

THE HEALTH INFORMATION TECHNOLOGY EXCHANGE OF
CONNECTICUT

BYLAWS

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ARTICLE I – AUTHORITY FOR BYLAWS

101 Authority

These Bylaws are adopted pursuant to section 82(b)(13) of the Act and supplement and implement certain provisions of the Act.

ARTICLE II – DEFINITIONS

201 Definitions

Unless the context shall otherwise require, the following words and terms shall have the following meanings (if there is a conflict between these Bylaws and the Act, the Act shall govern):

- (1) "Act" means Public Act. No. 10-117 of the General Statutes of Connecticut, as amended from time to time, commonly known as the "An Act Concerning Revisions to Public Health Related Statutes and the Establishment of the Health Information Exchange of Connecticut.
- (2) "Authority" means the Health Information Technology Exchange of Connecticut (HITE-CT), a body politic and corporate, constituting a public instrumentality and political subdivision of the State of Connecticut, created and established by the Act.
- (3) "Board" means the Board of Directors of the Authority.
- (4) "Chairperson" means the Chairperson of the Authority as referred to in Section 82(c)(1) of the Act and Article III of these Bylaws.
- (5) "Committee" shall mean a committee established by the Board of Directors in accordance with these Bylaws for the purpose of carrying out one or more functions of the Authority.
- (6) "Director" or "Directors" means an individual or individuals appointed to the Board pursuant to Section 82(c)(1) of the Act and Article III of these Bylaws.
- (7) "Executive Session" means a meeting of the Board or a committee of the Board at which the public is excluded for one or more of the purposes described in Section 1-200(6) of the Freedom of Information Act.
- (8) "Freedom of Information Act" means Section 1-200 *et seq.* of the General Statutes, as amended from time to time, commonly known as the "Freedom of Information Act".

- (9) "General Statutes" means the General Statutes of Connecticut, Revision of 1958, as amended.
- (10) "Secretary" shall mean the Secretary of the Authority elected pursuant to these Bylaws.
- (11) "Vice Chairperson/ Treasurer" shall mean the Vice Chairperson/ Treasurer of the Authority elected pursuant to these Bylaws.

ARTICLE III – BOARD OF DIRECTORS

301 Authority, Membership, Terms, Vacancies

The powers of the Authority shall be vested in and exercised by the Board of Directors, which may exercise all such authority and powers of the Authority and do all such lawful acts and things as are permitted by the Act or these Bylaws. The Board shall consist of twenty (20) Directors defined by the Act as follows:

- (1) The Lieutenant Governor, or his or her designee;
- (2) The Commissioners of Public Health, Social Services and Consumer Protection, or their designees;
- (3) The Chief Information Officer of the Department of Information Technology, or his or her designee;
- (4) Three (3) appointed by the Governor, one (1) of whom shall be a representative of a medical research organization, one of whom shall be an insurer or representative of a health plan and one of whom shall be an attorney with background and experience in the field of privacy, health data security or patient rights. The initial term for these board members shall be four years;
- (5) Three (3) appointed by the president pro tempore of the Senate, one of whom shall have background and experience with a private sector health information exchange or health information technology entity, one of whom shall have experience in public health and one of whom shall be a physician licensed under chapter 370 of the general statutes who works in a practice of not more than ten physicians and who is not employed by a hospital, health network, health plan, health system, academic institution or university. The initial term for these board members shall be for one year;
- (6) Three (3) appointed by the speaker of the House of Representatives,

one of whom shall be a representative of hospitals, an integrated delivery network or a hospital association, one of whom shall have expertise with federally qualified health centers and one of whom shall be a consumer or consumer advocate. The initial term for these board members shall be for three years;

- (7) One (1) appointed by the majority leader of the Senate, who shall be a primary care physician whose practice utilizes electronic health records. The initial term for this board member shall be for one year;
- (8) One (1) appointed by the majority leader of the House of Representatives, who shall be a consumer or consumer advocate. The initial term for this board member shall be for three years;
- (9) One (1) appointed by the minority leader of the Senate, who shall be a pharmacist or health care provider utilizing electronic health information exchange. The initial term for this board member shall be for two years; and
- (10) One (1) appointed by the minority leader of the House of Representatives, who shall be a large employer or a representative of a business group. The initial term for this board member shall be for two years;
- (11) **Ex Officio Members:** The Secretary of the Office of Policy and Management and the Healthcare Advocate, or their designees, shall be ex-officio, non-voting members of the Board of Directors.

302 Term for Board Members (other than initial), Removal, Deemed Resignation

- (1) Terms shall expire on September 30 of each year, in accordance with the provisions of the Act.
- (2) Any vacancy shall be filled by the appointing authority for the balance of the unexpired term.
- (3) Other than an initial term, a board member shall serve for a term of four years. No board member, including initial board members, may serve for more than two terms.
- (4) Any board member may be removed by the appropriate appointing authority for misfeasance, malfeasance or willful neglect of duty.
- (5) Any board member who fails to attend three consecutive meetings

or who fails to attend fifty percent of all meetings held during any calendar year shall be deemed to have resigned from the board.

303 Conflicts of Interest

Public confidence in the recommendations and other actions of the Board and Committees requires that Directors avoid both actual conflicts of interest and situations that might give the appearance of a conflict of interest. Given the statutory qualifications for membership on the Board, it is to be expected, however, that some Directors will have outside business or professional interests relating to health information technology and exchange development. It is not intended that such outside business or professional interests be considered a conflict of interest, provided that a Director shall not participate in any deliberation or vote, and shall not take any other affirmative action as a Director or Committee member, with respect to a matter in which such Director has an interest which is in substantial conflict with the proper discharge of the duties and responsibilities of membership on the Board or such Committee. For this purpose, the determination of whether a Director has an interest which is in substantial conflict with the duties and responsibilities of membership on the Board or a Committee shall be made in the manner provided in Section 1-85 of the Connecticut General Statutes for conflicting interests of public officials. The existence and nature of any potential conflict of interest shall be promptly disclosed to the Chairperson or, in the case of the Chairperson, to the Vice-Chairperson, and otherwise as may be required by Section 1-86 of the Connecticut General Statutes.

304 Duties

The Board of Directors shall perform the duties imposed on them by the Act and by these Bylaws.

305 Delegation of Powers

The Board of Directors may, by resolution, delegate to the Chief Executive Officer such powers of the Authority, as they believe necessary, advisable or desirable to permit the timely performance of the administrative functions of the Authority and to carry out the plans, policies, procedures and decisions of the Board, pursuant to the Act.

306 Attendance

A board member or a member of a Committee may participate in a meeting of the Board or of such Committee by means of conference telephone or

similar communications equipment enabling all board members and Committee members participating in the meeting to hear one another, so long as the public is able to participate in such meeting. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

307 Quorum

- (1) A majority of the board members appointed shall constitute a quorum of the Board. Ex-officio board members shall not be counted in determining whether a quorum is present.
- (2) A majority of the members of a Committee shall constitute a quorum, provided that such quorum shall consist of a minimum of two (2) Directors. If necessary to achieve a quorum at any meeting of a Committee, the Chairperson of the Board may sit, participate and vote as an alternative member of such Committee at such meeting, provided that the Chairperson shall not act as an alternative member of any Committee at more than three (3) consecutive meetings of such Committee.

308 Enactment

An affirmative vote of a simple majority of those in attendance at Board meetings or meetings of any Committee at which a quorum is present shall be sufficient for action, including the passage of any resolution, except as may otherwise be required by law.

309 Order of Business

The order of business of any meeting of the Board or any Committee shall be as set forth in the agenda for such meeting, provided that the Chairperson may vary the order of business in his or her discretion.

310 Committees

- (1) The Board of Directors may, from time to time, as necessary or convenient, in conformity with the provisions of the Act or these Bylaws, form a Committee or Committees comprised of two (2) or more board members. The Board may form such Committees, including as members such individuals as may be knowledgeable in the subject matter whether or not Directors or employees of the Authority, as the Board in its discretion may determine to be

appropriate to advise and assist the Board, or management of the Authority in the performance of their statutory responsibilities.

- (2) Such Committees shall have, and may exercise, all such authority as the Board of Directors may delegate, including the power to adopt a resolution upon a majority vote of the members of the Committee at which a quorum is present. The Chairperson of the Board of Directors shall recommend the name of such Committees and shall appoint a Committee chairperson and all members of such Committees. A Committee shall have the power to act by a majority of the members present at any meeting at which a quorum is in attendance. Each shall maintain at all times minutes of its meetings including its considerations, deliberations, decisions and resolutions, and shall distribute copies of such minutes to Committee members and to the Board as appropriate.
- (3) Such Committees may include but not be limited to: Governance/ Executive Committee; Legal and Policy Committee; Business and Technical Operations Committee; Technical Infrastructure Committee, and Finance Committee.
- (4) The Executive Committee: The Executive Committee shall consist of the officers of the Authority and the chairpersons of all Committees. The Chairperson of the Board of Directors shall be its chairperson. It shall be the duty of the Executive Committee to exercise all the powers of the Board to conduct the business affairs of the Authority between meetings of the Board, except that the Executive Committee may not: (i) appoint, elect or remove officers of the Authority; (ii) establish Committees of the Board; amend or repeal these Bylaws; (v) approve annual budgets or borrowing; or (vi) take any other action which by law, or these Bylaws requires action by the Board.
- (5) The Personnel Search Committee: The Chairperson of the Board of Directors shall be an ex-officio member of the Personnel Search Committee. The Committee shall consist of three members, appointed by the Chairperson. The Committee shall recruit a Chief Executive Officer and shall make recommendations regarding the hiring and compensation of the CEO to the Board.
- (6) It is intended that members of a Committee that are not board members or employees of the Authority be considered "members of an advisory board" for purposes of the Connecticut Code of

Ethics for Public Officials.

- (7) Conflicts of Interest: Public confidence in the recommendations and other actions of a Committee requires that Committee members avoid both actual conflicts of interest and situations that might give the appearance of a conflict of interest. It is to be expected, however, that many Committee members will have outside business or professional interests relating to health information technology exchange. It is not intended that such outside business or professional interests be considered a conflict of interest, provided that a Committee member shall not participate in any deliberation or vote, and shall not take any other affirmative action as a Committee member, with respect to a matter in which such member has an interest which is in substantial conflict with the proper discharge of the duties and responsibilities of membership on the Committee. For this purpose, the determination of whether a Committee member has an interest which is in substantial conflict with the duties and responsibilities of membership on the Committee shall be made in the same manner as provided in Section 1-85 of the Connecticut General Statutes for conflicting interests of public officials. The existence and nature of any such substantial conflict shall be promptly disclosed to the Chairperson of the Committee and to the Chairperson of the Board.

ARTICLE IV – OFFICERS

401 Officers

The officers of the Authority shall be the Chairperson, the Vice-Chairperson/Treasurer, the Secretary, the Chief Executive Officer and any such other officers, as may be appointed by the Board and not in conflict with law. The Chief Executive Officer shall not be a member of the Board of Directors.

402 Chairperson

As designated by the Act, the Commissioner of Public Health or his or her designee is the Chairperson. The Chairperson shall perform the duties imposed by the Act, these Bylaws and/or resolution of the Board and shall preside at all meetings of the Board of Directors of the Authority. At each meeting, the Chairperson shall submit such recommendations and information as he or she may consider appropriate concerning the business, affairs and policies of the Authority and may require reports from the Vice-

Chairperson/Treasurer, Secretary, CEO and such Committees as in the Chairperson's judgment are necessary. The Chairperson shall ensure that all resolutions and actions adopted by the Board are carried into effect.

403 Vice Chairperson/Treasurer

The Vice Chairperson shall have such powers and shall perform such duties as the Chairperson or the Board may from time to time assign and shall perform such other duties as may be designated from time to time by the Board or by these Bylaws. In the absence or incapacity of the Chairperson, the Vice Chairperson shall perform all the duties and responsibilities of the Chairperson. The Vice Chairperson shall also serve as the Treasurer of the Authority and shall receive and deposit in a bank or banks to be approved by the Board, all the monies of the Authority, maintaining an accurate account thereof. The Treasurer shall make disbursements subject to such resolutions as may be passed from time to time by the Board and shall make reports of the financial condition of the Authority whenever requested by the Board. The Treasurer shall perform such other duties as may be required by these Bylaws or as may be designated from time to time by the Board.

404 Secretary

The Secretary shall cause the proceedings of the Board at their meetings to be recorded upon the books and records of the Authority until a Chief Executive Officer is appointed and assumes these duties. The Secretary shall perform such other duties as may be delegated by the Board or the Chairperson from time to time. The Secretary shall perform the duties of the Chairperson in the absence or incapacity of both the Chairperson and the Vice Chairperson.

405 Chief Executive Officer

- (1) The Board of Directors shall select and appoint a Chief Executive Officer (CEO) of the Authority, who shall serve at the pleasure of the Board, and shall receive such compensation as shall be determined by the Board.
- (2) The CEO shall be responsible for administering the Authority's programs and activities in accordance with policies and objectives established by the Board, and shall perform all duties incident to the office of the CEO, including those duties imposed by the Act, by these Bylaws and by resolution of the Board.

- (3) The CEO may employ such other employees as shall be designated by the Board.
- (4) The CEO shall attend all meetings of the Board, keep a record of all proceedings and maintain and be custodian of all books, documents and papers filed with the Authority and of the minute book of the Authority.

406 Election of Officers

The offices of Vice Chairperson/Treasurer and Secretary shall be filled annually at the first meeting in each fiscal year by a majority vote of the Board. In case of resignation or death of the Vice Chairperson/Treasurer or the Secretary, an election shall be held to select a replacement at the first meeting of the Directors following such death or resignation.

407 Signature Authority; Additional Duties

The officers of the Authority shall have such signature authority as is provided from time to time by resolutions of the Board. At least two officers of the Authority are required to sign, unless otherwise authorized by resolution. The officers of the Authority shall perform such other duties and functions as may from time to time be required.

ARTICLE V – MEETINGS

501 Regular Meetings

Regular meetings of the Board and of any Committee for the transaction of any lawful business of the Authority shall be held in accordance with a schedule of meetings established by the Board or such Committee. Any regular meeting of the Board or any Committee may be dispensed with by the Chairperson or the Committee Chair upon notice to the Directors or Committee members, as the case may be.

502 Special Meetings

The Chairperson may, when the Chairperson deems it expedient, and shall, upon the written request of a majority of the Board of Directors, call a special meeting of the Board for the purpose of transacting any business designated in the notice of such meeting. The Chairperson of any Committee may, when the Chair deems it expedient, and shall, upon the written request of a majority of the members of the Committee, call a special meeting of

such Committee for the purpose of transacting any business designated in the notice of such meeting.

503 Legal Requirements

All meetings of the Board and any Committee shall be noticed and conducted in accordance with the applicable requirements of the Act and the Connecticut Freedom of Information Act, including without limitation applicable requirements relating to the filing with the Secretary of the State of any schedule of regular meetings and notices of special meetings, meeting notices to board members and Committee members, public meeting requirements, the filing and public availability of meeting agenda, the recording of votes and the posting or filing of minutes, the addition of agenda items at any regular meeting, and the holding of any executive session.

504 Executive Session

The Board of Directors and any Committee may make a determination to sit in Executive Session. An affirmative vote of at least two-thirds (2/3) of the board members present and eligible to vote on such matter, or an affirmative vote of at least two-thirds (2/3) of the committee members present and eligible to vote on such matter, taken at a public meeting and stating the reasons for such Executive Session, shall be necessary to approve such a resolution. The purpose and the conduct of the Executive Session shall be in accordance with the Freedom of Information Act.

505 No Invalidity

Failure to follow any procedure provided for in these Bylaws shall not render any action taken by the Directors ineffective unless it is ineffective under law. It is intended that these Bylaws be consistent with the Act and with the Freedom of Information Act. If any inconsistency should nevertheless appear, the provisions of the applicable law shall control.

ARTICLE VI – PERSONNEL AND PROCUREMENT POLICIES

601 Personnel and Procurement Policies

The Directors shall establish from time to time such rules and regulations as may be necessary to provide an adequate and systematic procedure for handling the personnel affairs of the administrative staff of the Authority and for handling the procurement policies of the Authority.

ARTICLE VII – FINANCIAL INFORMATION

701 Fiscal Year

The Fiscal Year of the Authority shall commence on the first day of July and end on the last day of the following June.

702 Budget Process

Each proposed budget shall be forwarded by the CEO to the Board of Directors for adoption.

703 Director Expenses

As provided by Section 82(c)(6) of the Act, members of the Board of Directors shall be entitled to reimbursement by the Authority for actual and necessary expenses incurred during the performance of their official duties. All reimbursements shall be made in a manner consistent with the Authority's Travel Policy and Expense Reporting.

ARTICLE VIII – AMENDMENT OR REPEAL OF BYLAWS

801 Amendment or Repeal

These Bylaws may be repealed or amended, or new Bylaws may be adopted, only by the affirmative vote of the majority of a quorum of the full Board of Directors of the Authority at any regular or special meeting. The Authority may adopt rules for the conduct of its business, and the adoption of such rules shall not constitute an amendment of these Bylaws, unless specifically so stated.

ARTICLE IX – INDEMNIFICATION OF OFFICERS OR DIRECTORS

901 Indemnification

The Directors, officers and employees of the Authority shall be indemnified by the Authority as provided in section 1-125 of the Connecticut General Statutes.

ARTICLE X – PLACE OF BUSINESS AND RECORDS

1001 Office of the Authority

The main office of the Authority shall be maintained at such place or places within the State as the Authority may designate. The Authority shall not be required to hold any of its meetings at such office. The Authority may maintain other offices in the State.

1002 Records of the Authority

- (1) The records of the Authority shall be kept and maintained in accordance with State of Connecticut guidelines. The written records of the Authority will be made available to the public as required by the Freedom of Information Act.
- (2) The records of the Authority will be audited annually with a report provided to the Board.