

BYLAWS
OF
[MISSOURI HEALTH INFORMATION ORGANIZATION]
a Missouri Nonprofit Corporation
501(c)(3) Public Charity

DRAFT

ARTICLE I Purposes and Limitations

Organized efforts to build consensus around a governance strategy for a statewide health information exchange (“HIE”) in Missouri began in the summer of 2009. Following the passage of the HITECH Act, Missouri Governor Jay Nixon signed Executive Order 09-27 (“Executive Order”) creating the Missouri Office of Health Information Technology to promote the development and application of an effective health information technology (“IT”) and HIE infrastructure for the State of Missouri. The Executive Order was signed recognizing the potential of health IT and HIE to improve the quality and reduce the cost of health care and promote the public health in Missouri. The State of Missouri has worked collaboratively with its stakeholders to develop a strategic plan to implement a statewide HIE and is committed to continuing to work with stakeholders to develop and implement an operational plan to support statewide HIE.

As a result of these efforts, the [Missouri Health Information Organization], a Missouri nonprofit corporation (the “~~Corporation~~Organization”), was organized by the filing of Articles of Incorporation (~~the “Articles”~~) on _____, ~~2010~~, 2010 (the “Articles”), to serve as the ~~Statewide~~statewide health information organization.

The ~~Corporation~~Organization is organized exclusively for charitable, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The ~~Corporation~~Organization’s purposes shall include, but not be limited to, the promotion of public health and lessening the burdens of the government by improving the quality and outcomes of patient care and reducing health care costs through the establishment of a policy framework that will enable the creation and maintenance of an effective health information exchange infrastructure in the State of Missouri and, if so determined by the Board of Directors of the ~~Corporation~~Organization (the “Board”), through the ownership and operation of elements of such infrastructure and the creation and offering of shared services to enable the secure and efficient exchange of clinical information to improve public health and patient care. To enable the ~~Corporation~~Organization to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the ~~Corporation~~Organization is organized.

The ~~Corporation~~Organization is dedicated to utilizing health IT and HIE to:

- Improve the quality of medical decision-making and the coordination of care;
- Provide accountability in safeguarding the privacy and security of medical information;
- Reduce preventable medical errors and avoid duplication of treatment;

- Improve the public health;
- Enhance the affordability and value of health care; and
- Empower Missourians to take a more active role in their own health care.

To achieve its purposes, the ~~Corporation~~Organization intends to carry out, among other things, the following strategic functions, all with the ultimate goal of improving patient care:

- Define clear and consistent goals for the ~~Corporation~~Organization;
- Define and adopt business, technical, and operational policies that participants comply with as members of a self-regulatory organization;
- Act as the agent for distribution of state and federal ~~grant~~ funds for statewide HIE development;
- Ensure the availability of statewide technology services;
- Coordinate with ~~{Missouri's Regional Extension Center}~~;
- Establish a business model for the ~~Corporation~~Organization so that it is sustainable and self-financing;
- Have the authority to ensure compliance, enforce policies and resolve disputes relating to participation in the ~~Corporation~~Organization (and in compliance with national and state laws and regulations).

ARTICLE II Members

The ~~Corporation~~Organization will not have members.

ARTICLE III Board of Directors

Section 3.1 General Powers

. The affairs of the ~~Corporation~~Organization will be managed by the Board.

Section 3.2 Number

. The number of Directors on the Board will initially be ~~{twelve-fifteen (12-15)}~~thirteen (13)}, ~~excluding~~including ex _officio Directors (as described in Section ~~3.4~~3.5 hereof). The number of Directors may be changed from time to time by amendment of these Bylaws, ~~provided that the number of Directors will be set at not less than twelve (12) and not more than fifteen~~

(15). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

Section 3.3 Election, Class and Term

. The initial term of the Directors named ~~in~~by the ~~Articles~~Incorporators of the Organization shall be one (1) year. Thereafter, the Directors will be ~~[language to be developed]~~ ~~and will occur at the annual meeting of the Board~~nominated by the Nominating Committee, in accordance with Section 3.4 hereof, with the slate of nominees subject to the advice and consent of the Governor of Missouri, and subsequently stand for election by the Board as set forth in Section 3.4 hereof. In order to provide for staggered terms of office, the Directors will be equally divided, as evenly as possible, into three (3) classes with respect to the time for which they will severally hold office and stand for election. The terms of the Directors in the first class will expire with the annual election by the Board to be held in the year 2012, the terms of the Directors in the second class will expire ~~at~~with the annual election ~~by the Board~~ to be held in the year 2013, and the terms of the Directors in the third class will expire ~~at~~with the annual election ~~by the Board~~ to be held in the year 2014; provided that, in any event and irrespective of the expiration of their terms, the Directors of any class will remain in office until their successors have been elected and qualified. At each annual meeting of the Board thereafter, the Directors elected and qualified to succeed the Directors of any class will be elected for a term of three (3) years expiring with the annual meeting of the Board occurring the third year thereafter (provided that the Directors of any class will remain in office until their successors have been elected and qualified), so that the term of office of one class of Directors will expire each year. If the total number of Directors is changed, any increase or decrease in Directors will be apportioned among the classes so as to maintain all classes of Directors as nearly equal in number as possible, and any additional Director elected to any class of Directors will hold office for a term which will expire with the term of the Directors in such class. Except as provided in Section ~~3.4~~3.5 hereof, no Director shall serve more than two (2) consecutive terms, ~~[excluding the initial~~any ~~term?]~~ less than three (3) years.

Section 3.4 Nomination, Approval and Election of Directors

. When a vacancy arises on the Board or when the term of a Director is expiring, the Nominating Committee, as set forth in Section 4.3 hereof, shall submit not less than two nor more than three names of qualified candidates, in accordance with Section 3.6 and Section 4.3 hereof, for each vacancy to the Board. The Board will review the slate of nominees and may remove or recommend additional nominees, and then will submit the slate to the Governor of Missouri for the Governor's advice and consent. From the list of qualified candidates submitted to the Governor by the Board, the Governor shall return to the Board an approved slate of qualified candidates, if any. If the slate of approved candidates is less than the number of Director vacancies, then the Board, in consultation with the Nominating Committee, shall re-submit to the Governor additional qualified candidates in accordance with the provisions of this Section 3.4. This process will be repeated as necessary until all Board seats are filled. If the slate of approved candidates is equal to or greater than the Director vacancies, then the Board shall elect from this slate of candidates, at each annual meeting of the Board, Directors to fill each vacancy on the Board.

Section 3.5~~Section 5.4~~ Ex -Officio Directors

. In addition to the Directors elected by the Board, the Director of the Missouri Department of Social Services and the Director of the Missouri Department of Senior Services will be ex -officio, voting members of the Board. Such ex -officio Directors are exempt from the two-consecutive term limit.

Section 3.6~~Section 5.5~~ Board Composition

. ~~{Language to be developed}~~ At all times there should be representation of providers and “consumer advocates” (as such term is hereinafter defined) on the Board. The Board should be broadly representative such that there is (a) ethnic, cultural, geographic, racial and gender diversity, and (b) no one industry group is disproportionately represented on the Board. For purposes of these Bylaws, the term “consumer advocate” shall mean an individual who is affiliated with a nonprofit, mission oriented organization that represents a specific constituency of consumers or patients; his or her primary emphasis is on the needs and interests of consumers and patients. Consumer advocates are distinguished from other stakeholders because they:

- Do not typically have a financial stake in the health care system;
- Are a trusted source of information in the community;
- Speak from a global perspective and have experience representing the diverse needs and wants of consumers and patients;
- Have networks to empower and mobilize the community (e.g. email lists, websites, meetings, newsletters, and conferences) and share information and messages;
- Have established relationships with the media, policymakers, and elected officials; and
- Have a background in health care or an understanding of the health care system.

Section 3.7~~Section 5.6~~ Annual and Regular Meetings

. The annual meeting of the Board will be held on the [_____] of each year, which meeting will be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at an adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible. The Board may provide, by resolution, the time and place, ~~either~~ at an accessible place ~~within or without~~ the State of Missouri for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

Section 3.8 ~~Section 5.7~~ Special Meetings

. Special meetings of the Board may be called by the Chairman of the Board (if one has been appointed or elected), the President ~~[or Executive Director]~~, or by any two Directors. The person or persons calling a special meeting of the Board may fix any place in the United States, ~~either~~ at an accessible place within ~~or without~~ the State of Missouri, as the place for holding the special meeting of the Board called by them.

Section 3.9 ~~Section 5.8~~ Notice; Waiver of Notice

. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the ~~Corporation~~ Organization. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 3.10 ~~Section 5.9~~ Quorum and Voting

. A ~~[majority]~~ of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.11 ~~Section 5.10~~ Manner of Acting

. The act of the ~~[majority]~~ of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Missouri Nonprofit Corporation Act, as may from time to time be amended, ~~or the Articles of Incorporation~~ the Articles, or with respect to the following acts, all of which will require the affirmative vote of a majority of Directors in office when the action is taken:

- a. Adopt a plan of merger, consolidation, or dissolution, or authorize the sale, lease, exchange or mortgage of all or substantially all the property or assets of the Organization;
- b. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees;

- c. Consider any contract (i) between the Organization and the State of Missouri or (ii) with a value of greater than \$100,000; or
- d. Recommend the adoption, amendment, or repeal of the Articles or these Bylaws.

Section 3.12 ~~Section 5.11~~ Attendance by Telephone Conference or Similar Communications Equipment

. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 3.13 ~~Section 5.12~~ Action by Unanimous Consent

. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 3.14 ~~Section 5.13~~ Removal; Vacancies

. A Director elected by the Board may be removed with or without cause by a vote of two-thirds of the other Directors then in office. ~~An appointed Director may be removed without cause by the person(s) appointing the Director.~~ A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any time by meeting of the Directors in accordance with the procedures set forth in Section 3.4 hereof for regular annual election of Directors. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor. ~~{Ex -officio Directors cannot be removed from the Board.}~~

Section 3.15 ~~Section 5.14~~ Compensation

. Directors ~~as such will not receive any compensation for their services in such capacity, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered. However, ex-, including ex-officio Directors,~~ shall not receive any compensation or expense reimbursement from the ~~Corporation for any reason.~~ Organization.

ARTICLE IV
Committees of the Board

Section 4.1 Committees Generally

. The Board, by resolution adopted by a majority of the Directors in office, may designate ~~and appoint~~ one or more committees of the Board. The Board shall appoint members to serve on each committee, each of which will consist of two or more Directors, ~~which committees~~. Each committee, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the ~~Corporation~~Organization. Other committees not having and exercising the authority of the Board in the management of the ~~Corporation~~Organization (i.e., advisory) may be designated ~~and appointed~~ by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law. The President, at the President's discretion, may serve as an ex officio voting member of any committee.

Section 4.2 Executive Committee

. ~~{~~The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee of ~~[____]~~two (2) or more Directors (and no non-Directors). The ~~Chairman of the Board~~President will serve as Chairman of the Executive Committee. The Executive Committee will possess and may exercise any and all powers of the Board in the management and affairs of the ~~Corporation~~Organization provided that all actions of the Executive Committee will be subject to the paramount power of the Board and will not conflict with any expressed policies of the Board, except that the Executive Committee will not have the power or authority of the Board to engage in the following acts:

- ~~a. — Authorize distributions to Directors, officers, agents or employees except in exchange for value received;~~
- ~~a.~~ b. Adopt a plan of merger, consolidation, or dissolution, or authorize the sale, lease, exchange or mortgage of all or substantially all the property or assets of the ~~Corporation~~Organization;
- ~~b.~~ e. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees;
- ~~c.~~ b. Consider any contract (i) between the Organization and the State of Missouri or (ii) with a value of greater than \$100,000; or
- d. Recommend the adoption, amendment, or repeal of the Articles ~~of Incorporation~~ or these Bylaws.

The Executive Committee will keep a complete record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby. ~~}~~

Section 4.3 Nominating Committee

. ~~{~~The Board, by resolution adopted by a majority of the Directors in office, shall designate and appoint a Nominating Committee of ~~[____]~~ or more Directors (and no non-

Directors), from a list of Directors submitted to the Board by the President. Directors up for re-election may not serve on the Nominating Committee. The Nominating Committee will be charged with nominating candidates as Directors, in accordance with Section 3.4 hereof, such that:

- a. The requirements of ~~Section 3.5~~ Article III of these Bylaws are met;
- b. Ethnic, cultural, geographic, racial and gender diversity are manifested in Board membership;
- c. Openness and transparency is achieved in the nominating process including through the solicitation of applications for nominations; and
- d. No one industry group is disproportionately represented on the Board.

The Nominating Committee will keep a complete record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Nominating Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby.†

Section 4.4 Finance/Audit Committee

. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint a Finance and/or Audit Committee consisting of at least three Directors. The Chairman of the Committee shall be the Treasurer of the Organization. The other members of the Committee will be appointed by the President. A majority of its members shall be Directors. The purpose of the Finance/Audit Committee shall be to provide oversight of the financial affairs of the Organization, under the direction of the Board. The Committee shall recommend policies and standards to the Board to govern such financial affairs, monitor implementation of such policies, and recommend changes as necessary. The Finance/Audit Committee shall also provide for the proper management and investment of any fund established by the Organization, or other investments. The Committee shall also review and monitor the Organization's annual audit process, submit recommendations to the Board and perform or cause to have performed periodic audit testing to assure that the Organization is in compliance with generally accepted accounting principles. The Committee shall propose a Charter to the Board for the Board's approval.

Section 4.5 ~~Section 6.4~~ Absence

. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

Section 4.6~~Section 6.5~~ Notice; Waiver of Notice

. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 4.7~~Section 6.6~~ Recordkeeping

. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the ~~Corporation~~Organization and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the ~~Corporation~~Organization may act as Secretary of the committee if the committee or the Board so requests.

Section 4.8~~Section 6.7~~ Meetings by Conference Telephone or Similar Communications Equipment

. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 4.9~~Section 6.8~~ Committee Action Without a Meeting

. Any action which is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 4.10 ~~Section 6.9~~ Term of Office

. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 4.11 ~~Section 6.10~~ Chairman

. One member of each committee will be appointed chairman of the committee as designated by the Board, except that the ~~Chairman of the Board~~President will serve as Chairman of the Executive Committee, and the Treasurer will serve as Chairman of the Finance/Audit Committee.

Section 4.12 ~~Section 6.11~~ Removal; Vacancies

. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee

member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.13 ~~Section 6.12~~ Quorum

. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 4.14 ~~Section 6.13~~ Participation by Non-Directors

. Although a committee (other than the Executive Committee or the Nominating Committee) may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

Section 4.15 ~~Section 6.14~~ Rules

. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE V
Workgroups or Advisory Bodies

Section 5.1 Workgroups or Advisory Bodies Generally

In addition to committees, the Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more workgroups comprised of subject matter experts to support the Board's activities and advisory bodies with general or specific ~~agendas. Such duties as designated by the Board in its sole discretion. The Board shall appoint all members to such~~ workgroups or advisory bodies. Each workgroup or advisory body may be composed of non-Directors and shall have no voting rights or official authority to bind the ~~Corporation.~~ Organization.

Section 5.2 Consumer Advisory Council

. The Board, by resolution adopted by a majority of the Directors in office, shall designate a Consumer Advisory Council consisting of "individual consumers" (as such term is hereinafter defined) and consumer advocates (as defined in Section 3.6). The Consumer Advisory Council may submit names for possible Directors for consideration by the Nominating Committee and may make recommendations to the Board regarding consumer issues. For purposes of these Bylaws, the term "individual consumer" shall mean an individual who has significant personal experience with the health care system, either as a patient or family caregiver.

ARTICLE VI Officers

Section 6.1 Elected Officers

. The elected officers of the ~~Corporation~~Organization will be a President ~~or Executive Director, a Vice President~~, a Secretary and a Treasurer. The ~~Corporation~~Organization may also have ~~a Chairman of the Board and~~ such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office.

Section 6.2 Appointed Officers

. The President ~~or Executive Director~~ may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he may deem necessary or advisable.

~~Section 8.3~~Duties of Chairman of the Board

~~. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or Executive Director or another officer, as the Board may from time to time determine.~~

~~Section 6.3~~Section 8.4 Duties of President or Executive Director

. The President ~~or Executive Director~~ will be the chief executive officer of the ~~Corporation and, if a Chairman of the Board has not been elected, he~~Organization and will preside at all meetings of the Board. He may execute all contracts, deeds and other instruments for and on behalf of the ~~Corporation~~Organization and will do and perform all other things for and on behalf of the ~~Corporation~~Organization as the Board will authorize and direct. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President ~~or Executive Director~~.

Section 6.4 Duties of Vice President

. The Vice President shall work in cooperation with the President and shall perform such duties as the Board will authorize and direct. In the event of the death or during the absence, incapacity, or inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all the duties of the office of President until the Board otherwise provides. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of Vice President.

Section 6.5 Duties of Secretary

. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he will execute with the President~~-or Executive Director~~ all contracts, deeds, and other instruments for and on behalf of the ~~Corporation~~Organization. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the ~~Corporation~~Organization, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the ~~Corporation~~Organization.

The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities ~~which~~that customarily relate and pertain to the office of Secretary.

Section 6.6 Duties of Treasurer

. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the ~~Corporation~~Organization.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the ~~Corporation~~Organization in such depositories as the Board will authorize and direct and, whenever requested to do so by the President~~-or Executive Director~~ or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the ~~Corporation~~Organization.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

Section 6.7 Resignation and Removal

. Any officer of the ~~Corporation~~Organization may resign by delivering a written resignation to the ~~Corporation~~Organization at its principal office or to the ~~Chairman of the Board, the President or Executive Director~~ or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the ~~Corporation~~Organization accepts the future effective date, the Board may fill the pending vacancy before the effective date if the ~~board~~Board provides that the successor does not take office until the effective date. Any officer of the ~~Corporation~~Organization may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

Section 6.8 Vacancies

. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President ~~or Executive Director~~, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 6.9 Compensation

. The compensation, if any, of the officers, will be fixed from time to time by the Board. Notwithstanding the preceding, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation (except for ex officio Directors); provided, however, that such compensation will include only reasonable compensation for personal services actually rendered who is also a Director, including ex-officio Directors, of the Organization shall receive compensation.

ARTICLE VII
General Provisions

Section 7.1 ~~Section 9.1~~ Executive Director

. From time to time, the Board, by a vote of a majority of the Directors in office, may delegate day-to-day operation of the Organization to an Executive Director and shall assign to such person such duties and responsibilities as the Board deems appropriate. Such person shall report directly to the Board and their performance shall be reviewed by the Board annually. Such person may receive reasonable compensation as payment for services rendered.

Section 7.2 ~~Section 9.1~~ Contracts

. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ~~Corporation~~ Organization, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President ~~or Executive Director~~ of the ~~Corporation~~ Organization will have the power and authority to execute on behalf of and bind the ~~Corporation~~ Organization with respect to contracts in the ordinary course of the ~~Corporation~~ Organization's business and activities.

Section 7.3 ~~Section 9.2~~ Loans

. No loans may be contracted on behalf of the ~~Corporation~~ Organization and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The ~~Corporation~~ Organization is prohibited from making loans (excluding advances made for legal defense made pursuant to Article ~~VH~~ VIII) to its Directors or officers under any circumstances.

Section 7.4~~Section 9.3~~ Checks, Drafts, etc.

. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ~~Corporation~~Organization will be signed by such officer or officers, agent or agents of the ~~Corporation~~Organization and in such manner as may from time to time be determined by the Board.

Section 7.5~~Section 9.4~~ Deposits

. All funds of the ~~Corporation~~Organization will be deposited from time to time to the credit of the ~~Corporation~~Organization in such banks, trust companies or other depositories as the Board may select.

Section 7.6~~Section 9.5~~ Custodians

. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the ~~Corporation~~Organization, which custodian will maintain a record of all receipts, expenditures, income and expenses of the ~~Corporation~~Organization and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 7.7~~Section 9.6~~ Agents and Attorneys

. The Board may appoint such agents, attorneys and attorneys-in-fact of the ~~Corporation~~Organization as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said ~~Corporation~~Organization is authorized to transact or do by the ~~Articles of Incorporation~~, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said ~~Corporation~~Organization might or could do if it acted by and through its regularly elected and qualified officers.

Section 7.8~~Section 9.7~~ Fiscal Year

. The Board will have the power to fix and from time to time change the fiscal year of the ~~Corporation~~Organization. In the absence of contrary action by the Board, the fiscal year of the ~~Corporation~~Organization will begin on the first day of January in each year and end on the last day of December in each year.

Section 7.9~~Section 9.8~~ Interpretation

. The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any

particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 7.10 ~~Section 9.9~~ Electronic Communications and Signatures

. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the ~~Corporation~~Organization nor any Director may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

Section 7.11 ~~Section 9.10~~ Conflicts of Interest Policy

. The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the ~~Corporation~~Organization, Directors, and ~~Corporation~~Organization employees, officers and agents.

Section 7.12 Missouri Sunshine Law

. All records of the Organization and all meetings, and minutes of meetings, of the Organization, including any Committee, workgroup or advisory body established by the Board, are subject to disclosure as provided by Missouri’s Sunshine Law.

ARTICLE VIII
Indemnification of Officers and Directors

The ~~Corporation~~Organization will indemnify and protect any Director, officer, employee or agent of the ~~Corporation~~Organization, or any person who serves at the request of the ~~Corporation~~Organization as a Director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Missouri, provided that (a) such person acted in good faith and in a manner such person believed in, or not opposed to, the best interests of the Organization, and, with respect to any criminal proceeding, had no reasonable cause to believe such person’s conduct was

unlawful, (b) such person's conduct did not constitute gross negligence or willful or wanton misconduct, (c) such person did not breach the duty of loyalty to the organization, and (d) such person did not receive any improper personal benefit with respect to the transaction at issue.

ARTICLE IX
Property Devoted to Corporate Purposes

All income and properties of the ~~Corporation~~Organization will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles ~~of Incorporation~~ and these Bylaws.

ARTICLE X
Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that purpose except that the Articles and Bylaws shall not be altered, amended or repealed to change Article I (Purposes and Limitations), Section 3.3 (Election, Class and Term), Section 3.4 (Nomination, Approval and Election of Directors), Section 3.5 (Ex-Officio Directors), Section 3.6 (Board Composition), Section 3.11(a)(adopting a plan of merger, consolidation, or sale of property), Section 5.2 (Consumer Advisory Council) or Section 7.12 (Missouri Sunshine Law) hereof, without the Governor's prior approval.

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CERTIFICATION

The undersigned, being the Secretary of [Missouri Health Information Organization], a Missouri nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the ~~Corporation~~Organization.

Effective Date: _____

Name: _____

Title: Secretary

DRAFT