BYLAWS[1]
OF
WEST VIRGINIA HEALTH INFORMATION NETWORK
BOARD OF DIRECTORS

ARTICLE I

CHARTER AND POWERS

Section 1.1. Purpose. The purpose of the West Virginia Health Information Network (WVHIN) is to promote the design, implementation, operation and maintenance of a network to facilitate public and private use of health care information in the State. It is intended that the network be a public-private partnership for the benefit of all of the citizens of this State.

Section 1.2. Charter. In furtherance of its purpose, the WVHIN shall have the following duties:

(A) to develop a community-based health information network to facilitate communication of patient clinical and financial information, designed to:

(1) promote more efficient and effective communication among multiple health care providers, including, but not limited to, hospitals, physicians, payers, employers, pharmacies, laboratories and other health care entities;

(2) create efficiencies in health care costs by eliminating redundancy in data capture and storage and reducing administrative, billing and data collection costs;

(3) create the ability to monitor community health status; and

(4) provide reliable information to health care consumers and purchasers regarding the quality and cost-effectiveness of health care, health plans and health care providers

(B) to develop or design other initiatives in furtherance of the network's purpose;

(C) to report and make recommendations to the Health Care Authority;

Section 1.3. Powers. To carry out the above duties, the network is granted all other incidental powers, including, but not limited to, the following:

(A) make and enter into all contracts and agreements and execute all instruments necessary or incidental to the performance of its duties and the execution of its powers, subject to the availability of funds: *Provided*, That the provisions of article three, chapter five-a of this code do not apply to the agreements and contracts executed under the provisions of West Virginia Code § 16-29G-1 *et seq.;*

(B) acquire by gift or purchase, hold or dispose of real and personal property in the exercise the exercise of its powers and performance of its duties as set forth in West Virginia Code § 16-29G-1 *et seq.*;

(C) receive and dispense funds appropriated for its use by the Legislature or other funding sources or solicit, apply for, and receive any funds, property, or services from any from any person, governmental agency, or organization to carry out its statutory duties;

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[1] These bylaws are intended to provide guidance to the WVHIN board with respect to its duties and responsibilities outlined in law. At such time as the board promulgates regulations governing its activities, these bylaws shall be superceded by the applicable regulations.

(D) represent the State with respect to national health information network initiatives;

(E) perform any and all other activities in furtherance of its purpose or as directed by the Health by the Health Care Authority.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Board of Directors. The network will be managed and operated by a board of directors consisting of seventeen members.

Section 2.2. Composition of Board of Directors. The Board of Directors shall be composed of the following members:

(A) the Dean of the West Virginia University School of Medicine or his or her designee;

(B) the Dean of the Marshall University John C. Edwards School of Medicine or his or her designee;

(C) the President of the West Virginia School of Osteopathic Medicine or his or her designee;

(D) the Secretary of the Department of Health and Human Resources or his or her designee

(E) the Chair of the West Virginia Board of Pharmacy or his or her designee;

(F) the Director of the Public Employees Insurance Agency or his or her designee;

(G) the Chief Technology Officer of the Office of Technology or his or her designee;

(H) the Chair of the Health Care Authority or his or her designee;

(I) the President of the West Virginia Hospital Association or his or her designee;

(J) the President of the West Virginia State Medical Association or his or her designee;

(K) the Chief Executive Officer of the West Virginia Health Care Association or his or her designee;

(L) the Executive Director of the West Virginia Primary Care Association or his or her designee; and

(M) five public members that serve at the will and pleasure of the Governor and are appointed by the Governor as follows:

(1) one member with legal expertise in matters concerning the privacy and security of health care information;

(2) two physicians actively engaged in the practice of medicine in the State;

(3) one member engaged in the business of health insurance who is employed by a company that has its headquarters in West Virginia; and

(4) the chief executive officer of a West Virginia corporation working with West Virginia health care providers, insurers, businesses and government to facilitate the use of information technology to improve the quality, efficiency and safety of health care for West Virginians.

Section 2.3. Term. The five public members of the board, W. Va. Code § 16-29G-2(g)(13), shall serve a term of four years and may serve two consecutive terms. At the end of a

term, a member of the board shall continue to serve until a successor is appointed. Those members designated in W. Va. Code § 16-29G-2(g)(1) through (12) shall serve on the board only while holding the position that entitles them to membership on the board.

Section 2.4. Removal. The Governor may remove any board member for incompetence, misconduct, gross immorality, misfeasance, malfeasance or nonfeasance in office.

Section 2.5. Vacancies. Any vacancy in the public members of the Board of Directors occurring by reason of death, resignation or removal, shall be filled by appointment of the Governor with advice and consent of the Senate. Vacancies occurring in the twelve designated positions shall be filled by the successor to that position or other designee.

Section 2.6. Compensation. Each member of the board and the board's committees and subcommittees is entitled to be reimbursed for actual and necessary expenses incurred for each day or portion thereof engaged in the discharge of official duties in a manner consistent with guidelines of the Travel Management Office of the Department of Administration.

Section 2.7. Time and Place. Meetings of the Board of Directors may be held at such time and place as the chair may decide.

Section 2.8. Quorum and Voting. A majority vote of the members present is required for any final determination by the board. Voting by proxy is not allowed. Eight members of the board constitute a quorum for the purposes of the transaction of business or the performance of any duty.

Section 2.9. Participation in Meetings by Telephone. Member(s) of the Board of Directors or of a committee of the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment allowing all persons

participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.10. Open Governmental Proceedings Act, W. Va. Code § 6-9A-1 *et seq.* All proceedings shall be held and all actions taken in conformance with this Act.

ARTICLE III

COMMITTEES OF THE BOARD

Section 3.1. Designation. The Board may appoint an Executive Committee which shall consist of the Officers of the WVHIN and such other Directors as the Board may appoint. Such Committee shall have the powers and authority as provided in the resolution of the Board of Directors and allowed under law. The board may appoint additional committees or subcommittees to investigate and make recommendations to the full board. Members of such committees or subcommittees need not be members of the Board of Directors.

Section 3.2. Tenure; Reports; Procedures. Each committee shall serve at the pleasure of the Board of Directors. It shall keep minutes of its meetings and report the same to the Board of Directors, as and when requested by the Board, and it shall observe such other procedures with respect to its meetings as are prescribed in these Bylaws or, to the extent not prescribed herein, as may be prescribed by the Board in the resolution appointing such committee.

ARTICLE IV

NOTICE

Section 4.1. Notice Notice of the date, time, and place of each regular or special meeting must be filed with the Secretary of State's Office to allow publication at least five days prior to such meeting. In addition, an agenda stating all matters that will be dealt with at a meeting shall be made available for each regular meeting in the offices of the WVHIN at least three business

days in advance of each regular meeting. For purposes of calculating this time period, Saturdays, Sundays, legal holidays, and the day of the meeting are not counted. Further, an agenda for each special meeting must either be published by the Secretary of State's Office as part of the meeting notice explaining the purpose or purposes of the special meeting, or the meeting agenda for a special meeting must similarly be made available in the WVHIN offices at least two business days in advance of the meeting. Once an agenda has been made available at least three business days or more in advance of a regular or special meeting, the agenda may only be amended and reissued as an "amended agenda" up to two business days in advance of a meeting, unless the additional agenda item involves an emergency requiring immediate official action. In the event an item is added to the agenda at any time less than two business days in advance of the meeting based upon an emergency, an amended agenda including the emergency matter must be made available in the same manner as the original agenda and an explanation of the nature of the emergency requiring immediate official action will be included in the amended agenda. Further, the nature of the emergency must likewise be explained in the meeting minutes for each meeting in which an emergency agenda item is addressed. Notices to Directors shall be in writing and may be delivered personally or by mail. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, enclosed in a post-paid sealed wrapper, and addressed to Directors at their respective addresses appearing in the records of the WVHIN, unless any such Director shall have filed with the Secretary of the WVHIN a written request that notices intended for such person be mailed or delivered to some other address, in which case the notice shall be mailed to or delivered at the address designated in such request. Notice to Directors may also be given by telegram, facsimile communication, electronic mail, or by leaving the notice at the residence or usual place of business of a director.

ARTICLE V

OFFICERS

Section 5.1. Officers and Duties of Officers. The WVHIN shall have a Chair of the Board appointed by the Governor and serve at the Governor's will and pleasure. The WVHIN shall annually select one of its members to serve as vice chair. The Chair of the Health Care Authority shall serve as the secretary-treasurer of the board.

ARTICLE VI

AMENDMENTS

Section 6.1. Power to Amend. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by a majority vote of the Board of Directors of WVHIN present at any regular or special meeting.

ARTICLE VII

CONFLICT OF INTERESTS

Section 7.1. General. All Directors, officers, management, and staff of the WVHIN shall abide by, and comply with, all applicable federal, state and local laws, rules, regulations, and contract clauses involving conflicts and/or organizational conflict of interests. The Board of Directors shall adopt and implement, from time to time, such policies, procedures and practices as the Board deems reasonably necessary to assure compliance by such individuals and the WVHIN with such applicable laws, rules, regulations, and contract clauses.

ARTICLE VIII

INSURANCE

Section 8.1. General. Insurance. The WVHIN is covered by certain liability insurance policies as provided by the West Virginia Board of Risk and Insurance Management (BRIM). Liability coverage is provided for Directors, Officers, and staff and includes auto liability for

agency fleet vehicles, and a general liability policy (for other than autos) up to $1 million dollars per occurrence. The general liability policy provides coverage for the following exposure areas: Personal Injury Liability; Comprehensive General Liability; Stop Gap Liability; Professional Liability; and Wrongful Acts Liability. Coverage specifics can be found under the claims section and claims overview by visiting www.state.wv.us/brim.