

BYLAWS

OF

IHE USA

ARTICLE I

NAME

The name of the corporation shall be IHE USA.

ARTICLE II

PURPOSES

1. Not For Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended.

2. Purposes. The purposes for which the corporation is organized are to operate exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue statute, including, but not by way of limitation, to improve the efficiency and effectiveness of healthcare delivery by supporting the deployment of electronic health record systems, facilitating the exchange of health information among care providers, both within the enterprise and across care settings, and enabling local, regional and nationwide health information networks, all in a manner consistent with participation in the activities of IHE International, Inc.

3. Dissolution. In the event of the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the remaining assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and/or scientific purposes as shall at the time qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue statute, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for the purposes of the corporation in such manner, or to such organization or organizations which are organized and operated for such purposes and are tax-exempt under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue statute, as said court shall determine.

ARTICLE III
REGISTERED OFFICE AND AGENT

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the board of directors may from time to time determine.

ARTICLE IV BOARD OF
DIRECTORS

1. General Powers. Except as otherwise provided in the articles of incorporation of the corporation or these bylaws, the property and affairs of the corporation shall be managed by its board of directors (the "Board").

2. Composition, Tenure and Qualifications.

(a) Upon the adoption of these bylaws by the initial directors identified in the articles of incorporation of the corporation, the Board shall consist of the nine (9) individuals listed in Exhibit A to these bylaws. Those directors shall serve on the Board for terms consistent with paragraph (b), below.

(b) Following the adoption of these bylaws, the Board shall consist of nine (9) directors, of whom:

(i) Three (3) shall be a currently serving senior executive of the Healthcare Information and Management Systems Society ("HIMSS") designated by HIMSS to so serve, a member of the HIMSS North America Board of Directors designated by HIMSS to so serve, and another individual designated by HIMSS to so serve;

(ii) Three (3) shall be a currently serving senior executive of the Radiological Society of North America, Inc. ("RSNA") designated by RSNA to so serve, a member of the board of directors of the RSNA designated by RSNA to so serve, and another individual designated by RSNA to so serve; and

(iii) Three (3) shall be representatives of members of the corporation other than HIMSS or RSNA, which representatives shall be elected by the Board from among candidates nominated by such other members of the corporation, after all such other members of the corporation have been given an opportunity to make such nominations.

(c) Each representative of HIMSS or RSNA shall serve on the Board for a term of approximately two (2) years, commencing upon the adjournment of the next annual Board meeting following his or her designation by HIMSS or RSNA and ending upon the adjournment of the annual Board meeting in the following year.

(d) Each representative of a member of the corporation other than HIMSS or RSNA shall serve on the Board for a term of approximately two (2) years, commencing upon the adjournment of the annual Board meeting at which he or she is elected and ending upon the adjournment of the annual Board meeting in the following year.

(e) Any other provision of these bylaws notwithstanding, an individual may serve as a member of the Board only so long as he or she is associated with a member organization in at least substantially the same manner as at the time of his or her becoming a member of the Board.

(f) Directors need not be residents of Illinois or of the United States, and there shall be no limit on the number of consecutive terms as a director that any individual may serve.

3. Regular Meetings. Beginning in 2010, the Board shall hold an annual meeting each year. The Board may provide by resolution the time and place, either within or without the State of Illinois, for the holding of the annual meeting and any additional regular meetings of the Board. At least ten (10) days' notice shall be given to the members of the Board for each annual meeting and each additional regular meeting.

4. Special Meetings. Special meetings of the Board may be called by or at the request of the president of the corporation or any two (2) other members of the Board by giving at least seven (7) days' notice to the members of the Board. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

5. Notice. Notice of any meeting of the Board shall be given by written notice delivered personally or sent by mail, facsimile, e-mail transmission or overnight courier to each member of the Board. If notice be given by mail, such notice shall be deemed to be delivered five (5) days after it is deposited in the U.S. mail with postage prepaid, addressed to the director at his or her address as it appears on the records of the corporation. If notice be given by facsimile or e-mail transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. If notice be given by overnight courier, such notice shall be deemed to be delivered two (2) days after it is deposited with an internationally recognized overnight courier company. Any director may waive notice of any meeting.

6. Quorum. Fifty percent (50%) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority 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.

7. 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, except where otherwise provided by law, the articles of incorporation of the corporation or by these bylaws.

8. Informal Action by Directors. Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of directors, may be taken without a meeting if the action so taken is approved in writing (which may include communication by electronic means) by all of the directors entitled to vote with respect to the subject matter thereof.

9. Removal of Directors. Any director elected or designated by the Board or a member of the corporation may be removed and replaced at any time by action, respectively, of the Board or that member

10. Vacancies. Any vacancy occurring in the Board shall be filled by designation or election in the same manner as the Board position in question was previously filled. A director designated or elected to fill a vacancy shall serve for the unexpired portion of the term, if applicable, of his or her predecessor in office.

11. Compensation. Directors shall not receive any salaries for their services as such; provided, however, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

12. Attendance by Communications Equipment. Members of the Board may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE V MEMBERS

1. Acceptance of Members. The initial members of the corporation are those organizations listed in Exhibit B to these bylaws. The Board shall consider and act upon applications, from organizations having an interest in improving the interoperability of healthcare information systems, to become additional members of the corporation.

2. Rights and Duties of Members. Members of the corporation shall have such rights and duties as are described in the articles of incorporation of the corporation or these bylaws or as may be approved by the Board from time to time. However, except as specifically provided in Article VIII, below, no member shall be obligated to provide, without its consent, financial support or in-kind support (in the form of staff time or other resources) for the activities of the corporation.

ARTICLE VI OFFICERS

1. Officers. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer, all of whom shall be elected by the Board. The Board may from time to time elect such other officers as it shall deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board. For all offices, the Board may, in its discretion, elect as officers individuals who are not members of the Board.

2. Election and Term of Office. The officers shall be elected by the Board at the annual meeting of the Board and shall serve from the adjournment of that meeting until the adjournment of the next annual meeting of the Board and until their successors have been duly elected and

qualified. Officers may be reelected to any number of consecutive terms. Vacancies may be filled or new offices created and filled at any meeting of the Board.

3. Removal. Any officer may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.

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

5. President. The president shall perform the functions of the chief executive officer of the corporation and shall, subject to direction by the Board, in general supervise and direct all of the affairs of the corporation. The president shall serve as the chair of the Board and preside at meetings of the Board. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these bylaws or by applicable law to some other officer or agent of the corporation, and in general shall perform all duties incident to the office of president and such other duties as may be assigned to him or her by the Board from time to time.

6. Vice President. The vice president shall assist the president in the discharge of the duties of the president as the Board or the president may direct, and shall perform such other duties as may be assigned from time to time by the Board or the president. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the president. If more than one vice president is elected, the vice presidents shall, in the event of an absence, inability to act or refusal to act of the president, assume the duties and powers of the president in the order designated by the Board.

7. Secretary. The secretary shall keep the minutes of meetings, if any, of the members of the corporation and of meetings of the Board in one or more books provided for that purpose; coordinate meetings and provide agendas for meetings of the members and the Board; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board.

8. Treasurer. The treasurer shall have or supervise custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board. If required by the Board, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE VII
COMMITTEES

Committees not having any of the authority of the Board in the management of the corporation may be established by the Board in its discretion from time to time, with such purposes and of such size as may be designated by the Board. Except as otherwise provided by the Board, the president of the corporation shall nominate, subject to approval by the Board, the members of any such committees. Any such committee may be terminated, or any member thereof may be removed, by the Board whenever in its judgment the best interests of the corporation shall be served by such termination or removal.

ARTICLE VIII
SPECIAL SUPPORT

1. Financial Support.

(a) To provide initial working capital of \$30,000 for the corporation, each of HIMSS and RSNA shall during July 2010 make a cash contribution in the amount of \$15,000 to a bank account opened by HIMSS for the corporation into which all revenue from activities of the corporation shall be deposited and from which staff members of HIMSS and RSNA designated by the Board of the corporation will be authorized to make expenditures to support the activities of the corporation, including the annual IHE North American Connectathon.

(b) In the event that the corporation experiences negative net revenue for any fiscal year during the time period described in Section 3, below, HIMSS and RSNA may, by agreement after the end of that year, make additional cash contributions to the corporation in equal amounts to provide the corporation with at least \$30,000 in working capital.

2. In-Kind Services Support.

(a) During the time period described in Section 3, below, HIMSS and RSNA will continue to cooperate in providing the corporation with approximately equal contributions of in-kind staff services. The precise nature of those services may vary, but it is anticipated that RSNA will continue to take primary responsibility for the logistics of organizing the Connectathons, while HIMSS will take primary responsibility for financial management and for administrative support for the activities of the Board and committees of the corporation. In addition, the officers and staffs of HIMSS and RSNA will recruit volunteers from among the members of those organizations to participate in the Board and committees of the corporation.

(b) The tasks to be performed by the staffs, officers and volunteers of HIMSS and RSNA shall include:

(i) Organizing and holding annual testing events called Connectathons, including oversight of technical managers and Connectathon managers.

(ii) Marketing and communications to promote the activities of the corporation and recruit participants in its activities.

(iii) Facilitating dialogue as appropriate with leadership of national and governmental entities to ensure representation of the principles and goals of the corporation and goals.

(iv) Organization of educational Webinars and meetings designed to help developers of HIT systems and related technical professionals achieve understanding of IHE technical specifications.

(v) Accounting and financial management of revenue, expenses and accounts of the corporation.

(vi) Serving upon and providing oversight of the Board or the corporation.

(vii) Secretarial services for the Board and related committees of the corporation.

(c) In the event that the corporation achieves positive net revenue for any fiscal year during the time period described in Section 3, below, HIMSS and RSNA may, by agreement after the end of that year, receive reimbursement in equal amounts from the corporation for a portion or all of the reasonable costs incurred by them in providing staff services to the corporation in accordance with this Section 2. In order to receive such reimbursement, each organization must submit to the corporation invoices clearly identifying the relevant staff services and the manner in which the cost was calculated. However, such reimbursement payments will not be permitted to reduce the working capital of the corporation below \$30,000.

3. Time Period for Special Support.

The financial and in-kind services support described above shall be provided by HIMSS and RSNA for an initial period from July 1, 2010 through June 30, 2013; and that period may be extended by further agreement of HIMSS and RSNA. However, either HIMSS or RSNA may, by providing written notice of at least six (6) months to the corporation, discontinue its participation in providing such support.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board 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 and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

3. 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 may approve.

4. Gifts. The board of directors may accept, or authorize any officer to accept, on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X BOOKS
AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Board and of any meetings of the members.

ARTICLE XI
FISCAL YEAR

The fiscal year of the corporation shall be determined by the Board.

ARTICLE XII
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or under the provisions of the articles of incorporation of the corporation or these bylaws, a written waiver thereof (which may be in the form of an electronic communication) by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. In addition, attendance at any meeting shall constitute waiver of notice thereof unless at the meeting the person entitled to notice objects to the holding of the meeting because proper notice was not given.

ARTICLE XIII
AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by (a) the affirmative vote, at any meeting of the Board, of at least two-thirds of the members of the Board then in office, provided that at least thirty (30) days' written notice is given of the intention to alter, amend or repeal and/or to adopt new bylaws at such meeting and (b) approval of the change by the chief executive officer of HIMSS and the Executive Director of RSNA.

ARTICLE XIV
INDEMNIFICATION

The corporation shall indemnify all officers, directors, employees and other agents of the corporation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and may purchase insurance for such indemnification to the full extent authorized from time to time by the Board.

Exhibit A

Initial Directors

David Avrin, MD, PhD

Scott MacLean, MBA, CPHIMS

Michael Barr, MD, MBA, FACP

David Mendelson, MD

Justin Barnes

Elliot Sloane, PhD

Steve Drew

Joyce Sensmeier, RN, MS

Laura Heermann Langford, RN, PhD

Exhibit B

Initial Members

Healthcare Information and Management Systems Society

Radiological Society of North America, Inc.

[Any others?]