



Metropolitan Portland Health Information Exchange By Laws

Results and Reports Retrieval System

Last Updated: 6/6/2007 3:12 PM

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METROPOLITAN PORTLAND HEALTH INFORMATION EXCHANGE
Bylaws
May, 2007

Article I: Purpose

This Corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities none of which are for profit, for which Corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation's primary purpose shall be for the public benefit, including but not limited to activities that result in improving the exchange of clinical and other health care information between providers within the community and other activities related thereto.

Article II: Nonmembership

This Corporation shall have no members.

Article III: Board of Directors

Section 1. Duties. The affairs of the Corporation shall be managed and controlled by the Board whose concern it shall be to establish goals and policies for the Corporation and maintain its financial integrity in compliance with applicable federal, state and local statutes, rules and regulations.

Section 2. Number and Qualifications. There shall be ten (10) Directors of the Corporation with two (2) Directors each representing five (5) stakeholder groups of clinician providers, hospitals, health plans, purchasers, and consumers.

Section 3. Term. The term of office for Directors shall be two years with the terms of half of the directors expiring in alternate years. A Director may be reappointed without limitation on the number of terms he or she may serve.

Section 4. Appointment of Directors. The Directors will be appointed by the Founders Council as described in Article IV.

Section 5. Removal of Directors. Any Director may be removed, with or without cause, by a vote of two-thirds of the Board.

Section 6. Vacancies. Vacancies on the Board will be filled by appointment by Founders Council as described in Article IV.

Section 7. Quorum and Action. A quorum at a board meeting shall be a majority of the number of Directors appointed to office immediately before the

meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the articles of incorporation, to sell assets not in the regular course of business, to merge or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8. Regular Meetings. Regular meetings of the Board shall be held at the time and place determined by the Board. No other notice of the date, time, place, or purpose of these meetings is required. An annual meeting will be held at a time and place set each year by the Board for the purpose of electing the Executive Committee, Corporation officers, and other business that shall be deemed necessary by the Board.

Section 9. Special Meetings. Special meetings of the Board shall be held at the time and place to be determined by the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director or personally or by telephone, e-mail, or by mail not less than two days prior to the special meeting.

Section 10. Meeting by Telecommunications. Any regular or special meeting of the Board may be held by telephone or telecommunications in which all Directors participating may hear comments by all other Directors.

Section 11. No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent. Any action required by law to be taken at a meeting of the Board or any action which may be taken at a Board meeting, may be taken with or without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV: Founders Council

Section 1. Duties. The Founders Council shall be responsible for (a) the selection and appointment of the Directors of the Corporation and (b) approval of changes to the bylaws of the Corporation.

Section 2. Number and Qualifications. There shall be up to ten (10) members (identified as "Founders") of the Founders Council. The ten organizations providing the largest financial support within the previous twelve months but at least \$50,000 to the Corporation in the form of contributions, grants, subscriptions fees and/or other service fees in support of the planning, development, operations and services of the Corporation shall be entitled to appoint a Founder representative. In the event that an eligible organization declines to appoint a Founder representative, the right to appoint a Founder shall pass to the next largest eligible organization.

Section 3. Term and Appointment. The term of office for Founders shall be for one (1) year or until the subsequent representatives to the Founders Council are appointed. A Founder may be reappointed by their organization without limitation on the number of terms he or she may serve as long as the organization is eligible to designate a Founder representative. An organization eligible to designate an appointee to the Founders Council may change the designated Founder representative at any time.

Section 4. Removal. Any Founder may be removed, with or without cause, by a vote of two-thirds of the other Founders.

Section 5. Vacancies. Vacancies on the Founders Council will be filled by appointment of a replacement Founder by the qualifying organization eligible to appoint a representative to the Founders Council.

Section 6. Quorum and Action. A quorum at a Founders Council meeting shall be seventy percent (70%) of the number of Founders appointed immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Founders present.

Section 7. Regular Meetings. An annual meetings of the Founders Council shall be held at the time and place determined by the Founders Council for the purpose of electing the selecting and appointing Directors of the Corporation.

Section 8. Special Meetings. Special meetings of the Founders Council shall be held at the time and place to be determined by the Founders Council or at the request of the Board to fill vacancies on the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Founder or personally or by telephone, e-mail, or by mail not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunications. Any regular or special meeting of the Founders Council may be held by telephone or telecommunications in which all Founders participating may hear comments by all other Founders.

Section 10. No Salary. Founders shall not receive salaries for their Council services, but may be reimbursed for expenses related to Council service.

Section 11. Action by Consent. Any action which may be taken at a Council meeting, may be taken with or without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Founders.

Article V: Committees

Section 1. Privacy and Security Committee. The Board shall appoint a Privacy and Security Committee of at least six individuals familiar with health

care privacy and security issues to advise the Board regarding such issues for programs and services offered by the Corporation. General meetings and deliberations of the Committee shall encourage the participation of interested parties. The Committee shall meet in closed session when discussing privacy and security issues related to specific organizations or individuals. The Committee shall periodically, but not less than annually, provide a report to the Board regarding Corporation privacy and security issues.

Section 2. Other Committees. The Board may establish other advisory or other Board committees as they deem necessary and desirable with such purposes, powers and duties as the Board may prescribe.

Section 3. Quorum and Action. A quorum at a committee meeting shall be a majority of appointed committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the committee members present.

Section 4. Limitations on the Powers of Committees. No committee may take any action beyond the scope of the authorities established by these Bylaws and the Board. No committee may authorize payment of the dividend or any part of the income or profit of the Corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of the Corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles or Bylaws.

Article VI: Officers

Section 1. Titles. The officers of this Corporation shall be the President, Vice President, Secretary, and Treasurer.

Section 2. Election. The Board shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy. A vacancy of President, Vice President, Secretary, or Treasurer which may occur between annual meetings shall be filled by the Board at the first regular meeting of the Board following the vacancy.

Section 4. Other Officers. The Board may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board.

Section 5. President. The President of the Board shall be the chief officer of the Corporation. The President shall have any other powers and duties as may be prescribed by the Board.

Section 6. Vice President. The Vice President shall preside over meetings of Board or Executive Committee when the President is unable to do so. The Vice President shall assume other duties as delegated by the President. The Vice President shall have any other powers and duties as may be prescribed by the Board.

Section 7. Secretary. The Secretary shall have overall responsibility for all record-keeping. The Secretary shall perform, or cause to be performed, the following duties; (a) official recordings of the minutes of all proceedings of the Board and Executive Committees' meetings and actions; (b) provision for notice of all meetings of the Board; (c) authentication of the records of the Corporation; and (d) any other duties as may be prescribed by the Board.

Section 8. Treasurer. The Treasurer shall have overall responsibility for all financial record-keeping of all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the Corporation; (b) deposit of all the names and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Committee; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial conditions of the Corporation to the Board; and (e) any other duties as may be prescribed by the Board of Directors.

Article VII: Corporate Indemnity

This Corp. will indemnify its officers and Directors to the fullest extent allowed by Oregon law.

Article VIII: Amendment to Bylaws

These Bylaws may be amended, and new Bylaws adopted by the Board by majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least fourteen (14) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. Such amendments must be ratified by a two-thirds vote of the Founders Council. Prior to the ratification of the amendment, each Founders Council member shall be given at least fourteen (14) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider ratifying an amendment to the Bylaws and shall contain a copy of the proposed amendment to be ratified.

ADOPTED BY THE BOARD OF DIRECTORS:

DATE _____

Background, Sources, Related Documents Appendix A

The MPHIE Mobilization Planning effort was commissioned and financed by the Oregon Business Council's Health Information Exchange Leadership Group. The project leadership team (Tiger Team) provided oversight and leadership in guiding the development of the planning included:

Andrew Davidson, Oregon Association of Hospital and Health Systems
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Jody Pettit, MD, Oregon Health Care Quality Corporation & Office for Oregon Health Policy and Research

The Mobilization Planning effort was staffed by Oregon Health Care Quality Corporation. Staff and sub-contractors who contributed to various portions of this report include:

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The Mobilization Planning effort builds upon the report to the Oregon Business Council (OBC) Data Exchange Group titled "Oregon Health Information Exchange Options" dated May 15, 2006 available at <http://www.q-corp.org/q-corp/images/public/pdfs/OR%20HIE%20Options.pdf>.

The Mobilization Planning effort report relies on a number of sources of information including published studies, publications and reports of major organizations involved in health information exchange, and information collected from other regional health information organizations (RHIOs) and health

information exchanges (HIEs) and interviews and discussion with clinicians and other stakeholders in the community.

Key Mobilization Planning documents include

- MPHIE Final Report
- Metropolitan Portland Area Health Care Environment.
- MPHIE Technology Plan.
- MPHIE Privacy and Security Assessment.
- MPHIE Governance Plan.
- MPHIE Business Plan.
- MPHIE Operations Plan.