

# VERMONT INFORMATION TECHNOLOGY LEADERS, INC.

## A NONPROFIT CORPORATION AMENDED AND RESTATED BY-LAWS

### ARTICLE I Offices

**Section 1.1 Business Office.** The principal office of the corporation shall be located at Winooski, County of Chittenden, State of Vermont. The address of the principal office may be changed from time to time.

**Section 1.2 Registered Office.** The registered office of the corporation, required by the Vermont Nonprofit Corporation Act (the "Act"), shall be located within the State of Vermont and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

### ARTICLE II Board of Directors

**Section 2.1 General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

**Section 2.2 Number and Qualifications of Directors.** The number of directors of the corporation with voting rights shall be not less than nine (9) and no more than fourteen (14) who are representatives of the business community, of health care consumers, of Vermont hospitals, of Vermont-licensed clinicians, and of health insurers licensed to offer plans in VT, as well as individuals familiar with health information technology, including to the extent practicable, one

or more individuals who are or have served as the CTO for a health care facility. The President of the corporation shall also serve as a Board member *ex officio*, without a vote.

Directors need not be residents of the State of Vermont. All Directors must be knowledgeable of and committed to Vermont's health care reform initiatives, committed to the corporation's mission and vision, be familiar with and considerate of the interests of the citizens of Vermont to have a statewide health information exchange and demonstrate a strong strategic orientation and contribute to the corporation's goal to be the leader in maximizing statewide health information to improve Vermont's health care delivery system.

**Section 2.3 Director Terms.** With the exception of any *ex officio* Director, Directors shall be elected by the Board at the annual meeting. Each Director shall hold office for two (2) years and until their successors have been duly elected or appointed, as the case may be, and qualified... In order to establish staggered terms to maintain continuity of Directors from year to year, terms shall be staggered such that approximately one-half of the Board of Directors is elected/re-elected in any annual election.

**Section 2.4 Annual Meeting and Regular Meetings of the Board of Directors.** An annual meeting of the Board of Directors shall be held each year during the month of September at the corporation's principal office or at such other location as designated in the notice of meeting contemplated in Section 2.6. The annual meeting may be held by telephone conference call or by use of an unanimous written consent of Directors. Notice of the annual meeting shall be given to all directors at least ten (10) days before the meeting. Regular meetings of the board shall be held no less than six (6) times per year and may be held either within or without the State of Vermont.

**Section 2.5 Special Meeting of the Board.** Special meetings of the Board of

Directors may be called by or at the request of any Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Vermont, as the place for holding any special meeting of the Board of Directors called by them.

**Section 2.6 Notice of, and Waiver of Notice for, Special Director Meetings.**

Notice of any special Director meeting shall be given at least two (2) days previously thereto either orally or in writing. If mailed, notice of any Director meeting shall be deemed to be effective at the earlier of: (1) when received; (2) five days after deposited in the United States mail, addressed to the Director's business office, with postage thereon prepaid; or (3) the date shown on the return receipt of sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director. Any Director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

**Section 2.7 Director Quorum.** A majority of the Directors on the board with voting rights shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 2.8 Directors, Manner of Acting.** The acting of the majority of the Directors

present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors unless the Act or these by-laws require a greater percentage. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he/she objects at the beginning of the meeting (or promptly upon his/her arrival) to holding it or transacting business at the meeting; or (2) his/her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

**Section 2.9 Telephone Conference Meeting.** Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 2.10 Unanimous Written Consent.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all of the Directors with voting rights take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the corporation. Action taken by unanimous written consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

**Section 2.11 Removal of Directors.** The board may remove one or more Directors

(with or without cause) at a meeting called for that purpose, if notice has been given that a purpose of the meeting is such removal and if at least 60% of the Directors with voting rights then in office vote for the removal. In addition, any Director who has more than three (3) unexcused absences from meetings of the board during any board year may be removed from the board by a vote of a majority of the Directors then in office and in any event will not be eligible for an additional term.

**Section 2.12 Board of Director Vacancies.** Whenever a vacancy on the Board occurs, the remaining Directors then serving shall appoint a new member at the earliest available opportunity. The term of a Director elected to fill a vacancy expires at the next Annual Meeting at which Directors are elected, and may be renewed at that time in accordance with the vote of the Directors at that meeting..

**Section 2.13 Director Committees.**

- (a) **Creation of Committees.** The Board of Directors may create one or more committees and appoint members of the Board of Directors and of the community at large to serve on them. Each committee must have two or more members, who serve at the pleasure of the Board of Directors. The Sections of this Article II, which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members. Each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee; provided, however, a committee

may not: (i) authorize distributions; (ii) fill vacancies on the Board of Directors or on any of its committees; (iii) amend the articles of incorporation pursuant to the authority of Directors to do so granted by Section 10.02 of the Act; or (iv) adopt, amend, or repeal bylaws.

(b) **Cooperation with State of Vermont Committees.** The Board may appoint one or more of its members or staff members to attend and participate in meetings of the Health Information Exchange advisory or governance committees established by the State of Vermont; meetings of provider or consumer advisory committees established by the Green Mountain Care Board or the State of Vermont agencies; and similar meetings of State agencies or appointees concerning the role of Health Information Technology and/or Health Information Exchanges within the State.

(b) **Standing Committees.** Standing committees shall be established by the Board and shall include at a minimum an Executive, Finance, and Audit committee.

Executive Committee: The executive committee shall be comprised of at least three Directors, which shall include the Chairman of the Board as a voting member and shall only include Directors as members. The executive committee shall be empowered to act with the full authority for the Board of Directors at such times as the Board of Directors is not meeting, except that the actions of the executive committee shall be subject to all prior limitations imposed upon it by the Board. The executive committee must carefully consider the urgency of the matters needing action and their impact on the organization. The executive committee actions shall be presented in writing at each subsequent board meeting by the Board Chair. The executive

committee shall also be responsible for reviewing the Corporation's By-laws and organizational structure and recommending any changes thereto to the full Board. The executive committee shall also nominate candidates for membership on the Board of Directors and officers of the Corporation, both subject to votes by the full Board, and shall be responsible for providing guidance on Director orientation. The executive committee shall also annually evaluate the performance of, and, if appropriate, shall recommend adjustments to, the compensation of the President and such other employees of the corporation.

Finance Committee: The finance committee shall consist of not fewer than three Directors, including the Chairman of the Board and the Treasurer, both as voting members. The finance committee will be responsible for monitoring and addressing fiscal issues, advising management on fiscal matters and informing the full board of directors on the financial status of the organization. The finance committee shall review and recommend for adoption the annual budget of the Company and shall review its annual tax filings.

Audit Committee: The audit committee shall consist of not fewer than three Directors and the Chair of the Committee shall not be the Chairman or Treasurer of the Company. The audit committee shall be charged with monitoring, retaining consultants to execute, and reporting on the process and outcomes to the full Board regarding all fiscal and organizational audits.

Technology Committee: The technology committee shall consist of not fewer than three persons, including one Director who shall be selected by the Chairman of the Board and who shall serve as Chair of the committee. The other members of the committee shall be selected by the Chair of the committee. All members of the committee must be knowledgeable of health information technology and committed to VITL's mission and vision. The technology committee

shall meet at times designated by the committee chair to discuss the technology used or available to VITL and shall oversee data security for VITL. Periodically, the Chair of the technology committee shall report on the committee's activities to the Board of Directors.

**Section 2.14 Financially Disinterested Majority.** No more than forty-nine percent (49%) of the individuals serving on the board, excepting *ex officio* members, may be financially interested persons.

**Section 2.15 Conflict of Interest.** A transaction in which a Director has a conflict of interest may be approved by the Board if the material facts of the transaction and the Director's interest are disclosed to the Board of Directors, and the Director with the conflict of interest does not cast a vote with respect to the matter. For purposes of this Section 2.15, a Director has an interest in a transaction if he/she is a party to the transaction, or if another entity in which the Director has a material interest or of which the Director is a general partner is a party to the transaction, or another entity of which the Director is a Director, officer or trustee is a party to the transaction. The conflict of interest transaction must be approved by the affirmative vote of a majority of the Directors on the board who have no direct or indirect interest in the transaction. The Board may, from time to time, establish policy guidelines and disclosure requirements regarding conflicts of interest by Directors. Nothing in this Section shall restrict the board from adopting a conflict of interest policy which is stricter than this Section, and in that event, the policy shall control.

### **ARTICLE III** **Officers**

**Section 3.1 Number of Officers.** In addition to the C.E.O. who shall also serve as President, the officers of the corporation shall be a Chair, a Vice Chair, a Secretary, and a



Treasurer, each of whom shall be members of the Board of Directors (including the President, *ex officio*, and all of whom shall be elected by the Board of Directors (and, in the case of the President, hired by the corporation to serve). Such other officers and assistant officers as may be deemed necessary, including any Vice-Presidents, may be appointed by the Board of Directors. The same individual may simultaneously hold more than one office in the corporation, except the offices of President and Secretary.

**Section 3.2 Appointment and Term of Office.** The officers of the corporation shall be elected by the Board of Directors for a term of one year and until their successors have been duly elected and qualified.

**Section 3.3 Removal of Officers.** Any officer or agent may be removed by the Board of Directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

**Section 3.4 President.** The President shall be the principal executive officer of the corporation, a member of the Board *ex officio*, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He/she may sign contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 3.5 Chair and Vice Chair.** The Chair shall preside at all meetings of the

Board of Directors. The Vice Chair, if any, shall preside at all meetings of the Board of Directors in the absence of the chair.

**Section 3.7 Secretary.** The Secretary shall: (a) ensure that accurate minutes of the meetings are taken and approved, and that a copy of the final approved minutes are maintained in the corporate records; (b) ensure that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) ensure that the corporate records are maintained as required by law and made available when required to authorized persons, and ensure that any seal of the corporation (if any) is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) when requested or required, authenticate any records of the corporation; (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors.

**Section 3.8 Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Board of Directors shall determine.

**ARTICLE IV**  
**Indemnification of Directors, Officers, Agents and Employees**

The corporation shall indemnify any individual made a party to a proceeding because he/she is or was a Director, officer or employee of the corporation, to the fullest extent permitted by Vermont law, provided that the Director, officer or employee met the standards of conduct set forth in the Act, and only to the extent that the status of the corporation as a 501(c)(3) tax exempt organization is not affected thereby.

**ARTICLE V**  
**Contracts, Checks, Deposits and Gifts**

**Section 5.1 Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**Section 5.2 Checks, Drafts or Orders.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 5.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 5.4 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

**ARTICLE VI**  
**Corporate Seal**

The Board of Directors may provide a corporate seal which may be circular in form and have inscribed thereon any designation including the name of the corporation, Vermont as the state of incorporation, and the words "Corporate Seal."

## **ARTICLE VII** **Amendment of By-laws**

**Section 7.1** **Amendments.** The corporation's Board of Directors may amend or repeal the corporation's by-laws by a vote of a majority of the Directors then in office at the time the amendment is adopted.

**Section 7.2** **Notice.** The corporation shall provide notice of any meeting of Directors at which a by-laws amendment is to be voted on. The notice must state that the purpose (or one of the purposes) of the meeting is to consider a proposed amendment to the by-laws and contain a copy or summary of the amendment.

## **ARTICLE VIII** **Dissolution**

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the

Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes under Section 501(c)(3).

Adopted on December 18, 2018, by Board of Directors.

Certified by the Secretary of the corporation.

  
Secretary