

**AMENDED AND RESTATED**

**CORPORATE BYLAWS**

**OF**

**NORTH CAROLINA HEALTH INFORMATION MANAGEMENT ASSOCIATION**

**AMENDED AND RESTATED**

**April 15, 2008**

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ARTICLE 1.

CORPORATION

SECTION 1.1. Corporate Name. The name of the corporation shall be NORTH HEALTH INFORMATION MANAGEMENT ASSOCIATION (hereinafter, the “corporation”), a(n) § 501(c)(6) not-for-profit corporation.

SECTION 1.2. Corporate Purposes. The purposes of the corporation are to operate on a not-for-profit basis within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, as amended, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

(iii) Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from

Federal income tax under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law);

and in furtherance thereof:

- (a) To conduct recruitment activities for members and students;
- (b) To provide ongoing member communications (*i.e.*, website, newsletter, or periodic releases of relevant news);
- (c) To promote the professional development of individuals in the health information management profession by conducting continuing education programs, including education related to health information management practice topics, including coding;
- (d) To develop and participate in advocacy initiatives approved by the American Health Information Management Association, an Illinois not-for-profit corporation (“AHIMA”) and to contribute programmatically to the mission of AHIMA;
- (e) To convene an annual meeting of its members;
- (f) To provide its members with an annual written financial report; and
- (g) To conduct such other activities as may be consistent with the purposes of the AHIMA.

SECTION 1.3. Corporate Offices. The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered

office, and may have other offices within or outside the state of North Carolina as the board of directors may from time to time determine.

SECTION 1.4. Corporate Dissolution. In the event of the dissolution of the corporation, the board of directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under either § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or § 501(c)(6), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 2.

### MEMBERS

SECTION 2.1. Organization. The corporation shall be composed of three basic classes of AHIMA members: Active, Student and Honorary. Only AHIMA members are eligible for membership in North Carolina Health Information Management Association.

(a) Active. Individuals interested in the AHIMA purpose and willing to abide by the Code of Ethics. Active members in good standing shall be entitled to membership privileges including the right to vote as specified below, to hold office and to serve as delegates to AHIMA.

(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 members 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 delegates.

(c) Honorary. Any person who made a significant contribution to health information management science or rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in the corporation by the Board of Directors. These members shall be exempt from dues. An honorary member may hold no other class of membership in the corporation. Honorary members shall also be eligible for a national appointment by AHIMA. Honorary members who were once active members shall retain their active membership rights.

SECTION 2.2. Application. All applications for membership shall be in the approved format and shall be accompanied by the amount of annual dues, fee, and/or assessment.

SECTION 2.3. Expulsion. Any member who shall violate the bylaws of AHIMA, the corporation, the Code of Ethics, the Standards for Initial Certification, or the Standards for Maintenance of Certification, may be expelled from membership as specified in the AHIMA Policy and Procedure Manual as from time to time in effect.

SECTION 2.4. Forfeiture. Dues and assessments shall be paid no later than thirty (30) days after the renewal date. Membership shall be forfeited if dues and assessments are not paid by the payment deadline.

SECTION 2.5. Resignation. Any member in good standing may resign by submitting a resignation in writing to the corporation's current membership chairperson.

SECTION 2.6. Reinstatement.

(a) A former member whose resignation has been accepted by the corporation shall be reinstated upon application and payment of the current year's dues and assessments.

(b) A former member whose membership has been forfeited for non-payment of dues and/or assessments shall be reinstated upon application and payment of current year's dues and assessments, and any reinstatement fee that may be specified by the Board of Directors.

(c) An inactive member may be restored to the class of membership previously held upon application and payment of any difference in dues and assessments.

SECTION 2.7. Voting Body. The Voting Body of the members shall be limited to Active members.

SECTION 2.8. Duties of Voting Body. The duties of the Voting Body, composed of active members only, present in person or in electronic vote per state law, shall be:

- (a) to elect the officers and the at-large directors of the corporation, and
- (b) to elect the delegates of the corporation to the AHIMA's House of Delegates,
- (c) should a tie occur, a lot shall break the tie.

Voting shall be carried out electronically at the annual meeting of the Voting Body as defined below.

These voting rights and those specified above to student members, shall be in lieu of all statutory voting rights of members.

SECTION 2.9. Annual Meeting Procedure. Upon written notice of no less than fourteen (14) days, all members shall be notified of the annual meeting of the members and the corporation, the date and location for which shall be set by the Board of Directors. Although only active members may vote at the annual meeting as the Voting Body, all members shall be encouraged to attend and otherwise participate. A quorum shall consist of the smallest number or percentage of active members permitted under applicable state law to constitute quorum at a meeting of voting members.

SECTION 2.10. Representation to AHIMA. Active members shall be elected by the corporation to represent the corporation in the AHIMA House of Delegates as provided in the AHIMA bylaws.

### ARTICLE 3.

#### BOARD OF DIRECTORS

SECTION 3.1. Powers. Except as provided in Article II, the corporation's Board of Directors shall govern and manage the affairs of the corporation, shall exercise its powers and shall

control its property. It shall determine compliance with the corporation's stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these bylaws or the corporation's articles of incorporation, including, but not limited to the following:

(a) Provide for representation of the membership of the corporation on all matters internal and external;

(b) Establish the policies and procedures of the corporation and approve proposed modification to the corporation's Policy and Procedure manual, except as otherwise provided in these bylaws;

(c) Develop and oversee the implementation of the corporation's strategic plan;

(d) Approve the corporation's annual operating budget;

(e) Establish, oversee, and act on the recommendations of all Committees, as applicable, except as otherwise provided in these bylaws;

(f) Serve as custodian over all funds and property of the corporation; and

(g) Render a full report on the financial status and activities of the corporation to the membership of North Carolina Health Information Management Association.

SECTION 3.2. Directors. The members of the Board of Directors shall be the President, the President-elect, the Immediate Past President/Director, ex officio, and no fewer than seven (7) at-large elected directors (NCHIMA positions are Treasurer, Secretary, Regional Liasion, Vice President, Region/Section Coordinators).

SECTION 3.3. Election and Removal. Election shall be by a plurality of the votes cast at the annual meeting by the active members in good standing as the Voting Body. In case of a tie, the election shall be decided by lot. The electees shall assume office July 1. Any elected ex officio or at-large director of the corporation may be removed for cause by the Board of Directors (NCHIMA Executive Board) providing such action is taken by a majority vote of the Directors with prior written notice to the affected Director.

SECTION 3.4. Terms. All at-large directors shall serve a term of one (1) or two (2) years or until their successors shall have been duly elected and qualified. There shall be no limit on the number of successive terms, and terms shall be staggered so that no more than five (5) terms shall expire in any year.

SECTION 3.5. Vacancies. In the case of death, incapacity, or written resignation of any Director during his or her term of office, the vacancy shall be filled for the remainder of the term by action of the Board of Directors.

SECTION 3.6. Meetings. The Board of Directors shall conduct at least one meeting annually. Special meetings may be called by the President, or shall be called by the North Carolina upon the written request of four (4) or more members of the Board of Directors. SECTION 3.6.

Notice. Written notice of all board meetings shall be mailed by first class mail, or such other means as authorized by statute in the applicable state, or delivered to each director not less than five (5) working days before the date of the meeting. For special meetings, notice shall state generally the nature of the business to be taken up at the meeting.

SECTION 3.7. Quorum. For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum shall be a simple majority of the voting directors then serving, who shall be present in person. No proxies shall be permitted.

SECTION 3.9. Meeting Media. Meetings may be conducted by the technology of preference, after determining that all the corporation's Board of Directors have the media available and consent to the use of such media and that each director may thereby hear the debate of the others. Meetings may not be held by email.

#### ARTICLE 4.

#### OFFICERS OF THE CORPORATION

SECTION 4.1. Designation of Corporate Officers. The officers of the corporation shall be a President, a President-Elect, an Director,, a Secretary, a Treasurer, (these functions may be designated to paid staff) and such officers as are necessary in the opinion of the Board of Directors to conduct the business of corporation. NCHIMA President will be a credential holder. All officers shall be active members of the corporation. The officers shall be elected at the annual meeting by the Voting Body to one (1) or two (2) year terms and may succeed themselves if nominated and elected. Their duties shall be those assigned ordinarily to such offices. The President shall be the corporation's chief policy officer and shall chair all meetings of officers, of the Board of Directors and of the Voting Body.

SECTION 4.2. Duties of the President: The President shall be the chief executive officer and the direct representative of the Board of Directors in the management of the corporation, and shall

have all the duties and authority which such position would customarily require, including, but not limited to the following:

- (a) Carrying out all policies established by the board and advising on the formulation of these policies.
- (b) Developing and submitting to the board for approval a plan of organization for the conduct of the various activities of the corporation and recommending changes when necessary.
- (c) Preparing written plans for the achievement of the corporation's specific objectives and periodically reviewing and evaluating such plans.
- (d) Preparing an annual budget showing the expected revenue and expenditures as required by the board. Such report shall be submitted annually to the Board of Directors and to the Voting Body.
- (e) Selecting, employing, supervising, and discharging corporate agents and employees and developing and maintaining personnel policies and practices for the corporation.
- (f) Maintaining physical properties in a good and safe state of repair and operating condition.
- (g) Supervising the financial affairs to ensure that funds are collected and expended to the best possible advantage of the corporation.

- (h) Presenting to the board, or its authorized committees, periodic reports reflecting the activities of the corporation and such other special reports as may be required by the board.
- (i) Attending meetings of the board, serving as an ex officio member on the board (without vote) and on its committees (with vote), and coordinating the preparation of board meeting materials.
- (j) Representing the corporation in its relationships with its affiliated organizations.
- (k) Performing such other duties as may from time to time be assigned by the President or by the board.

SECTION 4.3.                      Staff as Officers. It is recognized that the North Carolina Health Information Management Association need not have employed staff in order to have Officers. The Board of Directors of North Carolina Health Information Management Association may, at its discretion, elect employed staff as Officers.

## ARTICLE 5.

### COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1.    Board Committees. A majority of the directors may create one or more standing or special board committees and shall appoint directors or such other persons as the board designates, to serve on such committees. All committee members shall serve at the pleasure of the board. The President shall appoint each committee chair. Each committee shall serve pursuant to a written charge adopted by the Board of Directors. In the absence of the express creation of a

nominating committee, the current officers shall serve as a nominating committee for nominating officers, directors and delegates to the AHIMA House of Delegates.

SECTION 5.2. Committee Procedures. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary of the corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President, who shall have the right to attend and participate in the deliberations of the committee. The President or the committee chair may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee, but who shall not vote. A majority of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee.

## ARTICLE 6.

### CORPORATE SEAL

The board shall adopt a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, North Carolina.” If the incorporating state does not recognize corporate seals, this provision shall be null and void.

## ARTICLE 7.

### FISCAL MATTERS

SECTION 7.1. Fiscal Year. The fiscal year of the corporation shall be July 1 to June 30 of each year. AHIMA reserves the right to modify the fiscal year from time to time.

SECTION 7.2. Contracts. The President and his/her express designee(s) shall be authorized to execute contracts on behalf of the corporation. In addition, the board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, with such authority being either general or confined to specific instances. No loans shall be made to officers or directors of the corporation.

SECTION 7.3. Loans and Indebtedness. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board with such authority being either general or confined to specific instances.

SECTION 7.4. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation or to the corporation, shall be signed or endorsed as established by board policy by persons authorized as signatories, President and Treasurer on the accounts of the corporation by resolution of the board of directors from time to time. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

SECTION 7.5. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

SECTION 7.6. Budgets. The Board of Directors of the corporation shall prepare or have prepared the annual capital and operating budgets of the corporation.

SECTION 7.7. Maintenance of Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees, and shall keep at the principal office a record giving the name and address of the directors. All books and records of the corporation may be inspected by any active member or any director for any proper purpose at any reasonable time.

SECTION 7.8. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the corporation, but shall in each case disclose the corporation's tax status and follow all applicable tax rules and regulations.

## ARTICLE 8.

### CONFLICTS OF INTEREST

SECTION 8.1. Statement of General Policy. These bylaws recognize that both real and apparent conflicts of interest or dualities of interest (hereinafter referred to as "conflicts") sometimes

occur in the course of conducting the corporation's daily affairs. A conflict as used in these bylaws refers only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts occur because the many persons associated with the corporation should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two or more organizations conducting similar activities.

Conflicts are undesirable because they potentially or apparently place the interests of others ahead of the corporation's obligations to its corporate purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned.

Therefore, the corporation's affirmative policy shall be to require that all actual or apparent conflicts be disclosed promptly and fully to all necessary parties and to prohibit specified involvement in the affairs of the corporation by persons having such conflicts.

SECTION 8.2. Coverage of this Policy. This policy shall apply to all members of the board of directors and all corporate officers, agents and employees of the corporation, including significant independent contractor providers of services and materials. The corporation's management shall have the affirmative obligation to publicize periodically this policy to all such parties.

SECTION 8.3. Disclosure of all Conflicts. All persons to whom this policy applies shall disclose all real and apparent conflicts which they discover or have been brought to their attention in connection with the corporation's activities. "Disclosure" as used in these bylaws shall mean providing promptly to the appropriate persons a written description of the facts comprising the real and apparent conflict. An annual disclosure statement shall be circulated to all persons to whom this policy applies to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts arise. The written disclosure notices of conflicts shall be filed with the President of the corporation or any other person designated by him or her from time to time to receive such notifications. All disclosure notices received hereunder shall be noted for record in the minutes of a meeting of the Board of Directors.

SECTION 8.4. Proscribed Activity by Persons Having Conflicts. When an individual director, officer, agent or employee believes that he or she or a member of his or her immediate family might have or does have a real or apparent conflict, he should, in addition to filing the disclosure notice required under Section 8.3, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the corporation where the conflict might pertain, but shall not be precluded from debate or other similar involvement on behalf of the corporation. When any person requests in writing, or upon its own initiative, the board at any time may establish further guidelines consistent with the interests of the corporation for the resolution of any real or apparent conflicts.

#### ARTICLE 8.5.

## INDEMNIFICATION

SECTION 8.6. Basic Indemnification. The corporation may indemnify each of its officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been an officer or director, except in relation to matters as to which any such officer or director shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Indemnification shall be made only as authorized by a majority vote of disinterested directors or, if such a quorum is not obtainable, by independent legal counsel in a written opinion. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, board resolution, agreement or otherwise.

SECTION 8.7. Insurance of Risk. The corporation's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers, directors, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been officers, directors, employees or agents of the corporation.

## ARTICLE 9.

### NON-DISCRIMINATION

The corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, creed, color, handicap, sex, national origin or age.

## ARTICLE 11

### MISCELLANEOUS

SECTION 11.1. Amendments. Any amendment to corporation's bylaws must be approved by the AHIMA Board of Directors to become effective. The corporation's bylaws must comply with the AHIMA bylaws at all times. All amendments must be approved by the corporation's membership, as well as the corporation's Board of Directors. The amendment shall then be forwarded to the AHIMA Board of Directors for approval or non-approval.

SECTION 11.2 Conformance with AHIMA Bylaws. These Bylaws shall automatically conform to any provisions of the Bylaws of the AHIMA affecting the CSA to the extent permitted by state law.

AMENDED AND RESTATED by the board on April 11, 2008

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Secretary of the Corporation

(SEAL)

APPROVED by AHIMA on \_\_\_\_\_, 200\_\_.

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For AHIMA