

**AMENDED AND RESTATED BYLAWS Update 11.03.09  
OF  
CENTER FOR HEALTH VALUE INNOVATION**

**ARTICLE I  
CORPORATION**

**Section 1.01 Corporate Name.**

The name of the corporation shall be Center for Health Value Innovation (the “Corporation”).

**Section 1.02 Principal Office.**

The principal office and location of the Corporation shall be at such place in the State of Missouri as may be designated from time to time by the Board of Directors, as hereinafter described.

**Section 1.03 Registered Office and Registered Agent.**

The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

**Section 1.04 Purpose.**

The purpose of the Corporation is to operate exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time, or any corresponding provision of any future United States Internal Revenue law (the “Code”).

In particular, the Corporation’s primary purpose is to educate and inform consumers, employers, third-party payors, healthcare providers and others regarding the benefits of using value-based decision making for making decisions related to healthcare, including, without limitation, decisions regarding the receipt of, the provision of and the payment for healthcare services, all with the goal of developing healthier organizations and individuals. The Corporation plans to expand general understanding of the benefits of using value-based decision making in healthcare through the use of real-world models that test the effectiveness of value-based decision making in healthcare. The Corporation will make the results of its work available to consumers, employers, third-party payors, healthcare providers and others through articles published in peer-reviewed journals, through speeches to interested organizations, through seminars and other training opportunities and through the mainstream media.

**Section 1.05 Powers.**

The Corporation shall have the power to do all things necessary or convenient to carry out and further the affairs, activities and purposes of the Corporation, as more fully described in Section 355.131 of the Revised Statutes of Missouri.

**Section 1.06 Restriction on Use of Assets.**

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, and shall be subject to the following additional restrictions:

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(B) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Code.

(C) Notwithstanding any other provision contained herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 1.07 Distribution of Assets on Dissolution or Liquidation.**

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall so determine in accordance with the Nonprofit Corporation Law of Missouri or any other applicable law. Any such assets not so disposed of in accordance with the aforementioned procedure shall be disposed of by a court of competent jurisdiction in the county in which the principal office has been located, to such organization or organizations as such court shall determine which are organized and operated for such purposes.

**Section 1.08 Member, Officer, and Director Business Policy and Confidentiality Clause**

**All members of the Board of Directors, Board of Advisors, Industry Allies, and Special Advisors shall operate and perform under the Business Policy and Confidentiality Clause included as addenda to the By-Laws. For recourse on violation of these clauses of the corporation, please see section 2.19 in the by-laws. (revised 11.03.09 BOD minutes)**

**ARTICLE II**

**MEMBERS**

**Section 2.01 Membership.**

The Corporation shall have two (2) categories of Members: (a) Regular Members; and (b) Industry Ally Members (hereinafter sometimes referred to collectively as the "Members"). Except as otherwise specifically provided in these Bylaws to the contrary, the duties, rights and obligations of the Regular Members and the Industry Ally Members shall be identical.

**Section 2.02 Admission.**

Memberships shall be available to (a) those persons and organizations that are or represent employers, and (b) those persons and organizations that are in or represent the pharmaceutical industry, the health care industry, the health care finance industry, the health care benefits industry, or the government (at the federal, state or local level). Persons and organizations interested in becoming Members will be asked to file an application to become Members. If such person or organization desires to be a Regular Member and meet the eligibility criteria, if any, established by the Board of Directors for Regular Members, that person or organization shall become a Regular Member upon payment of the annual Regular Membership Fee, as established by the Board of Directors. If such person or organization desires to be an Industry Ally Member and meets the eligibility criteria, if any, established by the Board of Directors for Industry Ally Members, that person or organizations shall become an Industry Ally Member upon payment of the annual Industry Ally Membership Fee, as established by the Board of Directors.

**Section 2.03 Continuing Membership.**

(A) Subject to the provisions of Sections 2.17 and 2.18 of these Bylaws, a Regular Member of the Corporation shall be entitled to remain a Regular Member of the Corporation so long as he, she or it pays his, her or its annual Regular Membership Fee.

(B) Subject to the provisions of Sections 2.17 and 2.18 of these Bylaws, an Industry Ally Member of the Corporation shall be entitled to remain an Industry Ally Member of the Corporation so long as he, she or it pays his, her or its annual Industry Ally Membership Fee.

**Section 2.04 Annual Meetings.**

An annual meeting of Members shall be held one (1) time each year, on the date, at the time and at the place designated by the Board of Directors, for the purpose of electing Directors, as described below, and the transaction of such other business as may properly come before the meeting.

**Section 2.05 Regular Meetings.**

In addition to the Annual Meeting, the Members shall hold a Regular Meeting one (1) time each year on the date, at the time and at the place designated by the Board of Directors. The Members may provide, by resolution, for the holding of additional Regular Meetings of the Members.

**Section 2.06 Special Meetings.**

Special Meetings of the Members, for any purpose or purposes, unless otherwise prescribed by the laws of the State of Missouri or by the Articles of Incorporation, may be called by the President, by any member of the Board of Directors, or by persons or organizations representing at least five percent (5%) of the Members of the Corporation.

**Section 2.07 Notice of Meetings.**

(A) Notice of each Annual Meeting or Regular Meeting of the Members shall be given in writing and state the place, date, time and purpose or purposes of such meeting. A copy of the notice of any Annual Meeting or Regular Meeting shall be delivered by the President to each Member of record entitled to vote at such meeting, not less than thirty (30) nor more than sixty (60) days before the date of the meeting, by such means as the Board of Directors determines to be "fair and reasonable," as defined in R.S.Mo. §355.251.

(B) Notice of each Special Meeting of the Members shall be given in writing and state the place (either within or without the State of Missouri, as specified by the Board of Directors), date, time and purpose or purposes of such meeting. A copy of the notice of any Special Meeting of the Members shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such Special Meeting, either personally or by first class or registered mail, by the person or persons calling such Special Meeting to each Member of Record entitled to vote at such Meeting at such Member's address as it appears on the records of the Corporation. Such notice shall be given at the time when the same shall be personally delivered, or deposited in the United States Mail with postage thereon, as the case may be.

(C) When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

**Section 2.08 Waiver of Notice of Meetings.**

Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except when the Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Furthermore, any Member may waive the right to notice of any meeting by submitting a signed waiver of notice to the President whether before or after the meeting.

**Section 2.09 Other Means of Participation in Meetings.**

Any one or more Members may participate in a meeting of the Members 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 such means shall constitute presence in person at a meeting.

**Section 2.10 Quorum.**

The presence of ten percent (10%) or more of the total number of the Members entitled to vote at a meeting of the Members shall constitute a quorum of the Members for the transaction of any business at that meeting; provided that if less than that number of the Members is present at said meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

**Section 2.11 Manner of Acting.**

If a quorum is present, the vote of a majority of the Members present and entitled to vote at a meeting shall be the act of the Members, unless the vote of a greater number is required by law or the Articles of Incorporation.

**Section 2.12 Voting.**

Each Member of the Corporation shall have the right to cast one (1) vote on all matters requiring the vote of the Members. A Member may vote either in person or by written proxy executed by the Member or by his or her duly authorized attorney-in-fact; provided, however, all proxies are subject to the provisions of the Nonprofit Corporation Law of Missouri. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

**Section 2.13 Informal Action.**

Any action which is required to be or may be taken at a meeting of the Members may be taken without a meeting if consents, in writing, setting forth the actions so taken, are signed by all of the Members.

**Section 2.14 Cumulative Voting.**

The Members shall have no right to vote cumulatively in connection with the election of the Board of Directors or any other matter requiring the vote of the Members.

**Section 2.15 Transfers of Memberships.**

No Member of the Corporation may transfer his, her or its Membership in the Corporation or any right arising therefrom.

**Section 2.16 Personally Liability of Members.**

No Member of the Corporation shall be personally liable for the acts, debts, liabilities or obligations of the Corporation.

**Section 2.17 Resignation of Members.**

A Member of the Corporation may resign at any time upon written notice to the President or the Chairman.

**Section 2.18 Expulsion, Suspension, or Termination of Members.**

No Member of the Corporation may be expelled or suspended, and no membership or memberships in the Corporation may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. A procedure is fair and reasonable if it takes into consideration all of the relevant facts and circumstances. Any proceeding challenging expulsion, suspension or termination must be commenced within one (1) year after the effective date of the expulsion, suspension or termination. Notwithstanding anything to the contrary contained herein, (A) a Regular Member's Membership shall terminate automatically in the event the Regular Member fails to pay his, her or its annual Regular Membership Fee, within thirty (30) days after it is due, or (B) an Industry Ally Member's Membership shall terminate automatically in the event the Industry Ally Member fails to pay his, her or its annual Industry Ally Membership Fee, within thirty (30) days after it is due.

**Section 2.19 Violation of Policies of the Corporation**

Notwithstanding anything to the contrary contained in these Bylaws, in the event a member, director, or officer of the Corporation violates any of the terms or conditions of these Bylaws, the Policies of the Corporation (including, without limitation, the Conflict of Interest Policy and the Member, Director and Officer Business Activities Policy) (collectively, the "Policies"), and/or any Confidentiality Agreement or similar arrangement entered into by the Corporation (collectively, "Confidentiality Agreements"), such member, director, or officer may be expelled as a member, director, or officer upon the vote of a majority of the Directors of the Executive Board (excluding the director threatened with expulsion (if a director is being threatened with expulsion)) at a Special Meeting of the Executive Board of Directors call for that purpose. The member, director, or officer threatened with expulsion shall be given notice of such

Special Meeting as if he/she were a member of the Executive Board. Such member, director, or officer shall also be given an opportunity to speak to the Executive Board of Directors at such Special Meeting and present at such Special Meeting evidence in support of his/her continuation as a member, director, or officer. In addition, the Executive Board of Directors shall receive at such Special Meeting testimony and/or evidence from other members, directors, or officers in support of the expulsion of such member, director, or officer. Following the receipt of all such information, the Executive Board of Directors (excluding the director threatened with expulsion (if a director is being threatened with expulsion) shall vote, by secret ballot, regarding whether to expel such member, director, or officer. The decision of the Executive Board of Directors shall be final, binding, non-reviewable and non-appealable.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

##### **Section 3.01 Management of Corporation.**

The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors, in which Board of Directors there shall be vested all of the powers and authority enumerated below.

##### **Section 3.02 Powers.**

The property and affairs of the Corporation shall be managed by the Board of Directors.

(A) The Board of Directors shall have and is vested with the power and authority to supervise, control, direct and manage the property, affairs, and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for or on behalf of the Corporation and to exercise or cause to be exercised any of its powers, privileges or purposes, including, without limitation, the following:

- (i) Establishing eligibility criteria for the Members and of the Corporation;
- (ii) Establishing annual Membership Fees for the Members of the Corporation;
- (iii) Reviewing and approving or rejecting applications by individuals and organizations to become Members of the Corporation, as the case may be;
- (iv) Establishing Board Committees, Standing Committees and Ad Hoc Committees;

(v) Reviewing and approving, rejecting or modifying recommendations, reports and actions made or proposed by Standing Committees and Ad Hoc Committees;

(vi) Overseeing the fiscal operations of the Corporation;

(vii) Preparing and approving the annual Work Plan for the Corporation;

(viii) Preparing and approving the annual Operating and Capital Budgets for the Corporation; and

(ix) Oversee the performance of the Officers of the Corporation.

(B) The Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation, these Bylaws, or by a nonprofit public benefit corporation organized under the laws of the State of Missouri.

(C) The Board of Directors shall conduct the business and affairs of the Corporation in accordance with the law, the Articles of Incorporation and these Bylaws.

(D) The Board of Directors, or its designee, shall communicate, through written or electronic means, with all of the Members at least twice each calendar year regarding the work of the Corporation since the previous communication and any upcoming plans, events, programs or opportunities provided by or through the Corporation (or, at the request of a Member, a Member).

### **Section 3.03 Selection, Number, Qualifications and Tenure.**

(A) The Board of Directors of the Corporation shall consist of between three (3) and **thirty (30) people [amended July 8, 2009 at BOD meeting]** (each of whom must be either a Member or an employee of a Member), with the exact number of Directors being set by the then current Board of Directors, from time to time.

(B) The Members shall elect, at their Annual Meeting, the Board of Directors. In order to identify people who are willing and able to serve on the Board of Directors, no later than ninety (90) days prior to the Annual Meeting of the Members, the Board of Directors shall appoint an ad hoc Nominating Committee that will be responsible for developing a slate of candidates for election to the Board of Directors. This slate of candidates shall be completed prior to the mailing of and mailed with the Notice of Annual Meeting. All people elected to serve as Directors shall be elected based on their expertise and experience in developing value-based decision-making evidences and tools to assist organizations in making decisions that impact the health and health care of their employees.

(C) Among the initial group of Directors of the Corporation fifty percent (50%) of the Directors will be elected for a term of one (1) year and the balance of the Directors will be elected for a term of two (2) years. Thereafter, each Director shall serve two (2) years or until his/her successor shall have been duly elected and qualified. A Director may succeed himself/herself.

(D) The number and composition of the Board of Directors may be changed from time to time by amendment to these Bylaws duly made.

(E) As an individual leaves a Member company's employ, he/she will have the option to resign from the Board, or move to the category of "Director at Large." This "Director at Large" membership will last for a period of six (6) months, renewable up to a period of 12 months total, at the discretion of the Board. If the individual is a titled officer, his/her membership status will be determined by the Executive Board. After 1 year, should the person remain on the board, there will be a nominal fee charged to the person as a single Board member at large. If the person joins another company during the Board tenure of 6 months or 12 months as stated above, then the company must join the Board at the approved rate and the person will represent the newly-joined company. [amended 11.3.09 BOD minutes]

#### **Section 3.04 Annual Meeting.**

The Annual Meeting of the Board of Directors shall be held one (1) time each year at the date, at the time and at the place designated by the Board of Directors. Said Annual Meeting shall be held for the purpose of electing new officers and for the transaction of such other business as may come before the meeting. If the election of new officers shall not be held on the date designated for any Annual Meeting or at any adjournment thereof, the Board of Directors shall cause such election to be held at a special meeting of the Board of Directors as soon thereafter as convenient.

#### **Section 3.05 Regular Meetings.**

In addition to the Annual Meeting, the Board of Directors shall hold three (3) Regular Meetings each year, on the date, at the time and at the place designated by the Board of Directors. The Board of Directors may provide, by resolution, for the holding of additional Regular Meetings of the Board of Directors.

#### **Section 3.06 Special Meetings.**

Special Meetings of the Board of Directors may be called by the President or a Director at such time and place as shall be designated by the person calling such Special Meeting.

#### **Section 3.07 Notice of Meetings.**

Notice of each meeting of the Board of Directors shall be given in writing and state the place, date, time and purpose or purposes of such meeting. A copy of the notice of any meeting of the Board of Directors shall be delivered by the President to each Director not less than two (2) days before the date of the meeting, by such means as the Board of Directors (or the Director calling such meeting) determines to be fair and reasonable. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

**Section 3.08 Waiver of Notice of Meetings.**

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Furthermore, any Director may waive the right to notice of any meeting by submitting a signed waiver of notice to the President whether before or after the meeting.

**Section 3.09 Other Means of Participation in Meetings.**

Any one or more Directors may participate in a meeting of the Board of Directors 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 such means shall constitute presence in person at a meeting.

**Section 3.10 Quorum.**

The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that if less than that number of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 3.11 Manner of Acting.**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required under the Articles of Incorporation, these Bylaws, or under any applicable laws of the State of Missouri.

**Section 3.12 Informal Action.**

Any action which is required to be or may be taken at a meeting of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors then in office.

**Section 3.13 Resignation of Directors.**

A Director of the Corporation may resign at any time upon written notice to the President.

**Section 3.14 Removal.**

~~A member of the Board of Directors may be removed, with or without cause, by a vote of a sufficient number of Members to elect the Director at a meeting to elect Directors. Such removal shall be effective upon the occurrence of such vote at any regular or annual meeting or at any special meeting called for that purpose. (See section 2.19)~~ **Section 2.19 and below, [amended and adopted 11.3.09 BOD]**

**Confidentiality Clause**

Notwithstanding anything to the contrary contained in these Bylaws, in the event a member, director, or officer of the Corporation violates any of the terms or conditions of these Bylaws, the Policies of the Corporation (including, without limitation, the Conflict of Interest Policy and the Member, Director and Officer Business Activities Policy) (collectively, the "Policies"), and/or any Confidentiality Agreement or similar arrangement entered into by the Corporation (collectively, "Confidentiality Agreements"), such member, director, or officer may be expelled as a member, director, or officer upon the vote of a majority of the Directors of the Executive Board (excluding the director threatened with expulsion (if a director is being threatened with expulsion)) at a Special Meeting of the Executive Board of Directors call for that purpose. The member, director, or officer threatened with expulsion shall be given notice of such Special Meeting as if he/she were a member of the Executive Board. Such member, director, or officer shall also be given an opportunity to speak to the Executive Board of Directors at such Special Meeting and present at such Special Meeting evidence in support of his/her continuation as a member, director, or officer. In addition, the Executive Board of Directors shall receive at such Special Meeting testimony and/or evidence from other members, directors, or officers in support of the expulsion of such member, director, or officer. Following the receipt of all such information, the Executive Board of Directors (excluding the director threatened with expulsion (if a director is being threatened with expulsion) shall vote, by secret ballot, regarding whether to expel such member, director, or officer. The decision of the Executive Board of Directors shall be final, binding, non-reviewable and non-appealable.

**Section 3.15 Vacancies.**

Any vacancy occurring among the members of the Board of Directors, whether by reason of death, resignation, removal (see section , disqualification, or otherwise, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled for the unexpired term of the vacant office by a vote of the majority of the remaining members of the Board of Directors at any annual or regular meeting, or at any special meeting called to select such Directors, subject to the provisions of these Bylaws relating to qualification and selection.

**ARTICLE IV**

## **BOARD COMMITTEES**

The Board of Directors shall have the power to establish and designate, by resolution of the Board of Directors, such committees of the Board of Directors (“Board Committees”) as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Corporation and to delegate to such Board Committees those powers which, in its discretion, it feels are necessary or desirable, except to the extent limited by these Bylaws, the Articles of Incorporation of the Corporation, or the Nonprofit Corporation Law of Missouri. A majority of the members of any such Board Committee shall constitute a quorum thereof, and no acts of any such Board Committees shall be valid unless approved by the affirmative vote of the majority of the members of such Board Committee present at a meeting at which a quorum is present. Any Board Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors from time to time. Any such Board Committee shall meet whenever necessary upon no less than two (2) days prior written notice to all of its members.

## **ARTICLE V**

### **STANDING COMMITTEES**

#### **Section 5.01 Establishment.**

The Board of Directors shall have the power to establish and designate such standing committees (“Standing Committees”) as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Corporation. At present, the Board of Directors has established and designated the following Standing Committees:

- (A) Finance and Governance Committee;
- (B) Membership and Outreach Committee; and
- (C) Health Value Evidence Committee.

#### **Section 5.02 Responsibilities of Standing Committees.**

In general, each Standing Committee shall be responsible to provide the Board of Directors with the following information: (i) a quarterly report summarizing such Standing Committee’s activities during the prior quarter; (ii) an annual report summarizing such Standing Committee’s activities during the prior year; (iii) an annual plan outlining such Standing Committee’s goals and planned activities for the upcoming year, including an annual budget, and an action plan with implementation steps, evaluation steps and measurable objectives; (iv) a copy of all notices of meetings of such Standing Committee; and (v) a copy of the Minutes of all meetings of such Standing Committee.

**Section 5.03 Membership of Standing Committees.**

Each Standing Committee shall be comprised of such Members of the Corporation and such employees of the Members of the Corporation as are interested in working with other members of the Standing Committee in fulfilling its duties and responsibilities.

**Section 5.04 Leadership.**

The Chairman of each Standing Committee shall be appointed by the Board of Directors from among its members. The members of each Standing Committee shall be responsible for electing, from among the members of the Standing Committee, a Secretary/Recorder of the Standing Committee (the Chairman and Secretary/Recorder of the Standing Committee shall be referred to as the "Leadership Team").

(A) The Chairman of the Standing Committee shall be responsible for chairing the meetings of the Standing Committee, coordinating, with the President, the distribution of Notices of Meetings of the Standing Committee and directing the Standing Committee's efforts to fulfill its duties and responsibilities.

(B) The Secretary/Recorder of the Standing Committee shall be responsible for recording the minutes of the meetings of the Standing Committee.

The Chairman of a Standing Committee shall serve at the pleasure of the Board of Directors. The Secretary/Recorder of a Standing Committee shall serve a term of one year or until his/her successor shall have been duly elected and qualified. The Secretary/Recorder of a Standing Committee may succeed himself/herself as Secretary/Recorder.

**Section 5.05 Meetings.**

Meetings of Standing Committees may be called by the Chairman of such Standing Committee or by the persons constituting at least five percent (5%) of the members of the Standing Committee at such time and place as shall be designated by the person or persons calling the Meeting.

**Section 5.06 Notice of Meetings.**

Notice of each meeting of a Standing Committee shall be given in writing and state the place, date, time and purpose or purposes of the meeting. A copy of the notice of any such meeting shall be delivered by the President to each member of the Standing Committee not less than ten (10) nor more than sixty (60) days before the date of the meeting, by such means as the member(s) of the Standing Committee calling such Meeting determine to be fair and reasonable. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

**Section 5.07 Other Means of Participation in Meetings.**

Any one or more of the members of a Standing Committee may participate in a meeting of the Standing Committee 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 such means shall constitute presence in person at a meeting.

**Section 5.08 Quorum.**

The presence of at least ten percent (10%) of the members of a Standing Committee shall constitute a quorum for the transaction of business at any meeting of that Standing Committee; provided that if less than that number of the members of the Standing Committee are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 5.09 Manner of Acting.**

The act of a majority of the members of a Standing Committee present at a meeting at which a quorum is present shall be the act of the Standing Committee, unless the act of a greater number is required under the Articles of Incorporation, these Bylaws, or under any applicable laws of the State of Missouri.

**Section 5.10 Informal Action.**

Any action which is required to be or may be taken at a meeting of a Standing Committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all members of the Standing Committee.

**Section 5.11 Resignation of Members of Leadership Team.**

A member of the Leadership Team of a Standing Committee of the Corporation may resign at any time upon written notice to the President.

**Section 5.12 Removal.**

The Chairman of a Standing Committee may be removed, with or without cause, by the ~~Board of Directors~~ majority vote of the Executive Committee (see section 2.19). The Secretary/Recorder of a Standing Committee may be removed, with or without cause, by a vote of a sufficient number of members of the ~~Standing Committee~~ Executive Committee (see section 2.19) to elect him or her to such position. Such removal shall be effective upon the occurrence of such vote at any meeting of the Executive Committee called for that purpose. [amended within the revisions of section 2.19, BOD minutes 11.03.09]

**Section 5.13 Vacancies.**

A vacancy in the Chairman of a Standing Committee, whether by reason of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors. Any vacancy in the Secretary/Recorder of a Standing Committee, whether by reason of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired term of the vacant office by a vote of the members of that Standing Committee.

**ARTICLE VI**

**AD HOC COMMITTEES**

**Section 6.01 Establishment.**

The Board of Directors shall have the power to establish and designate such ad hoc committees (“Ad Hoc Committees”) as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Corporation.

**Section 6.02 Designation of Ad Hoc Committees.**

~~At present,~~ the Board of Directors has established and designated the Nominating Committee as the ~~sole~~ first Ad Hoc Committee of the Corporation.

**Section 6.03 Responsibilities of Nominating Committee.**

In general, the Nominating Committee shall be responsible for developing a slate of candidates willing and able to serve on the Board of Directors.

**Section 6.04 Membership of Nominating Committee.**

The Nominating Committee shall be comprised of such Members of the Corporation, such employees of the Members of the Corporation and such employees of the Corporation as designated by the Board of Directors, provided, however, that the number of members of the Nominating Committee shall be no less than the number of Directors to be elected.

**Section 6.05 Leadership.**

The Board of Directors shall select, from among the members of the Nominating Committee, a member of the Nominating Committee to serve as Chairman of the Nominating Committee.

**Section 6.06 Meetings.**

Meetings of the Nominating Committee may be called by the Chairman of the Nominating Committee or by any member of the Nominating Committee at such time and place as shall be designated by the person or persons calling the meeting.

**Section 6.07 Notice of Meetings.**

Notice of each meeting of the Nominating Committee shall be given in writing and state the place, date and time of the meeting. A copy of a notice of any such meeting shall be delivered by the President to each member of the Nominating Committee not less than two (2) nor more than ten (10) days before the date of the meeting, by such means as the member(s) of the Nominating Committee calling such meeting determined to be fair and reasonable. When a meeting is adjourned to another place or time, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

**Section 6.08 Other Means of Participation in Meetings.**

Any one (1) or more of the members of the Nominating Committee may participate in a meeting of the Nominating Committee 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 such means shall constitute presence in person at a meeting.

**Section 6.09 Quorum.**

The presence of a majority of the members of the Nominating Committee shall constitute a quorum for the transaction of business of the Nominating Committee.

**Section 6.10 Manner of Acting.**

The act of a majority of the members of the Nominating Committee present at a meeting at which a quorum is present shall be the act of the Nominating Committee, unless the act of a greater number is required in the Articles of Incorporation, these Bylaws, or under applicable laws of the State of Missouri.

**Section 6.11 Informal Action.**

Any action which is required to be or may be taken at a meeting of the Nominating Committee will be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all members of the Nominating Committee.

**Section 6.12 Disbanding of Nominating Committee.**

The Nominating Committee shall function until such time as it has completed and distributed the full slate of candidates for an upcoming election of the Board of Directors. Thereafter, the Nominating Committee shall be disbanded, until such time as it is re-established by the Board of Directors in preparation for another election of members of the Board of Directors.

**Section 6.13 The Board establishes the Ad Hoc Committee of Government Relations: Evidence and Outreach.**

This Committee will be chaired by a Special Advisor, who will recommend members to the Nominating Committee for approval. The length of service and composition of members on this committee will be determined by the Governance Committee, with a minimum 1 year of service to coincide with Board Membership-Outreach Committees. It will report to the Membership-Outreach Committee, amplifying the mission of the Center. It will act in accordance as the other ad hoc committees, with the same rules and regulations as discussed in sections 6.3 through 6.12. The role of the Government Relations committee will be to communicate the findings, evidence, and other such information as directed by the Board of the Organization and its Communication committee to those persons and agencies designated by the Executive Committee and/or Board of Directors. [amended 1.30.08]

**ARTICLE VII**

**OFFICERS**

**Section 7.01 Officers.**

The officers of the Corporation shall be a Chairman, President, one or more Vice Presidents and a Secretary/Treasurer. Such officers shall have the authority to and shall perform the duties prescribed, from time to time, by the Board of Directors. No two or more offices may be held by the same person. All officers must be members of the Board of Directors.

**Section 7.02 Election and Term of Office.**

All officers of the Corporation shall be elected by the Board of Directors at its Annual Meeting; provided, however, that each Chairman of a Standing Committee shall also be deemed a Vice President of the Corporation. All officers shall be elected for one (1) year terms, provided that each Vice President shall hold such office as long as he/she is the Chairman of a Standing Committee.

**Section 7.03 Resignation of Officers.**

Any officer of the Corporation may resign at any time upon written notice to the Board of Directors.

**Section 7.04 Removal.**

Any officer may be removed, with or without cause, by the ~~Board of Directors~~. **Executive Committee, pursuant to the roles and regulations described in section 2.19 of the Bylaws.**

**Section 7.05 Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by the Board of Directors.

**Section 7.06 Chairman.**

The Chairman shall be the senior executive officer of the Corporation. In such role, the Chairman shall perform the following functions: (a) Chair all meetings of the Corporation's Board of Directors; and (b) perform such other duties and have such other responsibilities that shall be assigned to him/her from time to time by the Board of Directors.

**Section 7.07 President.**

The President shall be chief executive officer of the Corporation. In such role, the President shall perform the following functions: (a) sign any and all contracts on behalf of the Corporation; and (b) perform such other duties and have such other responsibilities as shall be assigned to him/her from time to time by the Board of Directors.

**Section 7.08 Vice Presidents.**

Each Vice President shall (a) serve as Chairman of one of the Standing Committees; and (b) perform such other duties and have such other responsibilities as shall be assigned to him/her from time to time by the Board of Directors.

**Section 7.09 Secretary/Treasurer.**

The Secretary/Treasurer shall (a) keep the minutes of the Members meetings and of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and the seal of the Corporation; (d) see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (e) keep a register of the post office address of each Member which shall be furnished to the Secretary/Treasurer by such member; (f) have charge and custody of and be responsible for all funds and securities of the Corporation; (g) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (h) perform all other duties incident to the

office of Secretary/ Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 7.10 Delegation of Authority.**

The Board of Directors may from time to time delegate any of the functions, powers, duties, and responsibilities of any officer elected by the Board of Directors to any agent or employee of the Corporation or other responsible person. In the event of such delegations the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

**Section 7.11** The Board of Directors assigned personnel, member and officer issues, including consequences of non-disclosure adherence, to the Executive Board on November 3, 2009. See section 2.19 of the By-Laws.

**ARTICLE VIII**

**GENERAL PROVISIONS**

**Section 8.01 Fiscal Year.**

The fiscal year of the Corporation shall commence January 1 and expire December 31.

**Section 8.02 Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 8.03 Checks, Drafts, etc.**

All checks, drafts or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or his designee.

**Section 8.04 Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 8.05 Gifts.**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

**Section 8.06 Certain Loans Prohibited.**

The Corporation shall not make any loan to any Member, Director or Officer of the Corporation.

**Section 8.07 Books and Records.**

The Corporation shall keep correct and complete books and records of its accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

**Section 8.08 Seal.**

The Corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation, and the work "Seal" in such form as shall be designated by the Board of Directors. Unless required by law or express provision of these bylaws, the use of the Corporate seal shall not be necessary to the validity of any instrument.

**ARTICLE IX**

**INDEMNIFICATION**

**Section 9.01 Indemnification with Respect to Third Party Actions.**

The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person (i) is or was a director, officer, employee or agent of the Corporation, or (ii) is or was serving at the request of the Corporation as a director, officers, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person

reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

**Section 9.02 Indemnification with Respect to Actions by or in the Right of the Corporation.**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person (i) is or was a director, officer, employee or agent of the Corporation, or (ii) is or was serving at the request of the Corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Section 9.03 Determination of Standard.**

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 9.01 and/or 9.02 of this Article IX, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the action, suit or proceeding. Any indemnification under Section 9.01 and/or 9.02 of this Article IX (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, partner, trustee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article IX. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such quorum is not obtainable, or, even if obtainable if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 9.04 Payment of Expenses in Advance of Disposition of Action.**

Expenses incurred in defending any actual or threatened civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, partner, trustee or agent to repay

such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article IX.

**Section 9.05 Non-Exclusive.**

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in such person's official capacity while holding such office and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, partner, trustee or agent and shall insure to the benefit of the heirs, executors and administrators of such person.

**Section 9.06 Further Indemnity.**

The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under the sections of this Article IX, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this Article IX shall be deemed to limit the power of the Corporation to enact bylaws or to enter into agreements.

**Section 9.07 Insurance.**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

**Section 9.08 Law Governing Indemnification.**

The indemnification provided in this Article IX shall be governed, to the fullest extent granted pursuant to, or provided by, the Missouri General Not For Profit Corporation Law, Chapter 355, §§ 355.461 through 355.476, as the same shall exist from time to time; provided, however, that unless required by law, no amendment to the Missouri General Not For Profit Corporation Law, Chapter 355, §§ 355.461 through 355.476, shall deprive any person of the right of indemnification which existed at the time of the action or occurrence for which such person seeks indemnification.

**Section 9.09 Saving Clause.**

In the event any provision of this Article IX shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article IX and any other provisions of this Article IX shall be construed as if such invalid provision had not been contained in this Article IX.

**ARTICLE X**

**AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, restated or repealed only by the Board of Directors.

**ARTICLE XI**

**ADVISORY BOARD**

The Corporation shall have an Advisory Board consisting of \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ (the "Founders"), each former Chairman of the Corporation and a representative from each Industry Ally Member of the Corporation. The Advisory Board shall have no authority to make decisions or take actions on behalf of the Corporation, but instead shall provide input to the Board of Directors regarding the Corporation. Each Founder and each former Chairman shall serve as a member of the Advisory Board until his/her death or resignation. Each Industry Ally Member shall be entitled to appoint a representative to serve as a member of the Advisory Board so long as such Industry Member is an Industry Ally Member.

**CENTER FOR HEALTH VALUE INNOVATION**

**MEMBER, DIRECTOR AND OFFICER BUSINESS ACTIVITIES POLICY**

**Article I**

**Purpose**

The purpose of this Member, Director and Officer Business Activities Policy (“Policy”) is to ensure that Center for Health Value Innovation (the “Organization”) is operated in a manner that exclusively serves one (1) or more of the tax-exempt purposes for which the Organization was incorporated, as articulated in its Articles of Incorporation and its Bylaws. In particular, this Policy has been adopted to ensure that the Organization engages primarily in activities that accomplish one or more of these exempt purposes and is not operated in a manner that allows the Members, Directors, and/or Officers of the Organization to inappropriately benefit from their association with the Organization. This goal is particularly important given that many of the Members, Directors and Officers work in businesses or industries that may benefit from (1) the information developed by the Organization, and/or (2) such Members, Directors, or Officers association with the Organization. As a result, the Board of Directors has adopted this Policy in order to create appropriate guidelines for the Organization's Members, Directors and Officers regarding their use of information developed by the Organization and the manner in which they communicate to the public about their involvement in the Organization.

**Article II**

**Use of Information Developed by the Organization**

1. **General Rule.** Except as otherwise provided in this Policy, a Member, Director, or Officer of the Organization may only use and disclose information developed by the Organization for the benefit of the Organization.

2. **Exception.** Notwithstanding the foregoing, a Member, Director, or Officer may use and disclose information developed by the Organization for the benefit of such Member, Director, or Officer or for the benefit of a person or entity other than the Organization, but only if (a) that information has already been publicly disclosed by the Organization (“Public Information”); and (b) that information has been obtained by such Member, Director, or Officer on the same terms and conditions and subject to the same limitations as such information is provided to the public (“Publicly Available Terms”).

3. **Penalty.** In the event that the Board of Directors of the Organization determines that a Member, Director, or Officer has (a) used or disclosed information developed by the

Organization that is not Public Information, or (b) obtained Public Information on other than Publicly Available Terms, such Member, Director, or Officer may be removed as a Member, Director, or Officer of the Organization upon the vote or consent of a majority of the members of the Board of Directors.

### **Article III**

#### **Use of Involvement with the Organization in Other Business Dealings**

1. **General Rule.** A Member, Director, or Officer of the Organization may only state or imply that he or she is speaking or acting on behalf of the Organization, if he or she has been specifically directed or authorized to speak or act on behalf of the Organization by its Board of Directors.

2. **Exception.** Notwithstanding the foregoing, this Policy shall not prevent a Member, Director, or Officer from identifying himself or herself as a Member, Director, or Officer of the Organization, provided that in each such instance he or she shall clearly indicate that he or she is speaking and acting as a private individual and not on behalf of the Organization.

3. **Penalty.** In the event that the Board of Directors determines that a Member, Director, or Officer has stated or implied that he or she is speaking or acting on behalf of the Organization when he or she has not been specifically directed or authorized to do so by the Organization's Board of Directors, such Member, Director, or Officer may be removed as a Member, Director, or Officer of the Organization upon the vote or consent of a majority of the members of the Board of Directors.

**Addendum 2: Confidentiality Agreement of the Center, modified February 3, 2009.**

**THIS AGREEMENT (the “Agreement”) is made between Center for Health Value Innovation (CHVI), a Missouri Corporation, and Director, Advisor, Ally, Member or Contractor (defined as You or Your ) effective as of the latest date of execution below.**

**BACKGROUND**

**CHVI possesses and will continue to possess certain information that has been created, discovered, developed or otherwise become known to CHVI, and is treated by it as confidential and proprietary. CHVI and You have or desire to engage in work as to areas of mutual interest related generally to the business of CHVI providing insights on Value-Based Designs and Health Value Innovations (the “Business Purpose”). In connection with the Business Purpose, CHVI has disclosed or intends to disclose certain confidential, proprietary or trade secret information to You. CHVI wishes to preserve and You agree to preserve, the confidential, proprietary and trade secret nature of the information and documents that will be furnished.**

**Confidentiality**

In the course of performing your services, you will receive and have access to, both directly and indirectly, a variety of confidential and proprietary information and documentation of CHVI, which information and documentation may include, but not be limited to, pricing and financial information, marketing strategies and tactics, employee information, customer and business partner information, research and development information, and/or data relating to the approval, administration, use or experience relating to any or all of the CHVI's products (whether marketed or in development), intellectual property and policies and procedures all of which CHVI considers confidential and of irreplaceable value (collectively, the “Confidential Information”). You will not, without the prior written consent of CHVI, use or disclose any Confidential Information to any third party for any purpose. At the end of the Services, or at any time upon CHVI's request, you will return to CHVI all of CHVI's property and Confidential Information, including without limitation, all notes, memoranda and analyses of Confidential Information and any and all excerpts or copies thereof, whether in written, electronic or other format.

1.1 Confidential Information. “Confidential Information” shall mean all non-Trade Secret Information possessed by CHVI which (i) is not generally known and is used or is useful in the conduct of CHVI's business, (ii) confers or tends to confer a competitive advantage over one who does not possess the information, or (iii) derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means, by other persons who can obtain economic value from its disclosure or use.

1.2 Types of Information Encompassed. Confidential and Trade Secret Information shall include, but not be limited to, the following, whether oral, written, or

in machine readable form, and whether or not expressly marked “Confidential” or “Proprietary”:

- a) information about existing, new or envisioned products, product features, business opportunities and/or services and their development and performance;
- b) technical information about computer software and firmware, including but not limited to processes, data, computer programs, information relating to released or unreleased disclosing party software or hardware products and documentation, know-how, developments, designs, algorithms, and techniques;
- c) business or financial information relating to data processing, personnel, marketing, sales, customers, pricing, costs and quotations, including, without limitation, (i) information concerning the names, addresses and preferences of the customers and prospective customers of CHVI, the volume of orders of its customers and other information concerning the transactions of CHVI with its customers or proposed customers; (ii) information concerning the marketing programs of CHVI; (iii) information concerning the salaries or wages paid to, the work records of and other personnel information relating to employees of CHVI; and (iv) information determined
- d) by CHVI to be confidential and proprietary and which is identified as such prior to or at the time of its disclosure to You, or which, under the circumstances surrounding disclosure ought to be treated as confidential or proprietary.

2. Permitted Use. Any Confidential or Trade Secret Information of CHVI disclosed pursuant to this Agreement shall be used only for the purpose related to the Business Purpose and may not be used by You or Your affiliates for your benefit, or the benefit of any third party

3. Duration of Confidentiality Obligations. Confidential Information shall be maintained in confidence until all Confidential Information is returned to CHVI and for a period of five (5) years thereafter.

4. Use of Information. Information, presentations and data that is shared as per this contract cannot be utilized for any purposes other than that which has been approved by the Center for Health Value Innovation. Any unapproved usage will be considered a breach of this contract and may be subject to legal action.

**Acceptance**

Please signify your approval of the Confidentiality Agreement as stated, and your acceptance of the terms by signing below and returning a copy of the signature page.

Signature:

print name and company

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address

---

phone

email

---

Date

### **Addendum 3: Establishment of the Ad Hoc Government Relations Committee**

Excerpt from the BOD meeting of 1.30.08

#### **1/30/08 - Leadership Address by Special Advisor Dr. Joycelyn Elders**

Dr. Elders expressed her enthusiasm for the mission of the Center and her excitement at the opportunity to engage federal and state health policymakers on the Center's for education in the concepts of value-based design. She affirmed that the Center's mission addresses healthcare goals she has pursued throughout her career: "We (in the US) have the best sick care system in the world – and we need to have the best health system." She noted her support for the Center's "prevention-focused, product-driven, solution-based" approach, and she reinforced her interest in the employers that are demonstrating their readiness to actively support healthy people in healthy communities. She made a special point to note that her decision to engage with the Center was sealed by her impression of Center President Cyndy Nayer's clarity of vision and her strong commitment to the Center's mission. Elders invigorated the Board Directors and Advisors with her definition of "5 Cs of Leadership," included here for use by all:

1. Clarity of vision
2. Competency to lead the organization
3. Commitment to the mission
4. Consistency in message
5. Control of the process

In closing, she assured the Board that she was prepared "to do the best I can" to carry the Center's message to the nation's health care policymakers.