

**RESOLUTION OF THE MARYLAND HEALTH BENEFIT EXCHANGE
BOARD OF TRUSTEES APPROVING AMENDED AND RESTATED BYLAWS**

WHEREAS, the Maryland Health Benefit Exchange Act of 2011 creating the Maryland Health Benefit Exchange (hereinafter, "MHBE") was enacted by the Maryland General Assembly on April 6, 2011, and signed into law by then Governor Martin O'Malley on April 12, 2011; and

WHEREAS, the Maryland Health Benefit Exchange Board of Trustees (the "Board") initially adopted Bylaws on June 11, 2011 (the "2011 Bylaws"); and

WHEREAS, the Policy Committee of the Board and MHBE staff conducted a review of the 2011 Bylaws for the purpose of providing the Board with options regarding potential amendments to said bylaws; and

WHEREAS, at the Board's April 17, 2023 meeting the Board's Counsel presented options and recommendations regarding potential amendments to the 2011 Bylaws to the Board; and

WHEREAS, following receipt of the Policy Committee's recommendations, material prepared by MHBE staff pertaining to such recommendations and, following discussion at the Board's April 17, 2023 meeting, the Board's Counsel prepared the Amended and Restated Bylaws of the Maryland Health Benefit Exchange; and

WHEREAS, Maryland Insurance Code, § 31-106 (c)(1)(3) provides that the Board shall have the power to adopt bylaws, rules and policies; and

WHEREAS, Article IX of the 2011 Bylaws states that the Bylaws may be amended by the affirmative vote of five members of the Board at any annual or regular meeting, provided that the proposed amendment or amendments have been sent to each member of the Board at least seven days before the meeting; and

WHEREAS, the proposed amendments to the 2011 Bylaws in blackline form were provided to the Board as part of the materials presented to it on April 17, 2023 and the Board has been presented with proposed Amended and Restated Bylaws of in the form attached hereto as Exhibit "A."; and

WHEREAS, the members of the Board of Trustees acknowledge their responsibility to govern the Exchange in good faith, in the best interest of Marylanders, and in accordance with the Exchange Act and other law;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees hereby adopts the Amended and Restated Bylaws of the Maryland Health Benefit Exchange, attached hereto as Exhibit A, and the 2011 Bylaws are hereby rescinded and superseded in their entirety.

I HEREBY CERTIFY that the foregoing Resolution was adopted on this fifteenth day of May, 2023, by the Board of Trustees of the Maryland Health Benefit Exchange.



Laura Herrera Scott, MD, MPH
Secretary, Maryland Department of Health