

CORPORATE BYLAWS

OF

HealthInfoNet

ARTICLE I GENERAL

Section 1.1. Name. The name of the Corporation shall be HealthInfoNet.

Section 1.2. Location of Corporation. The Corporation shall have its principal place of business at 16 Association Drive, Manchester, Maine 04351-0360.

Section 1.3. Seal. The Corporation may adopt a circular seal with the Corporation's name, the year of its organization and the word "Maine" inscribed on it. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced. A corporate seal may be adopted at any time by act of the Board of Directors in accordance with these Bylaws.

Section 1.4. Registered Office. The Registered Office of the Corporation is at _____ . The address of the Registered Office may be changed from time to time by the Board of Directors or by the Registered Agent.

Section 1.5. Registered Agent. The Registered Agent of the Corporation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Directors.

ARTICLE II PURPOSES

Section 2.1. General Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code (collectively, the "Code"). HealthInfoNet will operate as a charitable, non-profit organization responsible for overseeing the implementation and operation of a health information technology network. HealthInfoNet will provide leadership and oversight for all aspects of the governance of the network including funding and financial management, employment and oversight of a Chief Executive Officer; protection of the privacy of patients' health information in all aspects of the HealthInfoNet network; compliance with privacy and security requirements; approval of an

annual budget and workplan; promotion of HealthInfoNet statewide and nationally and other responsibilities identified by the Board of Directors.

In furtherance of the Corporation's charitable, educational, and scientific purposes, the purposes of the Corporation shall be limited to:

1. Establishing, governing and sustaining an integrated electronic clinical health information sharing network designed to improve the quality of health care, enhance patient safety, moderate the growth of costs and make healthcare information available and understandable to consumers and caregivers while protecting the privacy, confidentiality, and security of patient specific health information.
2. Consistent with privacy and confidentiality best practice, providing caregivers with patient-specific information from various data sources at the point of care.
3. Supporting Maine's public health information system, including public health emergency preparedness efforts.
4. Designing the HealthInfoNet system to facilitate research aimed at improving access, and quality of care, and addressing healthcare costs. The use and disclosure of HealthInfoNet data will comply with HIPAA standards and all statutes and regulations governing the use of such data.
5. Conducting such other activities and/or business and for all other purposes that may be lawfully carried on or performed by a corporation formed under the Non Profit Corporation Law Maine Revised Statutes Annotated Title 13-B, as amended.

Section 2.2. Powers. This Corporation shall have all such powers as are authorized to non-profit corporations by the Maine Nonprofit Corporations Act. 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 Code, or (ii) as a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

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 the 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 Code, and as an organization engaged in activities substantially similar to those of this Corporation (within the meaning of 13-B M.R.S.A. § 407).

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 Code, or successor provisions of federal tax law as an organization described in Section 501(c)(3) of the Code, and to which contributions are deductible under Section 170(c)(2) and 2055(a)(2) of the Code which is other than a private foundation as defined in Section 509(A) of the 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 III MEMBERSHIP

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

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Responsibilities of Board. The affairs of the Corporation shall be led and overseen 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 organizational funding base;
- 3) approve operational, technology, and business plans;
- 4) assure effective management and leadership of the organization through the employment of the Chief Executive Officer;
- 5) appraise the performance of the organization;
- 6) exercise fiduciary responsibility;
- 7) advocate for and disseminate information regarding the work of HealthInfoNet;
- 8) make best efforts to assure compliance with privacy and security requirements;
- 9) conduct its work openly to build public trust and confidence;
- 10) assure that HealthInfoNet data is used and disclosed only for those reasons specified in the above mission statement and the organization's bylaws; and

- 11) ensure that HealthInfoNet is well positioned to become the Regional Health Information Organization (RHIO) for Maine.

Section 4.2. Number of Directors; Eligibility. The Board of Directors shall consist of not less than eleven, nor more than 21 persons drawn from geographically diverse regions of the state. Directors shall be individuals who are recognized as high level leaders in their field and serve in a broad range of leadership positions in the Maine health community and others as deemed appropriate. HealthInfoNet shall maintain an approved job description for Board Directors. (Amended on 1/17/2007)

The Directors shall include, but not be limited to participants in the Maine health community as: hospitals; physicians; consumers; employers/purchasers; plans/payers; members of government/public health officials; and other health care providers. The Commissioner of the Maine Department of Health and Human Services, the Director of the Maine Center for Disease Control and Prevention, and an appointee of the Governor of Maine (collectively referred to as the "Standing Directors") shall hold positions on the Board. Standing Directors may formally nominate a single designee to serve on the Board in their absence. Acceptance of a nominated designee to serve in place of a Standing Director will require a majority vote of the Board of Directors. Approved designees will have full voting rights with the stipulation that only one vote may be cast by either the Standing Director or his/her designee for every action requiring a vote of the Board of Directors. In the event that a Standing Director resigns his/her position in state government, the designee will continue to serve on the Board until a new Standing Director is appointed and a new designee is nominated and voted by the Board of Directors. (Amended on 10/18/2006.)

Section 4.3. Initial Directors Election; Term of Office. The initial Board of Directors shall be appointed by the incorporators of the Corporation 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, other than the Standing 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, other than the Standing Directors, 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, other than the Standing 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, other than the Standing 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 at any time, with or without cause by a two-thirds (2/3) affirmative vote of the Board.

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 V 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 may be held on such notice and at such time and at such place as may from time to time be determined by the Board of Directors. To the extent possible, meetings shall be open to the public, except for executive sessions when proprietary and personnel issues are discussed. Notice to the public will be published in advance of such meetings in a manner that the Board may deem appropriate from time to time.

Section 5.3. Special Meetings. Special Meetings of the Board of Directors may be called by the Chairperson of the Corporation on his or her own motion or upon written request of a majority of the Directors, and held not less than seven (7) nor more than thirty (30) days after such notice is given to each Director, either personally, by electronic mail, or by first class mail, postage paid.

Section 5.4. Waiver. Whenever under the provisions of the statutes, Articles 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. The Directors may hold 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. Notice of such meeting shall give each Director the telephone number at which, or other manner in which, he or she will be called.

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 or similar communications equipment by which all persons participating in the meeting can hear each other 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, to approve any indebtedness to be incurred by the organization, to engage a Technology Vendor, and to change any privacy/confidentiality principles governing access to the HealthInfoNet data.

Section 5.7. Quorum. A majority of the 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 from time to time, without notice other than announcement at the meeting, until a quorum shall be present. 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 consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

Section 5.10. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action.

Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within thirty (30) days of such specific action.

Section 5.11. Notice. Whenever under the provisions of the statutes, Articles 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 electronic mail, or by telephone, addressed to such Director at his or her address 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. Public notice of meetings may be made in accordance with the provisions of Section 5.2 herein.

ARTICLE VI OFFICERS, AGENTS AND CLERK

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.

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. Officers shall not serve more than three (3) consecutive one (1) year terms. 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 are properly discharged and that the Bylaws of the Corporation are observed. 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 be elected from among the members of the Board of Directors. 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 oversee the management of all corporate funds and securities. The Treasurer shall report to the Chairperson and the Board of Directors at its regular meetings or when the Directors shall require, an account of the HealthInfoNet transactions and of the financial condition of the Corporation. The Treasurer shall oversee the acquisition of a bond in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall perform 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. The Secretary 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 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.

Section 6.10. The Clerk. The Corporation shall have and continuously maintain a Clerk, who shall be a resident of the State and who shall not be deemed an officer of the Corporation. The Board shall have authority from time to time to appoint or remove the Clerk. The position of Clerk shall be ministerial in nature, and the Clerk, in his or her capacity as such, shall have no authority to engage in any policymaking function on behalf of the Corporation, or to enter into contracts or incur debts on behalf of the Corporation. In the absence of the Secretary, the Clerk shall keep records of the meetings of directors. The Clerk may certify all votes, resolutions, and actions of the Board and committees of the Board, and may attest all documents executed on behalf of the Corporation.

ARTICLE VII 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 a non-voting ex officio member of the Board of Directors and the Executive Committee.

ARTICLE VIII COMMITTEES

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

Section 8.2. Composition. Committees shall consist of at least two (2) Directors, one of whom shall be the chairperson of such committee. The Chairperson shall annually appoint the members of each 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 committees.

Section 8.3. Executive Committee. There shall be an Executive Committee comprised of all of the officers of the Corporation and the immediate past Chairperson of the Board and chaired by the Chairperson and with the Chief Executive Officer as an ex officio member. In the absence of an immediate past Chairperson, an at large member of the Committee shall be appointed by the Board to serve during the first two years of the Corporation. 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 Articles of Incorporation, and except to the extent prohibited by the Maine Corporation Act. 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 when so requested.

Section 8.4 Finance Committee. There shall be a Finance Committee comprised of people with experience and expertise in financial matters, chaired by the Treasurer and with the Chief Executive Officer as an ex officio member. The Committee will be responsible for developing the Corporation's financial policies and for reviewing the management of the Corporation's investments, assisting the Chief Executive Officer in developing annual budgets, and reviewing the Corporation's financial statements and for other related duties as may be prescribed by the Board from time to time. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Committee meetings may be called by the Committee Chairperson or by a designee of the Committee Chairperson. The Committee shall keep regular minutes of its meetings and shall report its actions to the Board on a regular basis.

Section 8.5 Audit and Compliance Committee. There shall be an Audit and Compliance Committee comprised of people with experience and expertise in accounting and regulatory compliance, chaired by a Director and with the Chief Executive Officer as an ex officio member. The Committee will be responsible for developing the Corporation's audit and compliance policies and for reviewing the Corporation's audited financial statements and other related duties as may be prescribed by the Board from time to time. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Committee meetings may be called by the Committee Chairperson or by a designee of the Committee Chairperson. The Committee shall keep regular minutes of its meetings and shall report its actions to the Board on a regular basis.

Section 8.6 Technology/Clinical Advisory Committee. There shall be a Technology/Clinical Advisory Committee comprised of Chief Information Officers and Chief Medical Directors from Maine provider sites, practicing providers, and other interested parties with experience and expertise in the implementation and use of health information technology, clinical data sets, and/or public health information systems. Committee members shall also represent providers and clinical practices with varying degrees of electronic medical record system use including non-users. The Committee shall be chaired by a Director. The Committee will be responsible for advising the Corporation on all matters related to the HealthInfoNet system. A majority of the members of the Committee shall constitute a quorum. Committee meetings may be called by the Committee Chairperson or by a designee of the Committee Chairperson. The Committee shall keep regular minutes of its meetings and shall report its actions to the Board on a regular basis.

Section 8.7 Consumer Advisory Committee. There shall be a Consumer Advisory Committee comprised of citizens, consumer advocates, consumer organizations, legal experts, medical ethicists, health educators, privacy officers, public health professionals, and interested parties with experience and expertise in consumer participation and privacy protection in health information technology systems. The Committee shall be chaired by a Director. The Committee will be responsible for reviewing and advising on all policies and procedures related to the confidentiality of the HealthInfoNet clinical data and the privacy protection for patients. The Committee will be well versed in HIPAA and State law requirements as well as other federal and State guidelines and initiatives. The Committee will also review public health data laws and future provisions for access to the non-identified clinical data by researchers and other interested parties. A majority of the Committee shall constitute a quorum. Committee meetings may be called by the Committee Chairperson or by a designee of the Committee Chairperson. The Committee shall keep regular minutes of its meeting and shall report its actions to the Board on a regular basis.

Section 8.8 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 chairperson, who must be a Director, to serve as chairperson for one (1) year.

ARTICLE IX 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 end on December 31 unless otherwise fixed by resolution of the Board of Directors.

ARTICLE X 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, officer, or registered agent 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, officer, employee, or agent 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) 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 Articles, 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 shall 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 Maine.

ARTICLE XI CONFLICTS OF INTEREST

Section 11.1. Statement of Potential Conflicts. Prior to taking his or her position on the Board of Directors, and annually thereafter, each Director shall complete and submit to the Chairperson of the Board of Directors a conflict of interest statement as required by the HealthInfoNet conflict of interest policy. The statement shall include a list of all businesses and other organizations of which he or she is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee with which the Corporation has, or might be expected to have, a relationship or a transaction in which the Director might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The Chairperson and the Board of Directors shall become familiar with the statements of all Directors in order to guide the conduct of the Board of Directors should such a conflict arise.

Section 11.2. Conduct of Meetings of the Board of Directors When a Conflict Exists. At such time as any matter comes before the Board of Directors which involves or may involve a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his or her written statement or not. Such Director shall answer any questions that might be asked of him or her and shall disclose all material facts. At the request of the Chairperson, such Director shall withdraw from the meeting for so long as the matter shall continue under discussion.

Section 11.3. Effect of Conflict. The Directors of the Corporation may be interested, directly or indirectly, in any contract, transaction or act relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter into transactions, or otherwise act for or on behalf of the Corporation in such matters; provided that (i) the direct or indirect interest of the Director in the proposed contract, transaction or act shall first be disclosed

to and approved by the Board of Directors, (ii) any Director directly or indirectly interested in the contract, transaction or act shall refrain from voting on the matter, and (iii) no contract, transaction or act shall be entered into or taken on behalf of the Corporation if such contract, transaction or act would jeopardize the Corporation's tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE XII
MISCELLANEOUS

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 5.11 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 Code, or (ii) as a Corporation to which contributions are deductible under Section 170(c)(2) of the Code , or (iii) as a corporation described in Section 170(b)(1)(A)(vi) of the Code.

Section 12.2. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery or by mail addressed to such Director at his or her address as it appears on the records of the Corporation, with postage or other delivery fees prepaid. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

ATTEST: _____ DATE: _____
Secretary