



BYLAWS
OF
PATIENT-CENTERED OUTCOMES RESEARCH INSTITUTE

ARTICLE I
NAME

1. The name of the non-profit corporation is the Patient-Centered Outcomes Research Institute (the “Corporation”).

ARTICLE II
PURPOSE

2. The Corporation is organized pursuant to, and shall be operated for such purposes as are set forth in, Title XI of the Social Security Act (42 U.S.C. 1301 et seq.), Part D (the “Act”).¹

ARTICLE III
OFFICES

3. Principal and Other Offices. The Board of Governors of the Corporation (the “Board”) may designate the Corporation’s principal and other office locations, within or without the District of Columbia, as the Board may determine are necessary or appropriate to meet the Board’s objectives.

ARTICLE IV
BOARD OF GOVERNORS

- 4.1. Number and Composition. The Board of Governors shall consist of those persons designated by the Act or appointed thereto by the Comptroller General of United States, pursuant to Part D, Section 1181(f) of the Act.
- 4.2. Term and Vacancies. Pursuant to the Act, a member of the Board shall be appointed for a term of six (6) years, and until his or her successor is appointed, except with respect to the members first appointed, whose terms shall be staggered evenly over 2-year increments. No individual shall be appointed to the Board for more

¹ Part D of the Act was added by Title VI, Subtitle D of the Patient Protection and Affordable Care Act.

than two (2) terms. Any member of the Board may resign at any time by giving written notice to the Chairperson. Vacancies shall be filled in the same manner as the original appointment was made.

4.3. Powers and Duties. The Board shall have such powers and duties as are provided in the Act, and to the extent consistent with the Act, any powers provided under the District of Columbia Non-profit Corporation Act, as amended.

4.4. Quorum. A majority of the members of the Board shall constitute a quorum, but a lesser number of members may meet and hold hearings.

4.5. Board Action. Any act authorized by majority vote of the members of the Board present at a meeting of the Board at which a quorum is present shall be an act by vote of the Board, unless the act of a greater number is required by law or by these bylaws.

4.6. Compensation and Expenses. Each member of the Board who is not an officer or employee of the Federal Government shall be entitled to compensation (determined in accordance with the Act and compensation policies adopted by the Board) and expenses incurred while performing duties of the Board.

ARTICLE V COMMITTEES

5.1. Authority. The Board, by resolution adopted by a majority of the members of the Board, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which shall exercise such responsibilities and powers as the Board shall assign or delegate to them in said resolution. Such committees shall operate in accordance with their authorizing resolutions and these Bylaws. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual member of any responsibility imposed upon it or him or her by the Act or any other law.

5.2. Manner of Acting. Unless otherwise provided by the Board or by law, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with the Act or any other law, these Bylaws or with rules adopted by the Board.

5.3. Methodology Committee.

(a) The Methodology Committee shall be a standing committee responsible for carrying out the functions assigned to it by the Act. The Methodology Committee shall be composed of not more than fifteen (15) members appointed by the Comptroller General of the United States. Any member of the Committee may resign at any time by giving written notice to the Chairperson. Vacancies shall be filled in the same manner as the original appointment. In addition to the members appointed by the Comptroller General of the United States, the Directors of the National Institutes of Health and the Agency for Healthcare Research and Quality (or their designees) shall

each be included as members of the Methodology Committee.

(b) The Methodology Committee Chair and Vice Chair are nominated by the Governance Committee, upon consultation with the members of the Methodology Committee. The Methodology Committee Chair and Vice Chair must be approved by the Board. The Methodology Committee Chair and Vice Chair shall serve for a two (2) year term or until replaced by the Board, and each shall be eligible to serve no more than two (2) consecutive terms in such respective office, unless the Board extends the term upon the recommendation of the Governance Committee. A two-thirds (2/3) vote of the Board shall be required to remove the Methodology Committee Chair or Vice Chair prior to completion of his or her term.

(c) Each member of the Methodology Committee who is not an officer or employee of the Federal Government shall be entitled to compensation (determined in accordance with the Act and compensation policies adopted by the Board) and expenses incurred while performing duties of the Methodology Committee.

(d) Subject to the authority of the Board, the Methodology Committee may create subcommittees and working groups as it sees fit to advance its work.

(e) The Methodology Committee shall be subject to the quorum and voting provisions set forth in Section 5.2 of these Bylaws.

5.4 Executive Committee. There shall be an Executive Committee, which shall be a standing committee of the Board. The Executive Committee shall have the authorities and responsibilities set forth in its Charter (or otherwise provided by the Board). The Chair of the Executive Committee shall be the Chairperson of the Board, or, if designated by the Chairperson of the Board, the Vice-Chairperson of the Board. The Executive Committee membership shall consist of the Board Chairperson, the Board Vice-Chairperson, and the Chairs of the Finance and Administration Committee, the Science Oversight Committee, the Engagement, Dissemination, and Implementation Committee, and the Research Transformation Committee, only if such Chair is a member of the Board of Governors. The Chair of the Governance Committee shall also be a member of the Committee, if not already serving as a member of the Committee in another capacity, only if such Chair is a member of the Board of Governors. The Executive Committee shall operate in accordance with its Charter and these Bylaws.

5.5 Governance Committee.

(a) There shall be a Governance Committee, composed of the Board Chairperson and Vice Chairperson, and up to three (3) other members of the Board and up to one (1) member of the Methodology Committee nominated by the Governance Committee and confirmed by Board vote. The Chair of the Governance Committee shall be the Chairperson of the Board or his/her designee from among the Vice-Chairperson of the Board and current Board members who have previously served as either the Chairperson or Vice-Chairperson of the Board. If the Chairperson designates a former Chairperson or Vice-Chairperson as the Committee Chair, the designated Committee Chair will serve as an additional member of the Committee.

(b) The Governance Committee shall have the following duties and responsibilities:

- (i) To advise the Board and Corporation on governance matters, Board and committee composition and leadership, Board development, education, and effectiveness, and advise on conflict of interest and ethics issues;
- (ii) Oversee and advise on the Corporation's independent audit and retain an accounting firm to annually audit the Corporation's financial records.
- (iii) To make nominations for the following:
 - a. the Chair and Vice Chair of the Methodology Committee, in consultation with the Methodology Committee;
 - b. the Chair and, if applicable, the Vice Chair of the Finance and Administration Committee;
 - c. the Chair and, if applicable, the Vice Chair of each of the three Strategy Committees of the Corporation;
 - d. the Treasurer and Secretary;
 - e. the membership of the Governance Committee; and
 - f. committee membership and other positions as provided in the Bylaws and committee Charters.
- (iv) To advise the Comptroller General of the United States, as appropriate, regarding appointment of:
 - a. the Board Chairperson and Vice Chairperson;
 - b. members of the Board; and
 - c. members of the Methodology Committee, upon consultation with the Methodology Committee.

(c) All nominations are to be presented to the Board for approval.

5.6. Executive Evaluation and Compensation Sub-Committee of the Governance Committee.

The purpose of the Executive Evaluation and Compensation Sub-Committee is to oversee the executive evaluation and compensation program of the Corporation in accordance with its Charter (as approved by the Board) and these Bylaws.

(a) The Executive Evaluation and Compensation Sub-Committee shall be composed of the Chairperson of the Board, the Vice-Chairperson of the Board, and the Chair of the Finance and Administration Committee.

(b) The Chair of the Executive Evaluation and Compensation Sub-Committee shall be the Chairperson of the Board or his/her designee from among the Vice-Chairperson of the Board and current Board members who have previously served as either the Chairperson or Vice-Chairperson of the Board. If the Chairperson designates a former Chairperson or Vice-Chairperson as the Sub-Committee Chair, the designated Sub-Committee Chair will serve as an additional member of the Sub-Committee.

5.7 Finance and Administration Committee. The Finance and Administration Committee shall be a standing committee of the Board with responsibility regarding the Corporation's fiduciary and general administrative duties. The Finance and Administration Committee shall provide oversight with respect to the financial and administrative strategies, policies and procedures of the Corporation. The Finance and Administration Committee shall carry out the responsibilities of the

Board with respect to the oversight of PCORI funds, as set forth in its Charter, or otherwise provided by the Board. The Finance and Administration Committee will have such additional authorities and responsibilities as set forth in its Charter (or as otherwise approved by the Board). The Finance and Administration Committee shall operate in accordance with its Charter and these Bylaws.

5.8 Standing Strategy Committees.

(a) There shall be three Standing Strategy Committees of the Corporation. Their responsibilities and authorities are as set forth below and as further detailed in the Charter of such committee or otherwise as approved by the Board from time to time. The Strategy Committees of the Corporation shall operate in accordance with their respective Charters (as approved by the Board from time to time) and in accordance with these Bylaws. Such Standing Strategy Committees of the Corporation shall not exercise the powers of the Board:

- (i) Science Oversight Committee. The primary purpose of the Science Oversight Committee is to advise the Board and Corporation on: the strategic goal of increasing the quantity, quality, and timeliness of usable and trustworthy comparative research information; gaps, priorities, and opportunities for research of the Corporation; existing research and programs of the Corporation; and ongoing interactions and engagement with stakeholders on research priorities and responsiveness to patients, caregivers, and priority populations.
- (ii) Engagement, Dissemination, and Implementation Committee. The primary purpose of the Engagement, Dissemination, and Implementation Committee is to advise the Board and Corporation on: the strategic goal of speeding implementation and use of research evidence; creative and consistent approaches for engaging the primary end-users of the Corporation's work; the development and implementation of communications, engagement, peer review, and dissemination and implementation strategies; engaging stakeholders in the design and implementation of research; and, strategies for effectively disseminating Corporation research to multiple audiences, including through collaboration with the federal Agency for Healthcare Research & Quality.
- (iii) Research Transformation Committee. The primary purpose of the Research Transformation Committee is to advise the Board and Corporation on: the strategic goals of influencing research funded by others to be more patient-centered and more useful; promoting high quality methodology for patient-centered outcomes research and comparative effectiveness research in collaboration with the Methodology Committee; strategies to enhance the capacity and capability of researchers and stakeholders within the United States to conduct patient-centered outcomes research; and, strategies and opportunities for the Corporation to collaborate with other funders on patient-centered outcomes research and comparative effectiveness research.

(b) Membership of each of the Strategy Committees of the Corporation described in

this Section is composed of those members of the Board and up to two (2) members of the Methodology Committee who are nominated by the Governance Committee and approved by majority vote of the Board. Any member of a Strategy Committee of the Corporation can be removed from the Strategy Committee at any time by vote of a majority of the Board.

(c) Chairs of each of the Strategy Committees of the Corporation shall be nominated by the Governance Committee from among the Board members serving on the Committee, and shall be approved by the Board. Such committee chairs of Strategy Committees shall serve for a two (2) year term or until replaced by the Board and shall be eligible to serve no more than two (2) consecutive terms in such office. Such committee chairs can be removed from such position at any time by vote of a majority of the Board.

(d) The Governance Committee may nominate a Vice-Chair of any Strategy Committee of the Corporation from among the Board members serving on the Strategy Committee for approval by the majority vote of the Board. A Vice-Chair of a Strategy Committee of the Corporation shall serve for a two (2) year term or until replaced by the Board and shall be eligible to serve no more than two (2) consecutive terms in such office. Such Vice-Chair can be removed from such position at any time by a vote of a majority of the Board.

5.9 Additional Advisory Committees of the Corporation.

(a) The Board or the Board Chairperson has authority to create and disband committees, working groups, and ad hoc committees of the Corporation for specific purposes and to appoint the members of these committees, working groups, and ad hoc committees. The Board Chairperson shall notify the Board of these actions.

(b) Such committees, working groups, and ad hoc committees of the Corporation under this Section shall not exercise the power of the Board. Membership on such additional committees, working groups, and ad hoc committees of the Corporation may include members or non-members of the Board. Such committees, working groups, and ad hoc committees may have a specific sunset date, after which time they would require re-authorization to remain in existence.

ARTICLE VI MEETINGS

6.1. Board Meetings and Hearings.

(a) The Corporation shall comply with the Meetings Policy, as adopted and amended by the Board from time to time (the “Meetings Policy”). As used in this Article VI, the terms “meeting” and “open meeting” are used as defined in the Meetings Policy.

(b) The Board shall meet and hold meetings at the call of the Chairperson or a majority of its members. Open meetings shall be advertised at least seven (7) days in advance and open to the public. The Board shall provide notice at least seven (7) days in advance of the time, location, and general topics scheduled for discussion of each open meeting. Meetings

other than open meetings need not be advertised nor open to the public. Minutes of all meetings shall be taken and maintained by the Corporation.

6.2. Telephonic Participation. Board members may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another (and, in the case of open meetings, the public located at the location specified in the meeting notice is able to hear all of the participating members of the Board).

6.3. Action Without Meeting.

(a) Unless restricted by the Act or other law, any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

(b) Action may be taken by written consent in lieu of action taken by the Board at an open meeting, but only in instances where it is not practical or advisable to wait until the next open meeting to take such action. Any such action shall promptly be reported on the PCORI website and at the next open meeting.

ARTICLE VII OFFICERS

7.1. General. Pursuant to the Act, the Comptroller General of the United States shall designate a Chairperson and Vice Chairperson of the Board from among the members of the Board. Such members shall serve as Chairperson and Vice Chairperson for a term of three (3) years and until replaced by the Comptroller General of the United States.

7.2. Other Officers. The Board shall elect a President, Secretary, and Treasurer and may elect such other officers, assistant officers, or agents as the Board shall deem desirable, and such officers, assistant officers, and agents shall have the authority and perform the duties prescribed from time to time by the Board. Any number of offices may be held by the same person, except the offices of President and Treasurer. The Executive Director shall serve as the President.

7.3. Chairperson. The Chairperson shall preside at all meetings and shall perform such other duties as the Board may require.

7.4. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is unable to act or is absent from a meeting, and the Vice Chairperson shall perform such other duties as are prescribed by the Chairperson or the Board.

7.5. Executive Director and Other Personnel. The Board may employ and fix the compensation of an Executive Director and such other personnel as may be necessary to carry

out the duties of the Corporation, consistent with these Bylaws. Following consultation with members of the Board, the Executive Evaluation and Compensation Sub-Committee shall conduct a performance review of the Executive Director on an annual basis. The results of such review shall be reported to the Board.

ARTICLE VIII LIABILITY AND INDEMNIFICATION

8.1. No Personal Liability. No contract entered into by or on behalf of the Corporation shall personally obligate any employee, officer, or Board member of the Corporation, including the employee, officer or Board member authorizing such contract or executing same.

8.2. Indemnification.

(a) To the fullest extent permitted by law, including the D.C. Nonprofit Act, and as otherwise provided in this section 8.2, the Corporation shall indemnify any employee, officer, Board member and committee member, and any former employee, officer, Board member and committee member (each, a “Potential Indemnitee”), against any and all liabilities (including without limitation judgments, fines, and penalties against such Potential Indemnitee) and reasonable expenses (including without limitation reasonable counsel fees and other reasonable related fees) actually and necessarily incurred by or imposed on him or her, in connection with such Potential Indemnitee’s defense against any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) (each, a “Proceeding”) to which he or she may be or is made a party by reason of being or having been such a Potential Indemnitee (such liabilities and expenses, collectively, “Indemnifiable Amounts”). Notwithstanding the foregoing, Indemnifiable Amounts shall include amounts paid in settlement by a Potential Indemnitee only if such amounts are approved by the Board.

(b) Except as otherwise provided herein, within fifteen (15) business days after the Corporation’s receipt of a request therefore, and of a written affirmation consistent with Section 29-406.53 of the D.C. Nonprofit Act and an undertaking by the Potential Indemnitee to agree to repay or to reimburse all such amounts if it is determined that such Potential Indemnitee is not entitled to indemnification under this Article or the law, the Corporation shall advance Indemnifiable Amounts to a Potential Indemnitee. The provisions of this Article shall be applicable to Proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(c) The indemnification and advancements provided by this Article shall not be deemed exclusive of any other rights to which any Potential Indemnitee may be entitled under any applicable law.

(d) The indemnification and advancements provided by this Article shall not restrict the power of the Board to provide any additional indemnification and advancements permitted by law.

(e) As a condition precedent to a Potential Indemnitee's right to be indemnified or receive advancements hereunder, he or she shall (i) give to the Corporation notice in writing directed to the Chairperson of the Corporation (or to such other individual as the Corporation may designate) as soon as practicable of any Proceeding made against such Potential Indemnitee for which indemnity will or could be sought, and (ii) other than in connection with a Proceeding by or in the right of the Corporation, provide the Corporation with such information and cooperation as it may reasonably request.

8.3. Insurance. The Board may purchase insurance on behalf of any Potential Indemnitee against any liability which may be asserted against or incurred by him or her that arises out of such person's status as a Potential Indemnitee or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify such person against that liability under law. To the extent that any applicable insurance is available to respond to any Proceeding addressed in this Article, such insurance shall be exhausted before any payment is made pursuant to the advancement and indemnification provisions in this Article.

ARTICLE IX BYLAWS AMENDMENTS AND RULES OF THE BOARD

9.1. Amendments to Bylaws. Bylaws shall not be amended unless at least seven (7) days advance notice is given to all members of the Board and to the public. A vote of at least two-thirds ($\frac{2}{3}$) of the members present at a meeting of the Board at which a quorum is present may from time to time alter, amend, or repeal the bylaws or adopt new bylaws.

ARTICLE X MISCELLANEOUS PROVISIONS

10.1. Fiscal Year. The Corporation's fiscal year shall be October 1 through September 30.

10.2.

10.2. Contracts. The Board may authorize any officer or officers, assistant officer or assistant officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

10.3. Payment of Money. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed or approved by such officer or officers, assistant officer or assistant officers, agent, or agents of the Corporation and in such manner as authorized by the Board.

10.4. Books. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board of Governors.

10.5. Restriction on Gifts. The Corporation, its Board and staff, are prohibited from accepting any gifts, bequeaths, or donations of services or property to the extent set forth in the Act and the Conflict of Interest Policy and other policies as adopted and amended by the Board from time to time.

10.6. No Generation of Revenues in Contravention of Act. The Corporation is prohibited from establishing a corporation or generating revenues from activities other than as provided in the Act.

History:

Approved by PCORI Board of Governors 1/19/2012

Technical Correction 9/18/2012

Amended by PCORI Board of Governors 9/10/2013

Amended by PCORI Board of Governors 2/25/2014

Amended by PCORI Board of Governors 4/21/2015

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