

## SIXTH AMENDED AND RESTATED BYLAWS

### OF

### Healtheway, Inc.

#### ARTICLE I

#### DEFINITIONS

Section 1. The following terms shall have the meaning set forth herein. Additional terms may be defined in the body of these Bylaws:

- (a) Coordinating Committee. The governing body for the eHealth Exchange, as defined below, that is created by and granted authority for network governance under the Data Use and Reciprocal Support Agreement (DURSA).
- (b) eHealth Exchange. The health information network supported by the corporation.

#### ARTICLE II

#### MEMBER

Section 1. Member. The sole member of the corporation is The Sequoia Project, Inc. (the “Member”).

Section 2. Rights. The Member shall have the following rights:

- a. Appoint a Non-Voting Member Representative. The Member shall appoint an individual to serve as its representative on the Healtheway Board of Directors (the “Member Representative”). The Member Representative shall not have any vote on matters before the Board but shall serve in an advisory capacity only.
- b. Reserved Powers. The Member shall have the sole right to approve the following actions taken by the corporation:
  - i. Any transaction that results in the merger, affiliation, formation of a joint venture, partnership, or other corporate reorganization. The definition of these terms shall be the same as they are customarily used in commerce;
  - ii. The sale of all, or substantially all, of the corporation’s assets;
  - iii. Institution of bankruptcy proceedings or other proceedings in which a third party is appointed to take control of, or oversee, the operation of the corporation or assign the corporation’s assets for the benefit of its creditors. The definition of these terms shall be the same as they are customarily used in commerce;

- iv. Borrow or incur indebtedness, or expose Healthway or the Member to a material risk of liability, in any amount greater than five per cent (5%) of the corporation's gross revenue for the immediately preceding 12-month period of operations.

Section 3. Term. Membership shall be perpetual.

Section 4. Transfer. The Member shall not transfer or assign its membership without the express written consent of Healthway's Board of Directors. Any organization or entity to which the Member seeks to transfer or assign its membership must be a 501(c)(3) exempt organization.

Section 5. Member Meeting. The Member will conduct its business as Member via written consent in lieu of a meeting. This will apply to the Member annual meeting as well as any special meetings that are required of the Member.

### **ARTICLE III DIRECTORS**

Section 1. General Authority. Except as expressly provided in the Articles of Incorporation or these Bylaws, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the Board of Directors.

Section 2. Limitation on Authority relative to the eHealth Exchange. The Coordinating Committee has the sole authority to govern the eHealth Exchange and the Participants engaged in the exchange of data pursuant to the Data Use and Reciprocal Support Agreement (DURSA) including, but not limited to, the governance of the eHealth Exchange and providing or arranging for the provision of operational oversight of the eHealth Exchange. The Board of Directors shall not have the authority to control or supersede any decisions of the Coordinating Committee related to the eHealth Exchange. The provisions of this section constitute a "Director Agreement" authorized by Section 13.1-852.1 of the Virginia Nonstock Corporation Act. Nothing in this Article III, Section 2 shall be construed to give the Coordinating Committee any authority to make any decisions related to any program or service not governed under the DURSA that the corporation may provide or support.

Section 3. Number. The Board of Directors shall consist of a minimum of 3 and a maximum of 11 voting directors. The Board of Directors shall also consist of the eHealth Exchange Executive Director and the Member Representative, who shall be non-voting. The number of Directors may be fixed or changed from time to time, within the minimum and the maximum, by the affirmative vote of a majority of all the directors then in office.

Section 4. Qualifications. Directors must be natural persons. Directors need not be residents of the Commonwealth of Virginia. Additional qualifications and/or disqualifying events may be set forth in the Healthway Board Policies.

Section 5. Compensation. No director of the corporation shall receive compensation for the performance of his or her duties under these Bylaws. This shall not prevent the eHealth Exchange Executive Director from being compensated for that individual's work as the Executive Director even though the Executive Director is an *ex officio* member of the Board of Directors. Any director may be reimbursed for expenses incurred by the director on behalf of the corporation where those expenses have been authorized in advance by the Board of Directors.

Section 6. Composition of the Board of Directors & Director Terms. The corporation's Board of Directors shall be composed as follows:

- a. *Coordinating Committee-appointed Directors*: The Coordinating Committee shall appoint at least one individual, and may appoint up to three individuals, to serve on the Board of Directors. An individual appointed by the Coordinating Committee is not required to be a member of the Coordinating Committee. Each individual appointed by the Coordinating Committee shall serve for three years following the date of the Coordinating Committee meeting at which the individual was appointed. Individuals may serve on the Board of Directors for multiple terms.
- b. *Member Representative*: The Member Representative designated pursuant to Article II, Section 2 of these Bylaws. Notwithstanding the foregoing, no failure to appoint, vacancy, or absence of the Member Representative shall impede, impair, or otherwise limit the activities or authority of the Board of Directors.
- c. *Director-elected Directors*: The Board of Directors shall elect individuals to serve as directors except for the Member Representative, any directors appointed by the Coordinating Committee, and any *ex officio* positions as provided in these Bylaws. Each of the directors elected by the Board of Directors shall hold office for three years following the date of the Board of Directors meeting at which they were elected and qualified. Individuals may hold office for multiple terms.
- d. *Ex-officio position(s)*: The eHealth Exchange Executive Director shall be an *ex-officio* director. The Executive Director shall be a non-voting director.

Section 7. Process for Appointment and Election of Directors.

- a. *Director-elected directors*: The Board of Directors shall determine the most effective way to identify individual candidates to fill open director-elected positions. Elections shall be conducted in accordance with the process set forth in the Healthway Board Policies.
- b. *Coordinating Committee appointments*: The Coordinating Committee shall appoint individuals to serve as directors as necessary to ensure that there is at least one director appointed by the Coordinating Committee.

The Executive Director shall work with the Coordinating Committee on the timing of the Coordinating Committee's appointment process. The Coordinating Committee shall inform the Executive Director of whom the Coordinating Committee has appointed.

- c. *Member Representative appointment:* The Member has the sole discretion to designate the individual who will serve as the Member Representative.

Section 8. Resignation. Directors may resign at any time by written notice delivered to the Board of Directors, the Chairperson, or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date. If the individual who is serving as the Executive Director *ex officio* member of the Board of Directors ceases to be the Executive Director, then that individual shall be deemed to have resigned as a director effective as of the date on which that individual no longer serves as the Executive Director unless an earlier date is agreed to by the Board of Directors.

Section 9. Disqualification. Any director who fails to meet or satisfy any qualification of directors set forth in these Bylaws or in the Healthway Board Policies, or who is subject to a disqualifying event(s) as set forth in the same, shall be disqualified and shall no longer be a director regardless of whether the Board of Directors takes any affirmative action with regard to such director/person.

Section 10. Removal. A director may be removed, with or without cause, by vote of the directors only at a meeting called for purpose of the removal. The meeting notice shall state that the purpose (or one of the purposes) of the meeting is removal of the director.

Section 11. Vacancies. Vacancies on the Board of Directors resulting from the resignation, disqualification, removal, or death of a director may be filled at any meeting of the Board of Directors by the directors in accordance with the election or appointment process applicable to the departing director under Article III, Section 7. Any director who is elected to fill a vacancy shall serve the remaining term of the director who created the vacancy, but they can be elected to subsequent terms. Any director who is appointed by the Coordinating Committee to fill a vacancy shall serve the remaining term of the director who created the vacancy, but they can be appointed to subsequent terms at the discretion of the Coordinating Committee.

Section 12. Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may designate from time to time.

Section 13. Special Meetings. Special meetings of the Board of Directors may be held at any time at the call of the Chairperson or any three of the directors.

Section 14. Place of Meetings. Meetings of the Board of Directors shall be held at such place, within or without the Commonwealth of Virginia, including virtually, as the Board of Directors may designate from time to time.

Section 15. Notice of Meetings. Notice of the date, time, and place of each meeting of the Board of Directors and, in the case of a special meeting, the general purpose(s) of the meeting, shall be given to each director not less than two days prior to the date of the meeting. Notice to a director shall be in writing and shall be deemed given and received when personally delivered, mailed by first class mail, or sent via e-mail or other form of electronic communication, when directed to an address—whether physical or electronic—provided by the intended director recipient.

Section 16. Waiver of Notice. A director may waive notice of any meeting of the Board of Directors before or after the date and time of such meeting by providing a written waiver to the Secretary for inclusion in the minutes of the meeting or filed with the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director objects, either at the beginning of the meeting or promptly upon the objecting director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action(s) taken at the meeting.

Section 17. Action without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all the directors. The action shall be evidenced by one or more written consents stating the action taken, signed or electronically transmitted by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 18. Conduct of Meetings. The Chairperson, or in his absence a Vice Chairperson, if any, shall act as chairperson of and preside over meetings of the Board of Directors. If no such officer is present, the directors present at the meeting shall elect a chairperson. The Secretary shall act as secretary of such meetings. If the Secretary is not present, the Chairperson shall appoint a secretary of the meeting.

Section 19. Procedure at Meetings. The procedure at meetings of the Board of Directors shall be determined by the Chairperson, and the vote on all matters before any meeting shall be taken in such manner as the Chairperson may prescribe.

Section 20. Participation by Any Means of Communication. The Board of Directors may permit any or all directors to participate in a meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 21. Quorum and Voting.

- a. A quorum at any meeting of the Board of Directors shall be greater than 50% of the number of voting directors in office immediately before the meeting begins.
- b. Except for those actions specified in sub-sections (c) and (d) below or as otherwise required by law, the Articles of Incorporation, or these Bylaws,

the affirmative vote of the majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- c. An affirmative vote of at least two-thirds of the directors present and entitled to vote at a meeting at which a quorum is present shall be required to take the following actions:
  - i. Amend the Bylaws of Healtheway, Inc.;
  - ii. Utilize the corporation's property, or assign rights in specific property of the corporation, for other than a corporate purpose;
  - iii. Enter into any arrangement(s) involving a financial commitment on behalf of the corporation not provided for in the corporation's approved budget that exceeds \$150,000 or a higher Discretionary Amount as may be set forth and defined in the Healtheway Board Policies; provided, however, the Board of Directors shall refer any debt and/or material liability that is subject to Article II, Section 2(iv) to the Member for approval;
  - iv. Remove a director. For purposes of this action, and for the avoidance of doubt, the director whose removal is being voted upon shall be recused.
- d. A unanimous vote by all voting directors to:
  - i. Discontinue all managerial and operational support for the eHealth Exchange;
  - ii. Terminate or decide not to renew the agreement under which the Member provides support services to the corporation.

Section 22. Committees.

- a. *Executive Committee.* The Board of Directors may appoint an Executive Committee of the Board of Directors, which shall have the authority to act on behalf of the Board. The composition of the Executive Committee shall be the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary, and any other officers.
- b. *Other Committees.* The Board of Directors may create such other committees as the Board of Directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the Board of Directors except to the extent prohibited or restricted by law, the Articles of Incorporation, or these Bylaws. Each such committee shall be composed of the individuals as may be appointed by the Board of Directors. Committee members need not be directors; however, each committee shall include at least one director.

- c. *Committee Procedures.* The provisions of Sections 18 through 22 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

Section 23. Terms of Members of Committees. Directors shall serve on a committee for its duration until they are replaced by the Board of Directors or until they cease to be a director.

Section 24. Conflicts of Interest. No transaction with the corporation in which a director or a Member has an interest that precludes the director or Member from being disinterested shall be void or voidable solely because of the interest of such director or Member in the transaction if:

- (i) The material facts of the transaction and the interest of the director or Member were disclosed or known to the Board of Directors or a committee of the Board of Directors, and the transaction was authorized, approved, or ratified by the affirmative vote of a majority of the disinterested directors on the Board of Directors or on the committee; provided, however, that a transaction shall not be authorized, approved, or ratified by a single director; or
- (ii) The transaction was fair to the corporation.

## **ARTICLE IV OFFICERS**

Section 1. Generally. The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors, which elections shall take place at the annual meeting of the Board of Directors, at any regular meeting of the Board of Directors, or as otherwise permitted under these Bylaws. At least one of the officers shall be a director who was appointed to the Board of Directors by the Coordinating Committee. If a vacancy shall exist in any such office, a meeting of the Board of Directors shall be held as soon as may be practicable to fill the vacancy. The Board of Directors or the Chairperson may also, at any time, appoint one or more other officers and assistant officers and fill any vacancy that may exist in any such office as a result of the death, resignation, or removal of the officer holding the same. Any officer may hold more than one office and may, but need not, be a director. Each officer shall have the authority and perform the duties that pertain to the office held, or as set forth in these Bylaws or, to the extent consistent with these Bylaws, such duties as may be prescribed by the Board of Directors or the Chairperson.

Section 2. Chairperson. The Chairperson shall act as chairperson of and preside over meetings of the Board of Directors and shall perform, to the extent consistent with these Bylaws, such duties as may be conferred upon such office by the Board of Directors.

Section 3. Vice Chairperson. The Vice Chairperson shall perform, to the extent consistent with these Bylaws, such duties as may be prescribed by the Board of Directors or the Chairperson. In the event of and during the absence, disqualification, or inability to act of the

Chairperson, the Vice Chairperson shall have the authority and perform the duties of the Chairperson.

Section 4. Secretary. The Secretary shall have the responsibility for preparing and maintaining custody of minutes of meetings of the Member and/or Board of Directors and for authenticating records of the corporation. The Secretary shall maintain a record of the Member of the corporation, giving the name and address of the Member.

Section 5. Treasurer. The Treasurer shall be responsible for ensuring sound fiscal management of the corporation in collaboration with the corporation's financial services provider and the Board of Directors. Key responsibilities include coordinating with the corporation's financial services provider to develop the corporation's budget for approval by the Board of Directors, to prepare and distribute regular financial reports to the Board of Directors, to ensure fiscal policies and procedures appropriate to satisfy external audits, as applicable, 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 Board of Directors.

Section 6. Delegation of Power. In the event of and during the absence, disqualification, or inability to act of any officer other than the Chairperson, such other officers or staff as may be designated by the Board of Directors or by the Chairperson shall have the authority and perform the duties of such officer.

Section 7. Terms. Officers shall serve two-year terms or until their successors are selected. An officer can be re-elected to the same office without limit.

Section 8. Resignation. Officers may resign at any time by delivering written notice to the Board of Directors, the Chairperson, or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Officers may be removed, with or without cause, at any time by the Board of Directors; officers, if appointed by another officer, may likewise be removed by such officer.

Section 10. Execution of Instruments. Checks, drafts, notes, and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the Board of Directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts, or notes for collection or deposit to the credits of the corporation. The signature of any such officer or other individual may be in any format valid under Virginia law, including electronic, when authorized or ratified by the Board of Directors.

Section 11. No Compensation. No officer of the corporation shall receive compensation for the performance of his or her duties under these Bylaws. Any officer may be reimbursed for expenses incurred by him or her on behalf of the corporation where those expenses have been authorized in advance by the Board of Directors.

**ARTICLE V**  
**AMENDMENTS**

These Bylaws may be amended, altered, or repealed by the Board of Directors except to the extent that: (i) this power is reserved exclusively to the Member(s) by law or the articles of incorporation; or (ii) these Bylaws are repealed in connection with the Member's exercise of a reserved power set forth in Section 2(b) herein.

Executed in the name of the corporation by:

**Signature:** *Jay Nakashima*

**Printed Name:** Jay Nakashima

**Corporate Title:** Executive Director & Board Secretary

**Date:** *April 2, 2026*