

**AMENDED AND RESTATED BYLAWS  
OF  
CANVAS HEALTH, INC.  
(A Minnesota Non-Profit Corporation)**

**Revised and Adopted June 27, 2018**

**ARTICLE I. GENERAL PROVISIONS**

**Section 1.1 Name.** The name of this corporation is Canvas Health, Inc. (hereinafter referred to in these Bylaws as "Canvas Health" or the "Corporation").

**Section 1.2 Location.** The Corporation may have offices in such place or places as the Corporation's Board of Directors may from time to time designate or the business of the Corporation may require.

**ARTICLE II. BOARD OF DIRECTORS**

**Section 2.1 General Powers.** The overall policy, property and business of the Corporation shall be managed by a Board of Directors (hereinafter sometimes referred to as the "Board"). The Board may exercise such powers and do such things that may be performed by the Corporation, subject to the provisions of law, the Corporation's Articles of Incorporation, and these Bylaws.

**Section 2.2 Size.** The Board shall consist of not fewer than eight (8) and not more than twenty-five (25) Directors.

**Section 2.3 Membership.** The Board shall consist of Directors who have a passion for the mission of Canvas Health, and each member shall be vetted and appointed by the Board.

**Section 2.4 Election.** An assigned Board Committee shall determine the availability and suitability of prospective members of the Board, and shall submit the names of nominees to the Board for consideration and appointment, by majority vote of the Board.

**Section 2.5 Term, Reappointment.** Once elected, a Director's term shall be three (3) years from the effective date of appointment specified by the Board in the motion to appoint the Director. The full or partial calendar year of the effective date of appointment shall be counted as the first year. A Director's term will expire at the end of the third year on the thirty-first of December. A Director may be reappointed to additional terms by majority vote of the Board. A Director ordinarily may be elected to

no more than three (3) consecutive three (3)-year terms and may not serve again until at least one (1) year has passed. In order to benefit institutional knowledge transfer and continuity, however, a Director who is serving as an Officer of the Corporation at the time when the Director's third, three (3)-year term ends may remain on the Board for an additional one (1)-year term, by majority vote of the Board.

**Section 2.6 Meeting Attendance.** It is expected that all Directors will endeavor to attend all Board meetings. In the event that a Director is unable to attend a Board meeting, the Chair of the Board or the Chief Executive Officer's office shall be notified in advance, if possible, by the Director, giving a reason for the absence. In the event a Director misses three (3) or more meetings in a calendar year, he or she may be contacted by a Board representative to discuss and explore the propriety of that Director remaining on the Board.

**Section 2.7 Compensation.** Directors shall not be paid any salary for their services as directors.

**Section 2.8 Removal.** A Director may be removed, with or without cause, at any time by majority vote of the Directors then in office. A Director proposed to be removed is entitled to at least seven (7) days written notice of the meeting at which the removal is to be voted upon and may appear before and be heard at the meeting. In addition, failure of a Director to attend at least a majority of the meetings of the Board in a calendar year shall operate, upon majority vote of the Directors in attendance at the first Board meeting of the next calendar year, as a resignation from the Board by that Director.

**Section 2.9 Resignation.** A Director may resign at any time by providing written notice to the Board Chair or Secretary. The resignation of the Director shall take effect at the time specified therein, or if no time is specified, immediately upon receipt thereof by the Officer of this Corporation to whom it is given. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

### **ARTICLE III. OFFICERS**

**Section 3.1 Officer Positions.** The Officers of the Corporation shall be a Chair, a Vice-Chair, a Treasurer, a Secretary, and such other Officers as may be determined necessary by the Board from time to time. A Director may hold multiple offices at the same time.

**Section 3.2 Election, Term of Office.** Each Officer shall be elected to a one (1)-year term from among the Directors by majority vote of the Board, with the annual vote normally being taken at the Board's last regularly scheduled meeting of each calendar year. In the event there are three (3) or more candidates for a position and no

candidate receives a majority vote, then a runoff vote shall be held, with the candidate who received the lowest number of votes in the previous vote eliminated from the runoff vote. In the event of a tie vote for the final two (2) candidates for a position, a majority of the Board may elect to take an additional vote to determine whether the tie can be broken. If a tie exists and the Board does not elect to take an additional vote, then the winner of the election for that position shall be determined by coin toss. Elected Officers shall hold office from first of January of the next calendar year until the thirty-first of December of that calendar year, except in the cases of resignation or removal. Officers may be re-elected to serve additional terms in the same office.

**Section 3.3 Qualifications.** All Officers of the Corporation must be Directors.

**Section 3.4 Compensation.** Officers shall not be paid any salary for their service as Officers.

**Section 3.5 Resignation.** An Officer may resign at any time by giving written notice of resignation to the Board Chair or Secretary. The resignation of the Officer shall take effect at the time specified therein, or if no time is specified, immediately upon receipt thereof by the Officer of this Corporation to whom it is given. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. An Officer may resign his or her Officer position with or without simultaneously resigning his or her position as a Director.

**Section 3.6 Removal.** An Officer may be removed, with or without cause, at any time by a majority vote of the Directors then in office. An Officer proposed to be removed is entitled to at least seven (7) days written notice of the meeting at which the removal is to be voted upon and may appear before and be heard at the meeting.

**Section 3.7 Vacancies.** An interim vacancy for any Officer position shall be filled promptly by majority vote of the Board, using the election procedure set forth in Section 3.2, and the Officer so elected shall hold office and serve until the thirty-first of December of that calendar year.

**Section 3.8 Chair.** The Chair shall preside at all meetings of the Board, and shall be *ex-officio* member of all Committees of the Board. The Chair shall have the authority and duty of the statutory office of president, except that the active day-to-day management of the business of the Corporation is delegated to and shall be conducted by the Chief Executive Officer.

**Section 3.9 Vice-Chair.** The Vice-Chair shall act as chair in the absence of the Chair, and when so acting, shall have all the powers and authority of the Chair. Upon satisfactory completion of his or her term as Vice-Chair, or earlier if necessary, the Vice-Chair ordinarily will be considered a candidate for the Chair position. In the event of the resignation or removal of the Chair, the Vice-Chair will assume responsibilities of the

Chair until the interim vacancy can be filled by a Board election following the procedure set forth in Sections 3.7 and 3.2.

**Section 3.10 Secretary.** The Secretary shall be responsible for the maintenance of books, documents and papers required in the management and operation of the Board and shall in general perform all the duties incident to the office of secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board.

**Section 3.11 Treasurer.** The Treasurer shall be responsible for all funds and the property of the Board and shall in general perform all the duties incident to the office of treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned to him or her by the Board. The Treasurer shall have the authority and duty of the statutory office of treasurer, except that the active day-to-day management of the business of the Corporation is delegated to and shall be conducted by the Chief Financial Officer of Canvas Health.

#### **ARTICLE IV. MEETINGS**

**Section 4.1 Annual Meeting.** An Annual Meeting of the Board shall be held immediately preceding the regular Board meeting in January of each year, or at such other time as deemed appropriate by the Officers of the Board.

**Section 4.2 Regular Meetings.** Regular meetings of the Board shall be held at such place, date, and time as designated by the Board.

**Section 4.3 Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or three (3) or more Directors by giving written notice to all Directors. A special meeting called in accordance with this Section may be held not less than five (5) days and not more than ten (10) days after the Chair or Vice Chair receives the Directors' written request that the special meeting be held. Should the Chair or Vice-Chair fail, within one (1) day after the date on which the Directors' written request is received, to schedule the special meeting, then the Directors requesting the special meeting may fix the time and place of the meeting and give written notice thereof in the manner specified in Section 4.5. Business at a special meeting shall be limited to the specified call of the meeting.

**Section 4.4 Electronic Conference Meetings.** Any meeting among Directors may offer one (1) or more means of remote communication by which Directors may attend the meeting. Attendance at a meeting by means of remote communication constitutes personal presence at the meeting for all purposes, including but not limited to establishing a quorum and voting. As used in these Bylaws, "remote communication" means communication via electronic communication, conference telephone,

videoconference, the Internet, or such other means by which persons not physically present in the same location may participate in the meeting on a substantially simultaneous basis.

**Section 4.5 Notice of Meetings.** Written notice of each regular or special meeting of the Board shall be delivered, mailed, faxed or sent by electronic mail to an address at which each Director has consented to receive notice, at least five (5) and not more than forty (40) days before the day on which the meeting is to be held, or to be delivered to him or her personally or by telephone, not fewer than 24 hours before the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof, except as otherwise expressly required by the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.

**Section 4.6 Notice Excused.** Any Director may, in writing, before, at or after the meeting, waive notice thereof. Appearance at a meeting is deemed a waiver, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

**Section 4.7 Voting.** Each Director shall have one (1) vote. No proxy vote shall be permitted for a Director who is not present at a meeting. Directors may vote by voice or by ballot.

**Section 4.8 Action Without a Meeting.** Any action that may be taken at a meeting of the Board may be taken without a meeting and notice thereof if a consent in writing, setting forth the action so taken, is signed or consented to by authenticated electronic communication as permitted under Minnesota law, by the number of Directors necessary to take such action at a meeting of the Board at which all Directors are present. If less than all the Directors sign a written action, all Directors shall be notified immediately of the text and effective date of the written action. Failure to provide such notice does not invalidate the written action. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action. As used in these Bylaws, the term "authenticated electronic communication" means any form of communication, not directly involving the physical transmission of paper, that

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) is delivered to the Corporation's principal place of business or to an Officer or agent of the Corporation authorized by the Corporation to receive the communication, and
- (d) sets forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender.

**Section 4.9 Quorum.** The presence, in person or by electronic means, of one (1) less than a simple majority of the Directors at the time of any annual, regular or special Board meeting shall constitute a quorum for the transaction of business, and the act of a simple majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board, except in cases for which the Articles of Incorporation or these Bylaws require a different number for the quorum or affirmative vote. If a quorum is present when a duly called or held meeting is convened, the Directors may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. In the absence of a quorum, a majority of the Directors present may adjourn the meeting without further notice.

**Section 4.10 Director's Travel and Expenses and Per Diem.** Each member of the Board may be reimbursed for travel and living expenses incurred while on Board business. Reimbursement for use of a Director's own automobile shall be at a rate determined by the Board.

## **ARTICLE V. BOARD COMMITTEES**

**Section 5.1 General.** The Board may establish Board Committees, as it deems necessary. Board Committee membership shall not be limited to Directors, unless specified in the Board Committee description; provided, however, that at least two (2) members of each Board Committee shall be Directors. Board Committees may be Standing, as described in Section 5.3, or Special, as described in Section 5.4. Board Committees shall have the powers, duties and responsibilities, and shall be organized and function, as specified by the Board. Acts of Board Committees are subject to overall direction and control by the Board. For clarity, nothing in this Article is intended to apply to operational committees of the Corporation, and Canvas Health executive management has authority and discretion to establish operational committees, subject only to the Board's general oversight and control of the Corporation under these Bylaws.

**Section 5.2 Executive Committee.** The Executive Committee shall be the principal Board Committee, and shall consist of the Chair, the Vice-Chair, the Treasurer, the Secretary, and up to five (5) additional Directors appointed by the Board. The Executive Committee shall have the power to transact business of the Corporation during the interim between the meetings of the Board. Only Directors shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a Director, such person shall automatically cease to be a member of the Executive Committee.

**Section 5.3 Standing Committees.** The Executive Committee or Board may establish additional Standing Committees of the Board. These Standing Committees may include, but are not limited to, a Finance Committee, a Development Committee and a Board Affairs Committee.

**Section 5.4 Special Committees.** The Executive Committee or Board may appoint Special Committees of the Board for such special tasks as circumstances warrant. Such Special Committees shall limit their activities to the accomplishment of the task for which they were created and appointed, and shall have no power to act, except as has been specifically conferred by action of the Board. Upon completion of the task for which appointed, such Special Committees shall be disbanded.

## **ARTICLE VI. CHIEF EXECUTIVE OFFICER**

**Section 6.1 Position and Responsibilities.** The Chief Executive Officer shall be the top executive position of Canvas Health. The general active management of the business of the Corporation shall be conducted by the Chief Executive Officer. The Chief Executive Officer shall effectively and honorably represent the Corporation to the community and other stakeholders important to the success of the Corporation. The Chief Executive Officer shall be responsible for advising the Board of all significant matters pertaining to the Corporation's business, and shall be responsible to the Board for the development and oversight of corporate purposes, goals, strategic plans and financial performance.

**Section 6.2 Board Oversight and Direction.** The Board shall be the supervisor of the Chief Executive Officer. The Chief Executive Officer shall not be a member of the Board, but shall perform the duties described in Section 6.1, and such other duties as directed by the Board. The compensation of the Chief Executive Officer shall be subject to review and approval by the Board and shall be reasonable in amount for the services rendered.

## **ARTICLE VII. FINANCIAL MANAGEMENT**

**Section 7.1 Contracts.** The Board may authorize an Officer, employee or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Corporation. This authority may be general or confined to specific instances.

**Section 7.2 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, must be signed by an authorized Officer, employee or agent of the Corporation, and in the manner specified by the Board. In the absence of a determination by the Board, the

instruments must be signed by the Treasurer and countersigned by the Chief Executive Officer of the Corporation.

**Section 7.3 Fiscal Year.** The fiscal year of the Corporation shall be as determined from time to time by the Board; provided, however, that until such time as the Board may otherwise direct, the Corporation's fiscal year shall commence on the first of January and end on the thirty-first of December.

**Section 7.4 Accounting System.** The Board, or its designee the Chief Financial Officer, shall establish and maintain, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board may cause the books and records of the Corporation to be audited at such times as it determines reasonable and proper, and may retain such person or firm for such purposes as the Board may deem appropriate.

**Section 7.5 Authority to Borrow, Encumber Assets.** No Director, Officer, agent or employee of this Corporation shall have the power or authority to borrow on the Corporation's behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by the resolutions adopted from time to time by the Board. The authority may be given by the Board for any of the above purposes, and may be general or limited to specific instances.

## **ARTICLE VIII. STANDARD OF CONDUCT, INDEMNIFICATION AND INSURANCE**

**Section 8.1 Standard of Conduct.** Each Director and Officer shall discharge his or her duties in good faith in a manner which the Director or Officer reasonably believes to be in the best interests of the Corporation and with the care an ordinary prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a Director or Officer of the Corporation.

**Section 8.2 Indemnification.** The Corporation shall indemnify each Director, Officer, employee and agent of the Corporation, and any person serving at the request of the Corporation as a member of the Board, Officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her to the fullest extent to which officers and members of a board of directors may be indemnified under the terms and conditions of the Minnesota Nonprofit Corporation Act, Minn. Stat. Chap. 317A, or any amendments thereto or substitutions therefore.



**Section 8.3 Rights not Exclusive.** The indemnification provided by this Article shall continue as to a person who has ceased to be a Director, Officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this Article shall affect any rights to indemnification to which the Corporation's personnel, other than Directors and Officers, may be entitled by contract or otherwise under law.

**Section 8.4 Insurance.** The Corporation shall purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his/her right to indemnity under this Article.

### **ARTICLE IX. CONFLICT OF INTEREST**

The Corporation shall not enter into any contract or transaction with (a) a Director, a member of the family of a Director, or a domestic partner of a Director; (b) a director of a related organization (within the meaning of Minn. Stat. § 317A.011 subd. 18), a member of the family of a director of a related organization, or a domestic partner of a director of the related organization; or (c) an organization of which this Corporation's Director, a member of the family of this Corporation's Director, or a domestic partner of this Corporation's Director is a director, officer, or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the Board, and the Board authorizes, approves or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested Director) of a majority of the entire Board, at a meeting at which there is a quorum (without counting the interested Director). For the purposes of these Bylaws, "member of the family of a Director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of this Corporation's Director. Failure to comply with the provisions of this Article shall not invalidate any contract or transaction to which the Corporation is a party.

### **ARTICLE X. AMENDMENTS TO BYLAWS**


These Bylaws may be amended by the Board at a regular or special meeting of the Board by a majority vote of all of Directors then in office, after written notice of the proposed change, together with the full written text of such proposed change and the names of the proponents of such change, is given to Directors at least fifteen (15) days prior to action thereon.

**CERTIFICATE OF SECRETARY**

The undersigned HEREBY CERTIFIES that:

1. I am the duly elected and acting Secretary of Canvas Health, Inc., a Minnesota corporation; and
2. The foregoing Amended and Restated Bylaws, consisting of nine (9) pages, constitute the Amended and Restated Bylaws of the Corporation as duly adopted by action of the Board of Directors, effective as of June 27, 2018, and supersede all previous versions of the same.

IN WITNESS WHEREOF, I have signed this document as of July 17, 2018

  
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John Mielke  
Secretary  
Canvas Health, Inc.