

**BYLAWS**  
**OF**  
**NEW YORK EHEALTH COLLABORATIVE, INC.**

Adopted as of December 8, 2006

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**ARTICLE 1**

**GENERAL**

Section 1.1 Name. The name of the Corporation shall be New York eHealth Collaborative, Inc. (the "Corporation").

Section 1.2 Location of Corporation. The Corporation shall have its principal place of business in such places as the Board of Directors may from time to time designate or the purposes of the Corporation may require.

Section 1.3 Seal. The Board of Directors of the Corporation may, at its pleasure, obtain a seal for the Corporation in whatever form is desired by the Board.

**ARTICLE 2**

**PURPOSES**

Section 2.1 General Purposes. The Corporation is organized and shall be operated exclusively for such charitable, religious, educational, and scientific purposes as are stated in its Certificate of Incorporation.

Section 2.2 Powers. This Corporation shall have all such general and special powers as are authorized to non-profit corporations by the New York Not-for-Profit Corporation Law. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 2.3 Prohibition of the Inurement of Assets and Income to Private Persons. The corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or director of the corporation, or any other individual, partnership or corporation, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Section 2.4 Dissolution. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, subject to an order if the New York State Supreme Court.

Section 2.5 Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, or successor provisions of federal tax law (the "Internal Revenue Code") as an organization described in Section 501(c)(3) of such Code, and to which contributions are deductible under Section 170(c)(2) and 2055(a)(2) of the Internal Revenue Code which is other than a private foundation as defined in Section 509(A) of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided that the Corporation shall have the power to make an election under Section 501(h) of the Internal Revenue Code. Likewise, the Corporation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an exempt organization under Section 501(c)(3) of the Internal Revenue Code and regulations thereunder as they now exist or as they may hereafter be amended.

### **ARTICLE 3**

#### **MEMBERSHIP**

Section 3.1 No Membership. This Corporation shall have no members.

### **ARTICLE 4**

#### **BOARD OF DIRECTORS**

Section 4.1 Responsibilities of Board. The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation. The Board shall: 1) oversee the mission of the organization, 2) actively participate in the development of the organization's funding base, 3) approve policy, operational and business plans, 4) insure that the organization has competent management and effective leadership, 5) appraise the performance of the organization, 6) exercise fiduciary responsibility, and 7) advocate for and disseminate information regarding the work of the Corporation.

Section 4.2 Number of Directors; Eligibility. The Board of Directors shall consist of not less than eleven, nor more than 19 persons fixed by the Board of Directors from time to time,

drawn from geographically diverse regions of New York State. In addition, the Chief Executive Officer shall be an ex officio member of the Board of Directors. Board members shall be individuals who are recognized as high level leaders in their field and who are committed to advancing improvements in the New York State healthcare system. These individuals must be willing and able to:

1. Provide experience and expertise needed to approve the Corporation's business and other plans
2. Provide leadership and explore opportunities to secure funding for the Corporation;
3. Attend organizational and regularly scheduled board meetings.
4. Develop and participate in initiatives aimed at building awareness, understanding and support for the Corporation's programs.

Section 4.3 Initial Directors Election; Term of Office. The initial Board of Directors shall be named in the Certificate of Incorporation and shall serve until their successors are elected and qualified at the first Annual Meeting. Thereafter, and for purposes of providing staggered terms of office only, the Directors shall be divided into three (3) classes, which will, as nearly as possible, result in one third (1/3) of the terms of Directors expiring in each year. Each Director shall serve for the term of office specified in the vote by which such Director was elected until his or her successor is duly elected and appointed, unless he or she sooner resigns or is removed. Approximately one-third of the Directors shall be elected each year from a slate submitted by the Nominating Committee at the Annual Meeting, for a term of three (3) years, beginning at the close of said Annual Meeting. Directors shall not serve more than three (3) consecutive three (3) year terms.

Section 4.4 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until expiration of the term that would have been served had the vacancy not occurred.

Section 4.5 Removal of Directors. The Board of Directors may suspend or remove a Director for cause at any time by a two-thirds (2/3) affirmative vote of the Board, provided that there must be a quorum of not less than a majority of the Directors present at the meeting at which such action is taken.

Section 4.6 Resignation. Any Director may resign at any time by giving written notice to the Chairperson of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein.

Section 4.7 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or Special Meeting of the Board.

Section 4.8 Honorary Directors. As provided in this Section 4.8, individuals to whom the Board of Directors wish to indicate their gratitude and appreciation for outstanding service to the Corporation may be elected as Honorary Directors of the Corporation. Each such Honorary Director shall serve for a lifetime term. Honorary Directors may attend meetings of the Board of Directors but shall have no vote at such meetings. No individual may serve simultaneously as a Director and as an Honorary Director.

## **ARTICLE 5**

### **MEETINGS**

Section 5.1 Annual Meeting. The Board of Directors shall meet annually for the purpose of electing the class of Directors then standing for election or reelection as the case may be, and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be held on such day and month of each year and at such time and place as shall be designated by the Board of Directors.

Section 5.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be determined by the Board of Directors. Notice of the date, time and place of a regular meeting shall be given to all directors in such form as the Board may determine. Notwithstanding the foregoing, regular meetings may be held without notice if done pursuant to a schedule of regular meetings established by the Board of Directors.

Section 5.3 Special Meetings. Special Meetings of the Board of Directors may be called by the Chairperson of the Corporation at any time, or by any other individual so authorized by the Board, or by any Director upon written demand of not less than one-fifth of the entire Board. Notice of the date, time and place of a special meeting shall be given to all Directors in such form as the Board may determine. Except as otherwise provided in these Bylaws, any business may be transaction at any duly called Board meeting.

Section 5.4 Waiver. Whenever under the provisions of the Not-for-Profit Corporation Law, Certificate of Incorporation or these Bylaws notice is required to be given to any Director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.5 Telephonic Meetings. Any one or more Directors may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the Director at such meeting.

Section 5.6 Manner of Acting. Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by telephone at any

duly called and held meeting of the Board of Directors at which a quorum is present. Each Director shall have one (1) vote. A vote of two-thirds will be required to amend any bylaw or charter provision or to approve any indebtedness to be incurred by the organization.

Section 5.7 Quorum. A majority of the entire number of Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of Directors, the Directors present thereafter may adjourn the meeting to another time and place without further notice to any absent Director. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

Section 5.8 Conduct of Meeting; Record of Meetings. The Chairperson of this Corporation, or in his or her absence, the Vice Chairperson or, in his or her absence, the Treasurer, or, in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary or Clerk, or if neither participates in the meeting, one of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 5.9 Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if each Director consents in writing to a resolution authorizing the action. Such consents shall be filed with the minutes of the meetings of the Board of Directors.

Section 5.10 Notice. Whenever under the provisions of the Not-for-Profit Corporation Law, Certificate of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery, by mail, by telephone or by email, addressed to such Director at his or her contact information as it appears on the records of the Corporation, with postage or other delivery fees prepaid, or at his or her telephone number as it appears on the records of the Corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

## **ARTICLE 6**

### **OFFICERS AND AGENTS**

Section 6.1 Officers. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson a Treasurer and a Secretary and such other officers as the Board of Directors may from time to time designate. Any two or more offices may be held by the same individual, except the offices of Chairperson and Secretary.

Section 6.2 Election of Officers. The Board of Directors shall choose annually the officers of the Corporation, all of whom must be Directors, from a slate submitted by the Nominating Committee at the Annual Meeting.

Section 6.3 Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 6.4 Compensation. The compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 6.5 Term of Officers. The officers of the Corporation shall hold office for a term of one (1) year until their successors shall have been elected and qualified. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by an affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Directors from a slate submitted by the Nominating Committee.

Section 6.6 Chairperson. The Chairperson of the Corporation shall be elected from among the members of the Board of Directors and shall, when present, chair all meetings of the Board of Directors. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Corporation's business as the Directors may determine. The Chairperson shall appoint such committees as he or she deems necessary, subject to the approval of the Directors, with the exception of the Nominating Committee which shall be a standing committee of the Board of Directors. The Chairperson shall be an ex officio member of all committees. The Chairperson shall perform all duties incident to the office of the Chairperson.

Section 6.7 Vice Chairperson. The Vice Chairperson shall perform such duties as are assigned to him or her by the Chairperson and the Board. In the absence of the Chairperson, he or she shall perform the duties of that office.

Section 6.8 Treasurer. The Treasurer shall be elected from among the members of the Board of Directors. The Treasurer shall be responsible for the oversight of all corporate funds and securities. He or she shall ensure the keeping of full and accurate accounts of receipts and disbursements and books belonging to the Corporation; and confirm the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall ensure the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, overseeing the taking of proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors at its regular meetings or when the Directors shall require, an account of all his or her transactions as Treasurer and of those transactions he or she has overseen, and of the financial condition of the Corporation. The Treasurer shall perform or oversee the performance of such other duties as are incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 6.9 The Secretary. The Secretary shall be elected from among the members of the Board of Directors and shall attend all meetings of the Board of Directors and record all its proceedings in a book kept for that purpose. He or she may give, or cause to be given, notice of all Directors' meetings and shall perform such other duties as may be prescribed by the Board of Directors or by the Chairperson. The Secretary may certify all votes, resolutions and actions of the Board. The Secretary shall also keep a register of the post office address and telephone numbers of each Director; and ensure that the seal of the Corporation is affixed to all documents,

the execution of which on behalf of the Corporation under its seal is duly authorized; and be the custodian of the corporate records. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

## **ARTICLE 7**

### **CHIEF EXECUTIVE OFFICER**

Section 7.1 Authority. The Board of Directors may select and employ a professionally trained Chief Executive Officer, the qualifications of whom shall be determined by the Board of Directors, in its discretion and upon the advice of such counsel as it shall seek, from time to time.

Section 7.2 Responsibilities. The Chief Executive Officer shall be responsible for administering the Corporation's programs and activities in accordance with policies and objectives established by the Board of Directors. The Chief Executive Officer shall have the authority to employ all members of the staff in accordance with position classifications, duties and qualifications established by the Board of Directors, and shall act as liaison between the Board of Directors and the staff. The Chief Executive Officer shall annually submit a budget for the next fiscal year and shall report to the Annual Meeting on the past year's activities. The Chief Executive Officer shall be an ex officio member of the Board of Directors and the Executive Committee.

## **ARTICLE 8**

### **COMMITTEES**

Section 8.1 Standing Committees. The Board of Directors may establish such standing committees as it deems appropriate to assist and recommend in the management of the Corporation.

Section 8.2 Composition. Standing committees shall consist of at least three (3) Directors, one of whom shall be the chairperson of such standing committee. The Chairperson shall annually appoint the members of each standing committee, subject to the approval by the Board of Directors, unless the Board of Directors specifies by resolution an alternative method of naming members of the standing committees.

Section 8.3 Executive Committee. There shall be an Executive Committee comprised of all of the officers of the Corporation and chaired by the Chairperson and with the Chief Executive Officer as an ex officio member. The Board may delegate to the Executive Committee all or any portion of the authority of the Board, except authority to amend these Bylaws or the Corporation's Certificate of Incorporation, and except to the extent prohibited by the New York State Not-for-Profit Corporation Law. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Committee meetings may be called by the Chairperson or by a designee of the Chairperson. The Committee shall keep regular minutes of its meetings and shall report its actions to the Board.

Section 8.4 Nominating Committee. There shall be a Nominating Committee elected by the Board of Directors. Its function shall be to prepare a slate of one candidate for each position to be filled, including the Board of Directors, the Officers and the Nominating Committee. This slate shall be mailed to the Board of Directors at least twenty (20) days prior to the meeting at which an election shall take place. The Nominating Committee shall consist of five (5) persons elected by the Directors to serve for a term of two (2) years. Three (3) members, at least one of whom must be a Director, shall be elected in even-numbered years; two (2) members, at least one of whom must be a Director, shall be elected in odd-numbered years. The Nominating Committee shall elect a chairman, who must be a Director, to serve as chairman for one (1) year.

Section 8.5 Special Committees. The Board may, from time to time, as may be deemed desirable and by resolution, establish one or more Special Committees. Special Committees shall have only the powers specifically delegated to them by the Board. The members of such committees shall be appointed by the Chairperson of the Board.

## **ARTICLE 9**

### **FINANCES**

Section 9.1 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer(s) or person(s) as the Board of Directors may from time to time designate.

Section 9.2 Fiscal Year. The fiscal year of the Corporation shall begin January 1 and end on December 31 unless otherwise fixed by resolution of the Board of Directors.

## **ARTICLE 10**

### **LIABILITY; INDEMNIFICATION**

Section 10.1 Directors and Agents. The individual property of the Directors, officers, employees or agents of the Corporation shall not be held liable for the debts of the Corporation.

Section 10.2 Indemnification of Directors and Officers. To the fullest extent permitted by law, the Corporation shall in all cases indemnify any existing or former director or officer of the Corporation who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was a director or officer of the Corporation (or is or was serving at the request of the Board as a director, officer, trustee, partner, fiduciary, employee, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such proceeding.

Section 10.3 Indemnification of Employees and Agents. The Corporation may (but except as provided in Section 10.2 above shall not be required to) by resolution of the Board indemnify any other person who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or

was an employee or agent of the Corporation (or is or was serving at the request of the Corporation as a director, officer, trustee, employee, partner, fiduciary, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses actually and reasonably incurred by him or her in connection with such proceeding. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board in its discretion.

Section 10.4 Advance Payment of Expenses. In its discretion the Board may, on such conditions as it deems appropriate, authorize the Corporation to pay or reimburse costs of investigation, attorneys' fees, and other expenses incurred by a person entitled to reimbursement under this Article, even in advance of the final disposition of the proceeding in question.

Section 10.5 Nonexclusive Remedy, Benefit. The rights provided by this Article shall not be deemed exclusive of any other right of indemnification or payment provided by contract, the Certificate of Incorporation, vote of directors, or otherwise. Any right of indemnity or payment arising under this Article shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Article.

Section 10.6 Insurance. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Sections 10.2 and 10.3 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of New York.

## **ARTICLE 11**

### **CONFLICTS OF INTEREST**

Section 11.1 Conflicts of Interest Policy. The Board of Directors shall adopt a Conflicts of Interest Policy.

## **ARTICLE 12**

### **AMENDMENTS**

Section 12.1 Amendments. These Bylaws may be amended or repealed or new Bylaws adopted by a two-thirds vote of the Directors at an Annual or Special Meeting as designated by the Chairperson provided that the written notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures and time requirements specified in Section 5.10 hereof and the substance of the amendment or repeal has been discussed at a meeting of the Board of Directors at which a quorum was present held at least thirty (30) days prior to such Annual or Special Meeting; and, further provided that the Bylaws may not be amended in such a way as to cause the corporation to lose its status (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) as a Corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or (iii) as a corporation described in Section 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended.

ATTEST: \_\_\_\_\_  
Secretary

DATE: \_\_\_\_\_

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