



**THE CANCER PREVENTION AND RESEARCH
INSTITUTE OF TEXAS**

OVERSIGHT COMMITTEE BYLAWS

ARTICLE 1 ESTABLISHMENT AND PURPOSES	1
Section 1.1 Establishment.	1
Section 1.2 Purposes.	1
ARTICLE 2 AUTHORITY, AMENDMENT, AND INTERPRETATION	1
Section 2.1 Rulemaking Authority.....	1
Section 2.2 Amendment.	1
Section 2.3 Interpretation	1
ARTICLE 3 THE OVERSIGHT COMMITTEE	2
Section 3.1 General Powers.	2
Section 3.2 Number.....	2
Section 3.3 Composition; Disqualification.	2
Section 3.4 Term.	2
Section 3.5 Vacancy.....	2
Section 3.6 Resignation.....	3
Section 3.7 Removal.	3
Section 3.8 Strategic Partnerships	3
Section 3.9 Regular Meetings	3
Section 3.10 Special Meetings	3
Section 3.11 Notice of Open Meetings	3
Section 3.12 Quorum.....	4
Section 3.13 Action By Simple Majority Vote	4
Section 3.14 Expenses.....	4
Section 3.15 Training	4
ARTICLE 4 SUBCOMMITTEES OF THE OVERSIGHT COMMITTEE	4
Section 4.1 Generally.	4
Section 4.2 Certain Subcommittees.	5
Section 4.3 Executive Subcommittee.....	5
Section 4.4 Audit Subcommittee.....	6
Section 4.5 Board Governance and Ethics Subcommittee.....	6
Section 4.6 Nominations Subcommittee.....	7
Section 4.7 Product Development Subcommittee.....	7

Section 4.8	Scientific Research Subcommittee.....	8
Section 4.9	Prevention Subcommittee..	8
Section 4.10	Diversity Subcommittee.....	9
ARTICLE 5	CHAIRPERSON AND VICE CHAIRPERSON	9
Section 5.1	Election.....	9
Section 5.2	Election, Term of Office and Removal..	9
Section 5.3	Chairperson	10
Section 5.4	Vice Chairperson.....	10
Section 5.5	Presiding Officers in the Absence of the Chairperson and Vice Chairperson. ...	10
ARTICLE 6	THE CHIEF EXECUTIVE OFFICER	10
Section 6.1	General Powers	10
Section 6.2	Selection by the Oversight Committee.....	10
Section 6.3	Performance of Duties.....	10
Section 6.4	Grant Review.....	11
Section 6.5	Quarterly Report.....	11
Section 6.6	Duties Regarding Foundations or Organizations Created to Specifically Benefit CPRIT.....	11
ARTICLE 7	OTHER OFFICERS OF THE INSTITUTE.....	11
Section 7.1	Creation and Selection of Other Officers of the Institute.....	11
Section 7.2	Certain Officers.	11
ARTICLE 8	COMMITTEES OF THE INSTITUTE	12
Section 8.1	Creation of Committees of the Institute.	12
Section 8.2	Scientific Research and Prevention Program Committee..	12
Section 8.3	University Advisory Committee.	12
Section 8.4	Ad Hoc Advisory Committee on Childhood Cancers.....	13
Section 8.5	Other Ad Hoc Advisory Committees of the Institute.....	13
Section 8.6	Certain Ad Hoc Advisory Committees of the Institute.....	14
Section 8.7	Annual Report to the Oversight Committee.....	14
ARTICLE 9	CODE OF CONDUCT AND ETHICS POLICY.....	14
Section 9.1	Adopted by Reference.....	14
STATEMENT OF REVISIONS	15

**CANCER PREVENTION AND RESEARCH INSTITUTE OF TEXAS
OVERSIGHT COMMITTEE BYLAWS**

**ARTICLE 1
ESTABLISHMENT AND PURPOSES**

Section 1.1 Establishment. The Cancer Prevention and Research Institute of Texas (the “Institute”) was established by the Texas Legislature in 2007, as authorized by Article 3, Section 67 of the Constitution of the State of Texas. The statutory provisions establishing the Institute are set forth in Chapter 102 of the Health and Safety Code of the State of Texas (the “Health and Safety Code”). Administrative rules governing the Institute are set forth in Title 25, Chapters 701–704, of the Texas Administrative Code.

Section 1.2 Purposes. The Institute is established to:

- (a) create and expedite innovation in the area of cancer research and in enhancing the potential for a medical or scientific breakthrough in the prevention of cancer and cures for cancer;
- (b) attract, create, or expand research capabilities of public or private institutions of higher education and other public or private entities that will promote a substantial increase in cancer research and in the creation of high-quality new jobs in this state; and
- (c) develop and implement the Texas Cancer Plan.

**ARTICLE 2
AUTHORITY, AMENDMENT, AND INTERPRETATION**

Section 2.1 Rulemaking Authority. These Bylaws (“Bylaws”) have been adopted by the Oversight Committee (as defined herein) pursuant to the authority granted to the Oversight Committee in Section 102.108 of the Health and Safety Code.

Section 2.2 Amendment. These Bylaws may be amended or modified only with the approval of a simple majority of the members of the Oversight Committee as set forth in Section 3.13; provided, that no amendment or modification to these Bylaws may be made if such amendment or modification would cause these Bylaws to conflict with applicable law. All approved amendments or modifications shall be noted in a “Statement of Revisions” at the end of these Bylaws.

Section 2.3 Interpretation. These Bylaws are adopted subject to any applicable law, including, but not limited to, Chapter 102 of the Health and Safety Code and Title 25, Chapters 701–704, of the Texas Administrative Code. Whenever these Bylaws may conflict with applicable law, the conflict will be resolved in favor of the applicable law. If at any time the Oversight Committee determines that these Bylaws conflict with applicable law, then the Oversight Committee shall promptly act to amend these Bylaws to cause them to conform to applicable law.

ARTICLE 3
THE OVERSIGHT COMMITTEE

Section 3.1 General Powers. The Oversight Committee of the Institute (the “Oversight Committee”) is the governing body of the Institute. The Oversight Committee may adopt such policies and practices, consistent with applicable law, as it may deem proper for the conduct of its meetings and the management of the Institute.

Section 3.2 Number. The Oversight Committee is composed of the following nine (9) members:

- (a) three members appointed by the Governor of the State of Texas;
 - (b) three members appointed by the Lieutenant Governor of the State of Texas;
- and
- (c) three members appointed by the Speaker of the House of Representatives of the State of Texas

Section 3.3 Composition; Disqualification.

(a) The members of the Oversight Committee must represent the geographic and cultural diversity of the State of Texas. In making appointments to the Oversight Committee, the Governor, Lieutenant Governor, and Speaker of the House of Representatives of the State of Texas shall each appoint at least one person who is a physician or a scientist with extensive experience in the field of oncology or public health and should attempt to include cancer survivors and family members of cancer patients if possible.

(b) A person may not be a member of the Oversight Committee if the person or the person’s spouse: (i) is employed by or participates in the management of a business entity or other organization receiving money from the Institute; (ii) owns or controls, directly or indirectly, an interest in a business entity or other organization receiving money from the Institute; or (iii) uses or receives a substantial amount of tangible goods, services, or money from the Institute, other than reimbursement authorized by law for Oversight Committee membership, attendance, or expenses.

Section 3.4 Term. Each member of the Oversight Committee will hold office for such member’s term or until such member’s earlier death, resignation, disqualification, or removal. Members of the Oversight Committee appointed by the Governor, Lieutenant Governor, and Speaker of the House of Representatives of the State of Texas serve at the pleasure of the appointing office for staggered six-year terms, with the terms of three members expiring on January 31 of each odd-numbered year. Not later than the 30th day after the date an Oversight Committee member’s term expires, the appropriate appointing authority shall appoint a replacement.

Section 3.5 Vacancy. If a vacancy occurs on the Oversight Committee, then the appropriate appointing authority shall appoint a successor, in the same manner as the original appointment, to serve for the remainder of the unexpired term. The appropriate appointing authority shall appoint the successor not later than the 30th day after the date the vacancy occurs.

Section 3.6 Resignation. Any appointed or designated member of the Oversight Committee may resign at any time by notice given in writing to the appropriate appointing authority and to the Chair of the Oversight Committee or to the Vice Chair if the Chairman is resigning. The resigning member will continue to serve until such time that the appropriate appointing authority appoints a successor.

Section 3.7 Removal. It is a ground for removal from the Oversight Committee that a member: (a) is ineligible for membership of the Oversight Committee under Section 3.3(b) of these Bylaws; (b) cannot, because of illness or disability, discharge the member's duties for a substantial part of the member's term; or (c) is absent from more than half of the regularly scheduled Oversight Committee meetings that the member is eligible to attend during a calendar year without an excuse approved by a majority vote of the Oversight Committee. If the Chief Executive Officer has knowledge that a potential ground for removal exists, then the Chief Executive Officer shall notify the Chairperson of the potential ground. The Chairperson shall then notify the appointing authority and the Attorney General of the State of Texas that a potential ground for removal exists. If the potential ground for removal involves the Chairperson, then the Chief Executive Officer shall notify the next highest ranking officer of the Oversight Committee, who shall then notify the appointing authority and the Attorney General of the State of Texas that a potential ground for removal exists. Notwithstanding, the foregoing, the validity of an action of the Oversight Committee is not affected by the fact that it is taken when a ground for removal of a committee member exists.

Section 3.8 Strategic Partnerships. To the fullest extent permitted by applicable law, the Oversight Committee retains the authority and power to approve strategic partnerships, alliances, and coalitions of the Institute subject to vote of the simple majority of the members of the Oversight Committee as set forth in Section 3.13.

Section 3.9 Regular Meetings. The Oversight Committee shall hold a public meeting at least once in each quarter of the calendar year, with appropriate notice and with a formal public comment period.

Section 3.10 Special Meetings. Special meetings of the Oversight Committee may be held upon the call of the Chairperson of the Oversight Committee, or the Vice Chairperson of the Oversight Committee when performing the duties of the Chairperson, as he or she may deem necessary, with appropriate notice and with a formal public comment period. Emergency meetings and telephonic meetings may be held only as provided under applicable law.

Section 3.11 Notice of Open Meetings. All meetings of the Oversight Committee are subject to the terms of the Open Meetings Act, Chapter 551 of the Texas Government Code (the "Open Meetings Act"). The Open Meetings Act provides that the public must be given notice of the time, place, and subject matter of meetings of governmental bodies. In absence of an emergency, notice of a meeting must be posted at a place that is readily accessible to the public at all times at least seven (7) days preceding the scheduled time of the meeting. In case of an emergency of urgent public necessity, which shall be clearly identified in the notice, it shall be sufficient if the notice is posted two hours before the meeting is convened.

Section 3.12 Quorum. The presence of a simple majority of the members of the Oversight Committee present is necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Oversight Committee.

Section 3.13 Action By Simple Majority Vote. Except as otherwise provided by these Bylaws or applicable law, the vote of a simple majority of the members of the Oversight Committee present at a meeting at which a quorum is present will be the prevailing action of the Oversight Committee.

Section 3.14 Expenses. A member of the Oversight Committee is not entitled to compensation, but is entitled to reimbursement for actual and necessary expenses incurred in attending meetings of the Oversight Committee or performing other official duties authorized by the Chairperson.

Section 3.15 Training. The Institute's General Counsel and Chief Compliance Officer shall provide training to all new members of the Oversight Committee and shall provide ongoing or continuing training to all members of the Oversight Committee not less than once a year.

(a) The form and substance of such training will be in the discretion of the Institute's General Counsel and Chief Compliance Officer.

(b) A new member shall also complete a course of training regarding the function and operation of the Institute, including his or her responsibilities pursuant to CPRIT's Conflict of Interest, Non-Disclosure, and Ethics Compliance policies. The new member shall complete the CPRIT training component within 30 business days of the new member's appointment.

(c) A new member shall also complete a course of training regarding his or her responsibilities under the Open Meetings Act, the Open Records Act, and Government Contracting within 90 days of becoming a member of the Oversight Committee.

(d) A new member that has not completed the required training may participate in any meeting of the Oversight Committee or its subcommittees, subject to the following restrictions: (1) the new member shall not participate in the discussion or vote on any award recommendation until the new member has completed the CPRIT training component; and (2) the new member shall not participate in the discussion or vote to approve a contract until the new member has completed the Government Contract training.

ARTICLE 4 SUBCOMMITTEES OF THE OVERSIGHT COMMITTEE

Section 4.1 Generally. The Oversight Committee may designate one or more subcommittees of the Oversight Committee, each subcommittee to consist of three or more of the members of the Oversight Committee. The Oversight Committee shall appoint and approve members of the subcommittees specifically listed in Section 4.2, except for the members of the Executive Committee, which shall be comprised of the designated members as set forth below in Section 4.3. The Oversight Committee may designate one or more members of the Oversight Committee as alternate members of any subcommittee, who may replace any absent or disqualified member at any meeting of the subcommittee. If a member of a subcommittee is absent from any

meeting, or disqualified from voting thereat, then the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may, by a unanimous vote, appoint another member of the Oversight Committee to act at the meeting in the place of any such absent or disqualified member. Unless the Oversight Committee provides otherwise, at all meetings of a subcommittee, a majority of the then authorized members of the subcommittee will constitute a quorum, and the vote of a majority of the members of the subcommittee present at any meeting at which there is a quorum will be the act of the subcommittee. Unless the Oversight Committee provides otherwise, each subcommittee designated by the Oversight Committee shall adopt a subcommittee charter and may make, alter, and repeal rules and procedures for the conduct of its business. The Subcommittee charter shall be approved by a vote of a simple majority as set forth in Section 3.13. In the absence of a subcommittee charter, each subcommittee shall conduct its business in the same manner as the Oversight Committee conducts its business. Each subcommittee will have a chairperson, who will be selected by the Oversight Committee at large.

Section 4.2 Certain Subcommittees. Without limiting in any way the previous Section, the following are subcommittees of the Oversight Committee (each of which has the powers and authority set forth in this Article in addition to any other powers and authority as may be delegated to it by the Oversight Committee):

- (a) Executive Subcommittee;
- (b) Audit Subcommittee;
- (c) Board Governance and Ethics Subcommittee;
- (d) Nominations Subcommittee;
- (e) Product Development Subcommittee;
- (f) Scientific Research Subcommittee;
- (g) Prevention Subcommittee; and
- (h) Diversity Subcommittee.

Section 4.3 Executive Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Executive Subcommittee (the "Executive Subcommittee").

(a) The purpose of the Executive Subcommittee is to transact all normal business referred to it by the Oversight Committee and to conduct the Chief Executive Officer's annual performance review.

(b) The Executive Subcommittee will be composed of no more than four (4) members of the Oversight Committee. Members of the Executive Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal from their positions by action of the Oversight Committee.

(c) The Executive Subcommittee shall meet as often as the Chair deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

(d) Meetings of the Executive Subcommittee shall be conducted in accordance with the Texas Open Meetings Act.

Section 4.4 Audit Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Audit Subcommittee (the “Audit Subcommittee”).

(a) The purpose of the Audit Subcommittee is to review and make recommendations to the Oversight Committee with respect to the following:

- (i) The annual operating budget and strategic plan;
- (ii) Policies for monitoring grant performance;
- (iii) Variances in the operating budget of the Institute of more than 5% or \$25,000;
- (iv) Non-grant contracts exceeding \$100,000; and
- (v) Any variance of more than 10% in any announced grant award.

(b) The members of the Audit Subcommittee will be appointed by the Oversight Committee. The Audit Subcommittee will be composed of not less than three members of the Oversight Committee. Members of the Audit Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal. The Oversight Committee may replace any member of the Audit Subcommittee.

(c) The Audit Subcommittee shall meet as often as the Chairperson of the Audit Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

Section 4.5 Board Governance and Ethics Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Board Governance and Ethics Subcommittee (the “Board Governance and Ethics Subcommittee”).

(a) The purpose of the Board Governance and Ethics Subcommittee is to review and recommend proposed changes for approval to the Oversight Committee with respect to the following:

- (i) These Bylaws;
- (ii) Any policies or administrative rules of the Institute;
- (iii) Legislation regarding or affecting the Institute;
- (iv) The delegation of authority to the Chief Executive Officer;
- (v) The ethics policies of the Institute and their administration; and
- (vi) An annual review of the internal policies and processes of the Oversight Committee.

(b) The members of the Board Governance and Ethics Subcommittee will be appointed by the Oversight Committee. The Board Governance and Ethics Subcommittee will be composed of not less than three members of the Oversight Committee. Members of the Board Governance and Ethics Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal. The Oversight Committee may replace any member of the Board Governance and Ethics Subcommittee.

(c) The Board Governance and Ethics Subcommittee shall meet as often as the Chairperson of the Board Governance and Ethics Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

Section 4.6 Nominations Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Nominations Subcommittee (the “Nominations Subcommittee”).

(a) The purpose of the Nominations Subcommittee is to identify members for the Institute’s advisory committees and to accept nominations for and recommend candidates to serve as Oversight Committee officers.

(b) The members of the Nominations Subcommittee will be appointed by the Oversight Committee. The Nominations Subcommittee will be composed of not less than three members of the Oversight Committee. Members of the Nominations Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal. The Oversight Committee may replace any member of the Nominations Subcommittee.

(c) The Nominations Subcommittee shall meet as often as the Chairperson of the Nominations Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

Section 4.7 Product Development Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Product Development Subcommittee (the “Product Development Subcommittee”).

(a) The purpose of the Product Development Subcommittee is to develop policies for the Oversight Committee’s adoption that will ensure that the Institute properly exercises its duty to award grants for research, including translational research, to develop therapies, protocols, medical pharmaceuticals, or procedures for the cure or substantial mitigation of all types of cancer. In addition, the Product Development Subcommittee will work with CPRIT staff to oversee the design and improvement of processes for the solicitation, review, award and performance monitoring of CPRIT product development research grants.

(b) The members of the Product Development Subcommittee will be appointed by the Oversight Committee. The Product Development Subcommittee will be composed of not less than three members of the Oversight Committee. Members of the Product Development Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal. The Oversight Committee may replace any member of the Product Development Subcommittee.

(c) The Product Development Subcommittee shall meet as often as the Chairperson of the Product Development Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

Section 4.8 Scientific Research Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Scientific Research Subcommittee (the "Scientific Research Subcommittee").

(a) The purpose of the Scientific Research Subcommittee is to provide appropriate program oversight and feedback to the Oversight Committee related to program policies, including, but not limited to, policies for implementing, monitoring, and revising the Texas Cancer Plan. In addition, the Scientific Research Subcommittee will work with CPRIT staff to oversee the design and improvement of processes for the solicitation, review, award and performance monitoring of CPRIT scientific research grants. The purpose of the Scientific Research Subcommittee is to develop policies for the Oversight Committee's adoption that will ensure that the Institute properly exercises its duty to award grants for research into the causes of and cures for all types of cancer in humans and to create and expedite innovation in the area of cancer research and in enhancing the potential for a medical or scientific breakthrough in the prevention of cancer and cures for cancer. In addition, the Scientific Research Subcommittee will work with CPRIT staff to oversee the design and improvement of processes for the solicitation, review, award and performance monitoring of CPRIT research grants.

(b) The members of the Scientific Research Subcommittee will be appointed by the Oversight Committee. The Scientific Research Subcommittee will be composed of not less than three members of the Oversight Committee. Members of the Scientific Research Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal. The Oversight Committee may replace any member of the Scientific Research Subcommittee.

(c) The Scientific Research Subcommittee shall meet as often as the Chairperson of the Scientific Research Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

Section 4.9 Prevention Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Prevention Subcommittee (the "Prevention Subcommittee").

(a) The purpose of the Prevention Subcommittee is to provide appropriate program oversight and feedback to the Oversight Committee related to program policies, including, but not limited to, policies for implementing, monitoring, and revising the Texas Cancer Plan. In addition, the Prevention Subcommittee will work with CPRIT staff to oversee the design and improvement of processes for the solicitation, review, award and performance monitoring of CPRIT prevention grants. The purpose of the Prevention Subcommittee is to develop policies for the Oversight Committee's adoption that will ensure that the Institute properly exercises its duty to award grants for cancer prevention and control programs to mitigate the incidence of all types of cancers in humans and to implement the Texas Cancer Plan. In addition, the Prevention Subcommittee will work with CPRIT staff to oversee the design and improvement of processes for the solicitation, review, award and performance monitoring of CPRIT prevention grants.

(b) The members of the Prevention Subcommittee will be appointed by the Oversight Committee. The Prevention Subcommittee will be composed of not less than three members of the Oversight Committee. Members of the Prevention Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal. The Oversight Committee may replace any member of the Prevention Subcommittee.

(c) The Prevention Subcommittee shall meet as often as the Chairperson of the Prevention Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

Section 4.10 Diversity Subcommittee. There is a subcommittee of the Oversight Committee to be known as the Diversity Subcommittee (the “Diversity Subcommittee”).

(a) The purpose of the Diversity Subcommittee is to ensure that the Institute makes every effort to outreach to all communities about the cancer research and prevention funding opportunities in the State of Texas.

(b) The members of the Diversity Subcommittee will be appointed by the Oversight Committee. The Diversity Subcommittee will be composed of not less than three members of the Oversight Committee. Members of the Diversity Subcommittee will serve until their successors are duly appointed and qualified or their earlier resignation or removal. The Oversight Committee may replace any member of the Diversity Subcommittee.

(c) The Diversity Subcommittee shall meet as often as the Chairperson of the Diversity Subcommittee deems appropriate, but at least quarterly, to perform its duties and responsibilities under these Bylaws.

ARTICLE 5 CHAIRPERSON AND VICE CHAIRPERSON

Section 5.1 Election. The Oversight Committee shall elect from among its members a Chairperson and a Vice Chairperson in accordance with the selection provisions of these Bylaws. Nothing herein restricts the ability of the Oversight Committee to elect additional officers from among its members by a vote of a simple majority of the members of the Oversight Committee.

Section 5.2 Election, Term of Office and Removal. At the first regular Oversight Committee meeting following the adoption of these bylaws, the members of the Oversight Committee shall elect the Chairperson and Vice Chairperson by a vote of a simple majority as set forth in Section 3.13. Thereafter, the members of the Oversight Committee shall elect the Chairperson and Vice Chairperson by a vote of a simple majority of as set forth in Section 3.13 at the last regular Oversight Committee meeting of the state fiscal year in each odd-numbered year. The Nominations Subcommittee may recommend candidates for the Oversight Committee’s consideration prior to the vote by the Oversight Committee. The Chairperson and the Vice Chairperson will hold office until death, resignation, or removal from office, or the election and qualification of a successor, whichever occurs first; provided, however, that neither the Chairperson nor the Vice Chairperson may hold office for two consecutive terms. If the person holding the office of Chairperson or Vice Chairperson holds office for one term, and a successor has not been elected by the Oversight Committee to take office at the expiration of the term, then the person holding the office of Chairperson or Vice Chairperson, as applicable, shall continue to

hold the office until such time that a quorum of the Oversight Committee can meet and elect a successor. The Chairperson or the Vice Chairperson may be removed at any time, with or without cause, by the vote of a simple majority of the members of the Oversight Committee as set forth in Section 3.13. If the office of the Chairperson or the Vice Chairperson becomes vacant for any reason, including by the expiration of the term, then the vacancy must be filled by the vote of a simple majority of the members of the Oversight Committee as set forth in Section 3.13.

Section 5.3 Chairperson. The Chairperson is the presiding officer of the Oversight Committee. The Chairperson shall preside at each meeting of the Oversight Committee. The Chairperson will also have such authority, duties, roles, and responsibilities as may be assigned by applicable law or recommended by the Board Governance and Ethics Subcommittee and approved by the Oversight Committee. The Chairperson may authorize official duties of members of the Oversight Committee, the University Advisory Committee, or any Ad Hoc Advisory Committee in accordance with applicable law. The Chairperson may not serve as the presiding officer for any other foundation or organization created to specifically benefit the Institute.

Section 5.4 Vice Chairperson. The Vice Chairperson shall, in the absence of the Chairperson, preside at each meeting of the Oversight Committee. The Vice Chairperson will also have such authority, duties, roles, and responsibilities as may be assigned by the Board Governance and Ethics Subcommittee or applicable law and approved by the Oversight Committee.

Section 5.5 Presiding Officers in the Absence of the Chairperson and Vice Chairperson. In the absence of the Chairperson and Vice Chairperson, the Chairperson of the Scientific Research Subcommittee shall preside at each meeting of the Oversight Committee. In the absence of Scientific Research Subcommittee Chairperson, then the Chairperson of the Product Development Subcommittee shall preside. In the absence of the Chairpersons of the Scientific Research and Product Development Subcommittees, then the Chairperson of the Prevention Subcommittee shall preside.

ARTICLE 6 THE CHIEF EXECUTIVE OFFICER

Section 6.1 General Powers. There will be one Chief Executive Officer of the Institute (the "Chief Executive Officer"). The Chief Executive Officer has such powers as are delegated to the Chief Executive Officer by the Oversight Committee and such powers as are vested in the Chief Executive Officer pursuant to applicable law.

Section 6.2 Selection by the Oversight Committee. The Oversight Committee shall hire the Chief Executive Officer.

Section 6.3 Performance of Duties. The Chief Executive Officer shall perform the duties of the Chief Executive Officer as provided by these Bylaws, applicable law, or the Oversight Committee. In performance of such duties, the Chief Executive Officer is authorized to execute contracts on behalf of CPRIT. Such authority is limited when CPRIT's enabling statute specifically authorizes the Oversight Committee to enter into a written contract. In that event, the Chief Executive Officer may execute contract(s) pursuant to a specific delegation by the Oversight Committee. Subject to prior authorization by the Chief Executive Officer, CPRIT's Chief Operating Officer may execute contracts on behalf of CPRIT. The Chief Executive Officer must

notify the Oversight Committee in writing prior to authorizing the Chief Operating Officer to execute contracts on behalf of CPRIT; such notification shall specify the time period the Chief Operating Officer is authorized to do so. The Oversight Committee Chairperson and Vice Chairperson may authorize the Chief Operating Officer to execute contracts on behalf of CPRIT and waive prior notification by the Chief Executive Officer upon a finding that an emergency exists preventing such prior notification. The emergency authorization shall be in writing.

Section 6.4 Grant Review. The Chief Executive Officer shall oversee the grant review process and may terminate grants that do not meet contractual obligations.

Section 6.5 Quarterly Report. Each quarter, the Chief Executive Officer shall report to the Oversight Committee on any new grant awards and the progress and continued merit of scientific research and prevention programs previously awarded funding. The report must include a summary of the allocation of funding among scientific research and prevention programs and details regarding the final results of completed projects under these programs.

Section 6.6 Duties Regarding Foundations or Organizations Created to Specifically Benefit CPRIT. The Chief Executive Officer shall annually report to the Oversight Committee on guidelines for the governance of any foundation or organization created specifically to benefit CPRIT and the relationship between the Institute and the foundation or organization. The Chief Executive Officer shall also annually solicit a report from the foundation or organization created specifically to benefit the Institute regarding the funds the foundation or organization holds, the pledges it has received, and the identities of contributors.

ARTICLE 7 OTHER OFFICERS OF THE INSTITUTE

Section 7.1 Creation and Selection of Other Officers of the Institute. The Oversight Committee may direct the Chief Executive Officer to create other officer positions of the Institute and to hire individuals to fill such positions.

Section 7.2 Certain Officers. Without limiting in any way the previous Section, the following officer positions of the Institute have been created (each of which has the duties and authority set forth in this Article in addition to any other duties and authority as may be delegated to such officer by the Oversight Committee):

(a) Chief Operating Officer, whose duties include oversight of the Institute's daily operations, including financial administration, grants management administration, communications, governmental relations, and information technology services;

(b) Chief Compliance Officer, whose duties include reporting to the Oversight Committee on the agency's compliance with applicable law, administrative rules, and policies, and building, developing, and maintaining a compliance program that fosters ethical business behavior and includes requirements for risk assessments, program governance, metrics, and reporting;

(c) Chief Scientific Officer, whose duties include oversight of the scientific research application submission process, coordinating the review of research proposals,

monitoring grant progress, and fostering collaboration among the cancer and disease scientific research community to maximize the Institute's impact

(d) Chief Product Development Officer, whose duties include oversight of the cancer research development application submission process, coordinating review of the cancer research product development proposals, monitoring grant progress and fostering collaboration among the bioscience community to maximize the Institute's impact;

(e) Chief Prevention Officer, whose duties include oversight of the prevention application submission process, coordinating the review of prevention proposals, monitoring grant progress, and fostering collaboration among the cancer and disease prevention community to maximize the Institute's impact; and

(f) General Counsel, whose duties include oversight of the legal issues that arise as part of the Institute's operations.

ARTICLE 8 COMMITTEES OF THE INSTITUTE

Section 8.1 Creation of Committees of the Institute. Pursuant to applicable law and in accordance with this Article, the Oversight Committee may create Committees of the Institute and appoint and approve members of such committees.

Section 8.2 Scientific Research and Prevention Program Committee. There will be one or more scientific research and prevention programs committees of the Institute (each, a "Scientific Research and Prevention Programs Committee"). Each Scientific Research and Prevention Programs Committee has such powers as are vested in it pursuant to applicable law. The Chief Executive Officer, with approval by simple majority of the members of the Oversight Committee as set forth in Section 3.13, shall appoint as members of one or more Scientific Research and Prevention Programs Committees experts in the field of cancer research, prevention, and patient advocacy to serve for terms as determined by the Chief Executive Officer. Individuals appointed to a Scientific Research and Prevention Programs Committee may be residents of another state. A member of a Scientific Research and Prevention Programs Committee may receive an honorarium according to a policy developed by the Chief Executive Officer in consultation with the Oversight Committee.

Section 8.3 University Advisory Committee. There will be one university advisory committee of the Institute (the "University Advisory Committee"). The University Advisory Committee has such powers as are vested in it pursuant to applicable law. The University Advisory Committee shall advise the Oversight Committee and each Scientific Research and Prevention Programs Committee regarding the role of institutions of higher education in cancer research. The University Advisory Committee is composed of the following members to serve for the term as determined by the appropriate appointing authority appointing such member:

(a) two members appointed by the chancellor of The University of Texas System to represent:

(i) The University of Texas Southwestern Medical Center at Dallas;

- (ii) The University of Texas Medical Branch at Galveston;
- (iii) The University of Texas Health Science Center at Houston;
- (iv) The University of Texas Health Science Center at San Antonio;
- (v) The University of Texas Health Center at Tyler; or
- (vi) The University of Texas M. D. Anderson Cancer Center;

(b) one member appointed by the chancellor of The Texas A&M University System to represent:

- (i) The Texas A&M University System Health Science Center; or
- (ii) the teaching hospital for The Texas A&M Health Science Center College of Medicine;

(c) one member appointed by the chancellor of the Texas Tech University System to represent the Texas Tech University Health Sciences Center;

(d) one member appointed by the chancellor of the University of Houston System to represent the system;

(e) one member appointed by the chancellor of the Texas State University System to represent the system;

(f) one member appointed by the chancellor of the University of North Texas System to represent the system;

(g) one member appointed by the president of Baylor College of Medicine;

(h) one member appointed by the president of Rice University; and

(i) members appointed at the Chief Executive Officer's discretion by the chancellors of other institutions.

Section 8.4 Ad Hoc Advisory Committee on Childhood Cancers. The Oversight Committee shall create an ad hoc committee of experts to address childhood cancers. Members of the Ad Hoc Advisory Committee on Childhood Cancers shall be appointed by the Oversight Committee and serve for terms determined by the Oversight Committee. The Ad Hoc Advisory Committee on Childhood Cancers has the duties and authority set forth in the advisory committee's charter in addition to any other duties and authority as may be delegated by the Oversight Committee.

Section 8.5 Other Ad Hoc Advisory Committees of the Institute. The Oversight Committee, as necessary, may create additional ad hoc committees of experts to advise the Oversight Committee on issues relating to cancer. The number of members of each Ad Hoc Committee will be determined by the Oversight Committee. Ad Hoc Advisory Committee members are appointed by the Oversight Committee and serve for terms determined by the Oversight Committee.

Section 8.6 Certain Ad Hoc Advisory Committees of the Institute. Without limiting in any way the previous Section, the following are the Ad Hoc Advisory Committees of the Institute (each of which has the powers and authority set forth in this Article in addition to any other powers and authority as may be delegated to it by the Oversight Committee):

- (a) Scientific and Prevention Advisory Council; and
- (b) Product Development Advisory Committee;

Section 8.7 Annual Report to the Oversight Committee. Each Committee of the Institute shall report to the Oversight Committee at least annually regarding the work undertaken by such committee pursuant to a schedule and format dictated by the Oversight Committee.

ARTICLE 9 CODE OF CONDUCT AND ETHICS POLICY

Section 9.1 Adopted by Reference. The Oversight Committee herein by reference incorporates the *Code of Conduct and Ethics Policy* as approved by the Oversight Committee on February 25, 2013 and all approved amendments.

[Remainder of Page Intentionally Left Blank]

STATEMENT OF REVISIONS

Approved November 1, 2013

Changes made to Sections 2.2, 3.2, 3.3(a) and (b), 3.4, 3.7, 3.15, 4.1, 4.2, 4.3(a) and(b), 4.4(a)(iii), 4.5(a)(iv), 4.6, 4.7, 4.8(a) and(b), 4.9(a) and(b), 5.1, 5.2, 5.3, 5.4, 5.5, 6.1, 6.2, 6.3, 6.4, 6.5, 6.6, 7.1, 7.2(b) and (d), 8.2, 8.3(i), 8.4, 9.1, Article 6 (title), and Article 9 (title) and text.

Reason for change(s): Revisions made to reflect statutory changes adopted in 2013 legislative session.

Approved May 21, 2014

Changes made to Sections 4.4(a)(ii), 8.6(b)

Reason for change(s): Revision made to reflect statutory changes adopted in 2013 legislative session and to change name of certain ad hoc advisory committees.

Approved May 20, 2015

Changes made to Section 4.6(a) and Section 5.2

Reason for change(s): Revision made to assign Nominations Subcommittee the responsibilities associated with officer elections.

Approved September 10, 2015

Nonsubstantive changes made to Article 9 to correct typographical errors.

Approved November 19, 2015

Change made to Section 6.3.

Reason for change: Clarifies the Chief Executive Officer's contract execution authority and process for delegating such authority to the Chief Operating Officer.

Approved August 16, 2017

Change made to Section 3.15 and Article 9, Section V.

Reason for change: Specifies new member training requirements, including deadlines for training and required forms, and clarifies participation in Oversight Committee meetings prior to completing required training.

Approved August 25, 2018

Change made to Article 9, Section V to delete (G).

Reason for change: Deleting the political contributions posting requirement makes the Code of Conduct consistent with the legislative change made to CPRIT statute in 2017.