

**BYLAWS
OF
BIG SKY CARE CONNECT**

(A NONPROFIT, PUBLIC BENEFIT CORPORATION)

**ARTICLE I
GENERAL**

Section 1. Name. The name of the corporation shall be Big Sky Care Connect (the “Corporation”).

Section 2. Non-Profit Public Benefit Corporation. The Corporation is a nonprofit, public benefit corporation organized under the Montana Nonprofit Corporation Act, as amended from time to time (the “Act”) organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.

Section 3. Purposes. The purposes of the Corporation shall be exclusively charitable and educational, specifically to operate a statewide coordinated health information exchange and related services to enhance clinical care in the community and to improve and promote public health care in the Montana general health care community by (1) facilitating timely and secure access by health care providers to clinical information between the various organizations that have such information, and (2) engaging in such other activities that help to improve and promote the public health and quality of health care in the community, all in a cost-effective manner. To facilitate these purposes, the Corporation will make identified individual clinical information available to each interested patient and his/her validated health care providers, and will provide de-identified clinical information and aggregated population epidemiological statistics and reports to state and federal agencies and the general public but only to the extent allowed

by applicable state and federal law, rules, regulations and as deemed necessary by the Corporation to improve the health of the community. It is the intention of the corporation that all of its activities shall at all times be consistent with the Institute for Health care Improvement's "Triple Aim Initiative" for optimizing health system performance by:

- Improving the patient experience (including quality and satisfaction);
- Improving the health of populations; and
- Reducing the per capita cost of health care.

All as required or prohibited by Article IX of the Corporation's Articles of Incorporation, the Corporation shall not engage in activities prohibited by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and its Regulations as they now exist, or as they hereafter be amended; the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office; no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to members (if any), or to any director, officer, trustee, or employee of the Corporation or any private individual, and no director, trustee or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Section 4. Corporate Offices. The Corporation shall have and continuously maintain in the State of Montana a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within the State of Montana as the Board of Directors may from time to time determine. The specific address of the Corporation's registered office shall be filed with the Montana Secretary of State.

Section 5. Corporate Powers. The Corporation shall have all of the corporate powers set forth in the Montana Nonprofit Corporation Act.

ARTICLE II
MEMBERS

Section 1. Membership. The Corporation is organized and will be operated without Members, pursuant to Section 35-5-512, MCA. However, the Board of Directors may designate categories or classes of supporters of the Corporation as the Board of Directors deem appropriate from time to time.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Responsibilities and Powers of the Board of Directors. The general management and control of the estate, property, funds, and affairs of the Corporation shall be vested in the Board of Directors of the Corporation (the “Board of Directors” or the Board”). All of the business and affairs of the Corporation shall be managed by or under the direction of the Corporation’s Board, subject to the limitations of the laws of the State of Montana, the Articles of Incorporation, these Bylaws and any applicable federal laws or regulations. The Board shall have full authority to control and to take all actions necessary to manage the business and the day-to-day affairs of the Corporations, and to carry out all of the other functions of a board of directors as authorized by the Montana Nonprofit Corporation Act, Montana Code Annotated Section 35-2-101, *et seq.* (the “Act”). The Board shall fulfill such responsibilities within the limit of the fiscal resources available to it. The Board’s authority, in addition to doing all things required or allowed by law, includes but is not limited to, the following:

- (a) Subsequent to the appointment of the initial Organizing Board by the Incorporator(s) under Section 2 of this Article III, to elect the Directors to the Board of the Corporation and to remove any Director or Officer of the Corporation (as more specifically addressed in these Bylaws);

- (b) To initiate and approve any plan of merger, consolidation or dissolution involving the Corporation;
- (c) To approve all amendments to the Corporation's Articles of Incorporation and these Bylaws;
- (d) To continuously review and monitor the financial condition of the Corporation, including through an annual audit;
- (e) To approve the annual budget of the Corporation and all material deviations from the approved budget;
- (f) To set the compensation, if any, for all of the Officers of the Corporation consistent with applicable non-profit and tax exemption law;
- (g) To approve all mission and/or vision statements and all strategic or long-term plans of the Corporation;
- (h) To appoint a Certified Public Accountant (or firm) to perform the annual audit of the Corporation's financial statements in conjunction with the annual audit of the Member's financial statements;
- (i) To determine and ensure compliance with the Corporation's stated charitable purposes;
- (j) To initiate and approve such operating policies regarding the Corporation's activities, operations, finances and assets as it deems necessary or appropriate from time to time;
- (k) To establish committees, both standing and ad hoc, to provide assistance and guidance to the Directors, as set forth in more detail herein;
- (l) To engage in raising funds by means (for example without limitation donations, capital contributions, grants, CMS HITECH/HIE 90/10/ funding, etc.) that it determines further the purposes of the Corporation;
- (m) To ensure that all of the actions of the Corporation and its Directors, Officers, and other personnel are consistent with state and federal laws, including without limitation the Act and Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code; and

- (n) To take all actions reasonably necessary to maintain the Corporation's status as a nonprofit public benefit corporation.
- (o) To pass or approve a resolution or policy from time to time to provide direction to the Governance Committee to guide it in its task of nominating prospective Directors who will be broadly representative of the constituents served by the health information exchange as required by the terms of Section 2, below.

Section 2. Number of Directors. The Incorporator(s) of the Corporation shall appoint the Organizing Board of Directors which shall be comprised of up to twelve (12) Directors, to serve for no more than one hundred eighty (180) days after the date of incorporation. Boards of Directors seated subsequent to the Organizing Board shall be comprised of up to twenty-five (25) Directors, each of whom must be a user or otherwise participating in the health information exchange, with a goal of having diverse representation from the Montana health care community. The Organizing Board with respect to the first Board subsequent to the Organizing Board, and the Board of Directors thereafter shall elect Directors from a slate of nominees put forward by the Governance Committee based on the needs for expertise in the organization. The goal of the Corporation is to have a Board that broadly represents the primary constituency groups in the Montana health care community who will be using the health information exchange. To achieve this goal, Directors shall be nominated by the Governance Committee and elected according to the distribution set forth, as follows:

- (a) The Candidate for one (1) Director position shall be the President of the Montana Hospital Association to represent Montana health systems;
- (b) The Candidate for one (1) Director position shall be the President/CEO of the Montana Primary Care Association to represent Montana community health centers;

- (c) The Candidate for one (1) Director position shall be the Chief Executive Officer of the Montana Medical Association to represent Montana clinicians;
- (d) The Candidate for one (1) Director position shall be the Executive Director of the Behavioral Health Alliance of Montana to represent behavior health;
- (e) The Candidates for three (3) Director positions shall be the President/Chief Executive Officer/Director of one (1) critical access hospital, one (1) urban hospital, and one (1) Indian Health Service;
- (f) The Candidates for two (2) Director positions shall be physicians;
- (g) The Candidate for one (1) Director position shall be the President/Chief Executive Officer/Director of a Federally Qualified Health Center in Montana;
- (h) The Candidates for two (2) Director positions shall represent the payors in the Montana market;
- (i) The Candidate for one (1) Director position shall be the Director of the Billings Area Indian Health Services;
- (j) The Candidate for one (1) Director position shall be the Director of the Montana Veterans Affairs Health Care System;
- (k) The Candidate for one (1) Director position shall be the President/Chief Executive Officer/Director of a Montana behavioral health center entity;
- (l) The Candidate for one (1) Director position shall represent patients in Montana;
- (m) The Candidate for one (1) Director position shall represent employers in Montana;
- (n) The Candidate for one (1) Director position shall be the CEO/Director of the Montana Office of Rural Health and Area Health Education Center;
- (o) The Candidate for one (1) Director position shall be the Chief Executive Officer of Mountain Pacific Quality Health ;

- (p) The Candidate for one (1) Director position shall represent Montana public health;
- (q) The Candidate for one (1) Director position shall represent the State of Montana (the Governance Committee shall seek input from the Governor of Montana in choosing a nominee for this position); and
- (r) The Candidate for one (1) Director position shall be the President/Chief Executive Officer/Director of a Montana long-term care facility;
- (s) The Candidates for three (3) Directors-At-Large positions shall be broadly representative of the constituents using and being served by the health information exchange.

Section 3. Term of Office. With the exception of “ex-officio” Directors (defined below), the term of office of each Director shall be three (3) years, provided however the Board may set initial terms for less than three (3) years in order to provide for staggered terms as set forth in Section 4 to avoid election of all Directors at one (1) time. A Director may serve more than one consecutive term but no more than three (3) full three (3) year terms in office. Notwithstanding the foregoing with respect to term limits, individuals who are “ex officio” Directors ((i.e. by virtue of being the President, Chief Executive Officer, Director (or the interim person in such position) of an organization referenced in Section 2, above, and hereafter a “CEO Director”)) shall serve during the entire time such person holds such office/position, without regard to any term limits.

Section 4. Election of Directors. Except for “ex officio” CEO Directors who are not subject to term limits other than the time the CEO Director holds his/her office/position, Directors shall be elected by the Board for staggered three (3) year terms, provided that Directors’ terms may be initially set at less than three (3) years to accomplish the staggering of the terms. The Directors on all Boards elected subsequent to the Organizing Board shall be selected from the slate of nominees presented to the Board by the Governance Committee in the manner as provided in Section 2, above. The

Governance Committee shall be composed of three (3) Directors on the Board as set forth in Article VI. The Directors will be elected by a majority vote of the Board of Directors.

Section 5. Resignation, Removal, and Vacancies.

- (a) Resignation. Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation. Unless otherwise specified, such resignation shall take effect upon receipt thereof. A resignation from the Executive Committee shall constitute a resignation from the Board, and vice versa.
- (b) Removal. A Director may be removed with or without cause by a three-fourths (3/4ths) vote of the Directors then in office (other than the Director being removed) at a duly constituted meeting of the Board. A non-“ex officio” Director shall be automatically removed if such Director has three (3) consecutive absences from meetings of the Board which are not otherwise excused, in writing, by the Board Chair.
- (c) Vacancies. Except for “ex officio” Directors, if a vacancy occurs on the Board, the Executive Committee shall appoint an interim Director to fill the vacancy until the next Board election when the vacancy will be permanently filled for the remaining term of the vacating Director. In filling a vacancy, the Board will attempt to replace the Director with another person with similar expertise to the extent reasonably possible. If an “ex officio” CEO Director of an organization resigns, such Director position shall remain vacant until (i) the organization chooses to appoint a successor CEO to represent the organization on the Board, or (ii) the Governance Committee with Board approval in their sole discretion agrees another senior officer of such organization may fill the vacant “ex officio” Director position.

Section 6. Compensation, Loans to or Guarantees for the Directors.

- (a) Compensation. Directors acting as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize

reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses. Nothing herein shall preclude Directors from serving the Corporation in any other capacity and receiving compensation for such services; provided, however, that any such compensation shall be subject to all applicable requirements concerning conflict of interest and disclosure as defined in the Corporation's applicable policies or applicable law.

- (b) Loans or Guarantees. The Corporation shall not lend money to, or guarantee the obligation of, a Director.

Section 7. Annual Self-Review. The Board shall conduct an annual self-review to determine the Board's efficacy and contributions toward improving the Corporation's organizational performance. Such self-review shall be conducted using methods and criteria as may be determined from time to time by the Board.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. A regular annual meeting of the Board for the purpose of election of officers of the Corporation, the election of new Board members (as appropriate), and the transaction of any other business coming before such meeting shall be held each year after proper notice during the month of October or November on a date, at a location and at a time set by the Board. If a majority of the Board shall not be present to form a quorum, then such regular annual meeting may be held at such time as shall be fixed by the consent, in writing, of all Directors or upon written notice in the manner as specified in Section 5 of this Article.

Section 2. Regular Meetings. In addition to the annual meeting, the Board shall hold regular meetings during the ensuing year on a schedule approved by the Board

at the annual meeting, and after proper notice is given as specified in Section 5 of this Article.

Section 3. Special Meetings. Special meetings of the Board may be called at the request of the Chair of the Corporation or by a majority of the Directors of the Board. Those calling the special meeting shall fix any place in Helena, Montana, as the place for holding the meeting. Notice and quorum requirements as provided in Sections 5 and 6 of this Article shall be observed.

Section 4. Meetings Held by Telephone or Similar Communication Equipment. Directors or members of the committees of the Board may participate in the meetings of the Board or such committees by means of a conference telephone or similar communication equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting and provided further that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 5. Notice of Meetings; Attendance; Waiver. Notice of the time, date, and place of all meetings of the Board of Directors shall be given by the Secretary/Treasurer of the Corporation, or his/her designee, as directed by the Chair or the Directors calling the meeting, by mail, facsimile, courier, personal communication by telephone, e-mail, or overnight delivery service, at least five (5) days prior to the date on which the meeting is to be held. In the case of special meetings, the notice shall state the business for which this special meeting has been called and no business other than that stated in the notice shall be transacted at such special meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If notice is sent by courier, such notice shall be deemed to be delivered when placed in the hands of such courier in a sealed, properly addressed envelope. If notice is conveyed by telephone, such notice shall be deemed to be delivered upon direct communication with the Director or leaving a message on a voice messaging system, and in such case the person giving such notice shall make a confirmatory notation in the Corporation's records that such notice was given in this manner. If notice is sent by

facsimile or email, the proof of electronic transmission at the Director's designated fax number or email address shall constitute proof of notice. If notice is sent by overnight delivery service, such notice shall be deemed to be delivered when placed in the hands of such overnight delivery service, with the delivery fee thereon prepaid. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled to the notice, delivered to the Secretary and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice or defective notice of the meeting unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Section 6. Quorum and Action taken at Meetings.

- (a) A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at such meeting, a majority of the Board present may adjourn the meeting and schedule another meeting of the Board.
- (b) The act of a majority of the Directors present and entitled to vote at any meeting of the Board at which a quorum is present when the meeting is duly convened shall be the act of the Board, unless a greater number of votes is required by these Bylaws or the Act.
- (c) A Director is deemed to have approved any action taken if the Director is present at the meeting of the Board, unless:
 - (i) the Director's dissent or abstention from the action taken is entered into the minutes of the meeting; or
 - (ii) the Director delivers written notice of dissent or abstention to the Secretary before the adjournment of the meeting or forwards such notice by registered or certified mail to the Secretary 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.

- (d) Cloture, The number of votes required to sustain a cloture motion, at any meeting at which a quorum is present, shall require the affirmative votes of all except five (5) of the members of the Board who are present.
- (e) Directors shall not be entitled to vote through a proxy.

Section 7. Conduct of Meetings.

The Chair, or in the Chair's absence, the Chair Elect, or in his/her absence, any person chosen by the Directors present, shall call the meeting of the Directors to order and shall act as the Chair of the meeting. The Chair, or the Chair's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The Chair will indicate who may speak when and when a vote will be taken. The Secretary of the Board shall act as the Secretary of all meetings of the Directors, but in the Secretary's absence, the presiding officer may appoint any other person to act as the Secretary of the meeting.

Section 8. Action taken by written consent without meeting.

- (a) The Directors may act on any matter generally required or permitted at a Board meeting without actually meeting if all of the Directors then in office sign a written consent approving and describing the action taken, and the Directors file all of the signed written consents with the records of the Corporation. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such written consent signed by all of the Directors then in office shall have the same force and effect as a unanimous vote of all of the Directors then in office and may be described as such. Such written consent may be signed in counterparts.
- (b) Written consents to actions taken without a meeting can be taken by e-mail if an electronic copy of the resolution of action is provided in the body of the e-mail and the resolution is affirmed by return e-mail by all voting

Board members. Such consent shall have the same effect as a unanimous vote, and shall be effective as of the date the last approval is received.

- (c) The Secretary shall print out copies of all consents and place them in the minute book of the Corporation to reflect the action so taken.

ARTICLE V

OFFICERS OF THE CORPORATION

Section 1. Number and Title. The Officers of the Corporation shall consist of a Chair, Immediate Past Chair, a Chair Elect, a Secretary/Treasurer and the Chief Administrative Officer (“CAO”). Except for the CAO, the Officers of the Corporation must be Directors.

Section 2. Election, Tenure, Removal and Vacancies.

- (a) The Board shall elect (or in the case of the CAO, the board shall select) the Officers at the annual meeting, who shall take office at the annual meeting. Except for the CAO, the Officers shall have one-year terms commencing at the Corporation's annual meeting and shall hold office until their successors shall have been duly elected and qualified. Officers may be reelected (or in the case of the CAO, selected) to the same office. If the position of CAO becomes vacant, the Executive Committee may select an acting CAO to perform the duties of the office until the position is selected by the Board at an annual meeting, a regular meeting or a special meeting called for that purpose.
- (b) An Officer (other than the CAO) may be removed with or without cause by a Three-fourths (3/4ths) vote of the Executive Committee or by a Three-fourths (3/4ths) vote of the Directors then in office at a duly constituted meeting of the Board. The CAO may only be removed with or without cause by a Three-fourths (3/4ths) vote of the Directors then in office at a duly constituted meeting of the Board. Such removal of the

CAO shall be without prejudice to the contract rights, if any, of the person so removed.

- (c) If a vacancy occurs among the Officers (other than the CAO), the Executive Committee may appoint an Officer on an interim basis. The Board shall fill this vacancy at the next Board meeting and the person elected to fill this vacancy shall serve the remainder of the unexpired term.

Section 3. The Chair. The Chair shall have such powers and perform such duties as may be assigned to him/her by the Board of Directors. He/she shall preside at all meetings of the Board. He/she shall co-sign with the Secretary/Treasurer any instrument in writing, which in any way affects the title to or the disposition of the property of the Corporation, and all notes, bonds, security interests, and similar instruments evidencing the borrowing of funds by the Corporation.

Section 4. Immediate Past Chair. The Immediate Past Chair shall provide counsel and support to the Chair, and serve as a non-voting member of the Board of Directors for a term of one (1) year unless continuing to fulfill a unexpired elected Board of Director term.

Section 5. Chair Elect. The Chair Elect shall preside at meetings of the Board in the Chair's absence and shall have such powers to perform such duties as may be assigned by the Board or the Chair.

Section 6. Secretary/Treasurer. The Secretary/Treasurer of the Corporation shall:

- (a) Ensure the minutes of the meetings of the Board are kept.
- (b) See that all notices are duly given in accordance with the provisions required by these Bylaws and by law.
- (c) Be custodian of the records of the Corporation.
- (d) Have such powers and duties as may be assigned by the Board or the Chair.
- (e) Have charge and custody of and be responsible for all funds and securities of the Corporation, oversee all such funds in the name of the Corporation at

such banks, trust companies and other depositories as shall be designated by the Board.

- (f) At all reasonable times exhibit the books of account and financials records of the Corporation to any Director or to any other person legally entitled to inspect such books and records upon request during business hours at the office of the Corporation or at such other place as such books and records may be kept.
- (g) Render statements of the condition of the finances of the Corporation at all regular meetings of the Board.
- (h) Have such powers and duties as may be assigned to him/her by the Board or the Chair.
- (i) Act as Co-Chair of the Audit/ Finance Committee.

Section 7. Chief Administrative Officer. The CAO will be accountable directly to the Chair, to the Executive Committee between meetings of the Board, as well as to the Board. The CAO shall be the representative of the Board in the day-to-day management of the Corporation and shall have all of the duties and authority that such position would customarily require, except as may be limited by the Board, including, but not limited to, the:

- (a) Carrying out all policies established by the Board and advising on the formation of these policies.
- (b) Annually, developing and submitting to the Board for approval a plan of organization for the conduct of the various activities of the Corporation and recommending changes when necessary.
- (c) Preparing written plans for the achievement of the Corporation's specific objectives to be considered by the Board and reviewing and evaluating such plans not less than annually.

- (d) Preparing an annual budget showing the expected donations, capital contributions, grants, funding, and other revenue and expenditures as required by the Board.
- (e) Selecting, employing, supervising, and discharging personnel of the Corporation, in conjunction and coordination with the Executive Committee.
- (f) Supervising the financial affairs of the Corporation to ensure that donations, capital contributions, grants and other funds are collected and expended in compliance with the intentions and directions of the person or organization providing the funds and in a manner consistent with the charitable purposes of the Corporation.
- (g) Presenting to the Board or its authorized committees periodic reports reflecting the activities of the Corporation and such other special reports as may be required by the Board.
- (h) Attending meetings of the Board, serving as an *ex-officio* non-voting member on its committees, coordinating the preparation of Board meeting materials, and otherwise serving as staff to the Board.
- (i) Representing the Corporation and its Board in its external relationships.
- (j) Ensuring adherence to applicable state and federal laws and regulations.
- (k) Performing such other duties as may from time to time be assigned by the Board or the Executive Committee.
- (l) The CAO may receive reasonable compensation as determined by the Board for services rendered as an Officer of the Organization.

ARTICLE VI

BOARD COMMITTEES

Section 1. General Provisions. Committees of the Board of Directors shall be either standing or special. Except for the Executive Committee, the Governance

Committee, and the Audit Committee (whose members must be Directors), each standing committee shall include a minimum of one (1) or more Directors and may include such non-Director members as may be determined by the Board. The Chair of the Board shall designate the chair of each committee and the chairs of each standing committee shall be a Director. To the extent specified by the Board of Directors by resolution or in the Bylaws, each committee of the Board is directed to bring committee actions as recommendations to the Board for approval. No committee may exercise Board authority, unless such authority is expressly delegated by the Board (e.g. to the Executive Committee) and such delegation of authority does not violate any provision in the Act, the Corporation's Articles of Incorporation, or these Bylaws. Each committee may adopt rules for its own governance, provided that they are consistent with these Bylaws and any rules set forth by the Board. Committees shall have responsibility for setting meeting agendas and recording minutes of the meetings. Committee actions are advisory only and shall be submitted to the Board for review and approval at the next regularly scheduled meeting.

Section 2. Role and Responsibilities. The Chair of the Board may appoint such committees, either standing or special/ad hoc, as the Chair may from time to time deem desirable. The following shall be standing committees of the organization: Executive, Governance, Business, Finance/Audit, Technology, Privacy & Security and Clinical/Quality. Except as provided above or as may be directed by the Board, committee members shall not be required to be members of the Board. However, membership on any committee which is charged with fulfilling and discharging the duties and responsibilities of the Board between regular meetings thereof or otherwise shall be limited to members of the Board. The Board shall approve charters for all such committees. The Chair and the CAO of the Corporation shall be ex-officio members of all such committees. Committees shall be subject to the same requirements as the Board with respect to notice of committee meetings, quorum requirements, and manners of acting at a meeting, as set forth in Article IV, Sections 1 through 7 of these Bylaws. Except for authority expressly delegated by the Board, the committees shall be advisory

only and shall report proceedings of all meetings to the Board. Any recommendations are to be submitted for Board review and approval.

Section 3. Special Committees. Special ad hoc committees may be appointed by the Executive Committee or Chair of the Board, with the subsequent concurrence of the Board, for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which appointed and shall have no power to act except as is specially conferred by action of the Chair or the Executive Committee. Upon completion of the task for which appointed, such special committees shall be discharged by the Chair or the Executive Committee, in conjunction with Article V, Section 3.

Section 4. Quorum. A majority of the members then on the committee, which majority shall include at least one (1) Director-member, shall constitute a quorum for the transaction of business of all committees. Once a quorum has been established at the meeting, the quorum shall stand for all action items.

ARTICLE VII CONFLICT OF INTEREST

The Board shall by written resolution approve a conflict of interest and periodic review policy for the Corporation that is consistent with and at least as protective as the applicable conflict of interest provisions under the Act. If the Board fails to adopt a conflict of interest policy, any conflicts of interest will be governed by the Act. The purpose of the policy is to protect the Corporation's interest when it is contemplating entry into a transaction or arrangement (a "conflict of interest transaction") that might benefit the private interest of a director, officer of the Board, officer of the Corporation or member of a committee ("interested person"). The policy shall contain at least the following provisions:

(a) A definition or description of what constitutes a "conflict of interest transaction";

- (b) A definition or description of an “interested person”;
- (c) A definition or description of when a person has a “financial interest” in a transaction or arrangement;
- (d) Disclosure procedures;
- (e) Procedures for determining whether the financial interest of an interested person may result in a conflict of interest;
- (f) Procedures for addressing the conflict of interest after determining that there is a conflict, including voting requirements and procedures;
- (g) Procedures for adequate record keeping;
- (h) Procedures for ensuring that all Directors, principal officers and members of committees understand and comply with the conflict of interest policy;
- (i) Rules with respect to membership on a compensation committee, if any, with Board delegated powers;
- (j) Procedures for conducting of periodic reviews of the Corporation's activities to ensure that it is operating in a manner that is consistent with the Corporation's public benefit purposes and that its operations do not result in private inurement or impermissible benefit to private interests; and
- (k) The Corporation's policy with respect to the use of independent consultants or other neutral sources in connection with the implementation of the conflict of interest and periodic review procedures.

Notwithstanding any other provisions of these Bylaws, no member, Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and Regulations thereunder as they now exist or as they may hereafter be amended, or the corresponding provisions of any future Federal Tax Laws and Regulations, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII
NOTICE AND WAIVER

Section 1. Notice. Except as specified in Article IV, Section 5, which allows notice of meetings by fax or email, any notice required to be given under these Bylaws may be given by mailing the same, addressed to the person entitled thereto at his/her address as shown on the books of the Corporation and such notice shall be deemed to have been given at the time of such mailing. When delivered personally or by hand, the notice shall be deemed delivered when actually received.

Section 2. Waiver of Notice or Lapse of Time. Whenever under the provisions of law or these Bylaws, the Board or any Committee is authorized to take any action after notice to any person or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice of such requirement, or submits such waiver by electronic means in the case of a notice of a meeting as specified in Article IV, Section 5.

ARTICLE IX
INDEMNIFICATION; INSURANCE

Section 1. Indemnification of Directors

- (a) *General.* To the full extent permitted by the Act, the Corporation shall indemnify and save harmless each Director (including any alternate), and persons to whom the Director has delegated management authority pursuant to the Bylaws (collectively, the "Indemnitees") from and against any and all claims, liabilities, damages, losses, costs and expenses (including amounts paid in satisfaction of judgments, compromises and settlements, as fines and penalties and legal or other costs and expenses of investigating or defending against any claim or alleged claim) of any nature whatsoever, known or unknown, liquidated or unliquidated, that are incurred by any Indemnitee and arise out of or in connection with the business of the Corporation or the performance by such Indemnitee of any of the Director's responsibilities under the Bylaws. The rights created by this provision shall continue as to an Indemnitee who has ceased to be a

Director or person to whom management authority is delegated, and shall inure to the benefit of such Indemnitee's heirs, executors, administrators, legal representatives, successors, and assigns.

Section 2. Advance Expenses for Directors

The Corporation may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a Director who is a party to a proceeding to the full extent permitted by and in accordance with the Act.

Section 3. Indemnification of Officers, Agents and Employees

The Board of Directors will indemnify and advance expenses to any Officer of the Board or the Corporation or to a member of any committee, any employee, or agent of the Corporation, applying the standards described in Sections 1 and 2 herein.

Section 4. Mandatory Indemnification

Notwithstanding any other provisions of these Restated Bylaws, the Corporation shall indemnify a Director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or officer was a party because he or she is or was a Director of the Corporation or an Officer of the Board or the Corporation, against expenses incurred by the Director or officer in connection with the proceeding.

Section 5. Director and Officer Liability Insurance

The Corporation may purchase and maintain a director and officer liability insurance policy insuring the Corporation and its individual directors and officers against the costs of defending a claim or paying a settlement or decision. The right of the Director and Officer to indemnification by the Corporation shall be in addition to, and not

exclusive of, all other rights to indemnification to which he or she otherwise may be entitled, including any rights to indemnification under the terms of the director and officer liability insurance policy.

ARTICLE X DISSOLUTION

In the event of the dissolution of the Corporation, the balance of all money and other property which the Corporation receives from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Code and the Regulations. In no event shall any of the assets or property of the corporation be distributed to a member (if any), or to any director, trustee, officer, employee or private individual. The Corporation shall be dissolved upon the vote of three-fourths (3/4ths) of the Directors at a duly constituted meeting of the Board

ARTICLE XI MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and run through December 31st.

Section 2. Contracts. The Board may authorize any Officer(s) or agent(s) to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Officer or agent shall have any power or authority

to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable monetarily for any purpose or to any amount.

Section 3. Loans. The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money, unless the Board authorizes such a contract and subject to any required approval of the Member. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness, unless the Board authorizes the issuance and subject to any required approval of the Member. Such authorization may be general or specific.

Section 4. Checks, Drafts, etc. The Board shall authorize which Officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness, and the Board shall also determine the manner in which these documents will be signed and issued.

Section 5. Deposits. The Corporation will establish an approved policy that allows the Secretary/Treasurer and/or the CAO to facilitate deposits on behalf of the Corporation. The Board shall approve the location of the banks and depositories.

Section 6. Prohibited Financial Transactions with Related Parties. Neither the Corporation, including its Directors, Officers, and agents, nor a person who has made or is making a substantial contribution to the Corporation shall have power or authority to cause the Corporation to purchase property from related parties for more than fair market value or sell property to related parties for less than fair market value. "Related parties" means the brother, sister, spouse, ancestor, or lineal descendant of those persons and

groups specified above, or a corporation controlled, directly or indirectly, by those persons and groups specified.

Section 7. Prohibited Activities. Notwithstanding any other provisions of these Bylaws, no Director, Officer, agent or personnel of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations.

Section 8. Seal. The Corporation shall have no seal.

Section 9. Annual Budget. The prospective annual budget shall be approved by the Board prior to the end of each fiscal year.

Section 10. Distribution of Unrestricted Funds. During each fiscal year, the Board may distribute unrestricted funds as is appropriate under these Bylaws or policies and procedures established by the Board.

Section 11. Restricted Gifts. The Corporation may accept any contributions, gifts, bequests, or assignments for the general or for any special purpose of the Corporation. It may act as the Trustee of any trust of which the Corporation also is a beneficiary, such as a charitable remainder unitrust for which the Corporation is the remainder beneficiary.

Section 12. Investments. The Corporation may, for investment purposes, commingle funds from various trusts, but no restricted or trust funds shall be used for

purposes which are inconsistent with the terms of the restriction or trust, and an appropriate accounting shall be maintained at all times to assure that there is an appropriate and effective identification of the amount of all the commingled funds belonging to each separate trust, restricted gift, or other source.

ARTICLE XII NONDISCRIMINATION

The Corporation shall comply with applicable state and federal laws relative to equal employment and recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or other person with whom it deals because of race, color, gender, sexual orientation, physical or mental disability, national origin, religion, age, marital status, military status, or unfavorable discharge from military service.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended by the Board at any time, provided each member of the Board is given at least ten (10) days' notice in advance that such amendment shall be voted upon at a particular time, date and place during a regular or special meeting. The notice shall contain an exact text of the proposed amendment. An affirmative vote of at least three-fourths (3/4) of the Directors present and voting at the meeting shall be required to amend these Bylaws. Any amendment(s) so adopted shall be effective upon approval by the Board.

ARTICLE XIV
EFFECTIVE DATE

These Bylaws of Big Sky Care Connect shall be effective as of the, the date of the adoption thereof.

Adoption Date: _____, 2018.

We, the undersigned Chair and Secretary/Treasurer of the Corporation, do hereby certify that the above foregoing Corporate Bylaws were adopted this date and the same now constitutes the Bylaws of the Corporation.

CHAIR

_____, Chair

BOARD SECRETARY/TREASURER

Board Secretary