

BYLAWS

OF

METROPLUS HEALTH PLAN, INC.

AS AMENDED THROUGH OCTOBER 28, 2010

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ARTICLE I

PREAMBLE

MetroPlus Health Plan, Inc. is a public benefit corporation created pursuant to Chapter 35, NYS Consolidated Laws and the New York City Health and Hospitals Corporation Act (L. 1969 C. 1016).

In order to provide for the orderly operation of the Corporation, the Member of the Corporation adopts the following By-Laws:

ARTICLE II

NAME AND PLACE OF BUSINESS

Section 1. Name.

The name of the corporation is MetroPlus Health Plan, Inc. (the “Corporation” or “MetroPlus Health Plan”).

Section 2. Location.

The principal place of business of the Corporation shall be in the City of New York, County of New York, and the State of New York. The Corporation may have offices and places of business at such other places within the State of New York and shall be determined by the Member.

ARTICLE III

STATEMENT OF PURPOSES

The purposes of the Corporation include:

- (A) To provide and deliver high quality, dignified and comprehensive health care and treatment to individuals who are members of the MetroPlus Health Plan;
- (B) To extend equally to all those served, health services of a high quality, in an atmosphere of human care and respect;
- (C) To focus on the need for preventive primary care health services;
- (D) To operate in a manner consistent with the goals and objectives of the New York City Health and Hospitals Corporation and its mission to serve the people of New York City.

ARTICLE IV

MEMBERSHIP

The sole member of the Corporation shall be New York City Health and Hospitals Corporation (the “Member”).

ARTICLE V
BOARD OF DIRECTORS

Section 1. General Powers.

The property, business and affairs of the Corporation shall be managed by the Board of Directors. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors may exercise all of the powers of the Corporation except such as may be otherwise reserved by the law or these By-Laws or the Corporation's Certificate of Incorporation.

Section 2. Number and Qualifications of Directors.

- (A) **Number.** The number of members of the Board of Directors shall be nine (9) directors, including the two (2) *ex officio* members described below.
- (B) **Qualifications.** All members of the Board of Directors of the Corporation shall be at least twenty-one (21) years of age and at all times shall include: (a) three (3) directors selected by the Chairperson of the Board of Directors of the Health and Hospitals Corporation, one of whom shall serve as Chairperson of the Corporation's Board of Directors, subject to election by the Board of Directors of the Health and Hospitals Corporation; (b) one (1) director who is a member of the MetroPlus "mainstream" Health Plan and one (1) director who is a member of the MetroPlus "HIV SNP" Health Plan, each nominated by the Executive Director of the Corporation and elected by the Board of Directors of the Health and Hospitals Corporation; and (c) two (2) directors selected by the President of the Health and Hospitals Corporation from nominations forwarded to the President of the Health and Hospitals Corporation by the Senior Vice Presidents of the Networks of the Health and Hospitals Corporation and elected by the Board of Directors of the Health and Hospitals Corporation. The President of the Health and Hospitals Corporation or his or her designee, and the Executive Director of the Corporation, or their successors, shall be directors *ex officio*. Directors shall perform their Board responsibilities in person only and cannot perform such responsibilities by proxy or by

agent, except as otherwise provided in these By-Laws.

- (C) Term of Office. The directors of the Corporation, other than the directors who serve *ex officio*, shall be elected by resolution of the Board of Directors of the Health and Hospitals Corporation in accordance with Section 2(B) above and shall serve for staggered terms of five (5) years, subject to earlier removal as provided herein.

Notwithstanding the foregoing, the term of the initial directors, other than the directors serving *ex officio*, shall be as reflected in Attachment A to these By-Laws. Directors will continue to serve until a replacement has been appointed.

- (D) Removal. Any Director of the Corporation selected by the President of the Health and Hospitals Corporation may be removed by the President of the Health and Hospitals Corporation, subject to the approval of the Board of Directors of the Health and Hospitals Corporation or the prior delegation of such authority by the Board of Directors of the Health and Hospitals Corporation. The Health and Hospitals Corporation Board of Directors may vote to remove a director for any reason.

Section 3. Meetings.

- (A) Annual Public Meeting. The Board of Directors shall hold an annual public meeting at such date, place and hour as shall be designated in the notice to the public of the annual public meeting. Such meeting serves as the annual meeting of the Board of Directors mandated by law. Such notice shall be given not later than thirty (30) days before the meeting.

- (B) Regular Meetings. Regular meetings of the Board of Directors shall be held on a schedule determined annually by the Board of Directors.

- (C) Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the Chairperson of the Board of Directors, the Executive Director or by four (4) directors. Any and all business may be transacted at a special meeting which may be transacted at a regular meeting of the Board of Directors.

- (D) Time and Place of Meeting. The Board of Directors may hold its meetings at such time or times and such place or places within or without the State of New York as the Board of Directors may, from time to time, by resolution determine or as shall be designated in the respect notices or waivers of notice thereof.
- (E) Notice of Meetings. Notices, beyond those required by law, of regular meetings of the Board or of any adjourned meeting need not be given. Notices of special meetings of the Board of Directors, or of any meeting of any committee of the Board of Directors, except the Executive Committee, which shall meet when deemed necessary, shall be mailed by the Secretary to each director or member of such committee, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which such meeting is to be held, or shall be sent by telegraph, facsimile, cable or other form of recorded communications or be delivered personally or by telephone not later than the day before the date on which such meeting is to be held. Such notice shall include the time and place of such meeting. Notice of any such meeting need not be given to any director or member of the committee, however, if waived by the director in writing or by telegraph, facsimile, cable or other form of recorded communications, whether before or after such meeting shall be held, or if he or she shall be present at such meeting and shall not protest the lack of notice to him or her prior thereto or at its commencement.
- (F) Quorum and Manner or Acting. A majority of the whole number of directors shall be present in person at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at any such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board of Directors, except as otherwise expressly required by these By-Laws. In the absence of quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting, from time to time, until quorum shall be present.

(G) Rules. Robert's Rules of Order shall prevail at all meetings of the Board of Directors except as otherwise herein provided.

(H) Order of Business. The order of business of each meeting of the Board of Directors shall be as follows:

1. Acceptance of the minutes of the last Regular meeting and all Special meetings;
2. Chairperson's Report;
3. Executive Director's Report;
4. Old and New Business;
5. Committee Reports;
6. Adjournment.

However, it shall be within the discretion of the person acting as chair of the meeting to deviate from the order of business herein provided.

(I) Organization. At each meeting of the Board of Directors, one of the following shall act as Chairperson of the meeting and preside thereat, in the following order of precedence: (a) the Chairperson of the Board of Directors; (b) the Vice-Chairperson of the Board of Directors; (c) the Executive Director; or (d) any director chosen by a majority of the directors present thereat. The Secretary or, in his or her absence, any person whom the Chairperson shall appoint shall act as Secretary of such meeting and shall keep the minutes thereof.

(J) Minutes of Meetings. Minutes of all meetings of the Board of Directors and its committees, including a record of attendance, must be kept. Upon approval, such minutes shall be signed by the Secretary and permanently filed and maintained in the principal office of the Corporation.

- (K) Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action.
- (L) Video Conference. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a video conference or similar communications equipment allowing all persons participating in the meeting to hear and see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Resignation

Any director, other than a director holding office *ex officio*, may resign at any time by giving written notice of resignation, including an effective date thereof, to the Chairperson of the Board of Directors. Any such resignation shall take effect at the time specified therein. If no effective date is specified therein, the resignation shall take effect thirty (30) days from the date of receipt of such notification by the Chairperson of the Board of Directors. Directors representing MetroPlus Health Plan members shall resign within thirty (30) days of their termination of MetroPlus Health Plan membership, whether such termination shall be voluntary or involuntary. A director holding office *ex officio* may only resign as a director upon termination or resignation of their employment by the Corporation.

Section 5. Vacancies and Removal.

All directors appointed to fill vacancies on the Board of Directors shall be nominated and appointed by the same process described in Section 2(D) as the director to be replaced. Whenever a director resigns or is removed, except for directors serving *ex officio*, the director shall be replaced by the Health and Hospitals Corporation by a director nominated and confirmed in the same manner as applied to the initial appointment of the departing director.

A director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his or her predecessor in office.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Titles.

The officers of the Board of Directors shall be a Chairperson of the Board of Directors and a Vice-Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall be nominated by the Chairperson of the Board of Directors of the Health and Hospitals Corporation and confirmed in the manner described in these By-Laws. The Vice-Chairperson shall be chosen by the Board of Directors from among themselves.

Section 2. Duties and Functions.

- (A) Chairperson. The Chairperson of the Board of Directors shall: (1) preside at meetings of the Board of Directors; (2) be an *ex officio* member of all committees; (3) appoint committees with the approval of the Board of Directors; and (4) perform such duties as from time to time may be assigned by the Board of Directors.
- (B) Vice-Chairperson. The Vice-Chairperson of the Board of Directors shall, if the Chairperson of the Board of Directors shall be absent or shall be unable to act, preside at all meetings of the Board of Directors. The Vice-Chairperson of the Board of Directors shall perform such duties as from time to time may be assigned by the Board of Directors.
- (C) Other Presiding Officers. In the event that both the Chairperson and the Vice-Chairperson of the Board of Directors may be absent, or in any other way may be unable to serve, then the Executive Director shall serve as Presiding Officer. If he or she is absent or is otherwise unable to serve, the Board shall, by majority vote of those present, pick a member to be Presiding Officer at that meeting.

ARTICLE VII
COMMITTEES

Section 1. General Provisions.

- (A) **Standing and Special Committees.** Committees of the Board shall be standing or special. A standing committee is one whose functions are determined by a continuous need. The function and duration of a special committee shall be determined by its specific assignment, as stated in a resolution of the Board of Directors creating it.
- (B) **Composition.** Each of the standing committees shall be composed of the Chairperson of the Board of Directors, the Executive Director, and at least one (1) member of the Board of Directors appointed in the manner hereinafter specified.
- (C) **Appointment.** The Chairperson of the Board of Directors shall annually appoint, with the approval of a majority of the Board of Directors, members of the Board of Directors to the standing committees.
- (D) **Committees Chairperson.** The Chairperson of each committee, both standing and special, shall be designated by a majority vote of the Board of Directors.
- (E) **Meetings.** Each standing committee shall meet as deemed necessary.
- (F) **Quorum.** A quorum, which shall be at least more than one-half of all the members of a committee, standing or special, shall be required for a committee to transact any business unless otherwise stated in these By-Laws.
- (G) **Committee Action.** All actions of a committee, standing or special, shall be taken by a majority vote of the members in attendance at a committee meeting.
- (H) **Board Committee Reports.** Each committee shall report to the Board of Directors, at its regular meetings, on all business transacted by it since the last regular Board of Directors meeting.
- (I) **Staff Committee Reports.** The Board of Directors shall establish a timetable for review and approval or key plan functions, including, but not limited to, financial reports and quality assurance reports. The schedule and types of reports required shall be sufficient

for the Board of Directors to accurately monitor the Corporation's financial and operational performance.

- (J) Special Committees. The Board of Directors may, by resolution passed by a majority of the whole number of directors, designate special committees, each committee to consist of two (2) or more directors, one of whom shall be the Chairperson of the Board of Directors, and each such committee shall have the duties and the functions as shall be provided in such resolution.

Section 2. Standing Committees.

The following committees shall be designated as standing committees:

Executive Committee

Finance Committee

Quality Assurance Committee

Audit & Compliance Committee

Section 3. Executive Committee.

- (A) Designation and Membership. The Executive Committee shall be composed of the Chairperson of the Board, who shall be the Chairperson of the Executive Committee; the Executive Director; and three (3) other members appointed by the Chairperson of the Board of Directors with the approval of the Board.
- (B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board of Directors, shall possess and may exercise during the intervals between meetings of the Board of Directors, the powers of the Board of Directors in the management of the business and affairs of the Corporation except for the power to fill vacancies in any committee of the Board of Directors. At each meeting of the Board of Directors, the Executive Committee shall make a report of all actions taken by it since its last report to the Board of Directors.
- (C) Meetings and Quorum. The Executive Committee shall meet as often as deemed necessary and expedient at such times and places as shall be determined by the Executive

Committee. Three (3) members of the Executive Committee shall constitute a quorum. The Chairperson of the Board of Directors shall preside at meetings of the Executive Committee and, in his or her absence, the Executive Director shall preside thereat. All members of the Board of Directors shall be duly notified prior to all Executive Committee meetings.

Section 4. Finance Committee.

The Finance Committee shall consist of members designated by the Board of Directors. The Senior Vice President for Finance and Revenue Management of the Health and Hospitals Corporation, or his or her designee, shall serve as an *ex officio* member of the Finance Committee. The duties and responsibilities of the Finance Committee shall be to act on behalf of the Board of Directors for purposes of monitoring the finances of the Corporation, including, without limitation, overseeing preparation of the budget of the Corporation, reviewing periodic financial statements of the Corporation, and monitoring the Corporation's financial performance.

Section 5. Quality Assurance Committee.

The Quality Assurance Committee shall consist of individuals nominated by the Executive Director and appointed by the Board of Directors. The Quality Assurance Committee shall act on behalf of the Board of Directors for purposes of discharging the governing body's obligations to oversee the quality assurance process for the Corporation. The Board of Directors shall, at least annually, assess the performance of the Quality Assurance Committee in fulfilling the governing body's quality assurance responsibilities. Any member of the Board of Directors may attend meetings of the Quality Assurance Committee and may refer any quality assurance issue for deliberation or for actions by the Quality Assurance Committee. Members of the Board of Directors may also discuss quality assurance issues or problems concerning the Corporation at any meeting of the Board of Directors.

The duties and responsibilities of the Quality Assurance Committee shall include the following:

- (A) Assuring that the Corporation is fulfilling mandates in the areas of quality assurance,

credentialing of physicians and dentists, overall operations and responsiveness to Federal, State and other regulatory surveillance and enforcement activities. This shall include oversight of efforts to review services in order to improve the quality of medical and dental care of members; and to insure that information gathered pursuant to the programs is utilized to review and to revise policies and procedures;

- (B) Assuring that there is a systematic and effective mechanism for communication among members of the Board of Directors in their role as members of the governing body, and the administration and medical staff serving the Corporation. This communication should facilitate direct participation by the governing body in quality assurance activities and other issues of importance as set forth above;
- (C) Monitoring the progress of contracted facilities; including the provision of services by individual providers, and at the Corporation towards meeting appropriate Corporation goals and objectives related to its health care programs; and
- (D) Reviewing quality assurance activities of the Corporation on at least a quarterly basis.

Section 6. Audit and Compliance Committee.

The Audit and Compliance Committee shall consist of independent members designated by the Board. The duties and responsibilities of the Audit and Compliance Committee shall be to:

- A) oversee the Corporation's financial reporting and compliance activities;
- B) monitor the effectiveness of internal controls and corporate compliance activities;
- C) review internal and external audit findings and recommendations;
- D) pre-approve all audit and permissible non-audit services;
- E) approve selection, retention or termination of independent auditors;
- F) monitor risk exposures and ensure adequate disclosure;
- G) oversee of compliance with laws and regulations;
- H) periodically meet with the Corporation's internal auditor and Compliance Officer;
- I) Conduct bi-annual a self-assessment to evaluate overall performance of the

Committee.

ARTICLE VIII
OFFICERS OF THE CORPORATION

Section 1. Titles.

The officers of the Corporation shall be the Executive Director (and Chief Executive Officer), the Chief Financial Officer, the Chief Medical Officer, and a Secretary. The General Counsel of the Health and Hospitals Corporation shall act as general counsel to the Corporation.

Section 2. Appointment.

The Executive Director (and Chief Executive Officer) shall be chosen by the Board of Directors from persons other than themselves and shall serve at the pleasure of the Board of Directors. The Executive Director shall appoint all other officers of the Corporation. All such other officers are subject to removal by the Executive Director.

Section 3. Resignation.

Any officer may resign at any time by giving written notice of resignation, which may include an effective date therefor, to the Executive Director. Such resignation shall take effect when accepted by the Executive Director.

Section 4. Duties and Functions.

- (A) **Executive Director.** The Executive Director shall have general charge of the business and affairs of the Corporation and shall have the direction of all other officers, agents and employees. He or she shall, in the absence of the Chairperson of the Board of Directors and the Vice-Chairperson of the Board of Directors, preside at all meetings of the Board of Directors. The Executive Director may assign such duties to the other officers of the Corporation as he or she deems appropriate.
- (B) **Corporate Management.** The Executive Director may appoint a Chief Financial Officer, and a Medical Director. These individuals shall have such powers and duties as shall be prescribed by the Executive Director subject to approval by the Board of Directors.
- (C) **Secretary.** The Secretary shall keep the records of all meetings of the Board of Directors and the Executive Committee. He or she shall affix the seal of the Corporation to all

deeds, contracts, bonds or other instruments requiring the Corporate seal when the same shall have been signed on behalf of the Corporation by a duly authorized officer. The Secretary shall be the custodian of all contracts, deeds, documents and all other corporate records (except accounting records)

Section 5. Compensation of Officers.

Officers who are full-time employees of the Corporation shall receive reasonable compensation for their services, the compensation of the Executive Director to be determined by the President of HHC and the compensation of all other officers to be determined by the Executive Director.

ARTICLE IX
CONTRACTS, CHECKS, DRAFTS,
BANK ACCOUNTS, ETC.

Section 1. Execution of Documents.

The Board of Directors shall designate the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, bonds, indentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees, or agents of the Corporation.

Section 2. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise in such banks or trust companies organized in New York or national banks doing business in New York City as the Board of Directors shall determine.

ARTICLE X

BOOKS AND RECORDS

The books and records of the Corporation may be kept at such places within the State of New York as the Board of Directors may from time to time determine.

ARTICLE XI

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures “Corporate Seal 1999 New York.”

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE XIII

AUDITS

The Board of Director shall engage an independent certified or registered public accountant to make an annual audit of the Corporation.

ARTICLE XIV

CONFLICTS OF INTEREST

Chapter 68 of the Charter of the City of New York defines a "code of ethics" which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all employees and directors of the Health and Hospitals Corporation, including those who are working for the Corporation or who are directors of the Corporation. Chapter 68 embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Health and Hospitals Corporation has promulgated its own "Code of Ethics" which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all personnel who are not covered by Chapter 68. Similar to Chapter 68, the Health and Hospital's Code of Ethics embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited. The Corporation has adopted the Code of Ethics with respect to its personnel and directors who are not subject to Chapter 68.

The Board of Directors is committed to recognizing the Corporation's responsibility to organizational ethics and expects, therefore, every employee and Board member to support and adhere to the principles and policies set forth in Chapter 68 and the Code of Ethics.

ARTICLE XV

WAIVER OF NOTICE

Wherever under the provisions of these By-Laws or of any corporate law of the State of New York, the Corporation, the Health and Hospitals Corporation, the Board of Directors, or any committee thereof is authorized to take any action or hold any meetings after call, notice, the lapse of any prescribed period of time, or any other prerequisite, such action may be taken or such meeting may be held without such call, notice, lapse of time, or other prerequisite if at any time before or after such action be completed, such requirements be waived in writing by every person entitled to notice or to participate in such action.

ARTICLE XVI

AMENDMENTS

These By-Laws may be altered or repeated by the vote of the Board of Directors of the Health and Hospitals Corporation at a regular meeting or at any special meeting.