

BYLAWS
OF
ALASKA E-HEALTH NETWORK, INC.
An Alaska Non-Profit Corporation

Article I – Organization

Section 1.1. Name. The name of this Corporation is “Alaska E-Health Network, Inc.”

Section 1.2. Mission. The Corporation is organized under the Alaska Nonprofit Corporation Act, AS 10.20, with the mission of:

1.2.1 improving the health and well-being of Alaskans in all areas of the State by expanding secure, authorized and protected electronic access to and among health care providers and facilities, both within and outside the State of Alaska, while maintaining the confidentiality of individually identifiable health information;

1.2.2 lowering the costs of health care services paid for by Medicaid, Medicare, the Indian Health Service and other federal and state agencies and programs by assisting and encouraging the development, operation and maintenance of protected electronic health information exchange systems in the Alaska and by promoting a more effective marketplace with enhanced quality, increased options and improved outcomes;

1.2.3 improving the health and well-being of Alaskans in all areas of the State and promote wellness, disease prevention and management of chronic illnesses by encouraging health care providers in Alaska to fully utilize health information exchange and telehealth technologies and increasing the availability of such tools;

1.2.4 improving the health and well-being of Alaskans in all areas of the State by establishing electronic health information network infrastructures that meet and comply with applicable federal and state health information statutes, regulations, policies and standards to electronically connect providers, patients, payors, health care organizations and federal, state, tribal and local health care agencies across Alaska so that appropriate information is available in a usable form at the necessary time and location;

1.2.5 improving the health and well-being of Alaskans in all areas of the State by working closely with federal, state, local and tribal health care agencies and providers to advance health care quality, reduce medical errors and inappropriate care, increase efficiencies, lower costs, educate the workforce, and provide better health care through electronic health information exchange;

1.2.6 all related benevolent, educational and scientific actions; and

1.2.7 all other charitable purposes allowed by law and consistent with obtaining and maintaining tax-exempt status under Section 501(c) of the Internal Revenue Code.

Section 1.3 Powers. The Corporation may exercise all general powers authorized by the Alaska Nonprofit Corporation Act.

Section 1.4. Registered Office and Registered Agent. The registered office of this Corporation shall be located in the State of Alaska as set forth in the Articles of Incorporation, as amended, or in the most recent statement filed with the State of Alaska. The Corporation shall also have and continuously maintain a registered agent, as required by the Alaska Nonprofit Corporation Act.

Article II - Membership

Section 2.1. Membership. This corporation shall have non-voting members. The Board of Directors shall establish criteria and procedures for admission of members, and it shall establish the term of membership. The Board of Directors may levy dues, assessments, or fees upon the members in amounts determined from time to time, and it may determine the methods of collection. Memberships may be cancelled, on reasonable notice, for nonpayment of such dues, assessments, or fees under rules established by the Board of Directors, and the Board of Directors may provide rules for reinstatement of membership.

Article III - Meetings of the Membership

Section 3.1. Annual Meeting. The president will call an annual membership meeting in the first quarter of each year.

Section 3.2. Special Meetings. Special membership meetings may be called by the president, by the board or by the request of one-third (1/3) or more of the members.

Section 3.3. Electronic Notice. The secretary will send written notice stating the place, day and hour of each membership meeting by electronic mail to each member not less than ten and not more than fifty days before the date of the meeting. The notice of a special membership meeting shall state the purpose or purposes of that meeting. Attendance constitutes a waiver of notice. Each member is responsible for keeping a current electronic mail address on file with the secretary.

Section 3.4. Quorum. The presence of at least one-fourth of the members shall constitute a quorum at a membership meeting. Once established, a quorum cannot be lost. If a quorum is not

present, a majority of the members present may recess the meeting from time to time without further notice.

Section 3.5. Proxies. Members may attend or vote by proxy at membership meetings. Proxies must be submitted to the secretary prior to the meeting.

Section 3.6. Manner of Acting. The majority of the votes at a meeting at which a quorum is present is the act of the membership. Members may attend any meeting by means of remote communication, provided that notice is given and that the quorum requirements are met. Remote communication includes any communication through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation through remote communication constitutes personal presence at the meeting.

Article IV - Board of Directors

Section 4.1. General Powers. The board of directors (“the board”) shall manage or direct the property, business, and affairs of the Corporation.

Section 4.2. Number, Tenure and Qualifications. The number of directors is fifteen. Fourteen directors shall be voting directors and one shall be non-voting. New directors shall be elected by the current directors, based on a slate of candidates recommended by an ad hoc nominating committee. Each director serves a term of three years, except that beginning in 2012, directors shall serve appointments of one (1), two (2) or three (3) years, such that each year approximately one-third of the directors shall be elected. With the exception of permanent members required by law, no director may serve more than two full consecutive terms. Each director serves until his/her successor is elected or he/she resigns or otherwise leaves his/her position as director. Each director has one vote. The voting directors must include, but are not limited to, the Commissioner of the Department of Health and Social Services for the State of Alaska or his/her designee, as required by law, and eight other individuals each of whom represents one of the following interests:

- 4.2.1 Hospitals and nursing home facilities;
- 4.2.2 Private medical care providers;
- 4.2.3 Community-based primary care providers;
- 4.2.4 Federal health care providers;
- 4.2.5 Alaska tribal health organizations;
- 4.2.6 Health insurers;
- 4.2.7 Health care consumers; and
- 4.2.8 Employers or businesses.

The non-voting director shall be a liaison member who shall serve to enhance communication and collaboration between the board and the Board of Regents of the University of Alaska.

Section 4.3. Regular Meetings. The board will hold at least four regular meetings annually. Regular board meetings will be in the State of Alaska.

Section 4.4. Special Meetings. The board will hold a special meeting at the request of the president or any five directors. Special board meetings may be held in the State of Alaska or Outside.

Section 4.5. Electronic Notice. The secretary will give each board member at least five (5) working days notice by electronic mail of the date, time and place of a board meeting. A director may waive notice. Attendance constitutes a waiver of notice. The board meeting notice does not need to state the purpose of the meeting. Each director is responsible for keeping a current electronic mail address on file with the secretary.

Section 4.6. Quorum. A majority of directors is a quorum. Once established, a quorum cannot be lost.

Section 4.7. Proxies. Directors may attend board meetings and vote by proxy. Proxies must be submitted to the secretary prior to the meeting.

Section 4.8. Manner of Acting. The majority of the votes at a board meeting at which a quorum is present is the act of the board. The board may also specify that a meeting will be conducted partially or solely through one or more means of remote communication, provided that notice is given and that the quorum requirements are met. Remote communication includes any communication through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation through remote communication constitutes personal presence at the meeting.

Section 4.9. Resignation. A director may resign at any time by giving notice to the Corporation. The resignation of a director is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice. Written notice is required.

Section 4.10 Removal. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the total number of voting directors.

Section 4.11 Vacancies. The board shall fill any vacancy by appointment from the membership or persons representing membership interests, and such appointed board member shall fulfill the qualifications of the replaced board member in accordance with Section 4.2 above. An appointed board member shall serve until the next annual membership meeting or until his or her successor is elected.

Section 4.12. Compensation. Directors shall not receive compensation from the Corporation for services and expenses incurred as a director, but may receive fair market value compensation or reimbursement from their employer or organization for board activities.

Section 4.13. Informal Action. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting by written consent of all of the directors. This Corporation recognizes that authenticated electronic communication may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts.

Section 4.14. Standards of Conduct. A director shall perform his or her duties, including the duties as a member of a committee: in good faith; with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and as the director reasonably believes to be in the best interests of the Corporation.

4.14.1. In performing his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

4.14.1.1 one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

4.14.1.2 legal counsel, public accountants, experts or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or

4.14.1.3 any committee of the board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.

4.14.2 A director is not acting in good faith if the director has other knowledge concerning the matter in question that makes reliance otherwise permitted by subsection 14.2 unwarranted.

4.14.3 Directors shall miss no more than two (2) regularly scheduled meetings per calendar year, unless such absence is excused for special circumstances by the directors in attendance at the missed meeting. If a director misses more than two (2) meetings, he or she may be removed by a majority vote of the remaining voting directors.

Section 4.15. Conflicts of Interest. A director shall disclose all conflicts of interest. A director is disqualified from participating in the board's consideration or voting on any matter that substantially involves the director's personal financial interests or those of the director's immediate family.

4.15.1 It is not a disqualifying conflict of interest for a director to participate in the board's consideration or to vote on a matter that relates to or involves the interests of the director's employer.

4.15.2 The president shall rule on all questions concerning conflicts of interest. The president's decision shall be final.

Section 4.16. Rules of Procedure. The board may adopt rules of procedure for meetings of the membership, the board and committees of the Corporation consistent with these Bylaws.

Article V - Officers

Section 5.1. Officers. The officers of the Corporation are the president, the vice-president, the secretary and the treasurer. The board may elect other officers and designate their duties. The same person may hold any two or more offices, except that the offices of president and secretary may not be combined.

Section 5.2. President. The president is the principal officer of the Corporation. The president presides at all meetings of the membership and of the board; may sign, with the secretary, treasurer or any other proper officer of the Corporation, contracts or other instruments authorized by the board; and performs other duties assigned by the board.

Section 5.3. Vice President. In the absence of the president, the vice president performs the duties of the president and, when so acting, has all the powers of the president. The vice president may perform other duties assigned by the president or the board.

Section 5.4. Secretary. The secretary is responsible for keeping the minutes of membership, board and committee meetings; seeing that meeting notices are duly given; keeping the corporate records; and maintaining a register of the names and addresses of the members.

Section 5.5 Treasurer. The treasurer shall have faithful charge and custody of and is responsible for all accounts, funds and securities of the Corporation, and shall perform other duties assigned by the president or by the board.

Section 5.6 Election. The directors will elect officers annually, at the board's first meeting following the annual membership meeting. An officer serves until the next election of officers or until his or her successor is duly elected and qualified. Any director may serve as an officer.

Section 5.7 Vacancies. The board may fill a vacancy in any office for the unexpired portion of the term, by majority vote at any regular or special meeting.

Section 5.8. Removal. The board may remove an officer by majority vote at any regular or special meeting whenever in the board's judgment the best interests of the Corporation require the officer's removal.

Section 5.9 Delegation. Unless prohibited by a resolution adopted by the board, an officer may delegate some or all of the duties and powers of an office to other persons. Any officer who delegates their powers shall provide the board with written notice of such delegation.

Article VI - Committees

Section 6.1. Committees. The board may appoint committees, with such authority and duties as the board deems appropriate and necessary. Committees may include officers, any director or any other individual appointed by the board.

Section 6.2. Executive Committee. The board may designate by resolution two or more directors to constitute an executive committee that may exercise the authority of the board in the management of the Corporation the extent provided in the resolution.

Section 6.3. Finance and Audit Committee. There shall be a finance and audit committee consisting of the treasurer and at least one other director. Within one week before each regular meeting of the board, the finance and audit committee shall meet and review the current financial statements of the corporation. At each regular meeting of the board, the finance and audit committee shall also be responsible for overseeing financial audits of the corporation. Any director may attend a committee meeting.

Article VII - Contracts, Checks, Deposits and Gifts

Section 7.1. Contracts. The president, with the secretary, treasurer or any other proper officer of the Corporation authorized by the board, may enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation. The board may additionally authorize any other officer, employee or agent of the Corporation to do so, in a manner determined by the board.

Section 7.2. Checks, Drafts, Etc. The treasurer will sign all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, in a manner determined by the board. The board may additionally authorize any other officer, employee or agent of the Corporation to do so, in a manner determined by the board.

Section 7.3. Deposits. The treasurer will deposit all funds of the Corporation to the credit of the Corporation in such banks, trust companies or other depositories as the board may authorize. The board may additionally authorize any other officer, employee or agent of the Corporation to do so, in a manner determined by the board.

Section 7.4. Gifts. The president or the treasurer may accept any contribution, gift, bequest or devise on behalf of the Corporation so long as acceptance is in the best interest of the Corporation and consistent with its purposes.

Article VIII - Books and Records

Section 8.1 Accounts. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its membership, board and committees having any of the authority of the board, and shall keep at its registered or principal office a record giving the names and addresses of all members.

Section 8.2. Inspection. The books and records of the Corporation may be inspected by any member, or by the member's agent, accountant or attorney, for any proper purpose at any reasonable time.

Article IX - Fiscal Year

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 in each year.

Article X - Indemnification

Section 10.1. Duty to Indemnify. The Corporation shall defend, indemnify and hold harmless any director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of or arising from the fact that the person is or was a director or officer of the Corporation, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, except as provided in Section 10.2.

10.1.1 The duty to defend and indemnify includes all costs and expenses, including attorney's fees, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding.

10.1.2 The adverse termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation nor, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

Section 10.2. Exception. No person may receive defense or indemnification in any matter in which that person has been adjudged liable for misconduct in the performance of corporate duties.

Section 10.3. Determination. Defense and indemnification under this article may only be made following a determination by the board that defense and indemnification of the director or officer

is proper. The determination on whether to indemnify and defend described in Section 10.2 shall be made:

10.3.1 by the board by a majority vote of disinterested directors, or

10.3.2 by independent legal counsel, if directed by the board by a majority vote of disinterested directors, or in the absence of a quorum.

Section 10.4. Successful Defense. Notwithstanding any other provisions of this Article, but subject to the provisions of Section 10.5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection with that matter.

Section 10.5. Condition Precedent. Any person who desires to receive defense and indemnification under this Article shall notify the Corporation reasonably promptly that the person is a defendant to an action, suit or proceeding of a type referred to in Section 10.1 and that the person intends to rely upon the right of indemnification described in this Article. Notice need not be given when the Corporation is also named a party to the action.

Section 10.6. Insurance. The board, in its discretion, may purchase insurance coverage for the risks described in this Article. To the extent that an insurance policy or policies provides coverage where this Article does not, a director seeking indemnity shall have the benefit of that greater coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

Section 10.7. Former Officers and Directors. The indemnification provisions of this Article extend to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of that person.

Section 10.8. Purpose and Exclusivity. The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the members or board, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Article XI - Seal; Shares of Stock; Loans

Section 11.1. Seal. The Corporation shall have no seal.

Section 11.2. Shares of Stock. The Corporation may not issue shares of stock nor pay dividends.

Section 11.3. Loans. The Corporation may not make loans.

Article XII – Initial Board of Directors

12.1 Directors. The initial board of directors of this Corporation are:

Jeff Davis
2550 Denali St., Suite 1404
Anchorage, Alaska 99503

Alex Spector,
Alaska VA Health Care System
2925 DeBarr Road
Anchorage, Alaska 99508

Rod Betit
Alaska State Hospital and Nursing Home Association
426 Main Street
Juneau, Alaska 99801

Marilyn Kasmar
Alaska Primary Care Association
903 West Northern Lights Boulevard, Suite 200
Anchorage, Alaska 99503

Garth Hamblin
Bartlett Regional Hospital
3260 Hospital Drive,
Juneau, Alaska 99801

Paul Sherry
Alaska Native Tribal Health Consortium
4141 Ambassador Drive,
Anchorage, Alaska 99508

Tom Nighswander, M.D.
Alaska Native Tribal Health Consortium
4141 Ambassador Drive,
Anchorage, Alaska 99508

Joel Gilbertson
Providence Health & Services Alaska
3760 Piper Street,
Anchorage, Alaska 99508

Jerome O. List, M.D.
Alaska Ear Nose & Throat, Inc.
3340 Providence Drive, #360
Anchorage, Alaska 99508

J. Patrick Luby
AARP Alaska
3601 C Street, Suite 1460
Anchorage, Alaska 99503

Jay Butler, M.D.
Chief Medical Officer
State of Alaska Department of Health and Social Services
3601 "C" Street, Suite 902
Anchorage, Alaska 99503

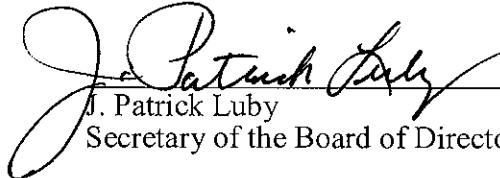
Article XIII – Amendments To Bylaws

13.1 These bylaws may be altered, amended or repealed, and new bylaws adopted, by a majority of the directors present at any regular meeting or at any special meeting.

13.2 Proposals to alter, amend or repeal bylaws shall be included in the meeting agenda and distributed to the board no less than 10 calendar days before the meeting.

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned secretary of Alaska E-Health Network, Inc., does hereby certify that the initial board of directors duly adopted the above and foregoing Bylaws on August 21, 2008, as amended July 15, 2009 and December 21, 2011.


J. Patrick Luby
Secretary of the Board of Directors