

IOWA CITY VA MEDICAL RESEARCH FOUNDATION

BY-LAWS

ARTICLE I PLACE OF BUSINESS

Section 1.1. **Principal Place of Business.** The principal place of business of the Corporation shall be Highway 6, Iowa City, Iowa, 52240. The mailing address shall be PO Box 178, Solon, IA 52333.

Section 1.2. **Other Places of Business.** The Corporation may also have other places of business as the purposes of the Corporation may require, and the Board of Directors may, from time to time, designate.

ARTICLE II BOARD OF DIRECTORS

Section 2.1. **General Powers.** The property and the business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation, who shall exercise all powers permitted under the State of Iowa Nonprofit Corporation Act.

The Board of Directors, may from time to time, appoint or employ such persons in such capacities as the Board may consider necessary to assist in the proper conduct of the activities and the management of the Corporation. The terms and conditions of any such appointment shall be at the discretion of the Board.

Section 2.2. **Number and Term of Office.** The number of Directors shall be seven (7) or such other number as may be designated, from time to time, by resolution of a majority of the entire Board of Directors, but shall never be less than five (5).

- a. The Board shall include the persons holding the position of Medical Center Director, Chief of Staff, and Associate Chief of Staff for Research and Development at the VAMC Iowa City. Each such director shall serve until he or she no longer holds the above-described position. These Directors shall be referred to as the "nonelected Directors".
- b. Two members of the Board of Directors shall be persons who are familiar with issues involving biomedical research and who are not officers or paid employees of the Federal Government. These "outside" Directors may not be affiliated with, employed by, or have any other financial relationship with any entity that is a source of funding for research by the Department of Veterans Affairs, unless that source of funding is a governmental entity or an entity the income of which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code ("IRC") of 1986, as amended. These outside Directors shall routinely serve for a two year term with expiration in alternate years.
- c. Two members of the Board of Directors, familiar with issues involving biomedical research, may also be officers or paid employees of the Federal Government. These "inside" Directors shall serve for a two year term with expiration in alternate years.

Section 2.3. **Filling of Vacancies.** Newly created directorships and all other vacancies, other than those held by the nonelected Directors, may be filled at any time by a majority vote of the Directors then in office, although less than a quorum. A director so elected shall be elected for the remaining term of his predecessor in office or the full term of such new directorship. The Director, so elected, shall continue to hold office until the election of his successor, or until he or she is removed. All such vacancies filled by the Board of Directors must be done with the concurrence of the Medical Center Director.

In the event of a vacancy through the death, resignation, disqualification or removal of a Director who was a Director due to his position as Chief of Staff, Associate Chief of Staff for Research and Development, or Medical Center Director, the successor to that position shall become a member of the Board of Directors upon assuming the vacated position at the Department of Veterans Affairs Medical Center. That directorship shall then continue as long as that position is held at the Medical Center unless terminated sooner by death, resignation, disqualification or removal. However, no person serving, for a period of less than 60 days, in an "acting" or temporary position as one of the above named officers shall assume that officer's directorship.

Any Director, other than a nonelected Director, may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors. Any nonelected Director may only be removed for cause. A special meeting of the Board of Directors shall be called for the purpose of voting on such a removal. The notice of such meeting shall specify the purpose of removal.

Section 2.4. Nomination of Candidates for Director. Candidates for the four elected Directorships may be identified, contacted, and nominated by any other Director of the Corporation or by the Executive Director of the Foundation. The nomination shall be included in the "Notice of Meeting" distributed to the Directors then in office. Election shall occur at that scheduled meeting as outlined in Section 2.3.

Section 2.5. Place of Meetings. The Board of Directors may hold their meetings at such time and such place as designated in any Notice of Meeting. A waiver of notice signed by all Directors may also designate the time and place of the meeting. If no designation is made, or a special meeting is otherwise called, the place of the meeting shall be at the principal office of the Corporation.

Section 2.6. Regular Meetings. Regular meetings may be held without notice, at such time and in such place, as shall from time to time be designated by resolution of the Board. Notice of any change to that regularly scheduled meeting must be mailed, phoned or faxed to each Director at least three (3) days before the changed, regular meeting. Any and all business may be transacted at a regular meeting of the Board. Any director may waive notice of any rescheduled regular meeting, and attendance of a Director at such a meeting shall constitute a waiver of notice of such meeting, except where a Director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.7. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board and/or the Executive Director. The person calling the meeting shall fix the time and the place for said meeting. The Executive Director shall give notice of each special meeting by mail or fax at least five days prior to the scheduled meeting or by phone at least three (3) days before the scheduled meeting. The purpose, place and time of the special meeting shall be stated in the notice.

Unless indicated in the notice, any and all business may be transacted at a special meeting. Any and all business may be transacted at any a special meeting at which every Director is present, though the meeting was held without notice. Any director may waive notice of any special meeting, and attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.8. Minutes of Meetings. Minutes, of all meetings, both regular and special, shall be kept by the Executive Director or his or her designee. These minutes shall be retained in the Corporate Record Book.

Section 2.9. Informal Action. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the members of the committee, as the case may be.

Section 2.10. Quorum. A majority of the whole number of Directors, fixed at Section 2.1, shall constitute a quorum for the transaction of business at all meetings of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 2.11. Manner of Acting. The act of the majority of the Directors, present at a meeting at which a quorum is present, shall be the act of the whole Board, including the passage of any corporate resolutions. A Director shall be considered present at any meeting of the Board if that Director participates by conference call or similar communications.

Section 2.12. Compensation. A Director shall not receive any stated salary for his or her service as such, but each Director shall be entitled to receive from the Corporation, as allowed by law or regulation, reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board. A fixed sum, by resolution of the Board, may also be allowed for attendance at such regular or special meetings of the Board. Such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in that capacity.

Section 2.13. Committees. The Board may, by resolution passed by a majority of the Board members present, designate one or more committees. Each committee shall consist of two or more Directors, which, to the extent provided in the resolution, shall have and may exercise the powers designated by the Board. Such committee shall have such names and duties as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE III
CHAIRMAN OF BOARD OF DIRECTORS

Section 3.1. **Election.** The Directors shall elect a Chairman of the Board of Directors by a majority of the Directors at the first meeting.

Section 3.2. **Powers and Duties.** The Chairman shall preside at all meetings of the Board unless the Board, by a majority vote of a quorum present, elects another as Chairman to preside at that meeting and/or all subsequent meetings. The Chairman shall be an *ex-officio* member of all standing committees.

ARTICLE IV
OFFICERS

Section 4.1. **Officers.** The officers of the Corporation shall be chosen by the Board of Directors and shall include the Executive Director and the Secretary. The Executive Director may be the Administrative Officer for Research and Development at the Iowa City VA Medical Center or another equally qualified person. The two offices of Executive Director and Secretary may not be held by the same person.

Section 4.2. **Election and Term.** The officers of the Corporation shall be elected annually by the Board at its regularly scheduled annual meeting set for such purpose. The Chief Medical Director of the Department of Veteran's Affairs must concur with the appointment of the Executive Director only. Each officer shall serve for the term of office for which he or she is elected or appointed and until a successor is chosen and qualifies.

Section 4.3. **Removal or Vacancy.** Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation shall be served by such removal. If the office of any officer becomes vacant due to death, resignation, removal, disqualification or other reason, the vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

Section 4.4. **Additional officers and agents.** The Board of Directors may appoint such additional officers and agents as it shall deem necessary. Those so appointed shall serve for such terms and shall exercise such powers as the Board determines from time to time.

Section 4.5. **Salaries.** The salary of the Executive Director and all other officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 4.6. **Duties of Executive Director.** The Executive Director (ED) shall be the Chief Executive Officer and the Chief Financial Officer of the Corporation. As such, the Executive Director shall have charge of the general and active management of the business of the foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

The Executive Director shall join in the execution of the corporate name on all authorized deeds, mortgages, bonds, contracts or other instruments, except in the cases in which the signing or execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

The Executive Director shall attend all meetings of the Board of Directors and record all of the proceedings of the meetings of the Corporation and of the Board of Directors. The Executive Director shall also maintain and keep the corporate record book.

The Executive Director, or his or her designate, shall have custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Executive Director shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the Board of Directors at its regular meetings or when the Board so requires, an accounting of all the transactions and of the financial condition of the Corporation.

Section 4.7. **Duties of the Secretary.** The Secretary shall have such duties and responsibilities as delegated by the Board of Directors. Further, the Secretary shall keep safe the corporate seal of the Corporation, when and if, such seal is ordered by the Board of Directors. The Secretary shall affix such a seal to any instrument requiring it. When so affixed, the seal shall be attested by the signature of the Secretary.

The Secretary, with the Executive Director, shall join in the execution by the Corporation of all authorized deeds, mortgages, bonds, contracts or other instruments required, except in cases in which the signing or execution hereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

ARTICLE V BANK ACCOUNTS AND LOANS

Section 5.1. Bank Accounts. Such agents of the Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to deposit funds of the Corporation in such financial institutions, banks or trust companies, as shall be designated by the Board of Directors from time to time; and such agents, as authorized by the Board of Directors, may withdraw any or all of the funds of the Corporation, so deposited in any bank or trust company, upon checks, drafts or other instruments or upon orders for the payment of money drawn against the account or in the name of or on behalf of the Corporation as may be made or signed by such agents. Each financial institution, bank or trust company, with which funds of the Corporation are so deposited, is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts, other instruments or orders for the payment of money when drawn, made or signed by such agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company.

The Corporation shall, from time to time, certify the signatures of the agents authorized by the Corporation to draw against the financial institutions, banks or trust companies, in which funds of the Corporation are deposited. In the event that the Board of Directors shall fail to designate the persons by whom such checks, drafts, other instruments or orders for the payment of money shall be signed, this section provides the authority for such signature to be made in default by the Executive Director or the Chairman of the Board.

Section 5.2. Loans. Such agents of the Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such financial institutions, banks, trust companies, Corporations, firms or persons as the Board of Directors shall from time to time designate. As security for the repayment of such loans, advance, or other forms of credit, the agents designated by the Board of Directors may assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks, bonds, certificates of rights or interest, deposits, accounts, documents covering merchandise, bills and account receivable, and other commercial paper or evidences of debt at any time held by the Corporation. For such loans, advances or other forms of credit, the agents, designated by the Board of Directors, may make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms and with such provisions as to the security or sale or disposition thereof as such agents shall deem proper and may also sell, discount or rediscount any and all commercial paper, bills receivable, acceptances, and other instruments or evidences of debt with such financial institutions, banks, trust companies, Corporations, firms or person. To that end, such agents designated by the Board of Directors may endorse, transfer and deliver same.

The Corporation shall certify, from time to time, the signatures of its designated and authorized agents to each financial institution, bank, trust company, Corporation, firm or persons with whom a loan relationship has been established. Each financial institution, bank, trust company, Corporation, firm or persons may rely upon such certification until written notice of the revocation of such authority by the Board of Directors shall be delivered to same.

Section 5.3. Loans to Officers or Directors. No loans shall be made to the officers or the directors of the Corporation. Directors who vote for or assent to the making of such a loan along with any officer or officers of the Corporation participating in the making of such loans, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment of same.

ARTICLE VI MISCELLANEOUS PROVISIONS

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of January.

Section 6.2. Notices. Whenever notice is required under these By-Laws to be given to any Director or Officer, it shall not be construed to mean personal notice. Unless otherwise specified, the notice shall be in writing and delivered by hand or by depositing same in a postal box with postage paid and addressed to each Officers' or Directors' address as it appears in the records of the Corporation. Such notice shall be deemed given at the time such notice shall be delivered

by hand or deposited in a postal box. Any Officer or Director may waive any notice required to be given under these By-Laws.

Section 6.3. Policy. No policy of the Corporation shall be knowingly carried out at variance to Federal, State, or Local authority, or to regulations of the home institution of the directors of this Corporation, or to the common ethical principles of academic medicine.

Section 6.4. Earnings. No part of the property of the Corporation and no part of its net earnings or property of the Corporation shall inure to the benefit of any director or any officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting its purpose.

Section 6.5. Research. The Corporation shall not spend funds for a research project unless such project is approved in accordance with procedures proscribed by the Chief Medical Director in VA Manual M-3 and shall include a formal review of the proposal by the medical center Research and Development Committee.

Section 6.6. Records. The records of the Corporation shall be made available to the Secretary and Inspector General of the Department of Veterans Affairs and the Comptroller General of the United States.

Section 6.7. Annual Report and Audit. The Corporation shall submit an annual report to the Secretary of the Department of Veterans Affairs which provides a detailed statement of its operations, activities and accomplishments during the year. An annual audit by independent auditors of the receipts and disbursements of funds by the Corporation shall be made and sent with the Corporation's annual report to the Secretary.

Section 6.8. Compliance with Federal law and regulations. Each member of the Board of Directors, officers and employees of the Corporation along with each employee of the Department of Veterans Affairs who is involved in the functions of the Corporation during any year shall sign a statement certifying that he or she is aware of and has complied with all Federal laws and regulations with respect to conflict of interest in the performance of official functions.

Section 6.9. Qualification as research Corporation. It is intended that this Corporation be and qualifies as a research Corporation under Title 38 of the United States Code, Sections 4161, et. seq.

ARTICLE VII PRIVATE FOUNDATION

Section 7.1. Income Distribution. If the Corporation is determined to be a private foundation as defined in Section 509(a) of the Internal Revenue Code, its income shall be distributed each tax year, at such times and in such manner as not to become subject to the tax on undistributed income imposed by IRC Section 4942.

Section 7.2. Self-dealing. The Corporation, if determined to be a private foundation pursuant to IRC Section 509, shall not engage in any act or acts of self-dealing as defined in IRC Section 4941(d) nor retain any excess business holdings as defined in IRC Section 4943(c); nor make any investments in such a manner as to incur tax liability under IRC Section 4944; nor make any taxable expenditures as defined in IRC Section 4945(d).

ARTICLE VII DISSOLUTION

Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the Corporation's liabilities, transfer and convey all of the assets of the Corporation to the Veterans Affairs Medical Center, Iowa City, Iowa, or to some other tax-exempt entity whose purposes are similar to the stated purposes of this Corporation.

ARTICLE IX AMENDMENTS

The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may make additional By-Laws accepted by a majority vote of the Board of Directors. Notwithstanding the foregoing, no amendment to these By-Laws shall be effective until the same is reviewed and approved by the ACOS for Research and Development of the VA Medical Center in Iowa City, Iowa.

ARTICLE X
INDEMNIFICATION

Section 10.1. Definitions. For purposes of this Article:

- (a). "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.
- (b). "Expenses" shall mean any reasonable expenses, including, but not limited to, attorneys' fees incurred in connection with a 'proceeding'.
- (c). "Liability" shall mean any 'expenses' and any penalty, fine, judgment, excise tax, amount paid or to be paid in settlement, and any interest assessment or other charge imposed thereon and incurred in connection with a 'proceeding'.
- (d). "Other Enterprise" shall mean any corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) other than the Corporation.
- (e). "Indemnitee" shall mean each person who is or was a trustee or officer of the Corporation, or who has at the request of the Corporation, served as a director, officer, employee, or agent of another enterprise at the request of the Corporation.
- (f). "Claim" shall mean an assertion made by an 'indemnitee' that he or she is entitled to indemnification or advancement of 'expenses' under this Article.
- (g). "Non-indemnifiable Claim" shall mean a 'claim with respect to any 'liability' for which indemnification is expressly prohibited under applicable law.
- (h). "Gender" - the use of the masculine gender shall include the feminine as the use of the singular shall include the plural.

Section 10.2. Basis for Indemnification. Each indemnitee who was or is a party or is threatened to be made a party to or is involved (as a party, witness or otherwise) in any proceeding by reason of his service to or on behalf of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, whether statutory or decisional, as the same exists or may hereafter be amended or interpreted (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the Corporation to provide broader indemnification rights that were permitted prior thereto) against any liability incurred or suffered by such indemnitee in connection with investigating, defending, being a witness in, or participating in (including on appeal), or preparing for any of the foregoing in any proceeding. It is the Corporation's intent that these By-Laws provide indemnification in excess of that expressly permitted by law or as authorized by the Corporation's Articles of Incorporation.

Section 10.3. Procedure for Indemnification. Each indemnitee shall be entitled to reimbursement for liabilities and advancement of expenses under the following conditions:

- (a). As soon as is reasonably practicable and, in any event, promptly upon receipt by any indemnitee of notice of the commencement of any proceeding with respect to which he intends to assert a claim against the Corporation, the Indemnitee shall file a written claim with the Corporation setting forth with specificity the circumstances upon which the claim is based and the nature and the extent of any then outstanding expenses incurred by him and advising the Corporation of the name and address of any counsel selected by him. If a proceeding has been commenced, he shall also enclose a copy of the complaint or other document initiating such proceeding.
- (b). Unless the Claim sets forth facts, which, if proved to be true, would constitute a non-indemnifiable claim, the Corporation shall reimburse the indemnitee for the outstanding expenses described in the claim. The Corporation shall also endeavor to reach an agreement with the counsel designated by the indemnitee concerning the advancement or payment of expenses for the representation of the indemnitee and shall pay such expenses to the designated counsel in accordance with the agreement, after a good faith effort by the Corporation, the Corporation shall provide counsel satisfactory to the indemnitee at the expense of the Corporation.

(c). If the claim sets forth facts which, if proved to be true, would constitute a non-indemnifiable claim, the Corporation shall reimburse the indemnitee for outstanding liabilities or advance expenses as provided in subparagraph (b) above only after:

(i). it has received a certified copy of an order issued by the court in which the proceeding is pending, or any other court of competent jurisdiction, authorizing the reimbursement of such liabilities or the advancement of expenses; or

(ii). it has (1.) made a determination, as provided in subparagraph (d) below, either that the claim does not appear to be a non-indemnifiable claim, or that the claim appears to be a non-indemnifiable claim but the indemnitee, in good faith acted in a manner he or she believed to be in or not opposed to the best interests of the corporation; and (2.) received from the indemnitee a written affirmation of his good faith belief that the claim is, in fact, not a non-indemnifiable claim, and a written undertaking to repay any advances should it be ultimately determined that the claim is, in fact a non-indemnifiable claim, which undertaking shall be accepted notwithstanding the apparent inability of the indemnitee to make repayment.

(d). Any determination required to be made under subparagraph (c) above shall be made:

(i). by the directors of the Corporation by majority vote of a quorum consisting of directors not at the time parties to the proceeding or the transaction giving rise to the claim; or

(ii). if such a quorum of disinterested directors is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by special legal counsel in a written opinion; or

(iii). by the affirmative vote of a majority of the disinterested members of the Corporation.

(e). Notwithstanding any other provision of this section:

(i). if the indemnitee is successful, on the merits or otherwise, in defense of the proceeding, or in defense of the proceeding, or in defense of any claim, issue, or matter therein, the Corporation shall reimburse the indemnitee for any outstanding liabilities incurred in connection therewith, and shall discharge any undertaking to repay expenses which may have been required under subparagraph (c) above; or

(ii). if it is determined by either the court conducting the proceeding or another court of competent jurisdiction that under the circumstances, the indemnitee is fairly and reasonably entitled to reimbursement of all or any portion of his liabilities, the Corporation shall reimburse the indemnitee for outstanding liabilities and shall discharge any undertaking to repay expenses which may have been required under subparagraph (c) above in accordance with any order issued by such court.

Section 10.4. Corporation's Right to Assume Defense.

(a). Notwithstanding the provisions of section 3, the Corporation shall be entitled to participate at its own expense in any proceeding as to which an indemnitee has notified the Corporation has been commented against the indemnitee and, to the extent it deems appropriate, may assume the defense of such proceeding with counsel reasonably satisfactory to the indemnitee unless the proceeding was brought by or on behalf of the Corporation.

(b). After the Corporation notifies the indemnitee, in writing, of its election to assume the defense of any proceeding, it will not be liable to the indemnitee under this Article or otherwise for any liabilities subsequently incurred by the indemnitee in connection with the defense of such proceeding other than reasonable costs of investigation unless:

(i). the Corporation does not in fact employ counsel to assure the defense of the proceeding; or

(ii). the Corporation authorizes the indemnitee to employ his own counsel.

Section 10.5. Insurance. The Corporation shall have the power to purchase and to maintain insurance to cover any of its liabilities to indemnify under the provisions of this Article.

Section 10.6. Survival of Indemnification Rights.

(a). The rights to indemnification provided under this Article shall continue as to a person who has ceased to be a director, officer, or other person designated as an indemnitee under the provisions of this Article and shall inure to the benefit of his heirs, executors and administrators.

(b). Any amendment, repeal, or modification of this Article shall not adversely affect any right or protection of any indemnitee existing at the time of such amendment, repeal, or modification.

Section 10.7. Limitations on Indemnification.

(a). The Corporation shall not be liable to indemnify any indemnitee under this Article for (i). any amounts paid in settlement of any proceeding without the Corporation's written consent, which consent shall not be reasonably withheld; or (ii). any judicial award, if the Corporation was not given reasonable and timely opportunity to participate, in the defense of such proceeding.

(b). The Corporation shall not be liable under this Article to make any payment in connection with any claim to the extent the indemnitee has otherwise actually received payment (under any insurance policy, agreement, vote, or otherwise) of the liabilities otherwise indemnifiable hereunder.

Section 10.8. Subrogation. In the event of any payment under this Article, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the recipient of the payment, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents as may be necessary to enable the Corporation to effectively bring suit to enforce such rights.

Dated this 3rd day of June, 1997.

IOWA CITY VA MEDICAL RESEARCH FOUNDATION

By: Phillip G. Schmid, MD.
Phillip G. Schmid, MD, Secretary