

**WRITTEN CONSENT  
IN LIEU OF THE ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF OPENMRS1, LIMITED**

Pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, and the Articles of Incorporation of OpenMRS1, Limited (the "Corporation"), the undersigned, being all of the initial directors of the Corporation, hereby waive notice of the time, place, and purpose of a meeting of the Board of Directors of the Corporation, consent to the adoption of and vote in favor of the following resolutions, and direct the Secretary of the Corporation to place a copy of this written consent in the minute book of the Corporation.

RESOLVED, that the Board of Directors of the Corporation, hereby approves and adopts the Bylaws of OpenMRS1, Limited (the "Bylaws"), in their entirety as set forth in the Bylaws in substantially the form attached hereto as Exhibit A.

RESOLVED, that the Board of Directors of the Corporation hereby approves and adopts the Conflict of Interest Disclosure form, consistent with the Corporation's Conflict of Interest policy outlined in Article VI of the Corporation's Bylaws, in substantially the form attached hereto as Exhibit B.

RESOLVED, that each of the following persons is elected to the office opposite his or her name to serve through December 31, 2013, or until his or her successor is elected and qualified pursuant to the Bylaws:

<u>William Tierney</u>	Chair
<u>Joaquín Blaya</u>	Vice Chair
<u>Dawn Smith</u>	Secretary
<u>Dawn Smith</u>	Treasurer
<u>Paul Biondich</u>	Executive Director

RESOLVED, that the Board of Directors of the Corporation hereby amends and restates the Corporation's Articles of Incorporation in their entirety as set forth in the Amended and Restated Articles of Incorporation of OpenMRS1, Limited, in the form attached hereto as Exhibit C.

RESOLVED, that the officers of the Corporation are authorized and directed to take whatever actions are appropriate or desirable, including the filing of Articles of Amendment with the Secretary of State of the State of Indiana, to effectuate the amendment and restatement of the Corporation's Articles of Incorporation as provided in the immediately preceding resolution.

RESOLVED, that the Board of Directors of the Corporation, hereby authorizes and directs the officers of the Corporation, with the assistance of the Corporation's legal counsel, Faegre Baker Daniels LLP, to cause the filing of applications for exemption from federal, state, and local taxes on behalf of the Corporation, and to take such other actions as are appropriate or necessary in this regard.

RESOLVED, that the Board of Directors of the Corporation, pursuant to Article VII of the Bylaws of the Corporation, hereby designates the Executive Director and the Treasurer of the Corporation, each individually, to sign all checks, drafts, and other orders for the payment of money on behalf of the Corporation, to enter into any contract, to execute any instrument, and to undertake on behalf of the Corporation the other actions set forth in such Article VII.

Upon execution of a counterpart of this written consent by each of the directors of the Corporation, the foregoing actions shall have effect and validity as though taken by unanimous action of the Board of Directors of the Corporation at a meeting of said directors duly called and legally held.

Date: 3/16/12

W M Tierney MD  
Signature

WILLIAM M. TIERNEY, MD  
Printed Name

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**BYLAWS  
OF  
OPENMRS1, LIMITED**  
*[Adopted— WMT—]*

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ARTICLE I

GENERAL

Section 1. Name. The name of the corporation is OpenMRS1, Limited (the “Corporation”).

Section 2. Address. The post office address of the Corporation’s initial registered office is 410 West 10th Street, Suite 2000, Indianapolis, Indiana 46202. The initial registered agent in charge of the initial registered office is Dawn C. Smith.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors (the “Board”) shall have the number of members, not less than five and not more than nine, as designated by resolution of the Board from time to time. When not so designated, the number of directors shall be five. At all times, a majority of the Corporation’s directors shall be persons appointed by the Supported Organizations (as identified in the Articles of Incorporation) or designated by their offices with the Supported Organizations.

Section 2. Terms and Qualifications. Beginning with the initial members of the Board, as identified below, there shall be two classes of directors: Appointed Directors and At-Large Directors, as further described below. Each class shall have the same rights regarding approval of actions and other matters (except as specifically provided in the Articles of Incorporation and these Bylaws). The names of the members of the initial Board, who shall serve for terms as specified below in these Bylaws, are as follows:

APPOINTED DIRECTORS

<u>Name</u>	<u>Term to Expire:</u>
William Tierney	December 31, 2015
Christopher Bailey	December 31, 2015
Aamir Khan	December 31, 2015

AT-LARGE DIRECTORS

<u>Name</u>	<u>Term to Expire:</u>
Joaquin Blaya	December 31, 2014
Mitchell Baker	December 31, 2014

The term of each member of the initial Board shall extend through the specified term, and until his or her successor is appointed (or elected) and qualified. Following or preceding the expiration of the term of a director (including the initial members of the Board), the directors shall be appointed and elected as follows:

- (a) Appointed Directors. The Supported Organization(s) shall appoint one or more members of the Board provided that the total number of directors so appointed comprises a majority of the Board (an "Appointed Director").

Other than the initial directors, who shall serve for the terms outlined above, each Appointed Director shall serve for a term of three years, and until his or her successor is appointed and qualified. An Appointed Director may serve no more than three terms (whether such terms are consecutive or non-consecutive).

- (b) At-Large Directors. The remaining members of the Corporation's Board of Directors (the "At-Large Directors") shall be elected by the directors then in office (both Appointed and At-Large Directors, whose terms have not expired). The Board shall strive to elect At-Large Directors from amongst the Corporation's community with at least one of the At-Large Directors coming from the community of implementers. Such individuals shall have actively participated in the direct implementation of the records system with experience "on the ground" and in health care settings. With the exception of the initial directors, who shall serve for the terms outlined above, each At-Large Director shall serve for a term of three years (or such other term as prescribed by the Board at the time of election) and until his or her successor is elected and qualified. An At-Large Director may serve no more than three terms (whether such terms are consecutive or non-consecutive).

Section 3. Quorum and Approval of Actions. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board. Unless otherwise provided in the Articles of

Incorporation or these Bylaws, the approval of two-thirds of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Regular Meetings. The Board may hold regular meetings, as fixed by these Bylaws or by resolution of the Board, for the purpose of transacting such business as properly may come before the Board. Such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 5. Special Meeting. Notwithstanding the provision for regular meetings of the Board, the Board of Directors may hold special meetings for any lawful purpose upon not less than two days' notice, as described in these Bylaws, upon call by the Chair of the Corporation or by not less than twenty percent (but not fewer than two) of the members of the Board of Directors then in office. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6. Notice. Where required, oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board so that such notice is effective at least five days before the date of the meeting. The notice need not describe the purpose of the meeting. Oral notice shall be effective when communicated. A written notice transmitted by facsimile or electronic mail shall be effective when received. Any other written notice shall be effective at the earliest of the following:

- (a) When received;

- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice. Notice of a meeting may be waived in writing, signed by the director entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the director objects to considering the matter when the matter is presented.

Section 8. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other

during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of approval at a meeting and may be described as such in any document.

Section 10. Resignation, Removal, and Vacancies. An At-Large Director may voluntarily resign at any time by delivering to the Chair or Secretary his or her written notice of resignation. The resignation shall be considered accepted, and will become effective, when the notice is effective under Section 6 of this Article II, unless the notice specifies a later effective date. An At-Large Director may be removed from office or replaced at any time, with cause, by two-thirds of the directors present at a meeting at which a quorum is present. An At-Large Director so removed shall have thirty (30) days after receipt of notice of such removal to file a petition with the Secretary appealing the decision of the Board of Directors. A vacancy on the Board of Directors, whether created by removal or resignation of an At-Large Director, shall be filled by the Board, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.



An Appointed Director may voluntarily resign at any time by delivering to the Supported Organization his or her written notice of resignation. An Appointed Director may be removed from office or replaced at any time, with cause, by the appointing Supported Organization. A vacancy on the Board of Directors, whether created by removal or resignation of an Appointed Director, shall be filled by the Supported Organization that made the appointment, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

### ARTICLE III

#### OFFICERS

Section 1. In General. The officers of this Corporation shall be a Chair, a Vice Chair, an Executive Director, a Secretary, a Treasurer, and such other officers as the Corporation's Board of Directors may otherwise elect. An officer simultaneously may hold more than one office, with the exception of Chair and Vice Chair. Each officer shall be elected by the Board of Directors and shall serve for two years, or such other period as prescribed by the Board at the time of such election, and until the officer's successor is elected and qualified. An individual may serve as an officer for three consecutive terms but may serve any number of nonconsecutive terms. Except for the offices of Chair and Vice Chair, all officers may, but need not, be members of the Board. Any officer may be removed by the Board of Directors, with or without cause, by a two-thirds vote of the directors present at a meeting at which a quorum is present. Any vacancy occurring in any office shall be filled by the Board, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. Chair. The Chair shall be a member of the Board of Directors and preside at all meetings of the Board. The Chair shall provide overall leadership and direction to the Board and shall perform such other duties as the Board of Directors may prescribe.

Section 3. Vice Chair. The Vice Chair shall be a member of the Board of Directors and shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair and such other duties as the Board may prescribe.

Section 4. Executive Director. The Executive Director shall perform the duties usual to such position, including conducting all operational aspects of the Corporation. The Executive Director shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 5. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe.

Section 6. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All fees, notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the Executive Director, a statement of the financial condition of the Corporation and shall perform

the duties usual to such position and such other duties as the Board of Directors or Executive Director may prescribe.

Section 7. Other Offices. Each other officer of the Corporation may perform such duties as the Board of Directors, Chair, or Executive Director may prescribe.

#### ARTICLE IV

#### COMMITTEES

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by the directors then in office, designate two (2) or more directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board. At a minimum, the Executive Committee shall meet on a quarterly basis during the course of the Corporation's fiscal year.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board. A committee member appointed by the Board of Directors may be removed by the Board with or without cause.

## ARTICLE V

### INDEMNIFICATION

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article V to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed not to be opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that her or his conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article V.

#### Section 2. Definitions.

- (a) As used in this Article V, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding

and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

- (i) By reason of her or his being or having been a director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
  - (ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
  - (iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
- (b) As used in this Article V, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Article V, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making

of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article V and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s finding that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article V shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article V, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article V and insurance protecting the Corporation's directors, officers, employees, or other persons.

## ARTICLE VI

### **CONFLICT OF INTEREST**

Section 1. General Statement and Procedures. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial

manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

(b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(c) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(e) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a, director, officer, or employee of any other



nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Validity of Actions. The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

## ARTICLE VII

### CONTRACTS, CHECKS, LOANS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize two (2) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such banks or other depositories as the Board may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board shall determine.

#### ARTICLE VIII

#### AMENDMENTS

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors and any such amendments shall require approval of two-thirds of the directors present at a meeting at which a quorum is present.

OPENMRS1, LIMITED

CONFLICT OF INTEREST DISCLOSURE

Name: WILLIAM M. TIERNEY, MD

It is the policy of OpenMRS1, Limited (the "Corporation"), that each director, officer, and employee (if any) of the Corporation should provide an annual disclosure of actual or potential conflicts of interest that arise as a result of that person's role with the Corporation.

Pursuant to that policy, I acknowledge and attest that:

1. I have read and understand the Corporation's Conflict of Interest Policy (included in Article VI of the Corporation's Bylaws);
2. I am in compliance with the Corporation's Conflict of Interest Policy;
3. I am reporting below, or by attached list, all actual or potential conflicts of interest involving me, and of which I am aware, that arise as a result of my role with the Corporation;
4. I am reporting below, or by attached list, each position that I hold as a director, trustee, officer, or employee of any other nonprofit organization; and
5. I will report promptly any changes in the information reported herein or in any other matters that might affect compliance with the Corporation's Conflict of Interest Policy.

Wm Tierney MD  
Signature

3/16/12  
Date

**Actual or Potential Conflicts of Interest** (use additional sheets if necessary):

**Positions Held with Other Nonprofit Organizations** (including name of organization and position(s) held). Use additional sheets if necessary. In lieu of a separate listing here, you may attach a current resume, curriculum vitae, or professional biography that includes these positions.