

# **Bylaws of the Electronic Healthcare Network Accreditation Commission (EHNAC)**

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## **ARTICLE 1**

### **Mission Statement and Objectives**

The objectives and purpose of the Commission are stated in its Mission Statement:

EHNAC Mission: To promote standards-based accreditation within the healthcare data exchange industry.

The Electronic Healthcare Network Accreditation Commission is established as the voluntary accrediting agency for the electronic healthcare transactions industry. Its objective is to promote excellence, innovation, cooperation, open competition, and timely regulatory compliance within that industry in order to improve the quality of healthcare delivery, to protect the security and privacy of patient-identifiable information, and to achieve administrative simplification and cost savings.

To accomplish its Mission, the Commission's results-oriented objectives are to establish and maintain minimum standards for:

- Electronic healthcare information exchange self-regulation.
- Encouraging firms in the electronic healthcare exchange industry to continually improve performance.
- Facilitating open market access and competition in the electronic healthcare exchange industry, where open market access refers to acceptance of transmission exchange from any source or routing.
- Protecting the security and privacy and confidentiality of patient-identifiable information.
- Fostering consistency and security of transmitted information from different sources.
- Encouraging innovation and technical advancement in the electronic healthcare exchange industry.
- Enhancing customer service for trading partners in the electronic healthcare exchange industry.

The Commission seeks to accredit entities in the electronic healthcare exchange industry, including, but not limited to, commercial electronic health networks, medical billers, transaction processors, health information service providers including certificate and registration authorities, health information exchanges, accountable care organizations, payers, banks, e-Prescribing entities, aggregators, providers,

provider management organizations, and other entities that embrace these objectives. The focus of accreditation is on privacy, security and confidentiality, process, quality of product and service outputs, and not on tools or inputs. Criteria for accreditation do not mandate specific hardware products or software and is neutral instead.

## **ARTICLE 2**

### **Name**

The name of this commission shall be the Electronic Healthcare Network Accreditation Commission (also known as EHNAC).

## **ARTICLE 3**

### **Board of Commissioners**

#### A. Powers

Subject to the limitations set forth in the Articles of Incorporation, these Bylaws, and applicable laws, a Board of Commissioners shall manage and control the business of the Commission.

#### B. Commission Membership

The Commission shall be comprised of no less than nine (9) members to be nominated by the Board of Commissioners. The Commissioners shall represent the healthcare ecosystem and its stakeholders, and may be nominated from the representative categories below, (which list is not meant to be exclusive, but instead is representative of the various accreditation programs and industry healthcare stakeholders promoting transparency, openness and diversity of candidates to participate on the Commission):

- **HIT Outsourcers, Suppliers, Legal Consulting and Advisory Services:** EHR's, Practice Management, Population Health, Data Aggregation and Analytics, Telecommunications, Medical Devices, mobile health, Cloud Service Providers (CSP's) etc. and their trade associations/industry action groups, Consulting and Advisory Services and Legal entities.
- **HIT Data Exchange Networks:** Clearinghouses, ePrescribing, Accountable Care Organizations (ACO's), Health Information Exchanges (HIE's), Managed Service Organizations (MSO's), Data Registries, Population Health, Health Information Networks and Qualified Health Information Networks (HIN/QHIN) etc.
- **Healthcare Trade Associations, Foundations and Industry Action Groups**
- **Providers:** i.e. hospitals, physicians, group practices, healthcare networks etc.
- **Health Plans and Third-Party Administrators (TPA's)**
- **Financial Services Organizations**
- **Federal/State Agencies and Regulatory Organizations** (may be Ex Officio)

The commissioners shall serve without compensation, except for reimbursement for certain travel expenses at the discretion of the Executive Director and the Finance Committee.

#### C. Election of Commissioners. The Commission, as a self-perpetuating entity, elects annually, from a list of nominees submitted by the Nominating Committee, Commissioners to serve staggered terms of three (3) years. Using the same process of nomination, the Commission elects periodically Commissioners to fill vacant Commissioner positions.

#### D. Ex Officio. EHNAC allows members of governmental agencies to participate in Board meetings ex-Officio (but not committees) as non-voting members of the Board. Each such ex-Officio

member must be elected by the Commission for a 3-year term, provided however that the Commission term of ex-Officio members shall automatically terminate at the end of his/her tenure at the government agency. Additionally, the Executive Director shall have the authority to request the removal of an ex-Officio member should an issue arise that may be in conflict with the individual or agency and EHNAC's mission, vision, policies or objectives.

- E. Commissioner Service. The position of Commissioner is served in an individual capacity and not as a representative of an entity with which the Commissioner is employed or otherwise affiliated. Because of the time commitment service as a Commissioner requires, a candidate for Commissioner must agree, as part of the nomination process, to fulfill the expected service commitment. A Commissioner whose employment or affiliation changes during the term of office shall inform the Commission within seven business days. The Commissioner may complete the term of office as a representative of the group from which the Commissioner was elected, upon submission in writing to the Commission, within 30 days of a change, of a statement indicating continued willingness and ability to fulfill the expected service commitment through the end of the Commissioner's term. In the absence of such statement for continuation of the service commitment, the Commissioner shall submit his resignation from the Commission no later than the end of the next regularly scheduled Commission meeting. Commissioners cannot represent the same company.
- F. Conflict of Interest. In service on the Commission, each Commissioner shall execute and abide by the EHNAC Confidentiality and Conflict-of-Interest Agreement, a copy of which is attached to these Bylaws, and shall inform the Executive Director and the Commission of any potential conflict of interest pertaining to any business of the Commission. A conflict-of-interest exists when personal, business or financial interests may compromise or give the appearance that they may compromise, a Commissioner's independent judgment when acting on behalf of EHNAC. Whenever such a conflict of interest exists, the Commissioner should immediately disclose the conflict to the EHNAC Executive Director and Commission and take the necessary steps to remove the conflict, which shall include, but not be limited to, refraining from participating in any phase of the accreditation review process, whether the Commissioner's interest is for or against accreditation. A Commissioner shall have no contact with a candidate for accreditation or re-accreditation on any matter pertaining to accreditation or re-accreditation, respectively. All such contacts shall be made by the Executive Director or his designee and reported by the Executive Director to the Commission at its next regularly scheduled meeting.
- G. Confidentiality. In service on the Commission, each Commissioner shall execute and abide by the EHNAC Confidentiality and Conflict-of-Interest Agreement, a copy of which is attached to these Bylaws, and ensure that all Commission documents are maintained in a secure environment and treated as confidential Commission business documents within the entity within which each Commissioner is employed or otherwise affiliated. Each Commissioner assumes responsibility for maintaining such confidentiality.
- H. Voting Rights and Responsibilities. All Commissioners shall have equal voting rights on all matters before the Commission. Voting that occurs on any matter unless otherwise specified will require a simple majority for passage. If a Commissioner does not vote in at least 75% of Commission ballots within a year, the Executive Director shall discuss the situation with the Commissioner to rectify such matter. If it is determined that a voting problem with a Commissioner has not been adequately rectified, the Executive Director shall report such matter to the Commission for appropriate action. If such action warrants requesting the resignation of the offending Commissioner, this shall be executed based upon passage of a motion by a two-thirds vote of the Commission, informing the organization that the Commissioner represents, and

having the Executive Director request such resignation from the offending Commissioner. If the resignation is not tendered within thirty (30) days from notice of request by the Executive Director, then the Commissioner shall be terminated by the Commission through written notification to the Commissioner.

- I. Meetings. The Commission shall meet at least every sixty (60) days for the purpose of conducting the business of the Commission, the election of Commissioners, and for the interest of the Commission. Meetings shall be scheduled at least thirty (30) days in advance. The Commission shall meet in person at least two (2) times in a calendar year and at such additional times and places as it by a simple majority vote shall schedule. With the exception of the two required meetings each year, a simple majority of the Commission may agree to conduct its business by means of telephone conference, Internet or similar means of telecommunications.
- J. Special Meetings. Special meetings of the Commission may be called by the Executive Director or a member of the Executive Committee and may be called by either an urgent issue which the ED determines appropriate or upon written request of two or more Commissioners.
- K. Notice of Meetings. Notice of all Commission meetings, except as may be herein otherwise provided, shall be given by electronic method at least seven (7) days before the meeting to the business or residential address designated by each Commissioner.
- L. Waiver of Notice. A Commissioner's attendance at a meeting shall constitute waiver of notice of such meeting, except when a Commissioner attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully convened or called.
- M. Quorum. At Commission meetings, a simple majority of the Commissioners shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as these Bylaws otherwise may provide, the act of the majority of the Commissioners present at any meeting at which there is a quorum shall be the act of the Commission. The Commissioners, by unanimous consent, may change the place and time of such meeting. If at any meeting less than a quorum attends, a majority of those present may adjourn the meeting without further notice to the absent Commissioners.
- N. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any Commission meeting or by any Commission Committee may be taken without a meeting, if either (i) all members of the Commission or Committee, as the case may be, consent to the action in writing; or (ii) with respect to the administration of the Accreditation program by solicitation of votes over the Internet, all members of the Commission or Committee, as the case may be, are afforded five (5) business days within which to cast their electronic Internet ballots, not including the day on which the vote is requested. Such written consent or the results of the electronic balloting, as the case may be, shall be filed with the minutes of proceedings of the Commission or Committee.
- O. Specific Authorities and Responsibilities. The Commission shall administer the EHNAC Accreditation program, including, but not limited to, the following:
  - Establishing rules and regulations governing administration of all accreditation programs and processes, including, but not limited to, candidacy, application, and site-visit requirements; defining terms and terminology used in the accreditation process; determining Criteria to be applied in the accreditation process; determining weights and values assigned to Criteria; establishing a process for the continual review and evaluation of such Criteria; establishing a

- process for suspension, revocation, and renewal of accreditation; and establishing rules concerning advertising and use of accreditation status by accredited entities.
  - Establishing and maintaining an appellate process by which applicants denied accreditation, or having their accreditation modified, suspended, or revoked, may be fairly heard.
  - Establishing fees for accreditation, applications, site visits, and renewals, and prices for Commission training materials, programs, and activities.
  - Creating and implementing additional services that are compatible with the Mission Statement and government legislation.
- P. Policy Advisory Board. Subject to the limitations set forth in the Articles of Incorporation, these Bylaws, or the applicable laws, the Board of Commissioners shall each year name a Policy Advisory Board which shall provide continuity to the Board of Commissioners and shall provide advice to the Board of Commissioners on matters of policy and substantive issues that the Board of Commissioners addresses.
- The Board of Commissioners shall each year name a Chair of the Policy Advisory Board.
  - The Policy Advisory Board shall be comprised of up to ten (10) members to be named by the Board of Commissioners. The Board of Commissioners shall select former Commissioners in good standing, representatives of governmental organizations, or outside experts that the Commission deems necessary from time to time to conduct its mission. The Policy Advisory Board members shall serve without compensation, except for reimbursement for travel expenses at the discretion of the Finance Committee.
  - Members of the Policy Advisory Board shall be invited to attend meetings of the Board of Commissioners. Policy Advisory Board members shall provide advice to the Board of Commissioners on issues that the Commission from time to time requests or that arise in the course of Commission meetings. At each Commission meeting, the Chairman of the Policy Advisory Board shall be responsible for providing a report on issues assigned to the Policy Advisory Board by the Board of Commissioners. Policy Advisory Board members shall not have a right to vote on matters before the Commission, shall identify any potential areas of conflict of interest on matters before the Commission, and shall assume responsibility for ensuring confidentiality of Commission documents and matters before the Commission.
- Q. Committee Chairs. The Commission shall appoint a member of each Committee to serve as chair for a term of two (2) years. The Executive Director shall make the recommendation to the Executive Committee for approval and submission to the full Commission regarding specific individuals to fulfill the responsibility of Committee Chair. The Committee Chairs shall also comprise the Executive Committee and the Executive Director shall serve as Chair of that entity. Additionally, this Committee will provide guidance to the Executive Director between in-person meetings and will also be responsible for reviewing annual performance of the Executive Director and approving any compensation recommendations made by the Compensation Committee.
- R. Committee Participation. Each Commissioner should be a member and participate actively in at least one Committee. Commissioners are encouraged to participate in more than one committee. Committee participation and voting should be at 75% of meeting, calls and votes. Should a commissioner not be able to meet the participation level, then the Chair of that committee will discuss the individual circumstance with that individual. Further action would require the involvement of the Executive Director.
- S. Additional Committees. In addition to the Committees designated in these Bylaws, the Commission, by resolution adopted by a majority of the full Commission, may establish one or

more additional committees. A majority of the full Commission may designate as members of such committees Commissioners and representatives from the electronic healthcare transactions industry, The Commission, with or without cause, may dissolve any such committee or remove any member thereof at any time.

- T. Non-Commissioner Participation. Non EHNAC commissioners may be recruited, with the appropriate background and credentials to participate on standing committees. All such individuals need to have executed a Non-Disclosure Agreement (NDA) with the commission prior to any EHNAC materials being shared with that individual to participate in any committee meeting either by teleconference or in-person.
- U. Non-Participation in Meetings. If a Commissioner does not participate in at least 50% of in-person meetings and 50% of conference calls of the Commission within a year, the Executive Director shall have the discretion to take any remedial action including discussing the situation with the Commissioner to rectify such matter. If it is determined that a participation problem with a Commissioner has not been adequately rectified, the Executive Director shall report such matter to the Commission for appropriate action. If such action warrants requesting the resignation of the offending Commissioner, this shall be executed based upon passage of a motion by a two-thirds vote of the Commission, informing the organization that the Commissioner represents, and having the Executive Director request such resignation from the offending Commissioner. If the resignation is not tendered within thirty (30) days from notice of request by the Executive Director, then the Commissioner shall be terminated by the Commission through written notification to the Commissioner and the organization that the Commissioner represents. Further, a Commissioner that attends a portion of the in-person meeting by phone is not considered in attendance for that specific meeting but can be considered for determination of a quorum in the event that a quorum is not present.
- V. Removal for Cause. A Commissioner can be requested to resign if justification and cause can be substantiated to warrant such action. In the event action warrants requesting the resignation of the offending Commissioner, this shall be executed based upon passage of a motion by a two-thirds vote of the Commission, informing the organization that the Commissioner represents, and having the Executive Director request such resignation from the offending Commissioner. If the resignation is not tendered within thirty days (30) from notice of request by the Executive Director, then the Commissioner shall be terminated by the Commission through written notification to the Commissioner and the organization that the Commissioner represents.
- W. Minutes. The Executive Director shall arrange for written minutes to be taken for all meetings of the Commission, the Executive Committee and other Committees and Sub-Committees. Copies of such minutes shall be presented for approval at the next meeting of the Commission, Executive Committee, or other Committee or Sub-Committee, as the case may be, and copies of all written minutes shall be preserved for future reference.

#### **ARTICLE 4**

##### **Nominating Committee**

- A. Powers. Subject to the limitations set forth in the Articles of Incorporation, these Bylaws, or the applicable laws, the Board of Commissioners shall each year name a Nominating Committee which shall review candidates for the Commission and submit the names of such candidates for election by the Commission.

- B. Nominating Committee Membership. The Nominating Committee shall be comprised of at least three (3) Commissioners to be named by the Board of Commissioners. These Committee members shall be current members of the Board, one of whom shall serve as the Committee chair. In naming Commissioners to serve on the Nominating Committee, the Commission shall seek to have the Committee be representative of a diverse cross-section of the electronic healthcare exchange industry, with no more than two members representing a particular group, as defined in Article 3(B). The Committee members shall serve without compensation.
- C. Nominations for Commissioner. In submitting an individual's name in nomination for election to the Commission, the Nominating Committee shall consider the nature of the individual's activity and experience; corporate, professional or public affiliation; the type of product or service that each individual (or individual's company) offers; and the need for a diverse Commission. Diversity includes (i) Commissioners who represent a cross-section of the electronic healthcare exchange industry, and (ii) Commissioners who are members of varied backgrounds, e.g., race, color, religion, ethnic background, age, gender, sexual orientation, or national origin. The Nominating Committee also shall consider the likely service of the individual to the Commission and the individual's support and commitment to the Mission and Objectives of the Commission. Because of the time commitment service as a Commissioner requires, a candidate for Commissioner must agree, as part of the nomination process, to fulfill the expected service commitment.
- D. Role & Responsibility. The Nominating Committee has the responsibility to identify, recruit and recommend qualified candidates to the commission for their consideration and vote. Individuals nominated should represent the various categories which comprise EHNAC Programs and need to adhere to the appropriate percentages allocated to each of them to assure the necessary balance in cross industry and broad-based representation. In performing its duties, the Nominating Committee shall consider candidates without regard to race, color, religion, ethnic background, age, gender, sexual orientation, or national origin.

## **ARTICLE 5**

### **Criteria Committee**

- A. Powers. Subject to the limitations set forth in the Articles of Incorporation, these Bylaws, or the applicable laws, the Board of Commissioners shall each year name a Criteria Committee that shall review the Criteria of accreditation Programs then in place for the evaluation of Candidates for accreditation. The Criteria Committee shall make recommendations to the Commission for changes, improvements, additions, and deletions to the Criteria that are consistent with the Mission and Objectives of the Commission.
- B. Criteria Committee Membership. The Criteria Committee shall be comprised of at least 3 (three) individuals to be named by the Board of Commissioners. These individuals shall be current members of the Commission, one of whom shall serve as the Committee chair. In naming other individuals to serve on the Criteria Committee, the Commission shall seek to have the Committee be representative of a diverse cross-section of the electronic healthcare transactions industry. The Committee members shall serve without compensation.
- C. Role & Responsibility. The Criteria Committee shall develop and review criteria for all accreditation services which EHNAC performs. This includes but is not limited to all categories represented by its current and proposed accreditation Programs.

## **ARTICLE 6**

## **Marketing Committee**

A. Powers. Subject to the limitations set forth in the Articles of Incorporation, these Bylaws, or the applicable laws, the Board of Commissioners shall each year name a Marketing Committee that shall review the and oversee all marketing related materials including website, collateral, public relations, presentations and the relationship with the outsourcer, should one exist. The Marketing Committee shall make recommendations to the Executive Director and the Commission (as required) for changes, improvements, additions, and deletions to the Marketing Plan that are consistent with the Mission and Objectives of the Commission.

B. Marketing Committee Membership. The Marketing Committee shall be comprised of at least 3 (three) individuals to be named by the Board of Commissioners. These individuals shall be current members of the Commission, one of whom shall serve as the Committee chair. In naming, other individuals to serve on the Marketing Committee, the Commission shall seek to have the Committee be representative of a diverse cross-section of the stakeholders that EHNAC serves. The Committee members shall serve without compensation.

C. Role & Responsibility. The Marketing Committee shall act in an advisory role and develop and review all marketing documentation, services and programs provided by the outsourcer for all accreditation services which EHNAC performs. This includes but is not limited to all stakeholders represented by EHNAC's Programs. Further, they may review articles, provide topics for webinars and other outreach services to provide for 'brand awareness' of EHNAC programs.

## **ARTICLE 7**

### **Finance Committee**

A. Powers. Subject to the limitations set forth in the Articles of Incorporation, these Bylaws, or the applicable laws, the Board of Commissioners shall each year name a Finance Committee which shall annually review the budget of the Commission, recommend revisions to the Investment Policy, make recommendations to the Commission as to fees that may be charged for its various programs and services to be provided by the Commission, the accreditation process, and other needs of the Commission in meeting its Mission and Objectives.

B. Finance Committee Membership. The Finance Committee shall be comprised of at least three (3) individuals to be named by the Board of Commissioners. These individuals shall be current members of the Commission, one of whom shall serve as Chair of the Committee. In naming, other individuals to serve on the Finance Committee, the Commission shall seek to have the Committee be representative of a diverse cross-section of the electronic healthcare exchange industry. The Committee members shall serve without compensation.

C. Chair of the Finance Committee. The Chair shall supervise the custody of all funds and securities of the Commission and all moneys collected from programs and activities of the Commission; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Commission; and shall assure deposit of all moneys in the name and to the credit of the Commission in such banks or other depositories as may be from time to time designated for this purpose by the Commission. The chair of the Finance Committee shall render to the Commission and the Executive Director at the regular meetings of the Commission, or whenever they may require it, at least annually, a statement of all transactions and an account of the financial condition of the Commission.

D. Role & Responsibility. The Finance Committee shall have responsibility assure fiscal oversight

of the financial assets and Investment Policy of EHNAC including reporting to the commission. The Executive Director reports to the committee regarding financial data and information as well as maintains all accounts receivable and payables for the commission as well as any applicable state and federal reporting.

## **ARTICLE 8**

### **Executive Committee**

- A. Powers. Subject to the limitation set forth in the Articles of Incorporation, these Bylaws, or the applicable laws, the Board of Commissioners shall each year name an Executive Committee which shall supervise the Executive Director; shall oversee the affairs of the Commission; shall execute the policies and decisions of the Commission; shall actively pursue the Commission's goals and objectives as set forth in the Mission Statement; and shall have discretion in the disbursement of funds. The Executive Committee shall regularly report to the Board of Commissioners on its activities.
- B. Executive Committee Membership. The Executive Committee shall have four (4) members, comprised of the Executive Director and the chairs of the Nominating, Criteria, Marketing and Finance Committees. The Committee members, except the Executive Director, shall serve without compensation. The Executive Director will act in the role of Chair of the Executive Committee to convene and develop the agenda for the Committee.
- C. Role & Responsibility. The Executive Committee represents the commission regarding any matters requiring attention between meetings. Furthermore, this committee provides other strategic and tactical guidance to the Executive Director as required. This committee also oversees the Executive Director compensation and makes recommendations to the full commission based upon metrics and criteria agreed to between the parties as well as overseeing any employment agreement negotiations, revisions and contracting.
- D. Compensation Subcommittee: The compensation subcommittee provides review, recommendations and oversight for the executive director compensation. This includes annual review, contracting for compensation surveys with other comparative organizations as needed, review of revisions to employment agreement, and making recommendations to the Executive Committee. The subcommittee shall have a minimum of three (3) members, comprised of the chair of finance acting as the chair of this subcommittee. The other members that comprise the subcommittee need to be selected from Commissioners that are not members of the Finance Committee. The committee members shall serve without compensation.

## **ARTICLE 9**

### **Executive Director and Employees**

- A. Executive Director. The Commission shall employ an individual to serve in the position of Executive Director. The Executive Director will be an ex officio member of the Commission and of each of its committees. The Executive Director shall be able to participate in all deliberations and meetings of the Commission and its committees but shall not have a vote on the Commission.
- B. Subordinate Employees. The Executive Director may appoint subordinate officers, agents, or employees the deemed necessary or advisable to meet the needs of the Commission in fulfilling its Mission and Objectives. Such subordinates shall be employed for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time specify.

- C. Removal. The Executive Director may remove any subordinate whenever it may determine that such removal is in the best interest of the organization. Removal of the Executive Director requires a recommendation and a thirds vote by the Executive Committee and a two-thirds vote by the full commission. Unless removal is for cause any Employment Agreement conditions must be acted upon in good faith by all parties. The Executive Director must implement a transition plan and timeline to allow for training a successor as deemed by the commission. The timeframe for such transition period will be negotiated between the parties to satisfy the need for an effective transition plan.
- D. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled by the Commission in the manner prescribed herein for election or appointment to such office.
- E. Duties of the Executive Director. The Executive Director shall be the chief executive officer (CEO) of the Commission and, subject to the control of the Executive Committee and Board of Commissioners, shall in general supervise and control the business of the Commission. The Executive Director shall preside at all meetings of the Board of Commissioners, represent the Commission at official functions, initiate contact with other organizations and professional groups as appropriate, coordinate and delegate responsibility for Commission actions, and ensure such actions are completed in a timely manner. The Executive Director may have signature authority, with the Chair of the Finance Committee and any other agent of the Commission authorized by the Board of Commissioners, pertaining to deeds, mortgages, bonds, contracts, or other instruments that the Commission has authorized to be executed. Both the Executive Director and the Chair of the Finance Committee must sign checks and other disbursements over \$25,000 (except where otherwise authorized) except for payroll or bonus payouts as previously approved. The Executive Director shall in general perform all duties incident to the office of Chief Executive Officer and such other duties that are not inconsistent with these Bylaws, as the Commission may from time to time prescribe.

The Executive Director also shall act as the General Secretary of the Commission and prepare and maintain the minutes of all Commission meetings. The Executive Director shall keep a list of Commission members and their attendance, give notice of Board of Commissioners meetings, and distribute minutes to the Commissioners for review. The Executive Director shall be custodian of the Commission's corporate seal and cause it to be affixed to all instruments as appropriate and necessary. The Executive Director shall have charge of the books, records, and papers of the Commission relating to its organization as a corporation, and shall see that reports, statements, and other documents pertaining to Commission activities that are required by law are properly kept and filed in a timely manner.

## **ARTICLE 10**

### **Parliamentary Rules**

The latest edition of Robert's Rules of Order shall govern the proceedings of all Commission meetings and meetings of its committees.

## **ARTICLE 11**

### **Compensation and Resignations**

- A. Fees and Compensation - Commissioners. No Commissioner or committee member shall receive any compensation for his or her services in that capacity, except for reimbursement for necessary

and reasonable travel expenses as approved by the Executive Director and/or Finance Committee.

- B. Fees and Compensation - Officers and Employees. Officers and employees of the Commission shall receive compensation for their services as may be agreed upon between the party and the Commission and which has been approved by a majority vote of the Commission members. Officers and employees of the Commission shall receive reimbursement for necessary and reasonable out-of-pocket expenses as approved by the Finance Committee.
- C. Loans. The Commission shall not lend money to or use its credit to assist its Commissioners, officers, or employees.
- D. Resignations. Any Commissioner may resign such office at any time by giving notice of resignation to the Executive Director of the Commission. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of receipt by the Commission.

**ARTICLE 12**

**Fiscal Year**

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

**ARTICLE 13**

**Indemnification**

The Commission shall indemnify its Commissioners, officers, employees, and agents against expenses incurred in an action by third-parties or by or in the right of the Commission to the full extent permitted by and as proved in the State of Connecticut.

**ARTICLE 14**

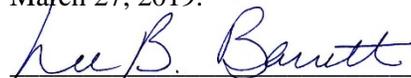
**Repeal, Alteration, and Amendment**

Except as otherwise provided in this Article, the Board of Commissioners, by a two-thirds vote of the Commissioners in office, may repeal, alter, or amend these Bylaws or adopt substitute Bylaws at any time.

**CERTIFICATION**

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Certification

The Board of Commissioners of the Electronic Healthcare Network Accreditation Commission originally adopted the foregoing Bylaws by the written consent of the full Board, as authorized by the State of Connecticut in 1994, and the Bylaws have been amended and most recently approved by the full Board on March 27, 2019.

  
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Executive Director