporation and report and make recommendations to the Board for final action.

4.1.2 The Compliance Committee shall consist of no less than three and no more than seven members, as determined by the Board. The members of the Compliance Committee shall be appointed by the Board. The Compliance Committee shall meet at such times and places as it deems appropriate. The Compliance

Committee shall have no power to act on behalf of the Corporation, but shall monitor compliance with the Professional Practice Plan of the University of Louisville School of Medicine (the "Professional Practice Plan"), make reports with respect thereto to the Board, and make recommendations with respect thereto to the Board for final action.

4.1.3 The Finance Committee shall consist of no less than three and no more than seven members, as determined by the Board. The members of the Finance Committee shall be appointed by the Board. The Finance Committee shall meet at such times and places as it deems appropriate. The Finance Committee shall have no power to act on behalf of the Corporation, but shall monitor the financial affairs of the Corporation, make reports with respect thereto to the Board, and make recommendations with respect thereto to the Board for final action.

5. Annual Meeting of Contributing Faculty and Elections.

5.1 An annual meeting of the Contributing Faculty (as such term is defined in the Professional Practice Plan) (the "Annual Meeting of Contributing Faculty") shall be held on a date during the month of October of each year, the precise date to be established by the Board of Directors of the Corporation not less than thirty days prior to the date so set.

5.2 At such Annual Meeting of Contributing Faculty, the Contributing Faculty shall, subject to the provisions of Section 5.2, below, elect the members of the Board that they are entitled to elect under the Professional Practice Plan (the "Elected Faculty Positions").

5.2.1 At such Annual Meeting of Contributing Faculty, the Board shall present to the Contributing Faculty a slate of individuals nominated by (i) the Board, and (ii) Contributing Faculty members to fill the Elected Faculty Positions. To be included on such slate, nominations from the Contributing Faculty members must be received in writing by the Board no later than 15 days prior to the Annual Meeting of Contributing Faculty. The procedure for the Contributing Faculty to nominate persons to such slate shall be determined by the Board from time to time. Additional nominations may be made from the floor at such Annual Meeting of Contributing Faculty.

5.2.2 If only one person is nominated for an Elected Faculty Position, the person so nominated will be deemed elected at the Annual Meeting of Contributing Faculty.

5.2.3 If more than one individual is nominated for an Elected Faculty Position (a "Contested Position"), the Executive Committee shall, within 15 days after the Annual Meeting of Contributing Faculty, prepare and mail to the Contributing Faculty (at the addresses shown on the records of the School of Medicine) a

written ballot listing the names of all individuals nominated to fill Contested Positions.

5.2.4 To be counted, marked ballots must be actually received by the Executive Committee no later than 30 days from the date the ballots were mailed to the Contributing Faculty. At such time, the Executive Committee shall count the ballots and notify the Contributing Faculty and the Board of those individuals elected to Contested Positions.

6. Extensions and Late Payments

6.1 In cases where substantial hardship or unfairness would result from timely payment of any amount due under the Professional Practice Plan, the Compliance Committee may allow specific extensions of time.

6.2 No extension shall exceed six months.

6.3 Payments on which extensions have been allowed shall, without exception, bear interest at the prime rate prevailing in Louisville, determined and adjusted on April 15 and October 15 of each year, and payable semi-monthly, or when the amount due the Professional Practice Plan is paid.

6.4 In allowing an extension the Compliance Committee shall specifically state the substantial hardship or unfairness involved. The precise length of the extension and such information shall be recorded in the minutes of the Board of Directors.

6.5 Irrespective of whether an extension has been allowed for payment of the amount due, and without prejudice to the right of the directors of the Corporation and the School of Medicine to enforce compliance by other means, all late payments of amounts due to the Corporation shall bear interest as provided above.

7. Appeals Under Section X of the Professional Practice Plan

7.1 If the Dean has made a determination regarding allocation of Academic Program Support and/or the Dean's Fund in the case of an appeal under Section X of the Professional Practice Plan, the affected faculty, affected Practice Group or Groups, or Department Chair may appeal the Dean's determination in accordance with this Section 7.

7.2 The affected party displeased with the Dean's determination (the "Appellant") shall provide to the President of the Corporation a written statement setting forth, with particularity, the determination of the Dean to which that Appellant objects, the particular allocation or allocations within that determination to which that Appellant objects, and the reasons why that Appellant believes that the Dean's determination is in error or otherwise should be altered. That written statement shall be delivered to

the President not later than thirty calendar days after the Dean makes his determination.

7.3 Upon receipt of the written statement required in Section 7.2, the President shall deliver a copy of the written statement to all other parties affected by the determination which is the subject of that written statement (the "Respondents"). Each Respondent shall have thirty days from receipt of that written statement within which to deliver to the President a brief written statement opposing the relief requested by the Appellant.

7.4 Upon the earlier of (a) the close of the period during which Respondents may file an opposing written statement pursuant to 7.3 above, or (b) receipt by the President of a written statement in opposition by all Respondents, the President shall deliver a copy of all written statements delivered under Sections 7.2 and 7.3 of these Bylaws to each member of the Corporation. The members of the Corporation shall then consider all those written statements, together with all such other information, materials, written or oral statements, or other matters, as deemed appropriate by the members, at a regular or specially called meeting, and make a determination of the allocation of Academic Program Support or Dean's Fund. The members may, in their discretion, adopt rules for review of Appeals.

7.5 Determinations made by the members of the Corporation pursuant to this Section 7.5 shall be final.

8. Fiscal Year

8.1 The fiscal year of the Corporation shall be July 1 through June 30.

9. Claims for Refund by Contributing Faculty

9.1 Subject to the provisions of Section 9.4 below, any claim for alleged overpayment to the Professional Practice Plan shall be filed no later than eight months and fifteen days after the last date on which such claimant is authorized by the appropriate Federal law to file a claim for refund of income tax with respect to such claimant's fiscal year which coincides with the Professional Practice Plan fiscal year for which the refund is sought.

9.2 Notwithstanding the provisions of Section 9.1 above, and subject to the provisions of Section 9.4 below, if the income tax return applicable to a claimant is subject to examination or is involved in the appeals procedure provided by law, including but not limited to appeals to the Appeals Office, the U.S. Tax Court, the Court of Claims, a U.S. District or a U.S. Circuit Court or the U.S. Supreme Court, and as a result of such examination or appeal, a claimant's gross revenues or professional practice income (whichever is relevant) for the year in question and such claimant's payment to the Corporation cannot be determined, the time within

which a claim for refund may be filed with the Professional Practice Plan for such year shall be extended until 8 months and 15 days after a final determination has been made with respect to the return in question.

9.3 A "final determination" shall be deemed to have been made at such time as the applicable decision of the Internal Revenue Service (such as a statutory notice), or decision of a court of first instance or appellate court has become final and is no longer subject to appeal.

9.4 Notwithstanding the foregoing, any claim for refund for alleged overpayment to the Professional Practice Plan may be made only with respect to alleged overpayments made during the current fiscal year in which the request is made, as well as with respect to the six fiscal years preceding that current fiscal year, or seven fiscal years if the Corporation's federal tax return for the seventh preceding fiscal year was filed within six calendar years of the claim for refund.

10. Definitions

10.1 Section Chief: The term "Section Chief" as used in Section IV of the Earlier Form of the Professional Practice Plan shall be deemed to include a Division Chief and a Distinguished Professor. For purposes of this Section 10.1, "Earlier Form of the Professional Practice Plan" shall mean the form of the Professional Practice Plan in effect through December 31, 1992 (as originally adopted on June 23, 1975, and as it was later amended), prior to the current form of the Professional Practice Plan which became effective on January 1, 1993. (The Earlier Form of the Professional Practice Plan continues to be effective for some members of the faculty of the University of Louisville School of Medicine by virtue of Section XI of the Professional Practice Plan.) Capitalized terms not otherwise defined in these Bylaws shall have the meanings given them by the Professional Practice Plan.

11. Amendments

11.1 These Bylaws may be amended by the majority vote of the Board of Directors of the Corporation, subject to approval by a majority of the Corporation's members.

12. Members' Operating Procedures

The members of the Corporation are hereby vested by the Board of Directors of the Corporation with the power to establish Operating Procedures limited to (a) establishing an annual meeting of members, and providing for the calling and holding of the annual and special meetings of members, (b) providing procedures for the members' handling of appeals under Article X of the Professional Practice Plan, (c) providing procedures for the handling of annual and special reports from the Board of Directors to the members as

required in Section VI(B)(2) of the Professional Practice Plan, and (d) providing procedures for the members' consideration of applications for approval of new practice groups as required in Section VI(B)(2) of the Professional Practice Plan. Those Operating Procedures properly adopted by the members under this Section shall have the same authority as if a part of these Bylaws.

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