

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2001

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2001 calendar year, or tax year beginning 07/01/, 2001, and ending 06/30/02

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization National Jewish Medical & Research Center	D Employer identification number 74-2044647
	Number and street (or P O box if mail is not delivered to street address) Room/suite 1400 Jackson Street	E Telephone number 303-388-4461
	City or town, state or country, and ZIP + 4 Denver, CO 80206	F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify)
	Please use IRS label or print or type. See Specific Instructions.	

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes" enter number of affiliates: N/A

H(c) Are all affiliates included? (If "No," attach a list. See instructions.) Yes No

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Enter 4-digit GEN: N/A

M Check if the organization is not required to attach Sch B (Form 990 990-EZ, or 990-PF)

G Web site: www.nationaljewish.org

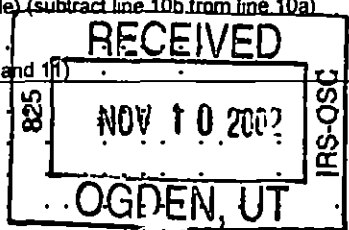
J Organization type (check only one): 501(c)(3) (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 114,847,802

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Specific Instructions on page 16)

Revenue		Expenses		Net Assets									
1	Contributions, gifts, grants, and similar amounts received												
a	Direct public support	1a	31,334,015										
b	Indirect public support	1b	68,823										
c	Government contributions (grants)	1c	30,085,500										
d	Total (add lines 1a through 1c) (cash \$ <u>60,315,368</u> noncash \$ <u>1,172,969</u>)	1d		61,488,338									
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		39,811,412									
3	Membership dues and assessments	3											
4	Interest on savings and temporary cash investments	4		641,423									
5	Dividends and interest from securities	5		2,584,664									
6a	Gross rents	6a											
b	Less rental expenses	6b											
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c											
7	Other investment income (describe)	7											
8a	Gross amount from sales of assets other than inventory	<table border="1"> <thead> <tr> <th>(A) Securities</th> <th>(B) Other</th> </tr> </thead> <tbody> <tr> <td>7,553,396</td> <td></td> </tr> <tr> <td>8,325,791</td> <td>109,712</td> </tr> <tr> <td>-772,395</td> <td>-109,712</td> </tr> </tbody> </table>		(A) Securities	(B) Other	7,553,396		8,325,791	109,712	-772,395	-109,712		
(A) Securities	(B) Other												
7,553,396													
8,325,791	109,712												
-772,395	-109,712												
b	Less cost or other basis and sales expenses	8b	109,712										
c	Gain or (loss) (attach schedule)	8c	-109,712										
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d		-882,107									
9	Special events and activities (attach schedule)												
a	Gross revenue (not including \$ <u>5,088,024</u> of contributions reported on line 1a)	9a	922,265										
b	Less direct expenses other than fundraising expenses	9b	3,146,736										
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		-2,224,471									
10a	Gross sales of inventory, less returns and allowances	10a											
b	Less cost of goods sold	10b											
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c											
11	Other revenue (from Part VII, line 103)	11		1,846,305									
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		103,265,564									
13	Program services (from line 44, column (B))	13		72,585,785									
14	Management and general (from line 44, column (C))	14		20,105,350									
15	Fundraising (from line 44, column (D))	15		4,777,335									
16	Payments to affiliates (attach schedule)	16											
17	Total expenses (add lines 16 and 44, column (A))	17		97,468,470									
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		5,797,094									
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		101,862,000									
20	Other changes in net assets or fund balances (attach explanation)	20		1,389,000									
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		109,048,094									



Handwritten signature/initials

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C) and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See Specific Instructions on page 21.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	22			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc	25	2,028,741	939,060	159,698
26 Other salaries and wages	26	47,924,278	37,080,675	1,729,916
27 Pension plan contributions	27			
28 Other employee benefits	28	6,647,510	4,950,141	350,229
29 Payroll taxes	29	3,465,470	2,580,732	182,413
30 Professional fundraising fees	30	122,275		122,275
31 Accounting fees	31	87,696	85,000	2,696
32 Legal fees	32	370,523	16,718	685
33 Supplies	33	9,421,003	8,346,299	105,848
34 Telephone	34	294,066	128,015	78,652
35 Postage and shipping	35	1,154,265	566,778	432,967
36 Occupancy	36	1,574,269	99,721	298,001
37 Equipment rental and maintenance	37	2,075,509	743,918	58,232
38 Printing and publications	38	1,333,594	581,705	441,515
39 Travel	39	1,072,565	814,788	164,179
40 Conferences, conventions, and meetings	40	306,804	245,232	3,505
41 Interest	41	1,964,717	1,463,123	103,417
42 Depreciation, depletion etc (attach schedule) <small>STMT 4</small>	42	4,255,106	3,168,773	223,977
43 Other expenses not covered above (itemize) <small>a TMT 5</small>	43a	13,370,079	10,860,107	319,130
b	43b			
c	43c			
d	43d			
e	43e			
44 Total functional expenses (add lines 22 through 43) <i>Organizations completing columns (B)-(D), carry these totals to lines 13-15.</i>	44	97,468,470	72,585,785	4,777,335

Joint Costs Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A, (ii) the amount allocated to Program services \$ N/A

(iii) the amount allocated to Management and general \$ N/A, and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 24)

What is the organization's primary exempt purpose? STMT 6

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts but optional for others)

a	STMT 6 ----- ----- ----- (Grants and allocations \$)	72,585,785
b	----- ----- ----- (Grants and allocations \$)	
c	----- ----- ----- (Grants and allocations \$)	
d	----- ----- ----- (Grants and allocations \$)	
e	Other program services (attach schedule) (Grants and allocations \$)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services).	72,585,785

Part IV Balance Sheets (See Specific Instructions on page 24)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	3,215,000	45	4,010,789
	46 Savings and temporary cash investments	15,275,000	46	6,490,211
	47a Accounts receivable	13,361,000		
	b Less allowance for doubtful accounts	5,206,000	47c	8,155,000
	48a Pledges receivable	7,151,000		
	b Less allowance for doubtful accounts	957,000	48c	6,194,000
	49 Grants receivable	2,332,000	49	2,604,000
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes and loans receivable (attach schedule)			
	b Less allowance for doubtful accounts		51c	
	52 Inventories for sale or use	429,000	52	435,000
	53 Prepaid expenses and deferred charges	157,000	53	375,000
	54 Investments - securities (attach schedule) STMT 7 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	74,637,000	54	80,076,000
	Liabilities	55a Investments - land, buildings, and equipment basis		
b Less accumulated depreciation (attach schedule)			55c	
56 Investments - other (attach schedule)			56	
57a Land, buildings, and equipment basis		115,373,000		
b Less accumulated depreciation (attach schedule) STMT 8		59,294,000	57c	56,079,000
58 Other assets (describe STMT 9)		10,627,000	58	10,092,000
59 Total assets (add lines 45 through 58) (must equal line 74)		168,042,000	59	174,511,000
60 Accounts payable and accrued expenses		12,854,000	60	13,969,000
61 Grants payable			61	
62 Deferred revenue		846,000	62	720,000
Net Assets or Fund Balances	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule) STMT 10	36,279,000	64a	35,645,000
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe STMT 11)	16,201,000	65	15,128,000
	66 Total liabilities (add lines 60 through 65)	66,180,000	66	65,462,000
	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
67 Unrestricted	62,083,000	67	64,099,000	
68 Temporarily restricted	21,556,000	68	20,161,000	
69 Permanently restricted	18,223,000	69	24,789,000	
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74				
70 Capital stock, trust principal, or current funds		70		
71 Paid-in or capital surplus, or land, building, and equipment fund		71		
72 Retained earnings, endowment, accumulated income, or other funds		72		
73 Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72, column (A) must equal line 19, and column (B) must equal line 21)	101,862,000	73	109,049,000	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	168,042,000	74	174,511,000	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information (See Specific Instructions on page 27)

Table with columns for question number, question text, and Yes/No columns. Includes questions 76 through 92 regarding organizational activities, financials, and reporting.

Part VII Analysis of Income-Producing Activities (See Specific Instructions on page 32)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a Net Patient Revenue					32,165,599
b Health Initiatives					3,150,000
c Program Service Revenue					1,410,801
d Professional Education					2,063,611
e Referral Labs	621500	1,021,401			
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	641,423	
96 Dividends and interest from securities			14	2,584,664	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-882,107	
101 Net income or (loss) from special events			01	-2,224,471	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a STMT 14				1,846,305	
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		1,021,401		1,965,814	38,790,011
105 Total (add line 104, columns (B), (D), and (E))					41,777,226

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 32.)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93a	Patient care, medical research and teaching in the areas of respiratory, allergic and immunological medicine
103a	Patient care, medical research and teaching in the areas of respiratory, allergic and immunological medicine.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 33)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			


Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on page 33)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Please  Date 1/11/02

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

OMB No 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

2001

Supplementary Information - (See separate instructions.)

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization
National Jewish Medical & Research Center

Employer identification number
74-2044647

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions List each one If there are none, enter "None ")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Gelfand, Erwin ----- C/O National Jewish	Senior MD Faculty	294,396	18,266	
Martin, Richard ----- C/O National Jewish	Senior MD Faculty	235,882	15,898	
Newman, Lee ----- C/O National Jewish	Senior MD Faculty	222,522	10,022	
Make, Barry ----- C/O National Jewish	Senior MD Faculty	210,365	19,043	
Ballard, Robert ----- C/O National Jewish	Senior MD Faculty	206,781	18,619	
Total number of other employees paid over \$50,000 ▶	283			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Arthur Andersen, LLP ----- PO Box 730210, Dallas, TX 75373	Accounting	113,946
Cassidy & Associates ----- PO Box 3228, Buffalo, NY 14240	Consulting	125,291
Davis Partnership ----- 2301 Blake Str , STE 100, Denver, CO 80205	Architecture	276,451
Gorsuch Kirgis, LLP ----- 1515 Arapahoe Str, Suite 1000, Denver, CO 80202	Legal	130,280
Sheridan Ross ----- 1560 Broadway, Suite 1200, Denver, CO 80202	Legal	136,865
Total number of others receiving over \$50,000 for professional services ▶	7	

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2001

Part III Statements About Activities (See page 2 of the instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>125,291</u> (Must equal amount on line 38, Part VI-A, or line I or Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities	X	
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities? STMT 15	X	
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? STMT 15	X	
e Transfer of any part of its income or assets?		X
3 Does the organization make grants for scholarships, fellowships, student loans, etc? (See Note below)		X
4 Do you have a section 403(b) annuity plan for your employees?	X	
Note: Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments N/A		

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

- The organization is not a private foundation because it is (Please check only ONE applicable box.)
- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
 - 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
 - 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
 - 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
 - 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____
 - 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the Support Schedule in Part IV-A.)
 - 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the Support Schedule in Part IV-A.)
 - 11b A community trust Section 170(b)(1)(A)(vii) (Also complete the Support Schedule in Part IV-A.)
 - 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the Support Schedule in Part IV-A.)
 - 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

Part V Private School Questionnaire (See page 7 of the instructions)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)	31	

32 Does the organization maintain the following	32a	
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		

33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)		

34a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b	
35 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

(To be completed ONLY by an eligible organization that filed Form 5768)

- Check a if the organization belongs to an affiliated group
- Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
Not over \$500,000 20% of the amount on line 40	} 41	
Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000 \$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution. If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below)

See the instructions for lines 45 through 50 on page 11 of the instructions

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means STMT 16
- i Total lobbying expenditures (add lines c through h)

Yes	No	Amount
	X	
	X	
	X	
	X	
	X	
	X	
X		125,291
		125,291

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

**National Jewish Medical & Research Center
Statement 1 - Gain/Loss On Sale Of Assets
Form 990 - Part I Line 8 - 06/30/02**

ID #74-2044647

Gain/Loss on the sale of publicly traded securities

Gross amount from sale of securities	7,553,396	
Cost basis	<u>8,325,791</u>	
Gain on Sale of Securities		<u><u>(772,395)</u></u>

Gain on sale of fixed assets

Gain due to the disposal of assets in the Center's normal course of operations	Proceeds	0	
	Basis	<u>109,712</u>	
Gain on Sale of Assets			<u><u>(109,712)</u></u>

**National Jewish Medical & Research Center
Statement 2 - Special Events and Activities
Form 990 - Part I Line 9 - 06/30/02**

ID #74-2044647

<u>Description</u>	<u>Gross Revenue</u>	<u>Direct Expenses</u>	<u>Net Income</u>
New York Real Estate Dinner	219,975	(447,497)	(227,522)
Denver Dinner	124,250	(484,140)	(359,890)
New York Finance Dinner	94,375	(106,262)	(11,887)
Other Events*	483,665	(2,108,837)	(1,625,172)
* Other events include dinners, golf tournaments, and a mini grand prix			
Totals	<u>922,265</u>	<u>(3,146,736)</u>	<u>(2,224,471)</u>

**National Jewish Medical & Research Center
Statement 3 - Other Changes in Net Assets
Form 990 - Part I Line 20 - 06/30/02**

ID #74-2044647

Net Unrealized Gains (Losses)

Unrestricted	1,267,000
Temporarily Restricted	(227,000)
Permanently Restricted	349,000
	<hr/>
Other changes in net assets or fund balances	<u>1,389,000</u>

National Jewish Medical & Research Center
Statement 4 - Depreciation, depletion, etc.
Form 990 - Part II Line 42 - 06/30/02

ID #74-2044647

Depreciation of buildings and equipment, including amortization of capital leases is calculated using the straight-line method over the estimated useful lives of the assets, which are in accordance with American Hospital Association guidelines

National Jewish Medical & Research Center
Statement 5 - Other Expenses
Form 990 - Part II Line 43a - 06/30/02

ID #74-2044647

Description	Total	Program Services	Management And General	Fundraising
Professional Fees	3,864,513	2,589,554	1,252,534	22,425
External Medical Fees	1,537,746	1,537,746	0	0
Insurance and Taxes	507,259	789	490,936	15,534
Recruitment	186,664	3,370	182,824	470
Other	1,814,554	1,496,164	76,032	242,358
Temporary Help	169,669	71,764	70,281	27,624
Research Subject Fees	506,701	506,701	0	0
Books & Periodicals	79,942	66,699	7,763	5,480
Dues and Memberships	188,102	72,391	110,472	5,239
Collaborative Agreements	1,517,262	1,517,262	0	0
Patient Research Costs	636,009	636,009	0	0
Capital Costs	1,027,658	1,027,658	0	0
Bad Debt	1,304,000	1,304,000	0	0
Income Taxes	30,000	30,000	0	0
Totals	13,370,079	10,860,107	2,190,842	319,130

**National Jewish Medical & Research Center
Statement 6 - Organization's Primary Exempt Purpose
Form 990 - Part III - 06/30/02**

ID #74-2044647

National Jewish is a non-sectarian, not-for-profit, independent, research-oriented medical center

Focusing on respiratory, immunologic, allergic, and infectious diseases, National Jewish's mission is to discover knowledge to enhance prevention, treatment and cures, through an integrated program of basic and clinical research, develop and provide innovative clinical programs for treating and rehabilitating patients of all ages and for preventing disease, and educate scientists, physicians, other clinical personnel, and the public

**Program Service Accomplishments
Form 990 - Part III Line a - 06/30/02**

ID #74-2044647

National Jewish Medical and Research Center is a national referral medical institute engaged in patient care, medical research, and teaching, primarily in the areas of respiratory, allergic, and immunologic medicine. Patient information for fiscal year July 1, 2001 through June 30, 2002: inpatient days 506, average inpatient length of stay 5.06 days, average day program patient length of stay 16.62 days, total number of outpatient visits 18,866. Further details regarding Center activities are available upon request.

**National Jewish Medical & Research Center
Statement 7 - Investments - Securities
Form 990 - Part IV Line 54 - 06/30/02**

ID #74-2044647

Description	6/30/01	6/30/02
Internally Designated Assets	16,380,000	27,328,000
Assets Held By Trustees	7,689,000	4,186,000
Assets Reserved For Gift Annuities	11,961,000	10,026,000
Long Term Investment	36,205,000	32,658,000
Beneficial Interest Under Perpetual Trust Agreement	1,961,000	5,497,000
Marketable Securities - Restricted	441,000	381,000
	<hr/>	<hr/>
Totals	74,637,000	80,076,000
	<hr/>	<hr/>

**National Jewish Medical & Research Center
Statement 8 - Land, Buildings & Equipment
Form 990 - Part IV Line 57 - 06/30/02**

ID #74-2044647

Description	6/30/01	6/30/02
Property and Equipment:		
Land	3,587,000	3,809,000
Buildings	65,458,000	69,093,000
Equipment and Software	36,403,000	38,300,000
Construction in Progress	922,000	4,171,000
	<u>106,370,000</u>	<u>115,373,000</u>
Less accumulated depreciation	(55,581,000)	(59,294,000)
	<u>50,789,000</u>	<u>56,079,000</u>

National Jewish Medical & Research Center
Statement 9 - Other Assets Detail
Form 990 - Part IV Line 58 - 06/30/02

ID #74-2044647

<u>Description</u>	<u>6/30/01</u>	<u>6/30/02</u>
Current Assets-Other	3,615,000	1,801,000
Contribution Receivable Under Unitrust Agreements	5,744,000	5,737,000
Bond Issuance Costs	535,000	515,000
Goodwill	0	1,522,000
Other	733,000	517,000
	<hr/>	<hr/>
Totals	10,627,000	10,092,000
	<hr/>	<hr/>

**National Jewish Medical & Research Center
Statement 10 - Tax Exempt Bond Liabilities
Form 990 - Part IV Line 64 - 06/30/02**

ID #74-2044647

In April 1998, Revenue Bonds, Series 1998 (the "1998 Bonds") in the amount of \$32,805,000 were issued by the Colorado Health Facilities Authority to redeem the Revenue Series 1992 Bonds and to finance a number of capital construction and renovation projects

The 1998 Bonds require annual payments of varying amounts. These payments began January 1, 1999 with the final principal payment due in January 2028.

In November 1998, Revenue Bonds, Series 1998B (the "1998B Bonds") in the amount of \$5,700,000 were issued by the Colorado Health Facilities Authority to finance certain expenses relating to the upgrading and renovation of the Center's PowerHouse building.

The 1998B Bonds require annual payments of varying amounts. These payments began January 1, 2000 with the final principal payment due in January 2018.

**National Jewish Medical & Research Center
Statement 11 - Other Liabilities Detail
Form 990 - Part IV Line 65 - 06/30/02**

ID #74-2044647

<u>Description</u>	<u>6/30/01</u>	<u>6/30/02</u>
Capital Leases	1,468,000	1,165,000
Estimated 3rd Party Payor Settlements	763,000	0
Liability Under Annuity Contracts	12,705,000	12,710,000
Liability Under Unitrust Agreements	772,000	737,000
Deferred Contributions	493,000	516,000
	<hr/>	<hr/>
Totals	16,201,000	15,128,000
	<hr/>	<hr/>

National Jewish Medical & Research Center
 Statement 12 - List of Officers, Directors, etc.
 Form 990 - Part V - 06/30/02

OFFICERS	TITLE	TIME	COMPENSATION	CONTRIBUTION	EXPENSES
Lynn Taussig c/o National Jewish	President and CEO	100%	558,912 14	21,899 81	0 00
James D. Crapo c/o National Jewish	Executive Vice President, Academic Affairs	100%	383,113 29	20,190 81	0 00
Carol Gibson c/o National Jewish	Vice President Development	100%	159,697 52	15,843 50	0 00
Gary Cott c/o National Jewish	Executive Vice President, Medical & Clinical Services	100%	224,092 17	17,748 79	0 00
J Verne Singleton c/o National Jewish	Executive Vice President, Chief Administrative Officer	100%	230,316 34	17,540 71	0 00
David Tinkelman c/o National Jewish	Vice President, Healthcare Initiatives	100%	331,855 37	18,972 56	0 00
Christine K. Forkner c/o National Jewish	CFO	100%	140,754 99	15,513 14	0 00
Robert L. Mettler San Francisco CA	Chair Council of National Trustees		0 00	0 00	0 00
Lawrence Gelfond Denver CO	Chair Board of Directors		0 00	0 00	0 00
Albert D. Angel Llewellyn Park NJ	Vice Chair Council of National Trustees		0 00	0 00	0 00
Michael Tenzer Los Angeles CA	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
David Solomon Houston TX	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
William White Dallas, TX	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
Marianne Cohn Metairie LA	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
Murray Fischer Beverly Hills, CA	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
Robert Lengholz Tulsa, OK	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
Theodore Netzk Chicago IL	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
Carol Nichols New York, NY	Regional Vice Chair, Council of National Trustees		0 00	0 00	0 00
Bruce Deifik Denver CO	Vice Chair Board of Directors		0 00	0 00	0 00
David Engleberg Denver CO	Secretary		0 00	0 00	0 00
Larry Silverstein New York NY	Treasurer		0 00	0 00	0 00
Gail Schoettler Parker, CO	Assistant Treasurer		0 00	0 00	0 00
J Verne Singleton Thomton, CO	Assistant Treasurer & Assistant Secretary		0 00	0 00	0 00
Christine K. Forkner c/o National Jewish	Assistant Secretary		0 00	0 00	0 00

National Jewish Medical & Research Center
 Statement 12 - List of Officers, Directors, etc
 Form 990 - Part V - 06/30/02

ID #74-2044647

BOARD OF DIRECTORS		COMPENSATION	CONTRIBUTION	EXPENSES	TIME
Stephen W Arent	Denver, CO	0 00	0 00	0 00	2 hr/wk
Virginia Berkely	Denver, CO	0 00	0 00	0 00	2 hr/wk
Norman Brownstein	Denver, CO	0 00	0 00	0 00	2 hr/wk
Paul Charron	New York, NY	0 00	0 00	0 00	2 hr/wk
Robin Chotin	Englewood, CO	0 00	0 00	0 00	2 hr/wk
Bruce Deifik	Denver, CO	0 00	0 00	0 00	2 hr/wk
David H Engleberg	Englewood, CO	0 00	0 00	0 00	2 hr/wk
Lawrence A Fain	Denver, CO	0 00	0 00	0 00	2 hr/wk
Joel Farkas	Denver, CO	0 00	0 00	0 00	2 hr/wk
Michael Feiner	Denver, CO	0 00	0 00	0 00	2 hr/wk
Thomas Flexner	New York, NY	0 00	0 00	0 00	2 hr/wk
Charles P Gallagher	Denver, CO	0 00	0 00	0 00	2 hr/wk
Tom Gart	Denver, CO	0 00	0 00	0 00	2 hr/wk
Lawrence Gelfond	Denver, CO	0 00	0 00	0 00	2 hr/wk
Roger Gibson	Chicago, IL	0 00	0 00	0 00	2 hr/wk
A Barry Hirschfeld	Denver, CO	0 00	0 00	0 00	2 hr/wk
Barbara M Japha	Denver, CO	0 00	0 00	0 00	2 hr/wk
Philip H Karsh	Lakewood, CO	0 00	0 00	0 00	2 hr/wk
Mary Rossick Kern	Castle Rock, CO	0 00	0 00	0 00	2 hr/wk
Donald Kortz	Denver, CO	0 00	0 00	0 00	2 hr/wk
James Kuhn	New York, NY	0 00	0 00	0 00	2 hr/wk
Robert Mettler	San Francisco, CA	0 00	0 00	0 00	2 hr/wk
Ronald E Montoya	Denver, CO	0 00	0 00	0 00	2 hr/wk
Trygve E Myhren	Denver, CO	0 00	0 00	0 00	2 hr/wk
Hon Edward Perlmutter	Denver, CO	0 00	0 00	0 00	2 hr/wk
Edward A. Robinson	Denver, CO	0 00	0 00	0 00	2 hr/wk
Meyer M Salzman	Denver, CO	0 00	0 00	0 00	2 hr/wk
Myma Schlegel	Dallas, TX	0 00	0 00	0 00	2 hr/wk
Gail S Schoettler	Parker, CO	0 00	0 00	0 00	2 hr/wk
Marlyn Semple	Denver, CO	0 00	0 00	0 00	2 hr/wk
John Sevo	Denver, CO	0 00	0 00	0 00	2 hr/wk
Michael Shaw	Denver, CO	0 00	0 00	0 00	2 hr/wk
Donald Silversmith	Denver, CO	0 00	0 00	0 00	2 hr/wk
Michael S Smith	Denver, CO	0 00	0 00	0 00	2 hr/wk
Burton Tansky	Dallas, TX	0 00	0 00	0 00	2 hr/wk
Sandy Wolf-Yearck	Englewood, CO	0 00	0 00	0 00	2 hr/wk
Daniel Yohannes	Denver, CO	0 00	0 00	0 00	2 hr/wk
Gary Yourtz	Cherry Hills Village, CO	0 00	0 00	0 00	2 hr/wk
Evan H Zucker	Denver, CO	0 00	0 00	0 00	2 hr/wk

National Jewish Medical & Research Center
 Statement 12 - List of Officers, Directors, etc
 Form 990 - Part V - 06/30/02

ID #74-2044847

NATIONAL TRUSTEES	COMPENSATION	CONTRIBUTION	EXPENSES	TIME
Carol Aaron	0.00	0.00	0.00	20 hr/yr
Lee Abraham	0.00	0.00	0.00	20 hr/yr
Amie Adamsen	0.00	0.00	0.00	20 hr/yr
Stanford J Alexander	0.00	0.00	0.00	20 hr/yr
Marsha Alpert	0.00	0.00	0.00	20 hr/yr
Albert D Angel	0.00	0.00	0.00	20 hr/yr
Herbert Ash	0.00	0.00	0.00	20 hr/yr
Ann Shannon Baker	0.00	0.00	0.00	20 hr/yr
Richard H Bard	0.00	0.00	0.00	20 hr/yr
Kevin Barrett	0.00	0.00	0.00	20 hr/yr
Mark Berey	0.00	0.00	0.00	20 hr/yr
Hon Shelley Berkley	0.00	0.00	0.00	20 hr/yr
Paul Besser	0.00	0.00	0.00	20 hr/yr
Ronald M Blitzer	0.00	0.00	0.00	20 hr/yr
Lous A. Bluestein	0.00	0.00	0.00	20 hr/yr
Gerald W Bodzy	0.00	0.00	0.00	20 hr/yr
Leonard Boxer	0.00	0.00	0.00	20 hr/yr
Pauliette Brody	0.00	0.00	0.00	20 hr/yr
San Richard H Bryan	0.00	0.00	0.00	20 hr/yr
Richard Bunker	0.00	0.00	0.00	20 hr/yr
Joseph J Carrol	0.00	0.00	0.00	20 hr/yr
Jerome A Chazen	0.00	0.00	0.00	20 hr/yr
Kathy A Chazen	0.00	0.00	0.00	20 hr/yr
Kenneth Chirba	0.00	0.00	0.00	20 hr/yr
Mitchell F Cohen	0.00	0.00	0.00	20 hr/yr
Mrs Isidore Cohn	0.00	0.00	0.00	20 hr/yr
Joseph Comras	0.00	0.00	0.00	20 hr/yr
Bruce H Corbin	0.00	0.00	0.00	20 hr/yr
Joseph A DeLuca	0.00	0.00	0.00	20 hr/yr
Irwin Dinn	0.00	0.00	0.00	20 hr/yr
Susan Dinn	0.00	0.00	0.00	20 hr/yr
Bruce S Dobozi	0.00	0.00	0.00	20 hr/yr
Irene Drescher	0.00	0.00	0.00	20 hr/yr
Jared Drescher	0.00	0.00	0.00	20 hr/yr
H Mills Duncan, IV	0.00	0.00	0.00	20 hr/yr
Mrs Eugene J Eichenberg	0.00	0.00	0.00	20 hr/yr
Mark L Fine	0.00	0.00	0.00	20 hr/yr
Murray D Fischer	0.00	0.00	0.00	20 hr/yr
Aaron Fleck	0.00	0.00	0.00	20 hr/yr
Daniel Freed	0.00	0.00	0.00	20 hr/yr
Mendel Friedman	0.00	0.00	0.00	20 hr/yr
Ronald S Friedman	0.00	0.00	0.00	20 hr/yr
Alex Fryburg	0.00	0.00	0.00	20 hr/yr
Donald J Gibson	0.00	0.00	0.00	20 hr/yr
Philip Gndes	0.00	0.00	0.00	20 hr/yr
Mrs Abraham E Goldmintz	0.00	0.00	0.00	20 hr/yr
Dallas TX	0.00	0.00	0.00	20 hr/yr
Stamford CT	0.00	0.00	0.00	20 hr/yr
Las Vegas, NV	0.00	0.00	0.00	20 hr/yr
Houston TX	0.00	0.00	0.00	20 hr/yr
Englewood CO	0.00	0.00	0.00	20 hr/yr
Llewellyn Park, NJ	0.00	0.00	0.00	20 hr/yr
Flowerhill NY	0.00	0.00	0.00	20 hr/yr
Tulsa, OK	0.00	0.00	0.00	20 hr/yr
Denver, CO	0.00	0.00	0.00	20 hr/yr
Boston, MA	0.00	0.00	0.00	20 hr/yr
Rockville, MD	0.00	0.00	0.00	20 hr/yr
Las Vegas NV	0.00	0.00	0.00	20 hr/yr
N Miami Beach FL	0.00	0.00	0.00	20 hr/yr
Santa Barbara, CA	0.00	0.00	0.00	20 hr/yr
East Setauket, NY	0.00	0.00	0.00	20 hr/yr
Houston TX	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Englewood CO	0.00	0.00	0.00	20 hr/yr
Las Vegas NV	0.00	0.00	0.00	20 hr/yr
Las Vegas NV	0.00	0.00	0.00	20 hr/yr
Baldwin NY	0.00	0.00	0.00	20 hr/yr
New York, NY	0.00	0.00	0.00	20 hr/yr
New York, NY	0.00	0.00	0.00	20 hr/yr
Los Angeles CA	0.00	0.00	0.00	20 hr/yr
Los Angeles CA	0.00	0.00	0.00	20 hr/yr
Metairie LA	0.00	0.00	0.00	20 hr/yr
Miami Beach FL	0.00	0.00	0.00	20 hr/yr
Los Angeles CA	0.00	0.00	0.00	20 hr/yr
New York, NY	0.00	0.00	0.00	20 hr/yr
Moreland Hills OH	0.00	0.00	0.00	20 hr/yr
Moreland Hills OH	0.00	0.00	0.00	20 hr/yr
Brooklyn NY	0.00	0.00	0.00	20 hr/yr
Arlington VA	0.00	0.00	0.00	20 hr/yr
Arlington VA	0.00	0.00	0.00	20 hr/yr
Houston, TX	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Las Vegas NV	0.00	0.00	0.00	20 hr/yr
Beverly Hills CA	0.00	0.00	0.00	20 hr/yr
Aspen CO	0.00	0.00	0.00	20 hr/yr
Boca Raton FL	0.00	0.00	0.00	20 hr/yr
Baltimore MD	0.00	0.00	0.00	20 hr/yr
Santa Monica CA	0.00	0.00	0.00	20 hr/yr
Coral Springs FL	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Colorado Spngs CO	0.00	0.00	0.00	20 hr/yr
Carlsbad NM	0.00	0.00	0.00	20 hr/yr

National Jewish Medical & Research Center
 Statement 12 - List of Officers, Directors, etc
 Form 990 - Part V - 09/30/02

ID #74-2044647

NATIONAL TRUSTEES	COMPENSATION	CONTRIBUTION	EXPENSES	TIME
Gary E Goldstein	0.00	0.00	0.00	20 hr/yr
Edwin A. Goodman	0.00	0.00	0.00	20 hr/yr
Edward P. Grace III	0.00	0.00	0.00	20 hr/yr
Rob Greenspan	0.00	0.00	0.00	20 hr/yr
Janet Grove	0.00	0.00	0.00	20 hr/yr
Hon Kenny C. Quinn	0.00	0.00	0.00	20 hr/yr
Jacqueline Hall	0.00	0.00	0.00	20 hr/yr
Dee Hartzmark	0.00	0.00	0.00	20 hr/yr
Lee Hartzmark	0.00	0.00	0.00	20 hr/yr
James Berry Hill	0.00	0.00	0.00	20 hr/yr
Garrett B. Hunter	0.00	0.00	0.00	20 hr/yr
Robert Joseph	0.00	0.00	0.00	20 hr/yr
George Johnson	0.00	0.00	0.00	20 hr/yr
Sheila Broderick Johnson	0.00	0.00	0.00	20 hr/yr
David J. Kantles	0.00	0.00	0.00	20 hr/yr
Jeffrey H. Kapor	0.00	0.00	0.00	20 hr/yr
John J. Knott, Jr	0.00	0.00	0.00	20 hr/yr
Lana Cain Krauter	0.00	0.00	0.00	20 hr/yr
Sunya Kronstadt	0.00	0.00	0.00	20 hr/yr
Lawrence T. Kurlander	0.00	0.00	0.00	20 hr/yr
Charles Kushner	0.00	0.00	0.00	20 hr/yr
Alan Landsburg	0.00	0.00	0.00	20 hr/yr
Robert Langholz	0.00	0.00	0.00	20 hr/yr
Jerome Lefkowitz	0.00	0.00	0.00	20 hr/yr
Philip B. Leitman	0.00	0.00	0.00	20 hr/yr
Susan H. Lerner	0.00	0.00	0.00	20 hr/yr
Maddie Levitt	0.00	0.00	0.00	20 hr/yr
Samuel Lewis	0.00	0.00	0.00	20 hr/yr
Keith Locker	0.00	0.00	0.00	20 hr/yr
Charlie Lyons	0.00	0.00	0.00	20 hr/yr
Marc Magazine	0.00	0.00	0.00	20 hr/yr
Cary Marmis	0.00	0.00	0.00	20 hr/yr
Lawrence A. Marquello	0.00	0.00	0.00	20 hr/yr
Michele S. Marvins	0.00	0.00	0.00	20 hr/yr
Sherman McCorkle	0.00	0.00	0.00	20 hr/yr
Harold C. McKenna	0.00	0.00	0.00	20 hr/yr
Myron M. Miller	0.00	0.00	0.00	20 hr/yr
Arthur Mirants II	0.00	0.00	0.00	20 hr/yr
Manvin I. Moskowitz	0.00	0.00	0.00	20 hr/yr
Maxine Murnick	0.00	0.00	0.00	20 hr/yr
Theodore R. Murnick	0.00	0.00	0.00	20 hr/yr
James F. Murray	0.00	0.00	0.00	20 hr/yr
Theodore Netzky	0.00	0.00	0.00	20 hr/yr
Walter Neustadt, Jr	0.00	0.00	0.00	20 hr/yr
Carol D. Nichols	0.00	0.00	0.00	20 hr/yr
Paul A. Nussbaum	0.00	0.00	0.00	20 hr/yr
Glenview KY	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Windsore FL	0.00	0.00	0.00	20 hr/yr
Los Angeles CA	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Canon City NV	0.00	0.00	0.00	20 hr/yr
San Francisco CA	0.00	0.00	0.00	20 hr/yr
Moreland Hills, OH	0.00	0.00	0.00	20 hr/yr
Pepper Pike, OH	0.00	0.00	0.00	20 hr/yr
New York, NY	0.00	0.00	0.00	20 hr/yr
Providence, RI	0.00	0.00	0.00	20 hr/yr
Wilmette IL	0.00	0.00	0.00	20 hr/yr
Chicago IL	0.00	0.00	0.00	20 hr/yr
Fort Worth, TX	0.00	0.00	0.00	20 hr/yr
Southfield, MI	0.00	0.00	0.00	20 hr/yr
Los Angeles CA	0.00	0.00	0.00	20 hr/yr
Las Vegas, NV	0.00	0.00	0.00	20 hr/yr
Knoxville TN	0.00	0.00	0.00	20 hr/yr
Sarasota FL	0.00	0.00	0.00	20 hr/yr
Denver CO	0.00	0.00	0.00	20 hr/yr
Floham Park, NJ	0.00	0.00	0.00	20 hr/yr
Los Angeles CA	0.00	0.00	0.00	20 hr/yr
Tulsa, OK	0.00	0.00	0.00	20 hr/yr
Providence RI	0.00	0.00	0.00	20 hr/yr
Coral Gables, FL	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Des Moines IA	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Santa Monica CA	0.00	0.00	0.00	20 hr/yr
Bethesda MD	0.00	0.00	0.00	20 hr/yr
Tucson AZ	0.00	0.00	0.00	20 hr/yr
New York, NY	0.00	0.00	0.00	20 hr/yr
Houston, TX	0.00	0.00	0.00	20 hr/yr
Albuquerque, NIM	0.00	0.00	0.00	20 hr/yr
Boston MA	0.00	0.00	0.00	20 hr/yr
Denver CO	0.00	0.00	0.00	20 hr/yr
New York, NY	0.00	0.00	0.00	20 hr/yr
Ladue MO	0.00	0.00	0.00	20 hr/yr
Short Hills NH	0.00	0.00	0.00	20 hr/yr
Short Hills NH	0.00	0.00	0.00	20 hr/yr
New York, NY	0.00	0.00	0.00	20 hr/yr
Chicago IL	0.00	0.00	0.00	20 hr/yr
Dallas TX	0.00	0.00	0.00	20 hr/yr
New York NY	0.00	0.00	0.00	20 hr/yr
Addison TX	0.00	0.00	0.00	20 hr/yr

National Jewish Medical & Research Center
 Statement 12 - List of Officers, Directors, etc
 Form 990 - Part V - 06/30/02

ID: #74-2044647

NATIONAL TRUSTEES	COMPENSATION	CONTRIBUTION	EXPENSES	TIME
Governor Mike O'Callaghan	0 00	0 00	0 00	20 hr/yr
Amie Orlick	0 00	0 00	0 00	20 hr/yr
Robert I Paller	0 00	0 00	0 00	20 hr/yr
Henry Lee Paul	0 00	0 00	0 00	20 hr/yr
Joseph Polichino	0 00	0 00	0 00	20 hr/yr
John Proffitt	0 00	0 00	0 00	20 hr/yr
Stephen Raphael	0 00	0 00	0 00	20 hr/yr
C Patrick Roberts	0 00	0 00	0 00	20 hr/yr
Billie Ross	0 00	0 00	0 00	20 hr/yr
Lawrence Ruben	0 00	0 00	0 00	20 hr/yr
Irene B Rubenstein	0 00	0 00	0 00	20 hr/yr
LeRoy Rubin	0 00	0 00	0 00	20 hr/yr
M Ronald Ruskin	0 00	0 00	0 00	20 hr/yr
Richard B Saltzman	0 00	0 00	0 00	20 hr/yr
Robert Schlegel	0 00	0 00	0 00	20 hr/yr
Milton Schneiderman	0 00	0 00	0 00	20 hr/yr
Joseph R Schuble Sr	0 00	0 00	0 00	20 hr/yr
Robert A Seale Jr	0 00	0 00	0 00	20 hr/yr
Stephen B Siegel	0 00	0 00	0 00	20 hr/yr
Wendy Siegel	0 00	0 00	0 00	20 hr/yr
Larry A Silverstein	0 00	0 00	0 00	20 hr/yr
Roger Silverstein	0 00	0 00	0 00	20 hr/yr
Mrs Maxwell Singer	0 00	0 00	0 00	20 hr/yr
David L Solomon	0 00	0 00	0 00	20 hr/yr
David N Sonnenblick	0 00	0 00	0 00	20 hr/yr
Steven Spindola	0 00	0 00	0 00	20 hr/yr
Meiba Steeg	0 00	0 00	0 00	20 hr/yr
Richard H Stein	0 00	0 00	0 00	20 hr/yr
Dan H Stewart	0 00	0 00	0 00	20 hr/yr
Sue Ann Strauss	0 00	0 00	0 00	20 hr/yr
Sy Syma	0 00	0 00	0 00	20 hr/yr
Andrew H Tenenbaum	0 00	0 00	0 00	20 hr/yr
Stuart K Teussig	0 00	0 00	0 00	20 hr/yr
Michael L Tenzer	0 00	0 00	0 00	20 hr/yr
Owen D Thomas	0 00	0 00	0 00	20 hr/yr
Ralph Tomberg	0 00	0 00	0 00	20 hr/yr
Ronald Townsend	0 00	0 00	0 00	20 hr/yr
Kenneth L Tucker	0 00	0 00	0 00	20 hr/yr
Hal J Upbin	0 00	0 00	0 00	20 hr/yr
Mark Walsh	0 00	0 00	0 00	20 hr/yr
Timothy J Welch	0 00	0 00	0 00	20 hr/yr
George Wendler	0 00	0 00	0 00	20 hr/yr
Medora White	0 00	0 00	0 00	20 hr/yr
William D White Jr	0 00	0 00	0 00	20 hr/yr
John W Wilhelm	0 00	0 00	0 00	20 hr/yr
Philip D Wlwn	0 00	0 00	0 00	20 hr/yr
Las Vegas NV	0 00	0 00	0 00	20 hr/yr
Atlanta GA	0 00	0 00	0 00	20 hr/yr
Tampa FL	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Big Sky MT	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Tallahassee, FL	0 00	0 00	0 00	20 hr/yr
Chicago, IL	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Tampa, FL	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Dallas TX	0 00	0 00	0 00	20 hr/yr
McLean VA	0 00	0 00	0 00	20 hr/yr
Bethesda MD	0 00	0 00	0 00	20 hr/yr
Houston TX	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Chicago IL	0 00	0 00	0 00	20 hr/yr
Houston, TX	0 00	0 00	0 00	20 hr/yr
Los Angeles Ca	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
New Orleans LA	0 00	0 00	0 00	20 hr/yr
Houston TX	0 00	0 00	0 00	20 hr/yr
Henderson, NV	0 00	0 00	0 00	20 hr/yr
Houston, TX	0 00	0 00	0 00	20 hr/yr
Secaucus, NJ	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Chicago IL	0 00	0 00	0 00	20 hr/yr
Los Angeles, CA	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Aventura FL	0 00	0 00	0 00	20 hr/yr
Jacksonville FL	0 00	0 00	0 00	20 hr/yr
Highland Park, IL	0 00	0 00	0 00	20 hr/yr
Chesterfield MO	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
New York, NY	0 00	0 00	0 00	20 hr/yr
Dallas, TX	0 00	0 00	0 00	20 hr/yr
Dallas TX	0 00	0 00	0 00	20 hr/yr
Las Vegas, NV	0 00	0 00	0 00	20 hr/yr
Rancho Mirage CA	0 00	0 00	0 00	20 hr/yr

National Jewish Medical & Research Center
 Statement 12 - List of Officers, Directors, etc
 Form 990 - Part V - 06/30/02

ID #74-2044647

NATIONAL TRUSTEES	COMPENSATION	CONTRIBUTION	EXPENSES	TIME
Dale A. Wood	0.00	0.00	0.00	20 hr/yr
Mentle Wood	0.00	0.00	0.00	20 hr/yr
Sandra K. Woods	0.00	0.00	0.00	20 hr/yr
Allan Zedei	0.00	0.00	0.00	20 hr/yr
EMERITUS TRUSTEES				
Paul Choquette	0.00	0.00	0.00	20 hr/yr
James Duffy	0.00	0.00	0.00	20 hr/yr
John X. Foley	0.00	0.00	0.00	20 hr/yr
Hon. Joseph Garraty	0.00	0.00	0.00	20 hr/yr
David Handelman	0.00	0.00	0.00	20 hr/yr
Irma Jacobson	0.00	0.00	0.00	20 hr/yr
Leonard Johnson	0.00	0.00	0.00	20 hr/yr
Dr. A. J. Kauvar	0.00	0.00	0.00	20 hr/yr
Sheldon Magazine	0.00	0.00	0.00	20 hr/yr
Jerome Nemiro	0.00	0.00	0.00	20 hr/yr
John Portman Jr.	0.00	0.00	0.00	20 hr/yr
Morris Rochlin	0.00	0.00	0.00	20 hr/yr
John Shea	0.00	0.00	0.00	20 hr/yr
Marvin Traub	0.00	0.00	0.00	20 hr/yr
Charles Weigreen, JR	0.00	0.00	0.00	20 hr/yr
Harold Warren	0.00	0.00	0.00	20 hr/yr
OTHERS				
Warren Toltz	0.00	0.00	0.00	20 hr/yr
James Gendelman	0.00	0.00	0.00	20 hr/yr

0

National Jewish Medical & Research Center

Statement 13 -States With Which a Copy of the 990 Is Filed

Form 990- Part VI Line 90a - 06/30/02

ID #74-2044647

Alabama
Alaska
Arizona
California
Connecticut
District of Columbia
Florida
Georgia
Illinois
Kansas
Kentucky
Maine
Maryland
Massachusetts
Minnesota
Mississippi
Nevada
New Hampshire
New Jersey
New Mexico
New York
North Carolina
Ohio
Oklahoma
Oregon
Pennsylvania
South Carolina
Tennessee
Utah
Washington
Wisconsin

**National Jewish Medical & Research Center
Statement 14 - Other Revenue
Form 990 - Part VII Line 103a - 06/30/02**

Description	Exclusion Code	Amount
Cafeteria Revenues	3	403,651
Vending Machines	3	2,400
Valet Parking	3	475
License and Royalty Income	15	269,915
School Tuition	3	348,345
Other Miscellaneous	3	405,327
Occupancy	3	416,192
		<hr/>
Totals		<u>1,846,305</u>

Part III, 2(c)

The Center, from time to time, in the normal course of business and in accordance with its conflict of interest policy, has entered into transactions with certain of its directors. Transactions have occurred between the Center and corporations of which directors of the Center serve as officers. Such transactions have been effected in the areas of stock brokerage, office supplies, printing and insurance brokerage. These transactions in the aggregate are not significant in amount, and in all such cases, management believes the prices paid by the Center have been equal to or less than the prices that would have been obtained through transactions with parties not related to the Center.

Part III, 2(d)

All officers of the Center who are compensated are employed full-time by the Center.

**National Jewish Medical & Research Center
Statement About Lobbying Activity
Schedule A - Form 990 - Part VI-B - 06/30/02**

ID #74-2044647

National Jewish is continually expanding its research programs. To assist with this goal, representatives of National Jewish identify potential sources of funding, then market and promote National Jewish research scientists and programs as worthy recipients of these funds.

The marketing efforts can include working with the various congressional representatives and agencies that oversee research funding and the grant request process.

**National Jewish Medical & Research Center
Schedule of Contributors
Schedule B - Form 990**

Name _____ **Address** _____ **Contribution**

None

BYLAWS

OF

**NATIONAL JEWISH MEDICAL AND
RESEARCH CENTER**

October, 2001

TABLE OF CONTENTS

ARTICLE I	PREAMBLE
ARTICLE II	NAME AND LEGAL STATUS
ARTICLE III	PURPOSE
ARTICLE IV	BOARD OF DIRECTORS, NUMBER, QUALIFICATIONS, AND MANNER OF SELECTION
ARTICLE V	DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS
ARTICLE VI	ADDITIONAL POWERS OR RESTRICTIONS ON THE POWERS OF THE BOARD OF DIRECTORS
ARTICLE VII	MEETINGS OF THE BOARD OF DIRECTORS
ARTICLE VIII	EMERITUS TRUSTEES AND DIRECTORS
ARTICLE IX	THE COUNCIL OF NATIONAL TRUSTEES Chairperson of Council of National Trustees Vice-Chairpersons of Council of National Trustees
ARTICLE X	OFFICERS OF THE CORPORATION
ARTICLE XI	OFFICERS OF THE CORPORATION, TERM OF OFFICE
ARTICLE XII	DUTIES AND QUALIFICATIONS OF OFFICERS Chairperson of the Board of Directors Chairperson Elect of the Board of Directors Vice-Chairpersons of the Board of Directors President

ARTICLE XIII INDEMNIFICATION OF DIRECTORS, NATIONAL TRUSTEES, AND OFFICERS

ARTICLE XIV STANDING COMMITTEES

Executive Committee

Administrative Policy Committee

Facilities/General Services/Real Estate Committee

Finance Committee

Audit Committee

Strategic Planning Committee

Subcommittee on Health Initiatives

Development Committee

Nominating Committee

Legal and Bylaws Committee

Investment Committee

Executive Compensation Committee

ARTICLE XV MEDICAL STAFF

ARTICLE XVI POLICY AND PROCEDURES

ARTICLE XVII AUXILIARIES

ARTICLE XVIII CONFLICT OF INTEREST

ARTICLE XIX AMENDMENTS

ARTICLE XX MEMBERS

**BYLAWS OF NATIONAL JEWISH MEDICAL
AND RESEARCH CENTER**

ARTICLE I

PREAMBLE

It was to provide care for destitute victims of tuberculosis that the National Jewish Hospital for Consumptives, later known as the National Jewish Hospital at Denver, the National Jewish Hospital and Research Center, the National Jewish Center for Immunology and Respiratory Medicine, and now as National Jewish Medical and Research Center, was opened on December 10, 1899, under the auspices of the B'nai B'rith and the support of human individuals of all faiths in every part of the nation

It was to provide the children of these victims with shelter and the necessities for survival that Mrs Fanny B Lorber and a small group of pioneer Jewish women established, on May 5, 1907, the Denver Sheltering Home from which grew into the National Asthma Center, Inc

Thus, in the compassionate response of the community and the nation to human suffering and need, both institutions had their origins, developed their separate but complementary capabilities of research and treatment, and achieved their separate preeminence. In continued responsiveness to challenge and changing need – and in the determination to provide more effective and efficient service to the nation and medical science – the National Jewish Hospital at Denver and the National Asthma Center, Inc joined their unique resources, to create unquestionably the nation's largest and leading medical center specializing in respiratory, immunologic, allergic and environmental health programs

The Board of Directors, in presenting these Bylaws, wishes to pay tribute to all those whose magnificent generosity has maintained the two institutions through the years, and, further, to dedicate the combined facility to the community and nation it is to serve

ARTICLE II

NAME AND LEGAL STATUS

The name of the corporation is "National Jewish Medical and Research Center". It may be referred to herein as the "Corporation" or "National Jewish". It may use, utilize, or adopt such other name or names, abbreviations, logos, or slogans as the Board of Directors may determine or which may heretofore have been used or registered by either of the Consolidating Corporations

The Corporation is a Colorado non-profit corporation established and governed by the laws of the State of Colorado

ARTICLE III

PURPOSE

The purpose of the Corporation is to conduct patient care, clinical research, basic science research, and education and training of healthcare professionals and the lay public in pursuit of our charitable mission

ARTICLE IV

BOARD OF DIRECTORS

NUMBER, QUALIFICATIONS AND MANNER OF SELECTION

A

- 1 Pursuant to the Articles of Consolidation adopted by the Consolidating Corporations on September 6, 1978 (the "Articles of Consolidation") the first Board of Trustees of the Corporation consisted of one hundred ninety-eight (198) members, fifty (50) of whom resided within the metropolitan area of Denver, Colorado Of the aforementioned 50 Trustees residing within the metropolitan area of Denver, thirty (30) were designated by National Jewish Hospital at Denver and twenty (20) were designated by National Asthma Center, Inc
- 2 The Board of Directors shall consist of not less than twenty-five (25) and not more than forty (40) Directors The Board of Directors may modify the number of Directors from time to time by resolution
- 3 Directors should be individuals who wish to dedicate their time to serve the citizens of the community through their service to National Jewish, and can contribute to the healthcare and research needs served by National Jewish Members of the Medical Staff are eligible for full membership in the governing body in the same manner as other individuals The Corporation is committed to reflecting society's diversity in its Board of Directors, staff, and programs No resolution by the Board of Directors that decreases the size of the Board of Directors shall have the effect of shortening the term of any incumbent Director

B

At each Annual Meeting of the Board of Directors, the Board shall elect a sufficient number of Directors to fill the open positions on the Board Candidates for election shall be selected by the Nominating Committee or by petition of at least five (5) Directors pursuant to Article XV, Section H

C

There shall be no limit to the number of terms for which a member of the Board of Directors may be elected to serve

- D A resident of metropolitan Denver may be designated as a National Trustee without also being elected to the Board of Directors
- E The Chairperson and Vice Chair of the Council of National Trustees shall serve as *ex officio* members of the Board of Directors without vote and shall not be counted for purposes of a quorum or toward the limits of 40 Directors prescribed in this Article IV, Section A 2 unless they have been elected to the Board of Directors as voting members
- F Vacancies Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by election by the Board of Directors. Nominations to fill such vacancies or open directorships shall be submitted by the Nominating Committee as soon as possible after the vacancy occurs or the new directorship is created. Candidates to fill such vacancies or open directorships shall be elected by voice vote or, if there are more candidates than vacancies or directorships to be filled, by secret ballot, and, in either case, by a majority of the votes cast. A Director elected to fill a vacancy shall hold office during the unexpired term of his predecessor in office. A Director elected to fill a position resulting from an increase in the size of the Board of Directors shall hold office for the period designated by the Board of Directors not to exceed a term of three years

ARTICLE V

DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

- A The Board of Directors shall have the overall responsibility for the operation and management of the affairs of the Corporation, including the management of the properties, funds, and policies of the Corporation. In addition to the powers and duties otherwise expressly vested in or imposed on the Board of Directors by law, the Articles of Incorporation or these Bylaws, the powers of the Board of Directors shall include, but shall not be limited to, the following
 - 1 To define and carry out the purpose and basic objectives and policies of National Jewish
 - 2 To provide for the development of the Corporation and the raising of the funds for the operation of the Corporation
 - 3 To make, approve, and adopt any changes in the Articles of Incorporation and in these Bylaws
 - 4 To fill all vacancies on the Board of Directors and the Council of National Trustees

- 5 To elect the officers of the Corporation, except for the officers of the Council of National Trustees
- 6 To approve or disapprove appointments made by the Chairperson of the Board to the committees provided for in Article XIV of these Bylaws
- 7 To require and support the medical staff and other health professionals to review and evaluate activities in order to assess, preserve and improve the overall quality and efficiency of patient care To develop and implement mechanisms defined to assure the uniform performance of patient care processes throughout the organization and assure that care for all patients with the same health problem is provided in a non-discriminatory manner
- 8 To support the research mission of National Jewish and ensure that research activities are conducted according to the ethical standards of National Jewish
- 9 To provide a process for an annual self-evaluation of the Board
- 10 To ensure that the policies and practices of the Corporation are in compliance with all applicable law and regulations To ensure that the leadership of the Corporation reviews and revises Corporate policies whenever warranted Periodic review of Corporate policies should not exceed three years
- 11 To appoint an independent certified public accountant to make an annual audit of all accounts, vouchers, and books of the Institution
- 12 To annually evaluate the performance of the President and Chief Executive Officer

ARTICLE VI

ADDITIONAL POWERS OR RESTRICTIONS ON THE POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall be authorized and empowered to merge or consolidate the Corporation with another corporation or corporations when, after due consideration of the terms, provisions and conditions of such proposed merger or consolidation, it is determined to be in the best interest of the Corporation A two-thirds (2/3) majority vote of the full Board of Directors is necessary to approve a merger or consolidation of the Corporation

ARTICLE VII**MEETINGS OF THE BOARD OF DIRECTORS**

- A The Annual Meeting of the Board of Directors shall be held on such date and at such place as the Board of Directors may designate. Notice of the Annual Meeting of the Board of Directors shall be mailed to each Director at least thirty (30) days before said meeting. Regular meetings of the Board of Directors shall be held at least four (4) times a year at such places as the Board of Directors may determine.
- B Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors and shall be called by the Chairperson of the Board upon the written request of five (5) members of the Board of Directors. Such meetings shall be held in Denver, Colorado, at such time and at such place as the person or persons calling the meeting may designate upon seven (7) days written notice. The purpose or purposes of such special meeting shall be stated in the notice.
- C Notices. Notices of each meeting of the Board of Directors, stating the date, hour, and place of such meeting, shall be given to each member of the Board of Directors by the Chairperson of the Board, the President or the Secretary. The notice may be given by depositing it in the United States mail within the applicable time period prescribed by Section A, B, or C of this Article VII, addressed to the Director at the last address he/she has furnished to the Corporation for this purpose, and any notice so mailed shall be deemed to have been given at the time it is mailed. Notice may also be given within the applicable time period in person, by telephone, by facsimile, electronic mail, prepaid telegram, telex, cablegram, or similar method, and such notice shall be deemed to have been given at the time when the form of notice is either personally delivered to the Director or delivered to the last address of the Director furnished to the Corporation for this purpose.
- D Waiver. A written waiver of notice signed by a Director, whether before, at, or after the time stated therein, shall be equivalent to the giving of a due and proper notice and a waiver of objections to the calling or convening of the meeting. Attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except when a Director attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened and does not otherwise participate in the meeting.
- E Unless otherwise specified in these Bylaws, the business of the Board of Directors shall be conducted in accordance with the most current Robert's Rules of Order.
- F A quorum of any annual, regular, or special meeting of the Board of Directors shall consist of a one-third (1/3) of the Board of the Directors. The act of one-third (1/3) of the Directors shall be the act of the Board of Directors, except as otherwise specifically

- required by law, the Articles of Incorporation or these Bylaws. After a quorum has been established a two-thirds (2/3) majority vote of the quorum may act on behalf of the Board. For purposes of determining a quorum and for purposes of casting a vote, a director may be deemed to be present and to vote if the director grants a signed, written proxy to another Director. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies will be allowed.
- G** Attendance at all meetings of the Board of Directors by all Directors is expected. Each Director must attend a minimum of one Board meeting per year. If a Director fails to meet this minimum, his or her office will become vacant for the remainder of the term. At the discretion of the Chairperson, imposition of this rule may be waived due to extenuating circumstances.
- H** Action by Directors Without a Meeting. Any action required to be or which may 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. Such consent may be executed in counterparts and shall be effective as of the date of the last signature thereon, unless otherwise stated in the consent.
- I** Telephonic/Electronic Meetings. The Board of Directors may permit any director, or any member of a Committee designated by the Board, to participate in a regular or special meeting of the Board or a committee thereof through the use of any means of communication by which all participants in the meeting can hear and/or fully participate with each other during the meeting. A Director participating in a meeting in this manner is deemed to be present in person at the meeting.

ARTICLE VIII

EMERITUS TRUSTEES AND DIRECTORS

Any Director or National Trustee who attains the age of seventy (70) years, shall be designated by the Board of Directors as an Emeritus Director or an Emeritus National Trustee. An Emeritus Director shall have all the rights and privileges of Directors, except for the right to notice of, or to vote at, meetings of the Board of Directors. The Emeritus National Trustees shall not be included for purposes of determining a quorum of the Council of National Trustees. An Emeritus Director shall have all the rights and privileges of National Trustees, except for the right to notice of, or to vote at, meetings of the Council of National Trustees.

ARTICLE IX

THE COUNCIL OF NATIONAL TRUSTEES

The Council of National Trustees (hereinafter sometimes referred to as the "Council") shall consist of an unlimited number of Trustees, each of whom shall be referred to as a "National Trustee"

- A The Council of National Trustees shall elect the officers of the Council of National Trustees, may advise the Board of Directors on the purposes, objectives, and fundamental policies of the Corporation, and shall have such other responsibilities as may be prescribed by these Bylaws or the Articles of Incorporation. With the exception of the foregoing powers, the Council of National Trustees shall not have any of the rights, privileges, or powers of Boards of Directors or Boards of Trustees of Colorado nonprofit corporations.
- B At each Annual Meeting of the Council of National Trustees the Council of National Trustees shall elect a sufficient number of National Trustees to fill the open positions on the Council caused by the expiration of terms or resignation. Candidates for election shall be selected by the Nominating Committee or by petition of at least five (5) Directors pursuant to Article XIV J 8. Terms for National Trustees elected at each Annual Meeting shall be designated by the Council at the time of election. Terms will not exceed three years. National Trustees may serve an unlimited number of terms.
- C The Annual Meeting of the Council of National Trustees shall be held each year at such date and at such place as the Annual Meeting of the Board of Directors. Notice of the Annual Meeting shall be mailed to each National Trustee at least thirty (30) days before said meeting.
- D Special meetings of the Council of the National Trustees may be called by the Chairperson of the Council of National Trustees or the Chair of the Board of Directors, and shall be called by the Chairperson of the Council or the Chair of the Board of Directors upon the written request of fifteen (15) members of the Council of National Trustees. Such meetings shall be held in Denver, Colorado, at such time and at such place as the person or persons calling the meeting may designate upon ten (10) days written notice. The purpose or purposes of such special meeting shall be stated in the notice.
- E Notice Notice of each meeting of the Council of National Trustees, stating the date, hour and place of such meeting, shall be given to each member of the Council by the Chairperson of the council, the President or the Secretary. The notice may be given by depositing it in the United States mail within the applicable time period prescribed by Section C or D or this Article IX, addressed to the National Trustee at the last address he/she has furnished to the Corporation for this purpose, and any notice so mailed shall

be deemed to have been given at the time it is mailed. Notice may also be given within the applicable time period in person, or by telephone, facsimile, electronic mail, prepaid telegram, telex, or similar method, and such notice shall be deemed to have been given at the time when the personal or other form of notice is either personally delivered to the National Trustee or delivered to the last address of the National Trustee furnished to the corporation for this purpose.

- F Waiver. A written waiver of notice signed by a National Trustee, whether before, at, or after the time stated therein, shall be equivalent to the giving of a due and proper notice and a waiver of objections to the calling or convening of the meeting. Attendance of a National Trustee at a meeting constitutes a waiver of notice of such meeting, except when a National Trustee attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not otherwise participate in the meeting.
- G A quorum of any meeting of the Council of National Trustees shall consist of fifteen (15) members of the Council present in person. The act of a majority of the National Trustees present at any council meeting at which a quorum is present shall be the act of the Council of National Trustees. No proxy votes shall be permitted at any meeting of the Council of National Trustees.
- H Members of the Council of National Trustees who are not also members of the Board of Directors may attend any meeting of the Board of Directors or any of its Committee meetings, express their views on subjects being considered by the Board of Directors, and may obtain the minutes of the Board of Directors' meetings by sending a written request to the Secretary of the Corporation. Members of the Council of National Trustees who are not also members of the Board of Directors shall not be legally entitled to notice of, or to vote at, meetings of the Board of Directors or its Committees, and shall not be counted for quorum purposes at Board of Directors' meetings or Committee meetings.
- I Resignation. Any National Trustee may resign at any time by giving written notice to the Chairperson of the Council, the President, or to the Secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.
- J Vacancies. Any vacancy occurring on the Council of National Trustees and any National Trusteeship to be filled by reason of an increasing the size of the Council may be filled by election by the Board of Directors. Nominations to fill such vacancies or National Trusteeships shall be submitted by the Nominating Committee as provided in Article XIV J 8 as soon as possible after the vacancy occurs or the new National Trusteeships shall be elected by voice vote or, if there are more candidates than vacancies or National Trusteeships to be filled, by secret ballot, and, in either case, by a majority of the votes cast. A National Trustee elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office. A National Trustee elected to fill a position resulting from an increase in the size of the Council shall hold office until the next annual meeting of the Council of National Trustees.

K The Officers of the Council of National Trustees, who shall not be Officers of the Corporation, shall be as follows

Chairperson of the Council of National Trustees

One or more Vice Chairpersons of the Council of National Trustees, representing various geographic areas as determined by the Council of National Trustees

The Chairperson and Vice Chairpersons of the Council shall be elected by the Council of National Trustees at its Annual Meeting and shall serve for one year and until their respective successors have been duly elected and qualified

L The duties and qualifications of the Officers of the Council of National Trustees shall be as follows

- 1 Chairperson of the Council of National Trustees The Chairperson of the Council of National Trustees shall preside at the Annual Meeting of the Council of National Trustees and any special meetings of the Council of National Trustees and any special meetings of the Council where he/she is present The Chairperson's primary function shall be to provide national leadership, which will enable the Corporation to serve as a national biomedical resource He/she shall receive copies of all Board of Directors and Executive Committee minutes
- 2 The Chairperson of the Council of National Trustees shall have a demonstrated interest in and commitment to the Corporation He/she shall have the ability to lead nationwide development efforts on the Corporation's behalf
- 3 Vice Chairperson of the Council of National Trustees The Vice Chairpersons of the Council of National Trustees shall represent such regions of the United States and Canada as may be determined by the Council They shall receive copies of the minutes of the Board of Directors and Executive Committee meetings Such Vice Chairpersons of the Council as may be designated by the Chairperson of the Council shall preside at the Annual Meeting of the Council of National Trustees and at special meetings thereof in the absence of the Chairperson of the Council
- 4 Vice Chairperson of the Council of National Trustees shall have demonstrated interest in and commitment to the Corporation Each shall have the ability to lead regional development efforts on the Corporation's behalf

ARTICLE X

OFFICERS OF THE CORPORATION

A The Officers of the Corporation shall be as follows

Chairperson of the Board of Directors
Office of Chairperson Elect
Vice Chairpersons of the Board of Directors, but not to exceed two in number
President
Secretary
Treasurer

In addition, the Board of Directors may appoint one or more Assistant Secretaries or Assistant Treasurers, and such other subordinate officers who need not be members of the Board of Directors, as it shall deem necessary

B Any two or more offices may be held by the same person, except the offices of President and Secretary

ARTICLE XI

OFFICERS OF THE CORPORATION
TERM OF OFFICE

Officers of the Corporation shall be elected by the Board of Directors at its Annual Meeting There is no limit to the number of terms that an Officer may serve

A The President shall be appointed by the Board of Directors and shall hold office for such term or terms as shall be determined by the Board of Directors

B Officers, other than the Chairperson and the President, shall hold their offices for such terms as shall be determined from time to time by these Bylaws or the Board of Directors

C Removal, Resignation and Vacancies Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors Any officer may resign at any time by giving written notice of his resignation to the President or to the Secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides Any vacancy occurring in any office, the election or appointment to which is made by the Board of Directors, shall be filled by the Board of Directors Nominations to fill such vacancies shall be submitted by the Nominating Committee as

provided in Article XIV J 8 , as soon as possible after the vacancy occurs The Board of Directors may fill any vacancy occurring in any other office of the Corporation for the unexpired portion of the term

ARTICLE XII

DUTIES AND QUALIFICATIONS OF OFFICERS

- A Chairperson of the Board of Directors The Chairperson of the Board of Directors shall preside at meetings of the Board of Directors and shall preside at meetings of the Executive Committee Subject to the approval of the Board of Directors, the Chairperson shall make all committee appointments as well as establish special committees and shall appoint the Chairpersons and Vice Chairpersons thereof He/she shall exercise such powers as are inherent in the office of Chairperson of the Board of Directors He/she shall be an *ex officio* member of all committees, management boards, and advisory bodies

The Chairperson of the Board of Directors shall have demonstrated commitment and leadership ability in previous Board of Directors' functions He/she shall have the ability to motivate other Directors to carry out necessary Director tasks He/she shall have the ability to direct overall Corporate affairs through the Board of Directors

The Chairperson shall serve a term of two (2) years If the Chairperson is serving out an unexpired term of office then the two (2) year term does not apply The Chairperson may serve one additional one-year term

- B Chairperson-Elect of the Board of Directors The Chairperson-Elect of the Board of Directors shall work in cooperation with the Chairperson of the Board of Directors so that the Chairperson-Elect may assume the duties of the Chairperson upon nomination and election to that office by the Board of Directors The Chairperson-Elect shall be an *ex officio* member of all committees, management boards, and advisory bodies The Chairperson-Elect shall act for the Chairperson whenever called on to do so and, in the Chairperson's absence, shall assume the responsibilities of the Chairperson The appointment of the Chair-Elect position should occur 6 – 12 months prior to the Chair-Elect assuming the Chair position.

- C Vice Chairperson of the Board of Directors If the Chairperson-elect is unavailable the Vice Chairpersons of the Board of Directors, in such order as the Vice Chairpersons were nominated by the Nominating Committee, shall act for the Chairperson of the Board of Directors whenever called upon to do so and, in the Chairperson's absence, shall assume the responsibilities of the Chairperson of the Board The Vice Chairpersons, by accepting their election to the Vice Chair position have acknowledged their willingness to become Chairperson sometime in the future If a Vice-Chairperson is chosen to be

Chairperson-Elect, then a new Vice-Chairperson should be chosen to replace the individual selected to be Chairperson-Elect

- D President The President shall serve as the Chief Executive Officer of the Corporation and shall have responsibility for the general management, administration and operation of the Corporation and the conduct of its affairs, including the nationwide fund raising program thereof. The President shall be qualified for the position by education and experience. The President shall be a full-time employee of the Corporation employed by and responsible to the Board of Directors and shall perform such specific duties and responsibilities as the Board of Directors shall determine. The Board shall monitor the President's performance through an annual evaluation process.

Duties and responsibilities shall include assisting the Board in establishing realistic goals and policies that can be translated into operational programs and procedures that will accomplish the mission of the Corporation in a cost-effective manner, providing administrative support and the necessary resources required to carry out quality patient care and research activities, establish standards of performance and information systems in order to assess the degree of accomplishment toward pre-established goals, striving for inter-departmental cooperation and coordination in areas of mutual interest and direction, specifying the authority and responsibility of each level of the organization, acquiring and cultivating resources required to support National Jewish programs, the establishment and maintenance of an effective safety management program to assure a safe environment for patients, personnel, and visitors, safeguarding the Corporation's assets by assuring the proper administrative, financial and accounting controls, and serving as liaison to various external organizations that influence the Corporation's operation. The President shall be responsible for the appointment of the Vice Presidents, Service Chiefs and Department Chairmen. The President shall be an *ex officio* member without vote of the Board of Directors and of all committees, management boards, and advisory bodies thereof. The President may commit the Corporation to contractual obligations as designated by the Board of Directors from time to time.

- E Secretary The Secretary shall record and maintain the minutes of all meetings of the Board of Directors and the Council of National Trustees. The Secretary shall prepare and maintain the records required to be kept by the Corporation under CRS 7-136-101. The Secretary shall attest to and countersign all documents requiring the signature of the Secretary and shall exercise such powers as are inherent in the office of the Secretary. The Secretary may commit the Corporation to contractual obligations as designated by the Board of Directors from time to time.

- F Treasurer The Treasurer shall report to the Board of Directors on the financial affairs of the Corporation and shall perform such responsibilities as the Board of Directors may determine. He/she shall cause to be prepared and presented at each annual meeting of the Board of Directors and the Council of National Trustees a financial statement of the Corporation. He/she shall sign all documents as may be required by his office and shall

perform the duties incident to said office. The Treasurer may commit the Corporation to contractual obligations as designated by the Board of Directors from time to time.

G Assistant Secretary The Assistant Secretary, if any, or, if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, under the supervision of the President and the Secretary, have such authority, powers, and duties of the Secretary. The Assistant Secretary may commit the Corporation to contractual obligations as designated by the Board of Directors from time to time.

H Assistant Treasurer The Assistant Treasurer, if any, or, if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, under the supervision of the President and the Treasurer, have such authority, powers, and duties of the Treasurer. The Assistant Treasurer may commit the Corporation to contractual obligations as designated by the Board of Directors from time to time.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS, NATIONAL TRUSTEES, AND OFFICERS

A Every Director, National Trustee, and Officer of the Corporation shall be indemnified by the Corporation against all loss, damages, expenses, liabilities, judgments, fines, and amounts paid in settlement, including court costs and attorneys' fees, actually and reasonably incurred by or imposed upon such Director, National Trustee, or Officer in connection with any claim, matter, proceeding, or litigation in which such Director, National Trustee, or Officer becomes involved or is made a party, by reason of the fact that he/she is or was a Director, National Trustee, or Officer of this Corporation, or is or was serving in such a capacity in any other corporation at the request of this Corporation, except that instances in which such Director, National Trustee, or Officer is adjudged or determined to have been guilty of, or liable for, misconduct or negligence shall be subject to Sections B, C, and D of this Article XIII. This duty of the Corporation to indemnify its Directors, National Trustees, and Officers shall include, but shall not be limited to, any settlement or compromise payments with respect to all claims, demands, causes of action, or claims for relief which might, at any time in the future, be made or asserted against any one or more of the individuals indemnified by this Article XIII.

B In those instances in which a Director, National trustee, or Officer is adjudged or determined (pursuant to Section D below) to have been guilty of, or liable for, misconduct or to have been negligent in the performance of his duties, if he/she is determined (pursuant to Section D below) to have acted in good faith and in a manner he/she believed to be in or not opposed to the best interests of the Corporation and (with respect to any criminal action or proceeding) had no reason to believe his conduct was unlawful, then the Corporation may, to the extent permitted by applicable law, indemnify such Director, National Trustee, or Officer of the Corporation against all loss, damages, expenses, liabilities, judgments, fines and amounts paid in settlement, including court

costs and attorneys' fees, actually and reasonably incurred or imposed upon such Director, National Trustee, or Officer in connection with any claim, matter, proceeding or litigation in which such Director, National Trustee or Officer become involved or is made a party by reason of the fact that he/she is or was a Director, National Trustee, or Officer of the Corporation or is or was serving in such a capacity in another corporation at the request of this Corporation

- C The Corporation may not, however, indemnify its Directors, National Trustees, and Officers in connection with any action, suit, or proceeding in which any such Director, National Trustee, or Officer is adjudged in such action, suit, or proceeding to be liable for wanton or willful acts or omissions in the performance of his duties

- D All determinations referred to in Section A B, and C above shall be made with respect to Directors, or National Trustees, and Officers by the Board of Directors by a majority vote of all of the disinterested Directors, who must for this purpose be at least five (5) in number If there are not at least five (5) disinterested Directors, then the determination shall be made by the Executive Committee, acting in its discretion after receiving the report of the committee authorized by the Corporation to fix the compensation of the employee-officer involved

- E The Corporation must pay for or reimburse the expenses reasonably incurred by a Director, National Trustee, or Officer who is, or is threatened to be made, a party to a proceeding, if the Director, National Trustee, or Officer furnishes the Corporation a written affirmation of his good-faith belief that he/she has not been guilty of willful or wanton acts or omissions and the Director, National Trustee, or Officer furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it adjudged or determined (as provided in Section D of this Article XIII) that his conduct does not justify or allow indemnification

- F The Corporation may purchase and maintain insurance on behalf of any or all persons who are or were a Director, National Trustee, or Officer of the Corporation for any liabilities or related expenses arising from proceedings or threatened proceedings, and based on such person's capacity as a Director, National Trustee, or Officer, whether or not the Corporation would have the power to indemnify him against such liabilities or expenses

ARTICLE XIV

STANDING COMMITTEES

- A Standing Committee membership shall be limited to members of the Board of Directors or Council of National Trustees or others appointed by the Chairperson of the Board Standing Committee members shall be appointed by the Chairperson of the Board of Directors, subject to the approval of the Board of Directors Committee members who are

members of the Board of Directors and those non-Board Committee members designated by the Chair of the Board of Directors shall be entitled to vote. Any Director or Trustee shall have the privilege of attending any standing Committee meeting.

- B Except in the case of vacancies, each standing Committee member shall be appointed to a one-year term. Any Standing Committee member may serve an indefinite number of terms.
- C When appointing or re-appointing standing Committee members, the Chairperson for the Board shall consider the appointee's
 - 1 Ability to utilize professional skills in carrying out Committee purposes and objectives
 - 2 Ability to attend standing Committee meetings
- D When appointing or re-appointing standing Committee Chair, the Chairperson of the Board shall consider the appointee's
 - 1 Previous experience on that standing Committee or related Committee experience
 - 2 Ability to motivate other Committee members to accomplish Committee objectives
 - 3 Ability to commit necessary time and energies to meet Committee Officer demands
 - 4 Related professional experience
 - 5 Attendance record on previous Committee assignments
- E Unless otherwise specified, standing Committees shall meet as necessary, but at least annually. Standing Committees shall keep minutes reflecting actions taken, conclusions reached, and recommendations made, and shall report the same to the Board of Directors. This record shall be submitted to the Board within sixty (60) days of each Committee meeting. A quorum shall be required for a Standing Committee to conduct any official business. With the exception of the Executive Committee or unless otherwise provided in these Bylaws, a quorum for these purposes shall consist of either three standing Committee members or a majority of the standing Committee members, whichever is less.
- F Standing Committees may appoint sub-committees to carry out their activities as needed. Sub-committees shall report to the Committee that created the sub-committee. The Chairperson of the Board may appoint non-Board members to be Standing Committee members, with or without vote, but not Chair of a standing committee. Prior to

appointing a non-Board member to a standing committee, the non-Board member must be approved by the Nominating Committee

G Regular attendance at standing Committee meetings is expected of each Committee member. No minimum attendance is required.

H The Medical staff shall have representation on any Governing Body Committees that deliberate issues affecting the discharge of Medical Staff responsibilities.

I No standing Committee shall have the authority of the Board of Directors in reference to amending, restating, or repealing these Bylaws, electing, appointing, or removing any member of any such Committee or any Officer or Director of the Corporation, amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property or assets of the Corporation, authorizing the voluntary dissolution, liquidation, bankruptcy, or reorganization under the bankruptcy laws of the Corporation, amending, altering, or repealing any resolution of the Board of Directors, or taking any other action which may hereafter be prohibited to Board of Directors by law. This Section shall be automatically amended to be consistent with the Colorado Nonprofit Corporation Act's provisions relating to the authority of Committees of Boards of Directors, as those provisions may exist from time to time. The designation and appointment of any standing Committee and the delegation thereto of authority shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon him by law.

J Subject to the foregoing, there shall be the following standing Committees, which shall be constituted and which shall have the purposes and functions as follows:

1 Executive Committee

The Executive Committee shall be composed of

- Chairperson
- Chair-Elect
- Vice Chairpersons
- Chairperson and Vice Chairpersons of the Council of National Trustees, (but only if such person are Directors)
- Secretary and the Treasurer (but only if such persons are Directors)
- Directors who are past Resident Chairperson of the formerly existing Board of Trustees or past Chairpersons of the Board of Directors
- Chairpersons of Standing Committees
- Emeritus Directors as appointed by the Chairperson
- Any additional Directors appointed by the Chairperson of the Board of Directors

The Chairperson of the Board of Directors shall serve as the Chairperson of the Executive Committee

The Executive Committee shall have the power and authority to transact all regular business of the Corporation in the intervals between meetings of the Board of Directors, subject to any prior limitations imposed by the Board of Directors or these Bylaws. All actions of the Executive Committee shall be reported at the next regular meeting of the Board of Directors

The Executive Committee shall meet at least six times annually. Notice stating the time and place of the meeting shall be given at least seven (7) days prior to each meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. The Executive Committee shall keep minutes of its proceedings and actions and shall distribute the same to the Board of Directors

2 Administrative Policy Committee

The Administrative Policy Committee shall consist of at least five (5) members

The Administrative Policy Committee shall consider and recommend action for establishing policy for the governance of the Corporation, review and approve policy recommendations from staff for the day-to-day administration of the Corporation, review program and activity plans affecting the operation of the Corporation, oversee the administration of the Corporation's pension plan, review and recommend changes as necessary to the provisions of the pension plan, review, at least annually, reports of performance of individuals providing patient care services in the hospital who are not subject to the clinical privilege delineation process, review the quality and process improvement plans of the Corporation, and perform such other duties relating to policy and program matters as may be determined by the Board of Directors

3 Facilities/Real Estate Committee

The Facilities/ Real Estate Committee shall consist of at least five (5) members. The Committee shall review and recommend to the Board of Directors all plans for construction and remodeling, assist in the selection of general contractors, monitor progress made on all building projects, resolve questions regarding responsibilities of architect, contractor, and Corporation, and perform all other duties as may be determined by the Board of Directors

4 Finance Committee

The Finance Committee shall consist of at least five (5) members. The Committee shall determine the financial feasibility of Corporate projects and programs referred to it by the Board, review the capital and annual operating budgets of the

Corporation, review the monthly financial statements and apprise the Corporation's fiscal performance, and make recommendations to the Board concerning the fiscal affairs of the Corporation

5 Audit Committee

The Audit Committee shall consist of at least five (5) members. The Chairs of the Finance Committee and Legal and Bylaws Committee and the Chair Elect are members of the Audit Committee. The Audit Committee shall recommend the appointment of the Institution's independent certified public accountants to audit the books and records of the Corporation, review and direct Corporate compliance with federal, state, accrediting agencies and other regulatory bodies, review and comment on audit findings and activities, direct staff in developing corrective actions to audit findings, and perform other duties related to the fiscal and programmatic integrity of the Corporation

6 Strategic Planning Committee

The Strategic Planning Committee shall consist of at least five (5) members. It shall provide information to the Board of Directors on changes and trends in the health care and research fields that may influence the growth and development of National Jewish. It may also assist in the preparation and modification of a long-range plan to assure that the National Jewish's programs are attuned to meeting the health needs of the patient population served by National Jewish and the research purposes of the Corporation. The plan shall coordinate the hospital and research services with those of other health and research facilities and related community resources. The Strategic Planning Committee shall review the business initiatives of the Health Initiatives division of the Corporation. The Committee shall review and make recommendations concerning opportunities for Corporate participation and/or investment in new business opportunities

7 Development Committee

The Development Committee shall consist of at least five (5) members of the Board of Directors. The Development Committee shall consider and recommend plans for the securing of capital and operating funds for the Corporation and will help secure volunteer leadership for the implementation of these programs locally and nationally

8 Nominating Committee

The Nominating Committee shall consist of at least seven (7) members. The Chairperson of the Nominating Committee shall be the immediate past chair of the Board of Directors. The Committee shall select, by a simple majority vote (i) a slate of nominees for the Officers of the Corporation to be elected by the Board of Directors, pursuant to Article XIII of these Bylaws, (ii) a slate of nominees for the

open positions on the Board of Directors caused by the expiration of terms (iii) a slate of nominees for the open positions on the Council of National Trustees caused by the expiration of terms, to be elected by the Council of National Trustees pursuant to Article IX B of these Bylaws, and (iv) a slate of nominees for the officers of the Council of National Trustees to be elected by the Council of National Trustees pursuant to Article IX A of these Bylaws. The slate of nominees for the Council of National Trustees shall be divided into two sections (1) those members being nominated for a further term and (2) new members. Copies of the slate of nominees shall be delivered or mailed to each Director and National Trustee at least thirty (30) days before the Annual Meeting of the Council.

Additional nominations must be in writing and signed by at least five (5) Directors. Such signed nominations must be delivered to the President at least twenty (20) days before the Annual Meeting of the Council. The President shall deliver or mail copies of all such additional nominations which have been delivered to him to each Director and National Trustee at least ten (10) days before the Annual Meetings of the Council and the Board.

Nominations for all positions shall be based upon the following criteria:

- a) Demonstrated leadership ability,
- b) Ability to utilize professional skills in defining and carrying out the purpose and basic objectives and policies of the Corporation, and,
- c) Ability to assist in the development of the Corporation through raising of funds for its operation.

All nominations may be fully and openly discussed at the Annual Meeting of the Council of National Trustees and at any meeting of the Board of Directors where an election is held. New Directors and National Trustees may be elected by secret ballot. National Trustees not resident in the Denver area, Directors and National Trustees being nominated for a further term, and Officers may be elected by voice vote, provided, that in the event that additional nominations for Officers or for Directors or National Trustees being nominated for a further term have been made as provided for in the Bylaws, the election shall be by secret ballot as set forth below.

The ballot shall contain the lists of candidates in alphabetical order. Each Officer shall be elected by a majority of the votes cast. The candidates for Director or National Trustee, as the case may be, up to the number of new Directors and National Trustees to be elected, who receive the largest number of votes as well as a majority of the votes cast, shall be declared elected to the Board of Directors or to the Council of National Trustees, as the case may be.

9 Legal and Bylaws Committee

The Legal and bylaws Committee shall consist of at least five (5) members. The purpose of the Legal and Bylaws Committee is to provide guidance to the Board of Directors on Corporate legal issues. The Committee shall review these Bylaws at least biannually and shall consider and recommend changes. The Committee shall consider and recommend candidates for Corporate legal counsel, provide guidance to counsel on legal issues facing the Corporation, and advise the Board of Directors on legal implications of policy decisions when requested to do so.

10 Investment Committee

The Investment Committee shall consist of at least five (5) members. The Investment Committee shall recommend investment policies for non-pension assets, recommend the selection of an investment manager or managers for non-pension funds, recommend a custodian or custodians for non-pension assets, and monitor investment performance and reporting the results to the Board of Directors at least annually.

11 Executive Compensation Committee

The Executive Compensation Committee shall consist of at least three (3) members. The Chair of the Administrative Policy Committee and the Chair-elect shall be members of this Committee. The Committee shall review, on an annual basis, and recommend to the Executive Committee the structure and amount of compensation for the President and for the Senior Executive Staff and Department Chairs appointed by the President. The Committee shall review the performance of the President annually.

ARTICLE XV

MEDICAL STAFF

- A The Board of Directors shall cause to be created a Medical staff organization to be known as THE MEDICAL AND DENTAL STAFF OF THE NATIONAL JEWISH MEDICAL AND RESEARCH CENTER. All physicians and dentists with privileges of attending patients at National Jewish shall be members thereof. Membership in this Medical Staff organization shall be a prerequisite to the exercise of clinical privileges at National Jewish, except as otherwise specifically provided in the Medical Staff Bylaws.
- B The Medical Staff organization shall develop, adopt, and review at least biannually, Bylaws and Rules and Regulations that shall govern its operation. Said Bylaws and Rules and Regulations shall create an administrative unit to discharge the functions and

responsibilities assigned to the Medical Staff by the Board of Directors. Said Bylaws and Rules and Regulations shall state the purposes, functions, and organization of the staff and shall set forth the policies by which the Medical Staff exercises and accounts for its delegated authority and responsibilities. Said Bylaws and Rules and Regulations shall be effective upon the Board of Directors' approval. However, neither body may unilaterally amend the Medical Staff Bylaws. The Board of Directors may take action on the Medical Staff Bylaws, provided that the Medical Staff has been so informed of the Governing Body's intent to do so, and the Medical Staff is provided with a reasonable period of time within which to respond prior to such action being taken.

- C The Board of Directors shall delegate to the Medical Staff the responsibility and authority to determine all matters relating to the Medical Staff membership status, clinical privileges, and corrective action and to make recommendations to the Board of Directors thereon. The Board of Directors shall consider the staff recommendations, which shall be subject to the approval of the Board of Directors.

- D In acting on matters of Medical Staff membership status, the Board of Directors shall consider the Staff's recommendations, National Jewish's need and such other factors as are set forth in the Medical Staff Bylaws. In granting and defining the scope of clinical privileges to be exercised by each practitioner, the Board of Directors, shall consider the staff's recommendations, the supporting information on which they are based, and such criteria as are set forth in the Medical Staff Bylaws. No aspect of membership status, nor specific clinical privileges shall be limited or denied to a practitioner on the basis of race, creed, national origin, sex, sexual orientation, age, or disability or on the basis of any other criterion unrelated to patient care at National Jewish or to professional ability and judgment.

In acting on matters of Medical Staff appointments/reappointments, the Board grants to any two (2) of the following Board members the ability to appoint/reappoint National Jewish Medical Staff at a time when the National Jewish Board of Directors and/or the Executive Committee is unable to meet:

- Chair,
- Immediate Past Chair,
- Chair-Elect,
- Chair of the Legal and Bylaws Committee,
- Chair of the Audit Committee

In the event the Board of Directors does not concur with a Medical Staff recommendation regarding Medical Staff appointment and/or clinical privileges, the Board shall appoint a Joint Conference Committee, consisting of three (3) Directors and three (3) members of the Medical Staff, to review the decision. After its review, the Joint Conference Committee shall make a recommendation to the full Board of Directors. Board members participating in the Joint Conference Committee are not entitled to vote on the final action presented to the Board. The Board of Director's decision shall be final.

- E The terms and conditions of membership status on the Medical Staff and of the exercise of clinical privileges shall be as specified in the Medical Staff Bylaws and the procedure to be followed by the Medical Staff and the Board of Directors in acting on matters of membership status, clinical privileges and corrective action shall be specified in said Bylaws
- F The Board of Directors shall require that any action taken by the Medical Executive Committee or by the Board of Directors, the effect of which is to deny, revoke, or suspend, or reduce a practitioner's staff appointment, reappointment, department or service affiliation, staff category, admitting prerogatives or clinical privileges, shall, except under circumstances for which specific provision is made in the Medical Staff Bylaws, be accomplished in accordance with the Board-Approved Fair Hearing Plan as specified in the Medical Staff Bylaws then in effect. Such plan shall provide for procedures to assure fair treatment and afford opportunity for the presentation of all pertinent information, including the right to be heard at each step of the process, when so requested by the practitioner
- G Any Medical Staff member with clinical privileges who serves in an administrative capacity shall, unless otherwise provided by agreement with the Corporation, be entitled to the same procedural fairness accorded any other Medical Staff member when his Medical Staff privileges are terminated or otherwise adversely affected
- H The Medical Staff shall report at least semi-annually to the Board of Directors. Such reports, at a minimum, shall summarize quality improvement, utilization review, safety and risk management monitoring and evaluation, and any other areas that the Medical Executive Committee deems appropriate
- I The Medical Staff shall have, through established reporting channels, the right to attend all Board of Directors' meetings. Such right shall not include voting privileges. The Board of Directors reserves the right to conduct executive sessions wherein only members of the Board of Directors shall be entitled to attend
- J The Board of Directors shall require that the Medical Staff Bylaws provide for a mechanism for review of Medical Staff privilege decisions, including the right to be heard at each step in the process, when requested by the physician
- K If the Medical Staff fails to act in accordance with the Medical Staff Bylaws, all or any part of the Board delegated authority may, at the discretion of the Board of Directors, revert to the Board of Directors
- L The Medical Staff, staff of other departments/services and others as appropriate, shall review and revise all department/service policy and procedure manuals at least every three (3) years, or more often, as necessary

ARTICLE XVI

POLICIES AND PROCEDURES

- A From time to time the Board of Directors may establish policies regarding the day-to-day management of the Corporation. The Board of Directors may establish policies directing the fiduciary responsibilities of Directors, Officers and or executive management to ensure that the Corporation is able to achieve its stated mission.
- B All cash funds of the Corporation, except petty cash, shall be deposited in government insured banks which depository shall be designated from time to time by proper resolution of the Board of Directors. The Investment Committee may also direct the investment of cash and cash equivalents into investment vehicles other than government insured banks. Such resolution shall also designate the Officers and employees who shall be authorized to sign checks or withdraw funds so deposited.
- C The Corporation shall adopt and have a Seal which shall have thereon the words "NATIONAL JEWISH MEDICAL AND RESEARCH CENTER."
- D The Corporation is authorized to conduct a grants and annuities business, and is further authorized to issue gift annuities and to accept any and all other forms of charitable gifts. The President, Executive Vice President and Chief Administrative Officer, and the Chief Financial Officer, or any of them, are hereby authorized to accept, receive, and sign for such gifts, including bequests and trusts.

ARTICLE XVII

AUXILIARIES

The Board of Directors has adopted Rules of Procedures and Bylaws with regard to the National Auxiliaries of the National Jewish Medical and Research Center.

ARTICLE XVIII

CONFLICT OF INTEREST

The Board of Directors has adopted a policy with regard to conflict of interest by members of the Board of Directors, Officers and employees of the Corporation, to ensure the interests of the Corporation are fully protected. The Board of Directors is committed to be in compliance with all State laws and regulations concerning conflict of interest. The following is the current Colorado law regarding *Directors' Conflicting Interest Transactions*.

- (1) *As used in this section, "conflicting interest transaction" means A contract, transaction, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest*
- (2) *No loans shall be made by a corporation to its directors or officers Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof*
- (3) *No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a director of the nonprofit corporation or a party related to a director or an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the nonprofit corporation's board of directors or of the committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if*
 - (a) *The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum, or*
 - (b) *The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon, or*
 - (c) *The conflicting interest transaction is fair as to the nonprofit corporation,*
- (4) *Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee which authorizes, approves, or ratifies the conflicting interest transaction*
- (5) *For purposes of this section, a "party related to a director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest*

The Board may adopt additional policies from time to time to meet federal and/or state regulatory requirements

ARTICLE XIX

AMENDMENTS

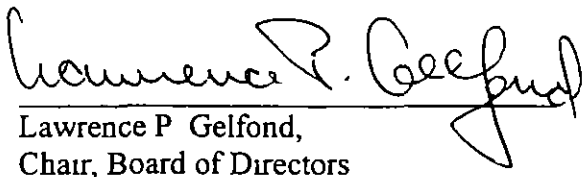
The Board of Directors shall have the power to amend or repeal these Bylaws or to adopt new Bylaws at any meeting of the Board of Directors by a vote of two-thirds (2/3) of a quorum, provided notice of the substance of such amendment or of such new Bylaws shall have been submitted in writing to all of the members of the Board of Directors no less than seven (7) days prior to such meeting

ARTICLE XX

MEMBERS

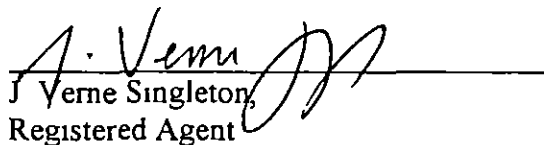
The Corporation shall have no members and, accordingly, all authority which would otherwise be vested in the members by virtue of the Colorado Nonprofit Corporation Act, as amended, shall be vested in, and may be exercised by, the Board of Directors of the Corporation acting as such. Nothing in these Bylaws or in the Articles of Incorporation shall be interpreted as requiring the Board of Directors to meet, vote or otherwise act separately as member of the Corporation in order to exercise powers which would, if there were members of the Corporation, be vested in the members

Executed this 31st day of October 2001



 Lawrence P. Gelfond,
 Chair, Board of Directors

Attested to this 31st day of October 2001



 J. Verne Singleton,
 Registered Agent