

**AMENDED AND RESTATED BYLAWS OF
CHARLES R. DREW UNIVERSITY OF MEDICINE AND SCIENCE**

ARTICLE I

Offices

1.1 Principal Office.

The principal office for the transaction of business of the Charles R. Drew University of Medicine and Science (hereafter the “Corporation”) is 1731 E. 120th Street, Los Angeles, California 90059. The Board of Trustees of the Corporation (the Board of Directors of the Corporation shall be referred to as the “Board of Trustees” or the “Board”) may, at its discretion, change the principal office from one location to another, and this section shall be amended accordingly.

1.2 Other Offices.

Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the Corporation is qualified to do business.

ARTICLE II

Purposes

The Corporation is a nonprofit public benefit corporation. The Corporation and all of its business and other activities shall be operated and conducted in the promotion of its charitable objects and purposes as specified in its Articles of Incorporation and, in the conduct of its affairs, the management of the Corporation shall at all times be mindful of these charitable objects and purposes and of the unique history and dedication of the Corporation in supporting non-discrimination and equal opportunity and in eliminating health disparities and improving the health status of under served communities.

ARTICLE III

Membership

The Corporation shall not have any voting or nonvoting members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Trustees. All rights which would otherwise vest to the members under the provisions of the California Nonprofit Corporation Law relating to nonprofit public benefit corporations shall vest in the Trustees.

ARTICLE IV

Board of Trustees

4.1 Powers.

Subject to the limitations imposed by law or contained in the Articles of Incorporation, the business and affairs of the Corporation shall be conducted and all corporate

powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without limiting the foregoing, the Board of Trustees shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers, and agents.

4.2 Number of Trustees.

The authorized number of Trustees shall be neither less than eleven (11) nor more than twenty-one (21) unless and until changed by amendment of these Bylaws. The exact number of Trustees shall be fixed from time to time within the limits specified herein by resolution duly adopted by the Board. Among the trustees, there shall be three (3) ex-officio full voting members of the Board of Trustees as follows: (1) the President of the Corporation, (2) one faculty member who shall be elected by the Board for a two year term from among three names submitted by the Academic Senate of current faculty members (“Faculty Representative”), and (3) one currently enrolled member in good standing of the student body who shall be elected by the Board for a one year term from among three student names submitted by Charles R. Drew Student Government (“Student Representative”).

4.3 Nomination, Selection and Term of Office.

Except with respect to the President, the Board of Trustees shall elect the trustees as set forth herein and in Section 4.2 above. Each trustee, with the exception of the ex-officio members, shall be elected for a scheduled term of three (3) years. Any non-ex-officio trustee may serve up to three full consecutive terms in office. For a period of three years after the expiration of his/her third consecutive term, the non-ex-officio trustees shall be ineligible for election to the Board. For purposes of this Section 4.3, any trustee elected to serve an unexpired term created by a vacancy on the Board who serves in excess of twenty-four (24) months of such unexpired term shall be deemed to have served the entire three (3) year term. One-third of the total number of non-ex-officio trustees shall be elected in each year, so as to provide staggered terms.

The Nominating/Governance Committee shall be responsible for evaluating and recommending for election all nominees to the Board of Trustees, with the exception of the Faculty Representative and Student Representative, who shall be nominated as set forth in Section 4.2 herein. The Nominating/Governance Committee shall seek to include for representation on the Board of Trustees a diverse and broad range of persons who have the breadth of experience, appropriateness of skills, knowledge of the local community, and willingness and ability to participate effectively in leading the Corporation.

4.4 Vacancies.

(a) Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Trustee may resign effective upon giving written notice to the Chair of the Board or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected pursuant to Section 4.3 of these Bylaws when the resignation becomes effective.

(b) Vacancies on the Board shall be filled through election by a vote of a majority of the Board of Trustees, pursuant to Section 4.3 of these Bylaws.

(c) A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Trustee or an increase in the authorized number of Trustees.

4.5 Removal of Trustee Without Cause.

Any or all Trustees may be removed without cause by a vote of a majority of the Board of Trustees.

4.6 Place of Meeting.

Annual or other required meetings of the Board may be held at a place within or without the State of California that has been designated by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

4.7 Annual Meetings.

The Board shall hold an annual meeting for the purposes of organization, selection of officers and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

4.8 Other Regular Meetings.

Other regular meetings of the Board shall be held as may be specified and noticed by the Board of Trustees or the Chair of the Board.

4.9 Special Meetings.

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board or by any three Trustees. The party calling such special meeting shall determine the place, date and time thereof.

4.10 Notice.

A notice need not specify the purpose of any regular or special meeting of the Board.

Meetings of the Board shall be held upon four (4) days' notice by first class mail or forty eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Any such notice shall be addressed or delivered to each Trustee at such Trustee's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Trustee for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the trustees are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient, or the recipient's voice messaging system or other system or technology designed to record and communicate messages, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

4.11 Quorum.

A majority of the number of Trustees then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 4.14. An act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number be required by law, the Articles, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by law, the Articles, or these Bylaws.

4.12 Participation in Meetings by Conference Telephone, Electronic Video Screen Communication, or Other Communications Equipment.

Members of the Board may participate in a meeting, or a committee meeting, through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this subdivision constitutes presence in person at that meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) The corporation adopts and implements some means of verifying both of the following:

(i) A person participating in the meeting is a Trustee or other person entitled to participate in the Board meeting.

(ii) All actions of, or votes by, the Board are taken or cast only by the Trustees and not by persons who are not Trustees.

4.13 Waiver of Notice.

Notice of a meeting need not be given to a Trustee who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Trustee. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. A waiver of notice need not specify the purpose of any regular or special meeting of the Board.

4.14 Adjournment.

A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

4.15 Action Without Meeting.

An action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Trustees. For the purposes of this Section 4.15 only, "all members of the Board" shall not include any "interested Trustee" as defined in Section 5233 of the Nonprofit Public Benefit Corporation Law.

4.16 Rights of Inspection.

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

4.17 Fees and Compensation.

Trustees shall not be compensated for serving on the Board of Trustees. Trustees shall be entitled to reimbursement of expenses incurred on behalf of the Corporation. Nothing herein shall be considered to preclude any Trustee from serving the Corporation in any other capacity, including as an officer, agent, employee, consultant or otherwise and receiving reasonable compensation therefore. However, except with respect to the President and Faculty Representative, it shall be the policy of the Corporation that generally, and subject to limited exceptions approved by the Board, Trustees shall not serve in compensated positions with the Corporation. In addition, any material financial relationship between a Trustee and the Corporation shall be required to be approved by the Board and be consistent with the Corporation's Conflict of Interest Policy.

4.18 Non-liability of Trustees.

No Trustee shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

ARTICLE V

Committees; Board of Councilors; and Distinguished Advisors

5.1 Appointment of Committees.

The Board of Trustees, in its sole discretion, may establish an Executive Committee and such other committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation. The Chair of the Board shall appoint the Chairs and members of all such committees, except the Executive Committee, which shall be organized as set forth in Section 5.4 herein. The Executive Committee and any other committee having the authority of the Board of Trustees shall consist of two (2) or more Trustees and only of Trustees.

5.2 Conduct of Committee.

The Board of Trustees shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board, such committee, or these Bylaws shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board of Trustees. Minutes shall be kept of each meeting of each committee.

5.3 Powers and Authority of Committees.

The Board of Trustees may delegate to the Executive Committee or any other committee having the authority of the Board of Trustees, any of the powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation, except the following:

(a) The taking or approval of any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the members or approval of a majority of all members, regardless of whether the corporation has members.

(b) The filling of vacancies on the Board of Trustees or on any committee which has the authority of the Board of Trustees.

(c) The fixing of compensation of the Trustees for serving on the Board or on any committee. It is not contemplated that any Trustee will receive compensation for carrying out such duties, although Trustees may receive reimbursement for expenses incurred on behalf of the Corporation.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the Board of Trustees or the members thereof.

(g) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected.

(h) The approval of any self dealing transaction except as permitted by law.

5.4 Standing/Ad Hoc Committees.

There shall be the following standing committees of the Board: an Executive Committee, a Nominating/Governance Committee, an Audit Committee, a Finance Committee, an Advancement and Development Committee, an Academic Affairs Committee, and such other standing committees as the Board shall authorize from time to time. The Board may also establish in its sole discretion such ad hoc committees as it deems necessary or appropriate. For each standing or ad hoc committee, the Board shall, by resolution, adopt a committee charter setting forth the purposes, responsibilities and authority of the committee.

The Executive Committee, unless limited by these bylaws or by resolution of the Board, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 5.3 (a) – (h) herein. The Chair of the Board shall serve as Chair of the Executive Committee and the Executive Committee shall be comprised of at least three (3) members of the Board, including the Board Chair, the Board Vice Chair and at least one additional member elected by the Board. The Board may, by resolution, establish a greater number of members of the Executive Committee and elect those additional members to the Executive Committee. The Executive Committee shall be responsible for the periodic evaluation of the President and for recommending, for the review and approval of the Board, the compensation, including benefits, of the President and the Chief Financial Officer of the

Corporation. The Executive Committee shall advise the Board of any actions taken by it at the next Board meeting.

5.5 Board of Councilors.

The Board or the Executive Committee may from time to time appoint a Board of Councilors, which may consist of Trustees or persons who are not Trustees and which shall be intended to represent leading healthcare organizations and/or entities in the Los Angeles area. The Board of Councilors is intended to provide advice and assistance to the Board of Trustees, but such Board of Councilors shall not be deemed a committee of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of the Board of Councilors shall be as prescribed by the Chair of the Board of Councilors, and meetings of the Board of Councilors may be called by the Chair of the Board, the Board or the Chair of the Board of Councilors. Members of the Board of Councilors shall serve without compensation, except that such members may receive reimbursement for their expenses as may be fixed or determined by resolution of the Board of Trustees. All members of the Board of Councilors shall serve at the pleasure of the Board of Trustees.

5.6 Distinguished Advisors.

The Board or the Executive Committee may from time to time designate former Board members who have distinguished themselves by their work on the Board as Distinguished Advisors. Distinguished Advisors may be invited to assist the corporation through special assignments that are helpful to the corporation, but such Distinguished Advisors shall not be deemed a committee of the Board; shall not be members of the Board of Trustees; and shall not exercise any powers of the Board or have any of the rights or powers of trustees. All Distinguished Advisors serve at the pleasure of the Board of Trustees and their designation as Distinguished Advisors may be removed without cause by the Board of Trustees or the Executive Committee.

ARTICLE VI **Officers**

6.1 Officers.

The officers of the corporation shall be the Chair and Vice Chair of the Board of Trustees and the President, Chief Financial Officer, Secretary and one or more Vice Presidents, and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments and as may be elected or appointed in accordance with the provisions of Sections 6.2 and 6.3. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chair of the Board.

6.2 Election.

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 6.3, 6.10, and 6.11, shall be chosen annually by the Board. All officers shall serve at the pleasure of the Board, subject to the rights,

if any, of an officer under any contract of employment. Such officers shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected or appointed.

6.3 Subordinate Officers.

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

6.4 Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be subject to the rights, if any, of an officer under any contract of employment.

Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

6.6 Chair of the Board.

The Chair of the Board shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. The Chair shall serve as Chair of the Executive Committee, if there shall be one, and be an ex-officio member of all other committees of the Board.

6.7 Vice-Chair of the Board.

In the absence or disability of the Chair of the Board, the Vice-Chair of the Board shall perform all of the duties of the Chair of the Board, and when so acting shall have all of the powers of, and be subject to all of the restrictions upon, the Chair of the Board. The Vice-Chair of the Board shall be a member of the Executive Committee and shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice-Chair of the Board by the Board of Trustees or by the Bylaws.

6.8 Secretary.

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6.9 President.

Subject to such powers, if any, as may be given by the Board to the Chair of the Board, the President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business and executives of the Corporation. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The President shall be an ex-officio member of all committees of the Board, except the Executive and Audit Committees.

6.10 Chief Financial Officer.

The Chief Financial Officer shall maintain or cause to be maintained adequate and correct accounts of the properties and business transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. All monies and other valuables shall be deposited in the name and to the credit of the Corporation with such depositories as may from time to time be designated by the Board. The funds of the Corporation shall be disbursed upon the check or drafts of the Corporation signed in accordance with the order of the Board. When requested by the Chair, the Chair of the Finance Committee, or the Board, the Chief Financial Officer shall render an account of the financial condition of the Corporation and shall perform all of other duties required of him or her by the Chair, Board, and committees pertaining to his or her office or incident to the position of Chief Financial Officer. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time. The Chief Financial Officer shall be appointed by, and may be removed by, the President, who shall provide notice to the Board as soon as reasonably possible after any such appointment or removal is effected.

6.11 Vice Presidents.

The Vice Presidents shall serve for such terms and have such authority and responsibilities as the President shall determine in consultation with the Board of Trustees. In the event of the absence of the President, the Executive Vice President or other designee(s) of the President shall be responsible for the administrative and academic matters.

The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board. The Vice Presidents shall be appointed by, and may be removed by, the President, who shall provide notice to the Board as soon as reasonably possible after any such appointment or removal is effected.

ARTICLE VII

Miscellaneous

7.1 Fiscal Year.

The fiscal year of the Corporation shall be from July 1 – June 30.

7.2 Representation of Shares of Other Corporations.

If the Corporation, at any time, owns voting shares in any other corporation, then the Board of Trustees shall appoint an officer, agent, or proxy to vote such shares. In the absence of any such appointment, the President shall vote such shares or appoint a proxy to vote such shares.

7.3 Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of, or payable to, the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be designated by the Board of Trustees or the Executive Committee, if any, or by the President and the Chair of the Board; but in the absence of any such designation, the Chair of the Board and the President, and either of them acting alone, shall have full authority to sign or endorse the foregoing instruments.

7.4 Endorsement or Execution of Documents and Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by any two officers of the Corporation, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be designated by the Board of Trustees. Unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation to any contract or engagement outside the ordinary course of business of the Corporation, or to pledge its credit.

7.5 Annual Report.

Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, the Chief Financial Officer shall cause an annual report to be prepared and sent to each of the Trustees no later than 120 days after the close of the fiscal or calendar year. Such annual

report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law now in effect and as it may hereafter be amended.

7.6 Corporate Loans, Guarantees, and Advances.

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or officer, except as is expressly allowed under Section 5236 of the Nonprofit Public Benefit Corporation Law.

7.7 Gender.

References herein to persons by gender is for convenience purposes only.

7.8 California Law.

These Bylaws shall be interpreted, construed and administered in accordance with the laws of the State of California.

ARTICLE VIII
Indemnification

8.1 Right to Indemnification of Officers and Trustees.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action or proceeding (each a “proceeding”), by reason of the fact that he or she is or was a Trustee or officer of the Corporation or is or was serving at the request of the Corporation as a member, director, trustee, or officer of another corporation or of a partnership, joint venture, trust or other enterprise (hereinafter an “indemnitee”), shall be indemnified and held harmless by the Corporation to the fullest extent permissible under California law. The amount of such indemnity shall be as much as the Board determines and finds to be reasonable, or, if required by California law, the amount of such indemnity as the court, if application is made to it, determines and finds to be reasonable.

8.2 Right to Advancement of Expenses.

In addition to the right to indemnification conferred in Section 8.1, and to the fullest extent permitted by law, an indemnitee shall also have the right to be paid by the Corporation the expenses (including attorney’s fees and expenses) incurred in defending any claim, action, suit or proceeding (with respect to which a right to indemnification is conferred by this Article VIII) in advance of its final disposition (hereinafter an “advancement of expenses”); provided, however, that, if the California Nonprofit Public Benefit Corporation Law or a determination by the Board of Trustees (in its sole discretion) requires, the payment of such expenses incurred by any such indemnitee in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced unless it shall be determined ultimately that the indemnitee is entitled to indemnification as authorized herein.

8.3 Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article VIII shall not be exclusive of any other right which any person or entity may have or hereafter acquire under any statute, the Corporation's Articles of Incorporation, these Bylaws, agreement, vote of disinterested Trustees or otherwise.

8.4 Insurance.

The Corporation shall be required to and shall purchase and maintain insurance in the amount of no less than five million dollars (\$5,000,000), at its expense, to protect itself and any Trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, enterprise or entity against any expense, liability, damage, claim or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, damage, claim or loss under the California Nonprofit Public Benefit Corporation Law; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any such person for a violation of section 5233 of the California Nonprofit Public Benefit Corporation Law.

8.5 Indemnification of Employees and Agents of the Corporation.

Nothing herein contained shall limit the right of the Corporation, in the specific case and as provided under California law, to indemnify and/or advance expenses to any employees or agents of the Corporation who are made parties, or threatened to made parties to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation.

8.6 Nature of Rights.

The rights conferred upon indemnitees in this Article VIII shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a Trustee, officer, or agent and shall inure to the benefit of the indemnitee's heirs, executors, successors in interest and administrators. Any amendment, alteration or repeal of this Article VIII that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration or repeal.

8.7 Certain Limitations on Indemnification.

In no case may the Corporation indemnify or reimburse any person for any taxes on such individual under section 4958 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future U.S. internal revenue laws.

8.8 Indemnification from Other Sources.

The Corporation's obligation, if any, to indemnify any indemnitee must be reduced by any amount such indemnitee collects as indemnification from any other source.

8.9 Fiduciaries of Corporate Employee Benefit Plan.

This Article VIII does not apply to any proceeding against any trustee, member, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation. Nothing contained in this Article VIII shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

8.10 Savings Clause.

If this Article VIII or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each indemnitee of the Corporation to the fullest extent permitted by all portions of this Article VIII that have not been invalidated and to the fullest extent permitted by law.

ARTICLE IX

Effective Date and Amendments

9.1 Effective Date.

These Bylaws shall become effective immediately upon their adoption. Amendments to, or restatements of, these Bylaws or of the Articles of Incorporation shall become effective immediately upon their adoption or on the effective date specified therein. A copy of any proposed amendment to, or restatement of, the Articles of Incorporation or the Bylaws shall be delivered to each Trustee at least ten (10) days prior to the date of the meeting at which the vote to adopt them is taken. Any amendment to, or restatement of, the Articles of Incorporation or the Bylaws requires a favorable vote of two-thirds (2/3) of those Board members present at a meeting at which a quorum is present.

CERTIFICATE OF SECRETARY

Mr. Jim Lott _____ hereby certifies that:

1. I am the Chair of Charles R. Drew University of Medicine and Science Board of Trustees.
2. The foregoing Bylaws constitute the Bylaws of Charles R. Drew University of Medicine and Science.

Dated: October 3, 2011


