**Section 1**

**Attachment C**

**ONECARE VERMONT ACCOUNTABLE CARE ORGANZIATION, LLC**

**BYLAWS FOR THE**

**GOVERNANCE OF THE BOARD OF MANAGERS**

**ARTICLE I – PURPOSE**

These Bylaws (“Bylaws”) describe the governance structure of the Board of Managers (“Board”) of OneCare Vermont Accountable Care Organization, LLC (“Company”). To the extent terms are used in these Bylaws that are not defined herein, such terms shall be interpreted consistent with the Company’s operating agreement (the “Operating Agreement”) or the definitions in the Patient Protection and Affordable Care Act (Public Law 111-148)(“ACA”), as they pertain to accountable care organizations. To the extent any provision of these Bylaws conflicts with the Operating Agreement, the Operating Agreement shall control.

**ARTICLE II – AUTHORITY**

These bylaws are enacted by the powers granted to the Board in Article VI of the Operating Agreement to manage the business and affairs of the Company. These bylaws have been approved by a Supermajority vote of the Board and may only be amended or modified by a Supermajority vote of the Board.

**ARTICLE III – GOVERNANCE STRUCTURE**

**Section 3.1 – BOARD CHAIR**

(a) Appointment. The Board shall appoint, at a regular or special meeting, by a supermajority vote, a Chair of the Board. The Chair of Board must be a member of the Board of Managers.

(b) Term. The term of the Chair shall be for two (2) years, renewable by the Board for a second two-year term. The term of the Chair shall be limited to two (2), two-year terms, provided that a Manager may be re-elected Chair after a period of one (1) year.

(c) Duties and Responsibilities. The Chair shall be responsible for (i) planning and presiding over Board meetings; (ii) organizing the business of the Board and setting the annual Board calendar; (iii) serving as principal liaison between the Board and the officers of the Company; (iv) serving as the primary spokesperson of the Board; and (v) performing such other duties and having such other powers as may be provided for elsewhere in these Bylaws or by the Board. The Chair shall undertake such other powers and duties as may be delegated from time to time by the Board or granted or imposed by law, the Operating Agreement or these Bylaws.

(d) Removal and Resignation. The Chair may be removed at any time, with or without cause, by the affirmative vote of a supermajority of Managers. The Chair of the Board may resign the chair at any time by giving written notice to the Board. Such resignation shall be effective upon delivery, unless a later date is specified in the notice. In the absence of the Chair at any meeting of the Board of Managers, a temporary Chair shall be selected by the Managers present and shall act for the purposes of the meeting as the Chair. The Chair of the Board will automatically cease to be the Chair of the Board if the individual ceases to be a member of the Board of Managers for any reason.

**Section 3.2 – BOARD COMMITTEES**

(a) Standing Committee. The standing committee of the Board of Managers shall be the Executive Committee. In addition to the standing committee established by these Bylaws, the Board may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a supermajority of the Board. Such committees may be established as ad hoc or standing committees of the Board of Managers. The Board shall appoint all committee members and the chair of each committee by supermajority vote based on nominations from the Executive Committee, after soliciting input from the Chief Executive Officer. A majority of the members of each committee shall be comprised solely of Managers. A minority of the members of any committee may include non-manager members, who shall participate in the work of the committee and vote on the committee decisions except to the extent that any such decision would discharge any authority of the full board that has been delegated to the committee. At the discretion of the Board, a committee may be comprised of a majority of non-manager members where doing so is consistent with the purpose of the committee and the committee’s purposes are limited to making recommendations to the Board. The Board or the Board Chair, with the approval of the Executive Committee, may nonetheless establish ad hoc committees, task forces or equivalent bodies, as described below.

(b) Committee Charters. Each committee of the Board shall formulate and adopt, subject to general provisions of these Bylaws and approval by supermajority vote of the Board, a committee charter, that shall include a description of the scope of the powers, authority and responsibilities of the committee and the policies and procedures by which the committee shall conduct its business. The terms of committee charters may not conflict with the Operating Agreement of the Company.

(c) Committee Meetings. Committees shall meet as often as necessary to carry out their respective responsibilities, but not less than twice annually. To the extent not otherwise provided in these Bylaws or by direction of the Board, the provisions of the Operating Agreement shall govern call of meetings, notice, quorum, and voting requirements of the Board shall apply to the meetings of the Committees except that: (1) the Chair of the Committee shall be substituted for the Chair of the Board; (2) meetings of the Executive Committee may be held on two (2) days’ advance notice; and (3) for purposes of determining the existence of a quorum only those members of the Committee who are Managers shall be counted. Committees shall regularly report on their proceedings to the Board. Minutes of the meetings of each standing committee shall be available for review by and at the request of any Manager of the Board.

(d) Executive Committee. There shall be an Executive Committee consisting of no less than three (3) and no more than (5) members. The Chair of the Board shall be *ex officio* the Chair of the Executive Committee. The members of the Executive Committee shall include the Board Chair and such other Manager(s) as may be appointed by supermajority vote of the Board. Meetings of the Executive Committee may be called by the Chair or any two (2) members of the committee. The Executive Committee shall not have the ability to act on behalf of the Company during intervals between meetings of the Board and may only make recommendations to the Board. Except to the extent inconsistent with or prohibited by the Operating Agreement or directives of the Board, the duties of the Executive Committee shall include making recommendations to the full Board regarding: a process to select the Chair of the Board of Managers; nominating and governance policies; processes to nominate and elect Managers; providing input on Board agendas; proposed Company policies; and feedback on annual budget drafts prior to a Board of Manager meeting.