

**RESTATED BYLAWS
OF
TELEHEALTH ALLIANCE OF OREGON**

**SECTION 1
NAME**

The name of the corporation is the Telehealth Alliance of Oregon. The corporation is hereinafter in these bylaws referred to as the “Corporation.”

**SECTION 2
OFFICES**

The board shall designate offices by majority action.

**SECTION 3
PURPOSE**

In accordance with the Articles of Incorporation, the purpose is to support the use of telecommunications to improve access to high quality health care and other allied services by Oregonians.

The Board of Directors shall consult with organizations, agencies and providers engaged in the delivery of physical and mental health care services to connect Oregonians to the most appropriate health care services, regardless of where they live.

Program efforts include but are not limited to:

1. **Improve access** to high quality health care and other allied services through telehealth and telemedicine.
2. **Promote collaborations** that advance telehealth and telemedicine as a means for improving the delivery of affordable high quality health care.
3. **Provide and promote education** in understanding of the possibilities and use of telehealth and telemedicine.
4. **Provide and support technical assistance for telehealth applications.**
5. **Promote research** that supports appropriate decision making in the delivery of health care using technology and telecommunications.
6. **Oversee Oregon health network.**

SECTION 4 DIRECTORS

4.01 Powers: All Corporate powers shall be exercised by or under the authority of a Board of Directors, hereinafter the “Board.”

4.02 Number of Directors: The Board shall consist of no fewer than five (5) or more than fifteen (15) voting members, hereinafter “directors”. Directors shall be elected to the board by the membership at the annual meeting during the month of December.

4.03 Appointment and Tenure of Office: A director shall serve a term of three (3) years, except the initial term of any director may be one (1) year, two (2) years, or three (3) years. At the expiration of a director’s term, the director may be re-elected.

4.04 Vacancies: Any vacancies may be filled or interim appointments may be made by the Board to hold office for the balance of the unexpired term, and will be ratified by the membership at the annual meeting.”

4.05 Resignation: A director may resign at any time by delivering written notice to the Chair. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by a majority vote of the Board.

4.06 Removal: A director may be removed for cause by an affirmative vote of three-fifths of the members of the Board of Directors at a special meeting called, noticed, and convened for that purpose. Cause for removal shall include, but shall not be limited to, absence from three (3) consecutive meetings without being excused by the Chair, or a breach of a director’s fiduciary duties to the corporation.

4.07 Meetings: An annual meeting of the Corporation shall be held during the fourth quarter of each year at a location within the State of Oregon at a date and time to be determined by the Board. The Board shall permit any or all of the directors to participate in regular or special meetings by the use of any means of communications by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.08 Action without Meeting: An action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action taken shall be evidenced by written consent describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an effective date. A consent under this section has the effect of a meeting vote and will be described as such in any document.

4.09 Call and Notice of Meeting: The annual meeting of the Corporation shall be announced with thirty (30) days notice to each director of the place, date, and time of the meeting. Regular or special meetings of the Board will be established by the Board. Other meetings may be called

by the Chair or at the request of four (4) of the Board members with a minimum of twenty-four (24) hours notice to deal with business or issues requiring immediate attention.

4.10 Quorum: A quorum of the Board shall consist of the majority of the number of voting directors in office immediately before the meeting begins. Except as provided in the Bylaws, the Board shall establish its own rules and procedures. Official Board action shall be taken by a majority vote of the directors present.

4.11 Composition of Board: The Board should be representative of those who have an interest in and knowledge of the needs and issues faced in making telehealth services available to Oregonians.

4.12 Compensation: Board members may receive reimbursement of expenses in accordance with policies adopted by the Board. Board members shall not be compensated otherwise for their board services.

SECTION 5 OFFICERS

5.01 Board Officers: Officers shall be elected by the Board annually.

Chair: The Chair shall call and preside at meetings of the Board, shall assure Board members are advised of all significant matters of the Corporation, shall have the powers and duties ordinarily exercised by the Chair of a nonprofit corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

Vice Chair: The Vice Chair shall perform such duties as the Board may prescribe. In the absence or disability of the Chair, the duties and powers of the Chair shall be performed and exercised by the Vice Chair. The Vice Chair will have such other powers and perform other duties as may be prescribed by the Board or these Bylaws.

Secretary: The Secretary shall maintain the corporate records in a manner and place prescribed by the Board. The Secretary shall ensure that the minutes of Board meetings are prepared and maintained in a form approved by the Board. The Secretary will give or cause to be given such notice of the meetings of the Board as is required by these Bylaws. The Secretary will have such other powers and perform other duties as may be prescribed by the Board or these Bylaws.

Treasurer: The Treasurer, as the Chief Financial Officer of the Corporation, shall cause to be kept records of accounts of transactions associated with the operations of the Corporation. The Treasurer shall ensure that all funds and other valuables held in the name of and to the credit of the Corporation are deposited with such depositories as may be designated by the Board and that funds are disbursed according to a budget and decisions approved by the Board. The Treasurer will have such other powers and perform other duties as may be prescribed by the Board or these Bylaws.

SECTION 6 COMMITTEES

6.01 Board Committees: The Board can create and empower committees to implement TAO programs and policies, including but not limited to the following standing committees:

Executive Committee: Shall be comprised of TAO officers.

OHN Committee: Shall oversee all aspects of the Oregon health network.

SECTION 7 MEMBERS

7.01 Members: Membership in the Telehealth Alliance of Oregon is open to all persons with an interest in the use of telecommunications to improve access to high quality health care and other allied services by Oregonians.

7.02 Membership Classes and Fees: The Board of Directors will determine classes of membership and annual membership fees.

SECTION 8 GENERAL PROVISIONS

8.01 Amendment of the Bylaws: Except as otherwise provided by law, the Board may amend or repeal these Bylaws by a three-fifths majority vote of the membership. However, an amendment to the Bylaws may not alter the purposes of the corporation as specified in the Articles of Incorporation. An amendment to the Bylaws must be proposed in one meeting and acted on in a subsequent Board meeting that occurs no sooner than days after the meeting in which an amendment is proposed.

8.02 Books and Records: The Corporation will maintain all records required by law. All such records will be kept at its principal office, registered office, or at any other place designated by the Board, or as otherwise provided by applicable law. The records of the Corporation will be open to inspection by the directors or the directors' agents in the manner and to the extent required by applicable law. The Corporation shall make available on an annual basis a signed opinion of an independent certified public accountant stating that the Corporation's accounts and fiscal practices conforms with generally accepted accounting principles.

8.03 Checks, Drafts, and Other Financial Instruments: All checks, drafts, and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such a manner as shall be determined by an action of the Board. Any disbursements by the Corporation shall be signed by the Chair, the Treasurer or another board member as designated by an action of the board.

8.04 Execution of Documents: The Board may authorize any officer to enter into a contract or execute an instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer or

director shall have any power or authority to bind the Corporation by any contract or pledge its credit, or to render it liable for any purpose or for any amount.

8.05 Calendar Year: The Corporation shall operate on a calendar year that begins on the first day of January and ends on the last day of December of each year.

SECTION 9 CONFLICTS OF INTEREST

9.01 Conflict of Interest: A conflict of interest may occur when a duality of commitments exists. Disclosure of such conflicts prior to the process of choice is essential.

9.02 Participation: If a board member declares a conflict of interest, he or she must announce the nature of the actual conflict, must not participate as a board member in the discussion or debate, and must not vote on the issue out of which the actual conflict arises.

9.03: Exception: If a conflict of interest occurs, the member must excuse himself from participating in the process of choice unless the Council believes the services rendered are of such benefit to and in the general interest of the public, that an exception may be granted by a majority vote of the Council.

SECTION 10 INDEMNIFICATION

10.01 Directors and Officers: The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action suit) or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director or officer of the corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

10.02 Employees and Other Agents: The Corporation may indemnify its employees and other agents to the fullest extent permitted by law.

10.03 Insurance: The Corporation shall purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is a director or officer of the Corporation with regard to matters pertaining to the business of the corporation; provided, however, that the Corporation may not purchase or maintain such insurance to indemnify a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to the director or officer, in which the director or officer was adjudged liable on the basis that personal benefit was improperly received by director or officer.

10.04 Nonexclusivity of Rights: The rights conferred on any person by this Section 9 will be in addition to any rights to which a person may otherwise be entitled under any articles of

incorporation, bylaws, agreement, statute, policy of insurance, vote of Board of Directors or otherwise.

10.05 Survival of Rights: The rights conferred on any person by this Section 9 will continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation; and will inure to the benefit of the heirs, executors and administrators of such person.

10.06 Amendments: Any repeal of this Section 9 will be prospective only and no repeal or modification of this Section 9 will adversely affect any right or protection that is based upon this Section 9 and pertains to an act or omission that occurred prior to the time of such repeal or modification.

SECTION 11 LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by law, no director of the Corporation will be personally liable to the Corporation for monetary damages for conduct as a director. For example, without limiting the generality of the foregoing, if the Oregon Revised Statutes are amended, after this Section 10 becomes effective, to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of Directors of the Corporation will be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No amendment or repeal of this Section 10, nor the adoption of any provision of these Bylaws inconsistent with this Section 10, nor a change in the law, will adversely affect any right or protection that is based upon this Section 10 and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law will reduce or eliminate the rights and protections set forth in this Section 10 unless the change in the law specifically requires such reduction or elimination.

Original By-laws Adopted March 11, 2004
Mary Jo Bell, Secretary, Telehealth Alliance of Oregon

Section 2 – Offices of these by-laws was amended by a majority vote of the board of directors on July 13, 2006
Catherine S. Britain, Secretary, Telehealth Alliance of Oregon

Section 3 Purpose, Section 4 Directors, and Section 6 Committees of these by-laws were amended by a majority vote of the board of directors on March 21, 2007
Catherine S. Britain, Secretary, Telehealth Alliance of Oregon