

BY-LAWS

of

BRONX RHIO, INC.

A New York Not-for-Profit Corporation

(Amended and restated as of December 1, 2016)

ARTICLE I

NAME; PURPOSE

Section 1. Name. The name of this corporation shall be BRONX RHIO, INC. (the “Corporation”).

Section 2. Purposes. The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as amended from time to time, such purposes currently being to support and advance the use of healthcare information technology and to develop and operate a secure clinical data information exchange for the benefit of the people of the County of the Bronx, with the intention of, among other things, enhancing public safety and welfare, reducing data errors, and facilitating the ability of government entities to monitor health trends.

ARTICLE II

MEMBERS

Section 1. General. The Corporation is a membership corporation.

Section 2. Admission. The Members of the Corporation are set forth on Exhibit A to these By-Laws (the “Members”). Additional entities may be admitted to Membership upon the affirmative vote of Members constituting at least a majority of the total number of Members; provided, however, that no entity that is an affiliate of a Member of the Corporation, as determined by the Board of Directors of the Corporation, shall be admitted as a Member of the Corporation.

Section 3. Single Class of Membership. The Corporation shall have only one class of Membership.

Section 4. Voting Power of Members. Each Member shall be entitled to one vote on all matters for which members of a New York not-for-profit corporation may vote.

Section 5. Representatives of Members. Each Member shall designate, in a written notice delivered to the Secretary of the Corporation, an individual to serve as the

representative through whom it will act as a Member. Representatives may be changed from time to time by written notice of the Member delivered to the Secretary of the Corporation. In the event that a Member does not designate a representative, the individual appointed by such Member to the Board of Directors shall serve as the representative through whom it will act as a Member.

Section 6. Term of Membership. In connection with the establishment of the Corporation's clinical information data exchange, the Corporation will promulgate a standard form of agreement providing for the rights and responsibilities of Members with respect to the development, use and operation of such data exchange (a "Participation Agreement"). If a Member shall fail to enter into a Participation Agreement within such time as may be established by the Board or, once executed, such Member's Participation Agreement shall thereafter cease to be in effect; then in either such event (a "Member Withdrawal Event"), such Member shall automatically, without any further action on the part of the Corporation or such Member, be deemed to have withdrawn as a Member of the Corporation and shall cease to have any rights as a Member of the Corporation.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of the Members for the election of Directors, the presentation to the Members of the annual report required by Section 519 of the Not-for-Profit Corporation Law (the "N-PCL") and such other business as the Members shall determine. The annual meeting of the Members shall be held at such date, time and place as shall be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members shall be held upon the call of a majority of the Directors. Special meetings of the Members also shall be convened as follows. Members entitled to cast ten (10) percent of the total number of votes that may be cast at a meeting of Members may, in writing, demand the call of a special meeting. Such written demand shall specify the date and month for the special meeting. The date and month shall not be less than two (2) nor more than three (3) months from the date of such written demand. The Secretary, upon receiving the written demand, shall promptly give notice of such meeting, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The meeting shall be held at the office of the Corporation.

Section 3. Regular Meetings. The Members shall not be required to schedule regular meetings.

Section 4. Notice of Meetings. Written notice of each meeting shall state the place, hour and date of the meeting and, unless it is the annual meeting of the Members, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is being called. A copy of the notice of any meeting shall be given,

personally, by mail or by electronic mail, to each Member entitled to vote at such meeting. If the notice is given personally, by first class mail or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date.

Section 5. Waiver of Notice. Notice of meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 6. Quorum, Adjournment of Meetings. A majority of the Members, present in person or by proxy, shall constitute a quorum for the transaction of business by Members at any meeting of the Members. If at any meeting of the Members there shall be less than a quorum present, the Members present may adjourn the meeting from that time until a quorum is present.

Section 7. Organization. The Chairperson of the Corporation shall preside at all meetings of the Members or, in the absence of the Chairperson, a chairperson of the meeting shall be chosen by the Members present. The Secretary shall act as a secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 8. Place of Meetings. The Members may hold meetings at such place or places within or without the State of New York as they may from time to time determine.

Section 9. Action by Written Consent. Any action required or permitted to be taken by the Members may be taken without a meeting if all Members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Members.

Section 10. Proxies. Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for it by proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided in the N-PCL.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall manage and control the affairs and property of the Corporation. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these By-Laws, or the laws of

the State of New York, shall be and hereby are vested in and shall be exercised by the Board.

Section 2. Type and Number. There shall be two (2) types of voting directors of the Corporation: (i) directors who are elected by membership section, as provided in Section 3 below (“Member-Elected Directors”); and (ii) directors whom a majority of the Members determines to elect as at large directors, as provided in Section 4 below (“At Large Directors”). The number of directors constituting the entire Board at any time shall be equal to the number of Members of the Corporation at such time plus the number of At-Large Directors at such time, but in no event less than three (3).

Section 3. Member-Elected Directors.

(a) Election. For purposes of this Article, each Member shall constitute its own membership section, within the meaning of Section 703(a) of the N-PCL. Accordingly, at each annual meeting of the Members for the election of directors, each Member shall have the right to elect one (1) member of the Board. At each annual meeting of the Members, each Member shall announce the name of the person whom it is electing to serve as a Member-Elected Director.

(b) Term. The term of office of each Member-Elected Director shall expire at the next annual meeting of the Members following such director's election, except that such director shall continue in office until his or her successor has been qualified and elected or until his or her earlier death, resignation, or removal. All Member-Elected Directors are eligible for unlimited re-election.

(c) Removal. A Member-Elected Director may be removed without cause only by the Member that elected such director. A Member-Elected Director may be removed for cause by a vote of directors constituting at least two-thirds of the entire Board. Cause shall include, but not be limited to, absence from three (3) consecutive Board meetings without a valid excuse. In the event that a Member-Elected Director is removed for cause, the Member that elected such director shall have the right to appoint a replacement director. In the event that such Member fails to appoint a replacement director for three (3) consecutive Board meetings, the Corporation shall have the right to deem such Member to have withdrawn as a Member of the Corporation, such withdrawal to be effective upon provision of written notice to that effect by the Corporation to the Member. Upon such withdrawal, the withdrawing Member shall cease to have any rights as a Member of the Corporation.

(d) Resignation. Any Member-Elected Director may resign at any time by giving written notice thereof to the Chairperson or the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice by one of the above-specified officers, or at such later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a Member Withdrawal Event shall occur with respect to a Member, the Member-Elected Director who was elected by such Member shall be automatically deemed to have resigned from the Board.

(e) Vacancies. In case of any vacancy in the directorship formerly filled by a Member-Elected Director, including without limitation a vacancy resulting from the removal of a Member-Elected Director for cause, an individual shall be designated to fill the unexpired term of the vacant directorship by the Member which elected the Member-Elected Director whose death, resignation or removal created the vacancy.

Section 4. At Large Directors.

(a) Number and Election. The number of initial At Large Directors shall be up to five (5). The Board may, by resolution adopted by directors constituting at least a majority of the entire Board, increase or decrease the number of At Large Directors; provided, however, that no decrease in the number of At Large Directors shall serve to diminish the term of any At Large Director then in office. The At Large Directors shall be elected at the annual meeting of the Members.

(b) Qualifications. The qualifications of the At Large Directors shall be as follows:

(1) One (1) of the At Large Directors shall be an employee of the New York City Department of Health and Mental Hygiene with an interest in public health issues;

(2) One (1) of the At Large Directors shall be an employee of the Bronx Veteran's Administration Hospital and

(3) Three (3) of the At Large Directors shall be consumer representatives, health quality experts, information technology experts or such other individuals as the Board reasonably determines will benefit the Corporation.

(c) Term. The term of office of each At Large Director shall expire at the next annual meeting of the Members following such director's election, except that such director shall continue in office until his or her successor has been qualified and elected or until his or her earlier death, resignation, or removal. All At Large Directors are eligible for unlimited re-election.

(d) Removal. An At Large Director may be removed without cause only by the affirmative vote of a majority of the Members. An At Large Director may be removed for cause by the affirmative vote of a majority of the directors then in office.

(e) Resignation. Any At Large Director may resign at any time by giving written notice thereof to the Chairperson or the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice by one of the above-specified officers, or at such later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(f) Vacancies. A vacancy in the directorship formerly filled by an At Large Director, arising at any time and from any cause, may be filled for the unexpired term by vote of the Board, at any regular or special meeting of the Board. Directors elected pursuant to this Section shall serve until the next annual meeting of the Members and, in each case, until his or her successor shall have been elected and qualified.

Section 5. Proxies. Directors may not vote by proxy.

Section 6. Compensation. No director shall receive any compensation in his or her capacity as a director. Directors who are also officers or employees of the Corporation may receive compensation in such capacity.

ARTICLE V

MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board shall be held immediately following the annual meeting of the Members.

Section 2. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times and places as may be determined by the Board.

Section 3. Special Meetings. Special meetings of the Board may be held at any time and place upon the call of the Chairperson or of any two (2) Directors.

Section 4. Notice. Notice of the date, time and place of each meeting of the Board, and, in the case of a special meeting, the purpose of such special meeting, shall be given to each Director, at least ten (10) days before the meeting. Electronic notice, at the stated preference of the Director, is recognized as adequate.

Section 5. Waiver of Notice. Notice of meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting without protesting prior to the commencement of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 6. Quorum; Adjournments of Meetings. A majority of the entire number of Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting from that time until a quorum is present.

Section 7. Organization. The Chairperson of the Corporation shall preside at all meetings of the Board or, in the absence of the Chairperson, a chairperson of the meeting shall be chosen by the Directors present. The Secretary shall act as a secretary at all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 8. Place of Meetings. The Board may hold its meetings at such place or places within or without the State of New York as the Board may from time to time determine.

Section 9. Action by Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board.

Section 10. Participation by Telephonic Communication. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by conference telephone or similar communications equipment shall be considered attendance at the meeting for all purposes, including determination of a quorum.

ARTICLE VI

OFFICERS

Section 1. Number and Qualifications. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and such other officers, if any, as the Board may from time to time determine to appoint. No person may hold more than one office in the Corporation at the same time. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. The Chairperson, Vice Chairperson, Secretary and Treasurer must be Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be chosen at the annual meeting of the Board, and shall hold office until the next annual meeting of the Board.

Section 3. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 4. Removal. Any officer of the Corporation may be removed with or without cause by a vote of the majority of the Board then in office.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Chairperson. If any officer ceases to be a Director for any reason, he or she shall be deemed to have resigned as an officer.

Section 6. Chairperson: Powers and Duties. The Chairperson shall preside at all meetings of the members and of the Board. The Chairperson shall have general supervision of the affairs of the Corporation. The Chairperson shall keep the Board fully informed, and shall freely consult with them concerning the activities of the Corporation. The Chairperson shall have the power to sign alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall

specifically require an additional signature. The Chairperson shall perform such other duties as shall from time to time be assigned to him/her by the Board.

Section 7. Vice Chairperson: Powers and Duties. The Vice Chairperson shall have such powers and duties as may be assigned to him or her by the Board. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.

Section 8. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the Members and the Board, shall retain the minutes of all such meetings and shall perform all the other duties customarily incident to the office of the secretary of a not-for-profit corporation.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation and shall perform all the other duties customarily incident to the office of the treasurer of a not-for-profit corporation.

ARTICLE VII

COMMITTEES

Section 1. Power to Constitute Committees. In addition to the Standing Committees specified below, the Board may by resolution appoint committees of the Board and committees of the Corporation that shall perform such duties as the Board directs by such resolution. Each member of a committee of the Board shall be a Director. The members of a committee of the Corporation may, but are not required to be, Directors.

Section 2. Special Committees of the Board. Special Committees of the Board may be created from time to time by resolution of the Board, but such committees shall not be considered standing committees and may be discharged by the Board upon the completion of their assigned duties. The Chairperson shall, with the consent of the Board, appoint the members of any such special committee, determine their tenure, and fill any vacancies in the membership of such committees. Each special committee of the Board shall consist of three (3) or more Directors.

Section 3. Standing Committees of the Board. The Board shall have the following standing committees: an Executive Committee. In addition, the Board may, on recommendation of the Chairperson and by resolution adopted by a majority of the entire Board, designate from among the Directors other standing committees. Each standing committee of the Board shall consist of three (3) or more Directors.

(a) Executive Committee. During intervals between meetings of the Board, the Executive Committee may exercise all of the functions and powers of the Board, except as the Board may specifically reserve to the Board by resolution from time to time and except also that the Executive Committee shall not have authority as to the following matters: (i) the submission to members of any action requiring members' approval under the N-PCL, (ii) the filling of vacancies in the Board or in any committee, (iii) the amendment or repeal of the By-Laws or the adoption of new By-Laws, and (iv) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 4. Standing Committees of the Corporation. The Corporation shall have the following standing committees: a Finance Committee; an Advisory Committee; a Clinical Committee; and a Technical Committee. The Corporation shall also have the following standing subcommittees: an Audit Committee, which shall be a subcommittee of the Finance Committee; and a Public Health Committee, which shall be a subcommittee of the Clinical Committee. In addition, the Board may, on recommendation of the Chairperson and by resolution adopted by a majority of the entire Board, appoint other standing committees of the Corporation. Each standing committee of the Corporation shall consist of three (3) or more individuals. Any organization that executes a Participation Agreement, regardless of whether such organization is a Member of the Corporation, may nominate individuals to be members of a standing committee of the Corporation; however, the Corporation shall not be bound by any such nomination.

(a) Finance Committee. The Finance Committee shall review and recommend to the Board the Corporation's annual operating and capital budgets, and establish and review periodic budgetary reports for the Corporation. This Committee shall also review and recommend the financial plan of the Corporation. This Committee shall meet at least quarterly to review the budget and financial performance of the Corporation, and to review and recommend approval or disapproval of any proposed unbudgeted expenditures by the Corporation in excess of such amount as may be determined by the Board from time to time.

(1) Audit Subcommittee. The Audit Committee shall (i) recommend the persons or firm the Corporation should employ as its independent auditors; (ii) consult with the Corporation's independent auditors as to the plan of audit; (iii) review with the independent auditors the results of the audit; and (iv) consult periodically with the independent auditors as to the adequacy of the Corporation's and the Board's internal controls.

(b) Advisory Committee. The Advisory Committee shall make general recommendations to the Board with respect to the operations of the Corporation. The Advisory Committee shall meet two times per year, and shall consist of national representatives with expertise in health care information exchange and use for purposes of improving quality, reducing medical errors and increasing the cost-effectiveness of health care delivery.

(c) Clinical Committee. The Clinical Committee shall make recommendations to the Board with respect to the scope and nature of the clinical data processed and shared through the Corporation's clinical information data exchange and the clinical purposes for which such data are used by the exchange's participants.

(1) Public Health Subcommittee. The Public Health Subcommittee shall review the Corporation's informational reporting and other collaborative activities with public health entities and make recommendations to the Board with respect thereto..

(d) Technical Committee. The Technical Committee shall review the plans and specifications for the Corporation's clinical information data exchange, oversee the activities of the parties responsible for the technical aspects of the design, development and maintenance of such data exchange, and issue reports and make recommendations to the Board with respect to the foregoing.

Section 5. Term. Each member of a committee shall hold office until the next annual meeting of the Board following his or her appointment and until his or her successor is appointed, unless, in the case of committee members that are Directors, he or she shall sooner cease to be a Director or shall resign or be removed from such committee.

Section 6. Vacancies; Resignation or Removal. The Board shall fill any vacancy on a committee. Any member of a committee may resign at any time upon written notice to the Chairperson. The Board may remove any member of a committee at any time, with or without cause. Removal from the Board shall constitute removal from any committee.

Section 7. Chairpersons of Committees. The Board shall appoint the chairperson of each committee.

Section 8. Reports; Duties. It shall be the duty of each committee to make such reports as from time to time may be requested by the Board, or the Chairperson, or as required by these By-Laws. In addition to the respective duties specifically assigned to committees by these By-Laws, each committee shall perform such other duties as may be requested by the Board.

Section 9. Procedure. Subject to the provisions of these By-Laws, and to any relevant action of the Board, each committee shall establish its own rules and procedures.

Section 10. Meetings. Except as otherwise provided in these By-Laws, each committee shall meet upon the call of the chairperson thereof, which call shall indicate the date, time and place of the meeting. If duly recorded in the minutes of the meeting, each committee member in attendance may waive such notice of the meeting.

Section 11. Quorum and Voting Requirements. The presence in person of a majority of the members of a committee shall be sufficient to constitute a quorum for the

transaction of business. Action by a majority of the committee members present at such meeting shall constitute action of the committee.

Section 12. Minutes. All committees shall maintain minutes of the meetings.

Section 13. Action by Written Consent. Any action required or permitted to be taken by a committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of such committee shall be filed with the minutes of the proceedings of the committee.

Section 14. Participation by Telephonic Communication. Any one or more members of any committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by conference telephone or similar communications equipment shall be considered attendance at the meeting for all purposes, including determination of a quorum.

ARTICLE VIII

AGENTS AND EMPLOYEES

Section 1. Appointment. The Board may by resolution appoint agents as it may deem advisable. All such agents shall hold office at the pleasure of the Board. Either the Board or the Chairperson may engage employees as it or he/she may deem advisable. Subject to any contractual obligations of the Corporation that the Board may authorize, all employees shall be “at will” employees.

Section 2. Compensation; Expenses. Agents and employees of the Corporation shall receive only such salary, compensation or emoluments for service rendered to the Corporation as authorized by the Board or, in the case of employees, the Board or the Chairperson. Agents and employees shall be entitled to reimbursement for reasonable expenses incurred in the service of the Corporation.

ARTICLE IX

CONTRACTS AND CHECKS; BANK ACCOUNTS; INVESTMENTS

Section 1. Contracts and Checks. The Board shall determine who shall be authorized on the Corporation's behalf to sign contracts, checks, bills, notes, receipts, acceptances, endorsements, and other documents.

Section 2. Bank Accounts. The Treasurer, or such other officer or agent as from time to time may be designated by the Board, may be empowered to open, maintain and draw on bank accounts in such manner and in such depositaries as the Board may determine from time to time.

Section 3. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds and other securities, as the Board in its discretion may deem desirable.

ARTICLE X

OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of the meetings of the Members and of the Board.

ARTICLE XI

CORPORATE SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of New York and the year of incorporation.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XIII

INDEMNIFICATION

All rights of indemnification and advancement of expenses authorized by the provisions of Sections 721 to 726, inclusive, of the N-PCL, as the same may be amended hereafter from time to time, are hereby conferred upon all persons on whom the Corporation is authorized to confer such rights pursuant to such statutory provisions.

ARTICLE XIV

AMENDMENTS

These By-Laws may be amended or repealed solely by the Members. The affirmative vote of three-fourths (3/4) of the Members present in person or by proxy at any meeting of the Members shall be required to approve amendments to, or repeal of, these By-Laws.

* * * *

EXHIBIT A TO BY-LAWS

MEMBERS

Name of Member	Address
Bronx Community Health Network	3411 Wayne Avenue, Suite 146 Bronx, NY 10467
Bronx-Lebanon Hospital Center	1650 Grand Concourse Bronx, NY 10457
Institute for Family Health	16 East 16th Street, 4th Floor New York, N.Y. 10003
Montefiore Medical Center	111 East 210th Street Bronx, NY 10467
Morris Heights Health Center	85 West Burnside Avenue Bronx, NY 10453
St. Barnabas Hospital	Third Avenue and 183rd Street Bronx, NY 10457
Urban Health Plan	1065 Southern Boulevard Bronx, NY 10459
Visiting Nurse Service of New York	107 East 70th Street New York, NY 10021

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