

AMENDED AND RESTATED BY-LAWS

of

Taconic Health Information Network and Community, Inc.

(doing business as THINC, Inc.)

A New York Not-for-Profit Corporation

(Adopted _____, 2009)

Amended by Board Vote: September 2, 2009

ARTICLE I

NAME; PURPOSE

Section 1. Name. The name of this corporation shall be Taconic Health Information Network and Community 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. Currently, such purposes are to support and advance the use of healthcare information technology for the benefit of the people of the Hudson Valley region of New York State, through, among other things, sponsorship of a secure clinical information data exchange (the "CIDE") that will enhance public safety and welfare, reduce data errors and facilitate the ability of government entities to monitor health trends.

ARTICLE II

MEMBERS

Section 1. Number, Election, Term of Office, Removal and Resignation.

(a) Number and Election. The Corporation shall have at least five (5) but no more than eleven (11) members (the "Members" and collectively, the "Membership"), and the number of Members shall be the same as the number of Directors of the Corporation. The Membership shall be composed of the Directors of the Corporation.

(b) Term of Office. The term of office of each Member shall be coterminous with that person's tenure as a Director of the Corporation. For the avoidance of doubt, a person's removal or resignation from the Board of Directors shall automatically effect a simultaneous removal or resignation, as the case may be, of such person from the Membership.

(c) Vacancies. Any vacancy in the Membership shall be automatically filled by virtue of the filling of the corresponding vacancy on the Board of Directors.

Section 2. Annual Meeting. The annual meeting of the Membership shall be held at such date, time and place as shall be designated by the Board and shall be on the same date and at the same place as the annual meeting of the Board and immediately preceding the meeting of the Board.

Section 3. Regular Meetings. Regular meetings of the Membership shall be held on such dates and at such times and places as may be determined by the Membership.

Section 4. Special Meetings. Special meetings of the Membership may be held at any time and place upon the call of the Chairperson or of any two (2) Members.

Section 5. Notice. Notice of the date, time and place of each meeting of the Membership, and, in the case of a special meeting, the purpose of such special meeting, shall be given to each Member, at least ten (10) days before the meeting. Electronic notice, at the stated preference of the Member, is recognized as adequate.

Section 6. Waiver of Notice. Notice of meeting need not be given to any Member who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Member 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 7. Quorum and Vote. A majority of the Members, represented in person or by proxy, shall constitute a quorum at any regular meeting. 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. Once a quorum is established, subsequent withdrawal of individuals to less than a quorum shall not affect the validity of any subsequent action taken at the meeting. Except as otherwise required by the New York Not-for-Profit Corporation Law (the "N-PCL"), approval of any matter before the Membership by a majority of the Members present at the applicable meeting shall constitute approval of the applicable matter by the Membership.

Section 8. Organization. The Chairperson of the Corporation shall preside at all meetings of the Membership or, in the absence of the Chairperson, a chairperson of the meeting shall be chosen by the Members present. The Secretary of the Corporation 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 9. Place of Meetings. The Membership may hold its meetings at such place or places within or without the State of New York as the Membership may from time to time determine.

Section 10. 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 meeting.

Section 11. Participation by Telephonic Communication. Any one or more Members may participate in a meeting of the Membership 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.

Section 12. Proxies. Every Member entitled to vote at a meeting of Members may vote by proxy, which proxy must be signed by the Member. No proxy shall be valid after the expiration of three (3) months unless otherwise provided in the proxy.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors of the Corporation (the "Board of Directors" or the "Board") shall manage and control the affairs and property of the Corporation. All corporate powers, except 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. Number. The number of Directors which shall constitute the entire Board shall not be less than five (5) nor more than eleven (11). If the number of the Directors is decreased, each Director in office shall serve until his term expires. Any increase in the number of the Directors shall be deemed to create vacancies to be filled in the manner provided in these By-Laws.

Section 3. Qualifications. Each Director of the Corporation shall be a natural person of at least eighteen years of age, of good moral character and who enjoys a good reputation in the community, and who, by his or her experience, community interest, or prior action, demonstrates a willingness to devote time and talent to the affairs of the Corporation and to exercise his or her judgment with undivided loyalty to the Corporation. In addition:

(a) at least two Directors will be physicians whose practice is located in the Hudson Valley;

(b) at least one Director will be a member with decision making authority of the management team of a Hudson Valley hospital;

(c) at least one Director will be a member of the management team with decision making authority of a Hudson Valley safety net provider (such as a federally qualified health center);

(d) at least one Director will have substantial experience and expertise in issues of specific interest to healthcare consumers;

(e) at any time at which the number of Directors constituting the entire Board shall be more than five, at least one Director will have substantial experience and expertise with the specific interests of the business community; and

(f) at any time at which the number of Directors constituting the entire Board shall be more than six, at least one Director will be a local public health official.

Section 4. Election and Terms of Directors. Directors shall be elected at annual meetings of the Members. The term of office of each Director shall be one year, provided, however, that each Director shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. No Director may be re-elected to office for more than six full successive terms.

Section 5. Vacancies. Vacancies howsoever arising may be filled by vote of the Board of Directors, at any regular or special meeting of the Board of Directors. Directors elected pursuant to this Section shall serve until the next Annual Meeting of the Board of Directors and, in each case, until his or her successor shall have been elected and qualified, subject however, to such replacement Director's earlier death, resignation or removal.

Section 6. Removal. Any Director may be removed, with or without cause, by a vote of Directors constituting a majority of the entire Board. Cause shall include, but not be limited to: (i) failure of a Director to maintain the qualifications which he or she possessed upon such Director's initial election to the Board; and (ii) absence from three (3) consecutive Board meetings without a valid excuse.

Section 7. Resignation. Any 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.

Section 8. 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.

Section 9. Conflict of Interest. Directors shall exercise good faith in all transactions touching upon their duties as to the Corporation and its property. No Director shall use his or her position, or knowledge gained therefrom, in any way that might give rise to a conflict between the interest of the Corporation and that of the individual Director. The Board of Directors shall adopt a conflict of interest policy, and each Director and officer of the Corporation shall agree in writing to be bound thereby as a prerequisite to his or her qualification as a Director or officer, as the case may be.

ARTICLE IV

MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board shall be held at such date, time and place as shall be designated by the Board.

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 and Vote. A majority of the Directors then in office shall constitute a quorum at any regular meeting. 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. Once a quorum is established, subsequent withdrawal of individuals to less than a quorum shall not affect the validity of any subsequent action taken at the meeting. Except as otherwise required by the N-PCL, approval of any matter before the Board by a majority of the Directors present at the applicable meeting shall constitute approval of the applicable matter by the Board.

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.

Section 11. Proxies. Directors may not vote by proxy.

ARTICLE V

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 must be a Director.

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 or the Secretary of the Corporation. 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 VI

COMMITTEES

Section 1. Committees of the Board.

(a) Audit Committee. The Corporation shall have an Audit Committee, which shall consist of three directors and 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) Power to Constitute Additional Committees of the Board. In addition, the Board may, by resolution adopted by a majority of its members, designate from among its members an executive committee, consisting of two Directors in addition to the Chairperson who shall be a voting member *ex officio* of the executive committee, and any other standing committees, each consisting of three or more Directors. Any such standing committee shall have the authority of the Board only to the extent provided in the Board's authorizing resolution and only to the extent provided by statute, the Certificate of Incorporation and these By-Laws. By vote of a majority of the Board, special committees may also be created and shall have only such powers as are specifically delegated by the Board. Members of such special committees shall be appointed by the Chairperson, with the consent of the Board. A majority of the members of each such created committee, special or standing, may determine its action and fix the time and place of its meetings unless the Board shall otherwise provide. The Board shall have power at any time to fill vacancies in, to change the membership of, and to dissolve any such committee.

Section 2. Committees of the Corporation. The Corporation shall have the following committees: a Consumer and Privacy Committee, a Clinical and Quality Committee, a Technology and Security Committee, and a Public Health Committee. In addition, the Board may, on recommendation of the Chairperson and by resolution adopted by a majority of the entire Board, appoint other committees of the Corporation.

Each committee of the Corporation shall consist of three (3) or more individuals, at least of one of whom shall be a Director.

(a) Consumer and Privacy Committee. The Consumer and Privacy Committee shall review and make recommendations to the Board regarding the Corporation's privacy initiatives and activities, and shall advise the Board as to other matters affecting the integrity and use of the personal health information processed through the CIDE.

(b) Clinical and Quality Committee. The Clinical and Quality Committee shall make recommendations to the Board with respect to the Corporation's strategies and programs regarding quality improvement, including provider incentives, quality measurement and clinician adoption and use of healthcare information technology.

(c) Technology and Security Committee. The Technology and Security Committee shall review and make recommendations to the Board with respect to the Corporation's security policies and the technical aspects of the overall design and specifications of the architecture, applications and interoperability features of the CIDE.

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

Section 3. Election; Term. Committee members shall be elected at the annual meeting of the Board. 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. All committees shall serve at the pleasure of the Board, and the Board may at anytime remove or replace a committee member with or without cause, or expand a committee, to the extent consistent with these By-Laws.

Section 4. 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 5. Chairpersons of Committees. The Board shall appoint the chairperson of each committee.

Section 6. 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 7. 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 8. 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.

Section 9. Minutes. Each committee shall maintain minutes of its meetings.

ARTICLE VII

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 VIII

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 IX

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, all minutes of the meetings of the Board, and all minutes of the meetings of the Members.

ARTICLE X

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 XI

FISCAL YEAR

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

ARTICLE XII

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 XIII

AMENDMENTS

These By-Laws and the Certificate of Incorporation may be amended or repealed and new By-Laws and a new Certificate of Incorporation adopted at any regular meeting of the Members or at any special meeting called for that purpose, provided that notice of any such proposed amendment, repeal or adoption of By-Laws or Certificate of Incorporation shall have been given to each Member at least twenty days prior to such

regular or special meeting and that a copy of the proposed amendment or new By-Laws or new Certificate of Incorporation shall have been mailed to each Member with the notice of the meeting.

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