

~~DISINTERESTED BOARD MEMBERS, EVEN IF THE NUMBER OF DISINTERESTED BOARD MEMBERS CONSTITUTES LESS THAN A QUORUM, AND~~

~~3. THE CONTRACT OR TRANSACTION IS FAIR AND REASONABLE TO THE NONPROFIT HEALTH SERVICE PLAN.~~

~~(III) THE NUMBER OF BOARD MEMBERS WHO HAVE COMMON DIRECTORSHIP OR A FINANCIAL INTEREST MAY BE COUNTED FOR PURPOSES OF A QUORUM AT THE MEETING OF THE BOARD DURING WHICH THE CONTRACT OR TRANSACTION IS AUTHORIZED, APPROVED, OR RATIFIED.~~

~~(IV) IF A CONTRACT OR TRANSACTION IS NOT AUTHORIZED, APPROVED, OR RATIFIED AS PROVIDED UNDER THIS PARAGRAPH, THE PERSON ASSERTING THE VALIDITY OF THE CONTRACT OR TRANSACTION BEARS THE BURDEN OF PROVING THAT THE CONTRACT OR TRANSACTION IS FAIR AND REASONABLE TO THE NONPROFIT HEALTH SERVICE PLAN AT THE TIME THE CONTRACT OR TRANSACTION WAS NOT AUTHORIZED, APPROVED, OR RATIFIED.~~

~~(V) THE PROVISIONS OF THIS PARAGRAPH DO NOT APPLY TO THE FIXING BY THE BOARD OF A REASONABLE COMPENSATION FOR A BOARD MEMBER, WHETHER AS A DIRECTOR OR IN ANY OTHER CAPACITY.~~

~~(VI) 1. ANY PROCEDURE FOR AUTHORIZING, APPROVING, OR RATIFYING A CONTRACT OR TRANSACTION OF A NONPROFIT HEALTH SERVICE PLAN TAKEN IN COMPLIANCE WITH THE PROVISIONS OF § 2-418 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE SHALL BE DEEMED TO SATISFY THE REQUIREMENTS OF THIS PARAGRAPH.~~

~~2. ANY CHARTER, BYLAW, CONTRACT, OR TRANSACTION REQUIRING OR PERMITTING INDEMNIFICATION, INCLUDING ADVANCES OF EXPENSES, DEVELOPED IN ACCORDANCE WITH THE PROVISIONS OF § 2-418 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE SHALL BE DEEMED TO BE FAIR AND REASONABLE TO THE NONPROFIT HEALTH SERVICE PLAN.~~

(c) (1) This subsection does not apply to any board of a nonprofit health service plan which issues contracts for not more than one of the following services:

- (i) Chiropodial;
- (ii) Chiropractic;
- (iii) Pharmaceutical;
- (iv) Dental;
- (v) Psychological; or
- (vi) Optometric.

(2) The board shall appoint two additional members to serve as voting consumer members to the board of a nonprofit health service plan.