

INDIANA HEALTH INFORMATION MANAGEMENT ASSOCIATION BYLAWS

ARTICLE I NAME

This corporation shall be known as the Indiana Health Information Management Association, Inc.

ARTICLE II MEMBERS

The purpose of this corporation is to promote the art and science of health information administration and to improve the quality of comprehensive health information services for the welfare of the public in the state of Indiana.

ARTICLE III MEMBERS

SECTION 3.1: Classes of Members There shall be three (3) classes of membership: Active, Student, and Honorary.

- A. **Active:** Any American Health Information Management Association (AHIMA) Active members in good standing who select Indiana for their state association membership, shall become an active member of this Association upon receipt by this association of due notice that such individual is an active member of American Health Information Management Association. An active member in good standing shall be entitled to vote, to hold office, and to serve as a member of the Executive Board, Committee Chairman, Committee member, or delegate to the American Health Information Management Association.
- B. **Student:** Any student formally enrolled in an AHIMA accredited or approved program, including those pending accreditation/approval, is eligible for student membership. A student may retain this class of membership until the first qualifying examination for which he or she is eligible, after which time he or she shall be transferred to active membership. Student Membership shall have all rights and privileges of membership, including that of serving on committees and subcommittees in designated student positions with voice, but no vote. They shall not be entitled to other voting privileges, hold office or serve as delegate.
- C. **Honorary:** Any person who is an honorary member of this corporation as of the date of the adoption of these Bylaws and any person who thereafter receives an honorary membership in the American Health Information Management Association and resides in the state of Indiana shall be an honorary member of this corporation. Honorary members shall possess none of the rights and privileges of the other classes of the membership and shall have no right, title, or interest in any property of the corporation. Honorary members who were active members shall retain their active membership rights.

SECTION 3.2: Application for Membership and Initial Dues

Application for active and student AHIMA membership shall be sent by the applicant directly to the Executive Director of American Health Information Management Association. The total amount of the initial dues and/or assessments as provided by the American Health Information Management Association shall accompany such applications.

SECTION 3.3: Cessation, Reinstatement and Transfer of Membership

Resignation, forfeiture, expulsion and reinstatement of an individual's membership in this corporation shall be effective upon receipt by this corporation of due notice of such action relative to such individual's membership in the American Health Information Management Association. For purposes of membership in this corporation, transfer of any individual's membership (i) in the American Health Information Management Association or (ii) from such other component state association to this corporation shall be effective upon receipt by this corporation from the American Health Information Management Association of due notice of such transfer.

**ARTICLE IV
MEETINGS OF MEMBERS**

SECTION 4.1: Annual Meeting

An annual meeting of members shall be held at such time and place as the Executive Board may determine.

SECTION 4.2: Special Meeting

Special meetings of members may be called by the President or by the Executive Board, and shall be called by the President, by the Executive Board, or upon the written request of not less than ten percent (10%) of the active members of the corporation.

SECTION 4.3: Notice of Meeting

A notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose(s) for which such meeting is called at least fifteen (15) days before the date of the meeting.

SECTION 4.4: Voting Rights

Each active member in good standing shall be entitled to one vote on each matter presented to a vote at any meeting of members. To be entitled to vote, an active member must be present at the meetings and vote in person and not by proxy, except as expressly provided in Article VI, Section 6.4 of these Bylaws.

SECTION 4.5: Quorum and Manner of Acting

At any meeting of members a quorum shall exist if at least ten percent (10%) of active members are present in person. The affirmative vote of a majority of the active members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the Articles of Incorporation, by these Bylaws, or the law. Except as these Bylaws may otherwise specifically provide, each meeting of members shall be conducted in accordance with the then current edition of Robert's Rules of Order.

SECTION 4.6: Cancellation of Annual Meeting

In the event of a national emergency or other circumstances prohibiting the holding of an annual meeting, the Executive Board may cancel the meeting and prompt notice thereof shall be given to all members of the Association.

**ARTICLE V
EXECUTIVE BOARD**

SECTION 5.1: Powers and Duties

The property, business and affairs of this corporation shall be managed and controlled by the Executive Board.

SECTION 5.2: Number and Tenure

The Executive Board shall consist of the elected officials, including the President, President-Elect, Secretary, Treasurer, and the immediate Past President, all designated herein as officer members with

voting rights. The Delegates, the Regional Association Presidents, and the Chairman of committees are considered non-officer members of the Executive Board with voting rights. The President shall act as Chairman of the Executive Board.

SECTION 5.3: Qualifications

Only active members with AHIMA credentials in good standing shall be eligible to serve as members of the Executive Board.

SECTION 5.4: Regular Meetings

Regular meetings of the Board shall be held at such time and place as the Board may from time to time prescribe at which any business of the corporation within the power of the Board to transact may be conducted. The Board shall meet not less than three (3) times each year.

SECTION 5.5: Special Meetings

Special meetings of the Executive Board may be called by the President and shall be called by the President upon the written request of any three (3) members of the Executive Board. The person or persons authorized to call such special meetings may fix any place within the state of Indiana as the place for holding such meetings called by them.

SECTION 5.6: Notice of Meetings

A notice stating the place, the day and hour of any meetings shall be given at least five (5) and no more than forty (40) days before the date of such meeting, addressed to each member of the Executive Board as it appears on the official roster of the Indiana Health Information Management Association, Inc.

SECTION 5.7: Quorum and Manner of Acting

A majority of the members of the Executive Board then in office shall constitute a quorum. The act or vote of a majority of members present at a meeting at which a quorum is present shall be the act of the Board unless the act or vote of a greater number is required by the Articles of Incorporation, by these Bylaws, or by law.

SECTION 5.8: Communication Other Than At Executive Board Meetings

Matters requiring action between meetings of the Executive Board may be decided by mail vote, telephone or electronic conferencing, or other methodologies. All such action shall be ratified at the next meeting.

ARTICLE VI
OFFICERS

SECTION 6.1: Number and Designation

The officers of the corporation shall be a President, a President-Elect, the immediate Past-President, a Secretary, and a Treasurer.

SECTION 6.2: Qualifications

Only active members with AHIMA credentials in good standing shall be eligible to hold office.

SECTION 6.3: Term and Succession of Office

The President, President-Elect, immediate Past-President and Secretary shall hold office one (1) year or until their successor has been elected and qualified or until his earlier death, resignation or removal in the manner therein provided. The Treasurer shall hold office two (2) years or until his successor has been elected and qualified or until the Executive Board may fill any vacancy in an elected office created by death, resignation or disqualification, by designating any acting officer to serve for the remainder of the unexpired term. After serving in such office for one (1) year, the President-Elect shall succeed to the office of President, automatically without further action.

SECTION 6.4: Nomination and Election

Nominations for the offices of President-Elect, Secretary and Treasurer (and for President should the office of President-Elect become vacant) shall be made by the Nominating Committee at least sixty (60) days prior to each annual meeting. Voting for officers shall be by ballot. Ballots with instructions for their use shall be provided to all active members of IHIMA at least thirty (30) days prior to the annual meeting to be returned in the time set forth by the Committee. The Credentials Committee shall meet prior to the annual meeting and shall open and tabulate the ballots. Ballots received after the deadline shall not be included in the tabulation. The Officers shall be elected by the plurality of the votes cast by the active members in good standing. In case of a tie, the election shall be decided by lot. Results of the election shall be announced at the annual meeting and the officers shall assume office on July 1.

SECTION 6.5: Termination or Removal

Any officer may at any time resign by giving a written notice of such resignation to the Secretary and President of the corporation to be effective immediately or at a later time stated therein. Any officer may be removed from office by the affirmative vote of two-thirds of the active members present at any meeting of members at which a quorum is present whenever, in their judgment, the best interest of the corporation will be served thereby. Any vacancy created by such removal shall be filled for the remainder of the unexpired term by designating an acting officer to serve. The President shall be responsible for designating an acting officer. In the event of the resignation or removal of the President, the President-Elect will assume the Presidency. The removal of an officer shall be without prejudice to the contract rights, if any of the officers so removed.

SECTION 6.6: Duties of Officer

- A. The President shall preside at all meetings of the Executive Board and all meetings of members, shall appoint chairman of the standing committees except as otherwise provided in Article VII, shall be an officer member of the Executive Board, shall be a member of the Strategic Planning Committee, shall be an ex-officio member of all committees except the Nominating Committee, shall serve as a delegate to the House of Delegates of the American Health Information Management Association, and shall perform such other duties as the executive Board may from time to time determine.
- B. The President-Elect shall perform the duties pertaining to the office of President during his absence, disability or inability to act, shall serve as an officer member of the Executive Board, shall act as the Chairman of the Strategic Planning Committee, shall serve as a delegate to the House of Delegates of the American Health Information Management Association and shall perform such other duties as the Executive Board may from time to time determine.
- C. The Secretary shall serve as an officer member of the Executive Board and keep a permanent record of the meetings of the corporation and of the Executive Board, shall submit such records for approval at the following meeting of the respective group, shall prepare minutes of the meetings for transcription by the Central Office Coordinator and shall perform such other duties as the Executive Board may from time to time determine.

- D. The Treasurer shall serve as an officer member of the Executive Board and have charge of all funds belonging to the corporation, shall keep and deposit the same for or on behalf of the corporation in a bank or banks to be designated by the Executive Board, shall maintain an account of the dues received from the Executive Director of the American Health Information Management Association, shall make financial reports as may be requested by the President, shall present an annual financial report at the annual meeting of members, and shall perform such other duties as the Executive Board may from time to time determine.
- E. The immediate Past President shall serve as an officer member of the Executive Board; oversee the activities of the Treasurer and annual budgeting process; shall be a member of the Strategic Planning Committee; and shall perform such other duties as the Executive Board may from time to time determine.

ARTICLE VII ADVISORY BOARD

SECTION 7.1: Establishment

There shall be an Advisory Board consisting of such committee chairpersons as necessary to conduct the business of the Association, including a Nominating and Credentials Committee. The composition, size and duties of the committees shall be set forth in the Association's Procedure Manual and subject to the approval of the Executive Board. Regional Association President-Elects shall be included to participate in the Advisory Board functions.

SECTION 7.2: Eligibility

- A. Chairmen. Except otherwise specified in these Bylaws, chairmen of standing committees shall be appointed by the President, and shall have the privileges of appointing their respective committee members, with the exception of the Nominating Committee.
- B. All Committee Chairman and members must be in good standing in this association. Active members shall be eligible for appointment as Chairman or members of committees. Student members shall be eligible for appointment as members of committees.
- C. Unless otherwise expressly provided in these Bylaws, a committee member may be re-appointed or re-elected to succeed himself for not more than three (3) consecutive terms.

SECTION 7.3: Quorum

A majority of any committee shall constitute a quorum and the act or vote of the majority of the committee members present at a meeting at which a quorum is present shall constitute the act or vote of the committee.

SECTION 7.4: Vacancies

Any committee or chairman may resign at any time by giving written notice to the President of this corporation to be effective immediately or at a later time stated therein. Any chairman may be removed from office by the President or by an affirmative vote of two-thirds of the Executive Board present at any meeting of the Executive Board at which a Quorum is present whenever, in their judgment, the best interest of the corporation will be served thereby.

SECTION 7.5: Duties

The duties, operational policies, and procedures shall be set forth in the Association's Procedure Manual. Committees shall not pre-empt the authority of the Executive Board in any manner.

SECTION 7.6: Nominating Committee

- A. Chairman: The chairman of the Nominating Committee shall be an active member who is appointed by the President-Elect

- B. Members: Nominations for two (2) additional members shall be made by the Nominating Committee at least sixty (60) days prior to the Annual Meeting. Voting for Nominating Committee members shall be by mail ballot as described in Article VI, Section 6.4.
- C. Duties:
1. The Committee shall provide ballots for officers to the Indiana Health Information Management Association and for IHIMA delegates to the American Health Information Management Association to each active member in good standing, at least thirty (30) days before the Annual Meeting. The Committee shall verify the validity of the count of ballots for the annual election of officers. They shall have the duty of registering those attending meetings.
 2. They shall have the duty of registering those attending meetings.
 3. The Committee shall be acquainted with the requirements for the various classes of membership in the American and State Associations, and the requirements for registration and accreditation. The Chairman shall maintain the membership roster and a list of officers and Committee Chairman.

ARTICLE VIII

NATIONAL REPRESENTATION

SECTION 8.1: Number of Delegates

This corporation shall be represented in the House of Delegates of the American Health Information Management Association. The apportionment of delegates for AHIMA State Associations shall be based on Active Members of the State Association at the close of business on December 31 of the immediate prior year. State Associations shall be entitled to one (1) delegate for any portion of 100 Active Members, and one delegate for each additional 100 Active Members, but no more than five delegates. Delegates to AHIMA shall be selected through the process in Section 8.4.

SECTION 8.2: Term of Office

The term of delegates shall be two (2) years. Terms of delegates shall be staggered to maintain continuity in the House of Delegates and in the state delegation. No delegate may serve more than two (2) consecutive terms.

SECTION 8.3: Qualifications

Only active members in good standing shall be eligible to serve as delegates to the American Health Information Management Association.

SECTION 8.4: Election of Delegates

The first Two (2) delegates shall be incumbent President and President-Elect. Additional delegates will be nominated as in Section 7.6, C, i. If a delegate finds it impossible to serve, the person receiving the highest number of votes shall be called to serve as an alternate for the balance of the unexpired term. If no other nominee is able to complete the term of a delegate, the Executive Board is given the authority to elect an alternate delegate. Additionally, the Executive Board is given the authority to take necessary action to ensure the continuity of the IHIMA delegation, i.e., staggered terms.

ARTICLE IX

FINANCE

SECTION 9.1: Dues

This corporation shall receive from the American Health Information Management Association that portion of the dues paid to it by its members who are also members of this corporation, as may from time to time be provided by the American Health Information Management Association. Such amount received from the American Health Information Management Association may be augmented by such assessment against the

members of this corporation as may from time to time be established by vote of the membership at a duly constituted meeting, a quorum being present.

SECTION 9.2: Bonds

If the Executive Board shall require, all officers and agents of the corporation responsible for the receipt, custody, or disbursement of funds shall in such amount and such sureties as the Executive Board shall approve. The expenses of such bonds are to be paid by the corporation.

SECTION 9.3: Compensation

Members of the Executive Board, officers, committee chairmen, committee members and delegates to the American Health Information Management Association shall serve without compensation. Nothing herein, however, shall prevent the reimbursement of reasonable expenses incurred in connection with the corporation's affairs.

SECTION 9.4: Fiscal Year

The fiscal year of the corporation shall begin on the first (1st) day of July in each year and end the thirtieth (30) day of June in each year.

SECTION 9.5: Contracts, Checks, and Depositories

The Executive Board may authorize any officer, or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confirmed to specific instances. All checks, drafts or other orders of payment of money issues in the name of this Association shall be signed by the Treasurer or such other officer as determined by the Executive Board.

**ARTICLE X
REGISTERED OFFICE AND AGENT**

The location of the corporation shall be the city of Indianapolis, county of Marion, state of Indiana, or such other place as the Executive Board may from time to time determine.

**ARTICLE XI
AMENDMENT OF BYLAWS**

SECTION 11.1: Power and Voting

The power to alter, amend or repeal Bylaws or to adopt new Bylaws shall be vested solely in active members. The affirmative vote of two-thirds of the active members present at a meeting at which a quorum is present shall be sufficient to alter, amend, or repeal any Bylaws or adopt any new Bylaws.

SECTION 11.2: Submission Procedure

- A. A proposal for the alteration, amendment or repeal of Bylaws or adoption of new Bylaws may be initiated by the Executive Board, Bylaws Committee or any active member. The Executive Board shall review each proposed Bylaw amendment and prepare it for submission to the active members with any such technical changes and conforming amendments to the proposal and any explanatory comments or recommendations as the Executive Board shall deem necessary. The Executive Board may delegate such review and preparation to the Bylaws Committee.
- B. The Executive Board or Bylaws Committee shall submit the proposed Bylaws amendment and support document to the American Health Information Management Association for review and clearance. After such review and clearance, the proposed Bylaw shall be submitted to a vote of the members of this corporation at the next annual meeting of the members for which notice can be given as provided in Section 11.3.

SECTION 11.3: Notice

A notice of the proposal for alteration, amendment or repeal of any Bylaw, or adoption of any new Bylaw, shall be provided to each member at least thirty (30) days prior to the meeting at which the proposal is to be submitted to the vote of the members. Such notice shall include the text of any Bylaw which it is proposed to alter, amend or repeal reflecting the proposed alteration or amendment, the text of any proposed new Bylaw, the comments and recommendations of the Executive Board, if any, and a statement that the proposal will be submitted to a vote of active member at a meeting to be held on the date specified in the notice.

SECTION 11.4: Without Notice

By a Ninety percent (90%) affirmative vote of the active membership present, a proposal to amend the Bylaws may be made and acted upon at the same meeting without prior notice, as defined in the Section 11.3. The meeting must be called and conducted as defined in Article IV of these Bylaws. A ninety percent (90%) affirmative vote of active members present shall likewise be required for adoption of such amendments.

SECTION 11.5: Effective Date

After due adoption by the active members as provided in Section 11.5 and 11.4 of these Bylaws, each alteration, amendment or repeal of any Bylaw or adoption of any new Bylaw shall be submitted to the American Health Information Management Association for final signature of approval. Unless otherwise specified, the amendment shall become effective upon receipt by this corporation of such final signature of approval. The amendment can become effective immediately with official approval from the American Health Information Management Association.

ARTICLE XII
DISSOLUTION

This corporation shall make no distribution of its assets to any of its members during the period of its operation or upon its liquidation. Upon the dissolution or final liquidation of this Corporation, any assets remaining after all obligations have been satisfied or provided for, shall be transferred to a non-profit organization engaged solely in scientific and educational activities advancing the cause of health information administration and technology and the health of the public as determined by the Executive Board.