BYLAWS
OF THE
NORTH CAROLINA HEALTH INFORMATION MANAGEMENT ASSOCIATION
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BYLAWS
OF THE
NORTH CAROLINA HEALTH INFORMATION
MANAGEMENT
ASSOCIATION

ARTICLE I
NAME

1.1 Name. The name of the organization is the North Carolina Health Information Management Association (hereinafter, “NCHIMA”).

ARTICLE II
OFFICES AND REGISTERED AGENT

2.1 Offices and Agent. NCHIMA shall have and maintain in the State of North Carolina a registered office and a registered agent, whose office shall be the same as that of the Association. The location of this office and the designation of a registered agent shall be determined by the Governance Team (Board of Directors (hereinafter, “Board” as set forth within Article V, Section 5.1), which also may establish such other offices and agents, within or without the State of North Carolina, as may be deemed necessary.

ARTICLE III
PURPOSES

3.1 Purposes and Mission. The affairs and activities of NCHIMA shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the “Code”) affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c) (6) of the Code. The primary purpose of NCHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients and providers. Its mission is to lead the health informatics and information management community to advance professional practice and standards in North Carolina. NCHIMA shall be and is a nonprofit corporation as defined under the laws of the State of North Carolina.
ARTICLE IV
MEMBERS

4.1 Members. NCHIMA shall have one or more types of members, as shall be determined from time to time by the Governance Team ("Board"). The members of NCHIMA shall be those qualifying individuals who support the mission and purposes of NCHIMA and of the American Health Information Management Association ("AHIMA") and are willing to abide by the AHIMA Code of Ethics; apply for membership in NCHIMA and in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The Governance Team ("Board") shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of NCHIMA, if such individual fails to meet the qualifications for membership or fails to pay dues on a timely basis.

4.2 Rights of Members. Membership shall entitle individuals to participate in the programs and services of NCHIMA, and to be a member of a Component State Association as defined in the AHIMA Bylaws, with the rights and benefits that are accorded to members by the NCHIMA and by the AHIMA from time to time. Active Members shall have the right to elect the Governance Team ("Board") of the NCHIMA and certain Officers of the NCHIMA, as set forth below.

4.3 Types of Members. The membership of the NCHIMA shall include Active, Student, Honorary, and Emeritus members.

4.3.1 Active. Any professional in the health information management profession or its related fields who meets the qualifications set forth in these Bylaws is eligible for Active membership. Active Members of the AHIMA in good standing shall be entitled to full membership privileges including the right to vote on matters before the members.

4.3.2 Student. Any full or part-time student formally enrolled in a CAHIIM-accredited or AHIMA-approved program, including those that are pending accreditation/approval, or enrolled in another course of study acceptable to AHIMA, who meets the qualifications set forth in these Bylaws, is eligible for Student membership. A student may retain this type of membership until the first qualifying examination for which he or she is eligible, after which time the student shall be transferred to Active membership. Student Members shall have the same rights and privileges as Active Members, except that, Student Members shall not have any voting privileges or be eligible to serve as an Officer of the NCHIMA or the AHIMA, or to serve in the AHIMA House of Delegates.

4.3.3 Honorary. Any individual who has made a significant contribution to health information management science or has rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in the NCHIMA by the Governance Team ("Board"). Honorary Members shall have no formal
responsibilities or voting rights and shall be exempt from the payment of dues. An Honorary Member may hold no other type of membership in the AHIMA; however, Honorary Members who were Active Members at the time of their appointment shall retain their voting privileges.

4.3.4 Emeritus. In recognition of their service to the profession, AHIMA members that are age 65 and over are eligible for recognition as a member Emeritus in AHIMA and in NCHIMA and shall be eligible for senior member dues status. Members Emeritus in good standing shall have all membership privileges available to Active Members, including the right to vote.

4.4 Application. All applications for membership in the AHIMA shall be on a form approved by the AHIMA Governance Team (“Board”) and shall be accompanied by the then applicable dues and fees for the relevant type of members.

4.5 Failure to Pay Dues and Fees. Members shall pay membership dues and fees to AHIMA within thirty (30) days of their due date. Failure to timely pay dues and fees shall cause a member to cease being in good standing and may be grounds for expulsion from membership in the NCHIMA.

4.6 Expulsion. Any member who violates the Bylaws of the AHIMA or the NCHIMA, the AHIMA Code of Ethics, the AHIMA Standards for Initial Certification, or the AHIMA Standards for Maintenance of Certification may be expelled from membership in the NCHIMA.

4.7 Reinstatement. A former member whose resignation has been accepted by the AHIMA, or has been inactive, may be reinstated upon reapplication and payment of the current year's dues and fees. A former member who was expelled from membership for non-payment of dues or fees may be reinstated upon reapplication and payment of the current year's dues and fees as well as any reinstatement fee that may be specified by the AHIMA.

4.8 Annual Meeting of the Members. An annual meeting of the members shall be held each year for the purpose of education on matters of relevance to the health information management profession and to the NCHIMA, professional networking, and for the transaction of such other business of the meeting.

4.9 Special Meetings of the Members. Special meetings of the members of the NCHIMA or of any its committees or teams of members may be held at any time or place upon call by the Chair of the Governance Team (“Board”). Notice shall be provided stating the time and place of the meeting and the purpose or purposes for which the meeting is called.

4.10 Waiver of Notice. A member may waive any notice requirement by signing a written waiver of notice and delivering it to the NCHIMA for inclusion in the minutes or filing
with the corporate records. A member’s attendance at a meeting shall constitute waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

4.11 Quorum for Elections. A quorum for any elections by the members shall consist of not less than three percent (3%) of the Active Members of the NCHIMA, voting in the form of an official electronic ballot in accordance with the NCHIMA Policy and Procedure Manual.

ARTICLE V
Governance Team (Board of Directors)

5.1 Powers and Duties. The business and affairs of the NCHIMA shall be managed by or under the direction of its Governance Team (“Board”). The Governance Team (“Board”) shall hold and exercise all corporate authority and fiduciary duties of the NCHIMA except as otherwise provided by law, NCHIMA's Articles of Incorporation, or these Bylaws. The duties of the Governance Team (“Board”) in managing the NCHIMA shall include, but not be limited to, the following:

a) To establish the mission, purposes, goals, and program priorities to be implemented by the NCHIMA’s Governance Team (“Board”) and Executive Director, through a strategic planning process;
b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by the NCHIMA to carry out its mission;
c) To determine and set overall policy;
d) To advocate the mission, values, accomplishments, and goals of the NCHIMA to the members and to the public at large;
e) To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to the NCHIMA’s mission;
f) To establish fiscal policy, including budget authorization and oversight;
g) To develop adequate resources to ensure financial stability for the NCHIMA’s activities;
h) To establish, develop, and maintain an effective and responsive corporate structure for the NCHIMA;
i) To select, retain, support, evaluate the performance of, and discharge the Executive Director of the NCHIMA;
j) To orient and evaluate the Officers and Executive “Board” Members of the NCHIMA.
k) To render a full report on the financial status and activities of NCHIMA to its members at conclusion of each fiscal year.
l) Ongoing “Board” development, leadership development, and self-assessment;
m) Regular review of the NCHIMA’s bylaws to ensure compliance with law and suitability for the needs of NCHIMA, and preparation of proposed amendments to the bylaws and articles of incorporation when necessary and appropriate;

n) Monitoring of compliance by the Governance Team (“Board”) with applicable law and best practices for nonprofit organizations;

o) Making recommendations to the Team regarding the removal of Officers from the Executive “Board”;

p) Monitoring compliance by Officers with NCHIMA’s conflict of interest policy, reviewing disclosure statements submitted by Officers, and reporting any conflicts of interest to the full Governance Team (“Board”) for further action in accordance with the policy; and

q) Recommending and overseeing procedures for the evaluation of the job performance of the President/Chair of the NCHIMA and, as necessary, for succession planning for the President/Chair.

5.2 Number and Composition. The total number of Officers of the NCHIMA shall be ten (10) from July 01 (07/01) to June 30 (06/30). Each fiscal year, Officers (President/Chair-elect, Secretary/Treasurer, one Delegate, and Regional Liaison) shall be elected at large by the Active Members or appointed (Education/Program Chair, Membership Chair and Communications Chair) by the President/Chair as outlined in the NCHIMA Policy and Procedure Manual. The President/Chair of the Governance Team (“Board”) (hereinafter, the “President/Chair”), the President/Chair-elect, and the immediate Past President/Director shall serve as ex officio Officers with vote and shall be counted toward the number of Officers required under this section and for purposes of determining a quorum. The Executive Director shall serve as an ex officio Director without voting rights and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum. The Secretary/Treasurer, Elected Delegate, Regional Liaison, and Education/Program Chair serve as Officers with vote and shall be counted toward the number of Officers required under this section and for purposes of determining a quorum. The Membership Chair and Communications Chair serve as Officers without vote and shall not be counted toward the number of Officers required under this section and for purposes of determining a quorum.

5.3 Qualifications. Officers shall be committed to supporting and advancing the mission and purposes of the NCHIMA. Officers must be Active Members in good standing of NCHIMA and AHIMA.

5.4 Nomination. Candidates for election as at-large Officers shall be nominated by the Nominating Committee in accordance with Section 8.3. Nominations may be made at or prior to the time at which an election of Officers is to be held.

5.5 Election and Term of Office. The Active Members shall elect Officers annually by electronic ballot at a time and under procedures set forth in the NCHIMA Policy and Procedure
Manual. Election shall be by a plurality of the votes cast by the Active Members. Alternatively, Officers may be elected by voting on a slate of proposed Officers in accordance with the NCHIMA Policy and Procedures Manual. Officers shall take office on July 1, following their election. At-large Officers shall hold office for the term as established in the NCHIMA Policy and Procedure Manual and until their successors are elected and qualified or until their earlier death, resignation, or removal. At-large Officers shall be elected each year, unless a different number is necessary in a given year to fill vacancies. Ex officio Officers shall serve as Officers for as long as they hold their office.

5.6 Resignation and Removal. Any Officer may resign at any time by giving written notice of resignation to the President/Chair of the NCHIMA and/or Executive Director. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Officer who is absent from three (3) consecutive meetings of the Governance Team (“Board”) without good cause acceptable to the Team shall be deemed to have resigned. The Governance Team (“Board”) may remove any Officer or recommend to the Active Members the removal of any Officer whenever in its judgment the best interests of the NCHIMA will be served thereby. The removal of any Officer shall be by an affirmative vote of the majority of the entire Governance Team (“Board”) voting in person or by proxy at a meeting at which a quorum is present. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of an Officer shall not of itself create contract rights.

5.7 Vacancies. Any vacancy occurring in the Governance Team (“Board”) may be filled by the affirmative vote of a majority of the remaining Officers. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.8 Leave of Absence. An Officer may take up to 30 days leave of absence from service as an Officer for good cause subject to the approval of the Governance Team (“Board”). No vacancy shall be created as a result of an Officer taking an approved leave of absence; however, the Governance Team (“Board”) may designate another individual to serve as an Officer or another Officer to serve in any office or on any committee in place of the Officer on leave, until such time as the leave is completed. An Officer who fails to return to the Governance Team (“Board”) service at the end of the leave of absence shall be deemed to have resigned.

5.9 Regular Meetings. Meetings of the Governance Team (“Board”) shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Governance Team (“Board”). The Governance Team (“Board”) may provide by resolution the time and place for the holding of additional regular meetings of the Governance Team (“Board”) without notice other than the resolution. The Governance Team (“Board”) shall hold at least four (4) regular meetings each year. An Annual Meeting may be held at the same time and place as a regular meeting.

5.10 Special Meetings. Special meetings of the Governance Team (“Board”) may be called by or at the request of the President/Chair or by Officers constituting a majority of the entire
Governance Team ("Board"). The person or persons authorized to call special meetings of the Governance Team ("Board") may designate the meeting's location.

5.11 Notice of Special Meetings. Five (5) days’ notice of any special meeting of the Governance Team ("Board") shall be given; except that, in the event of an emergency as determined by the Governance Team ("Board"), the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the Officer at his or her address as shown in the records of the NCHIMA. If notice is given by electronic communication, the notice will be deemed to be delivered upon an effective transmission of the electronic communication to the Officer at his or her electronic communication address as shown in the records of the NCHIMA. Neither the business to be transacted at, nor the purpose of, any special meeting of the Governance Team ("Board") need be specified in the notice of the meeting.

5.12 Waiver of Notice. An Officer may waive any notice requirement by signing a written waiver of the notice and delivering it to the President/Chair. Attendance of an Officer at any meeting shall constitute a waiver of notice of the meeting except when an Officer attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

5.13 Manner of Voting. A majority of the votes of the Officers who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Governance Team ("Board"), unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Officers may not vote by proxy.

5.14 Quorum. A majority of the Governance Team ("Board") shall constitute a quorum for the transaction of business at any meeting of the Governance Team ("Board"). If less than a majority of the Officers are present, a majority of those present may adjourn the meeting to another time.

5.15 Informal Action. Any action required by law to be taken at a meeting of the Officers, or any action that may be taken at a meeting of the Officers, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Officers and the written consents are included in the minutes of the proceedings of the Governance Team ("Board") or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Governance Team ("Board") for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

5.16 Use of Electronic Meeting and Notice Resources. Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic
meetings include net meetings, webinars, chat rooms, conference calls, or any other electronic medium in which Officers may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

5.17 Compensation. Officers may not be compensated for their services as Officers of NCHIMA but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Team meetings or otherwise in connection with the performance of their duties as Officers. However, the Governance Team (“Board”) may provide for payment by the NCHIMA of a reasonable stipend to the President/Chair and the President/Chair-elect in recognition of the time commitment to the NCHIMA required of service in these officer positions. Officers may be compensated for their personal and professional services rendered to or on behalf of the NCHIMA if approved in advance by the Governance Team (“Board”) and subject to compliance with the NCHIMA’s conflicts of interest policy.

5.18 Procedure. The proceedings and business of the Governance Team (“Board”) shall be conducted in accordance with the rules of order established by the Team from time to time, unless the conduct of a matter is otherwise governed by the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

ARTICLE VI
OFFICERS

6.1 Officers. The elected Officers of the NCHIMA (herein known as the Governance Team (“Board”)) shall consist of a President/Chair, a President/Chair-elect, Past-President, a Secretary/Treasurer, a Regional Liaison, Elected Delegate. The Education/Program Chair, Membership Chair and Communications Chair are appointed Officers by the President. The Governance Team (“Board”) shall select and retain an Executive Director who shall serve as the ED of NCHIMA. The Governance Team (“Board”) may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of the NCHIMA. No Officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more Officers.

6.2 Election and Term of Office. The President/Chair-elect of the NCHIMA shall be elected annually by the Active Members. The President/Chair-elect shall assume the office of the President/Chair upon the expiration of the President/Chair’s term of office or in the event of a vacancy in the office. Elections shall be by electronic ballot at a time and under procedures set forth in the NCHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. Officers shall take office on July 1, following their election. Each Officer shall hold office for one (1) year and/or as defined in the NCHIMA Policy and Procedure Manual until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve.
6.3 Resignation and Removal. Any Officer may resign at any time by giving written notice of his or her resignation to the Governance Team ("Board") of the NCHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Governance Team ("Board") may remove any Officer whenever in its judgment the best interests of the NCHIMA will be served thereby. The removal of any Officer shall be by an affirmative vote of the majority of the Governance Team ("Board"). Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an Officer shall not of itself create contract rights. Vacancies among the Officers shall be filled by the Governance Team ("Board") set forth in the NCHIMA Policy and Procedure Manual.

6.4 Duties of President/Chair. The President/Chair shall be the chief elected Officer and Delegate of the NCHIMA. The President/Chair shall preside at all meetings of the members, the Governance Team ("Board"), and the Executive Committee. The President/Chair will determine, in consultation with all Officers and the regular agenda of all meetings of the members, the Governance Team ("Board"), and the Executive Committee. The President/Chair shall present a report at an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Governance Team ("Board"), act as liaison between NCHIMA’s Executive Board and the Governance Team ("Board"), and perform such other duties as are inherent in the office of President/Chair or as authorized by the Governance Team ("Board"). The President/Chair must be an Active Member of NCHIMA as well as an AHIMA-approved certificant.

6.5 Duties of President/Chair-elect. The President/Chair-elect shall act in place of the President/Chair in the event of the absence of the President/Chair and shall exercise such other duties as may be delegated to the office by the "Board". Refer to section 5.1

6.6 Duties of Secretary/Treasurer. The Secretary shall be official custodian of the records of the NCHIMA. The Secretary shall certify and keep the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date, as well as a book of minutes of all meetings of the members and the Governance Team ("Board"), and any committees having any of the authority of the Governance Team ("Board"). The Secretary shall perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Governance Team ("Board"). The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the NCHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the NCHIMA, with such depositories as may be designated by the Governance Team ("Board"). The Treasurer shall render to the Governance Team ("Board"), upon request, an accounting of all financial transactions of the NCHIMA and a statement of the financial condition of the NCHIMA, and, if requested by the Governance Team ("Board"), shall cause an annual audit of the NCHIMA financial affairs to be conducted. The Treasurer shall perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Governance Team ("Board"). The Treasurer shall also serve as the Chair of the Finance Committee, ex officio with vote.
6.7 Executive Director. The Executive Director (the “ED”) shall have the necessary authority and responsibility to operate NCHIMA in all its activities subject to the policies and directions of the Governance Team (“Board”). The ED shall undertake his or her duties in accordance with a Job Description approved by the Governance Team (“Board”). The ED shall act as the duly authorized representative of NCHIMA in all matters in which the Governance Team (“Board”) has not formally designated some other person to so act. The ED shall report periodically and as requested to the Governance Team (“Board”) and shall provide regular updates to Directors between “Board” meetings on NCHIMA’s activities and finances. The ED is charged with continuous responsibility for the management of NCHIMA, commensurate with the authority conferred on him or her by the Governance Team (“Board”) and consistent with the expressed aims and policies of the Governance Team (“Board”). The ED is responsible for the application and implementation of established policies in the operation of NCHIMA. The ED shall keep or cause to be kept appropriate records and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements. The Governance Team (“Board”) shall authorize reasonable compensation for the ED. The ED shall serve on the Governance Team (“Board”) ex officio without voting rights.

6.8 Regional Liaison. Duties of the Regional Liaison are to provide oversight of Regional Presidents and present Region concerns and needs to the NCHIMA Governance Team and Executive Board for consideration. Serve as lead to ensure Regions are compliant with the NCHIMA Affiliation Agreement and foster bidirectional communication between regional leaders and NCHIMA leaders. Additional duties are outlined in the NCHIMA Policy and Procedure Manual.

6.9 Education/Program Chair. Duties of the Education/Program Chair shall be to serve as the chair of the Education and Annual Meeting Program Committees. Track and approve all education for CEU events through NCHIMA and its Regions. Oversee approval and planning of the NCHIMA Annual Meeting as outlined in the NCHIMA Policy and Procedure Manual. Additional duties are outlined in the NCHIMA Policy and Procedure Manual.

6.10 Membership Chair. Duties of the Membership Chair shall be to serve as the chair of the Membership Committee. Track NCHIMA member statistics, welcome new members, coordinate volunteer and membership activities as outlined in the NCHIMA Policy and Procedure Manual. Additional duties are outlined in the NCHIMA Policy and Procedure Manual.

6.11 Communications Chair. Duties of the Communications Chair shall be to serve as the chair of the Communication Committees. Oversee all communications from NCHIMA to members, the general public and affiliates through the use of all platforms and channels as outlined in the NCHIMA Policy and Procedure Manual. Additional duties are outlined in the NCHIMA Policy and Procedure Manual.
ARTICLE VII
AHIMA HOUSE OF DELEGATES

7.1 Purpose. The AHIMA House of Delegates exists to govern the profession of health information management by providing a forum for membership and professional issues and to establish and maintain professional standards of the membership. The House of Delegates advises the AHIMA Board of Directors on matters of importance to the membership and to the health information management community at large.

7.2 Apportionment and Term of Office. Each Component State Association is represented by at least one (1) delegate. The number of delegates representing each component state association and term of office is determined in the AHIMA Bylaws. No NCHIMA delegate shall serve more than two (2) consecutive terms.

7.3 Election and Term of Office. The President/Chair, President Elect, Past President and Secretary/Treasurer shall serve as the first [four (4)] delegates for NCHIMA. The remaining delegate representing NCHIMA is elected by and from the Active Members of NCHIMA. Only Active Members in good standing shall be eligible to serve as a delegate to AHIMA. The Active Members shall nominate and elect Delegates annually by electronic ballot at a time and under procedures set forth in the NCHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. The nominee receiving the next highest number of votes shall be called to serve as an alternate in case an elected delegate finds it impossible to serve during his or her term. In the event that no alternate finds it possible to serve, the President/Chair shall appoint a delegate to fill the unexpired term of the delegate from the current officers of NCHIMA. Delegates shall take office in accordance with the CSA Affiliation Agreement following their election.

ARTICLE VIII
COMMITTEES

8.1 Committees. The Governance Team (“Board”), by resolution adopted by a majority of the full Governance Team (“Board”), may designate one or more committees to carry on authorized activities of the NCHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The Team President/Chair shall select and appoint the members and the chairs of all committees, unless otherwise specified herein. Committee Chairs must be Active Members of the NCHIMA. The Team President/Chair may attend and participate in meetings of any committees and shall have voting rights in committees to the extent provided for in the resolution or in these Bylaws. The Team President/Chair may, to the extent permitted by law, appoint members to a committee who are not Officers. Committee members who are not Officers may not have voting power on any committee permitted to act on behalf of the Governance Team (“Board”) without further action. The provisions of these Bylaws
governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Governance Team (“Board”), shall apply to committees and their members as well. The President/Chair and/or Executive Director of the NCHIMA will provide sufficient support for each committee to enable it to discharge its duties.

Each committee shall exercise the authority of the Governance Team (“Board”) Leader to the extent authorized by the Governance Team (“Board”). However, a committee may not by itself:

a) Approve action that requires full Team approval;
b) Fill vacancies on the Governance Team (“Board”) or any of its committees;
c) Amend the Articles of Incorporation;
d) Adopt, amend, or repeal the Bylaws;
e) Approve a plan of merger or consolidation.

Diversity is a core value of the NCHIMA which shall guide the activities of the Governance Team (“Board”) and its committees. Each committee shall be responsible within its focus area for promoting broad diversity in the governance, staffing, outreach, and programs of the NCHIMA. This includes, but is not limited to, fostering links between the NCHIMA and other organizations serving various underrepresented populations, and reviewing the NCHIMA’s programs, publications, and initiatives to assure multi-cultural sensitivity and inclusivity.

[There shall at all times be standing teams as set forth in Sections [8.2-8.4]

8.2 Finance Committee. The Finance Committee shall be comprised of no fewer than three (3) Committee members appointed by the Governance Team (“Board”) President/Chair. The Secretary/Treasurer shall serve as the Chair of the Committee. The Finance Committee shall be responsible for oversight of the financial operations of the NCHIMA and work in conjunction with the Finance Team which is comprised of the President/Chair and the NCHIMA Region Treasurers. Term lengths are for two years for all committee members.

The Committee shall undertake the following responsibilities:

a) Review, discuss and recommend changes to the proposed annual the NCHIMA budget and submit for approval to the Governance Team (“Board”);
b) Review, discuss and approve the monthly financial statements for the NCHIMA;
c) Present the NCHIMA’s financial statements to the Governance Team (“Board”) for approval at each meeting;
d) Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Governance
Team ("Board") and the Committee, recommending improvements as necessary; and

(e) Monitor the investments of the NCHIMA and develop and recommend to the Team changes to the NCHIMA’s investment and endowment policies as appropriate.

8.3 Nominating Committee. The Nominating Committee shall be comprised of no fewer than three (3) members appointed by the Past President of the NCHIMA who shall serve for a one-year term. The Chair of the Committee shall be the Past President of the NCHIMA Governance Team ("Board") and shall serve for a one-year term. The Chair and the members of the Committee must be Active Members of the NCHIMA. The President/Chair and Executive Director shall serve as a non-voting, ex-officio member of the Committee. The Committee shall identify and recruit qualified individuals to serve on the Governance Team ("Board") and as Officers of the NCHIMA. The Committee shall nominate for election by the Active Members in accordance with Section 5.2 candidates for open Officer positions.

8.4 Oversight Committee. The Oversight Committee shall be all members of the Governance Team ("Board") of the NCHIMA. Any member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from the NCHIMA; or (b) have participated in any other transactions with the NCHIMA in which he or she has a financial interest within the previous year. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by the NCHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee. The Committee shall establish procedures for: (a) the receipt, retention, and treatment of complaints received by the NCHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the NCHIMA of concerns regarding questionable accounting, auditing or other financial matters.

**ARTICLE IX**

**AFFILIATES**

9.1 Affiliates. The NCHIMA may from time to time organize affiliates to carry on activities related to the mission and purposes of the NCHIMA. Affiliates are organizations with separate legal status such as a corporation, limited liability company, or joint venture entity that are controlled by or under common control with the NCHIMA, or in which the NCHIMA has a material financial or governance interest. Affiliates may be created by action of the Governance Team ("Board") and dissolved in accordance with the terms of their organizing documents. Affiliates shall be governed and operated in accordance with the terms of their organizing
documents, e.g., articles of incorporation; bylaws; their operating policies and procedures; and their business agreements. If any provision in any organizing document, policy or procedure, or business agreement of an affiliate requires or permits action by the NCHIMA, such action may be taken by the NCHIMA Governance Team (“Board”) or, if so delegated, by the President/Chair of the NCHIMA.

ARTICLE X
CONTRACTS, CHECKS, AND DEPOSITS

10.1 Contracts. The Governance Team (“Board”) Chair may authorize any officer or agent of the NCHIMA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NCHIMA. Such authority may be general or confined to specific instances.

10.2 Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the NCHIMA shall be signed by the officer or agent of the NCHIMA so designated by the Chair or Secretary/Treasurer and in the manner so determined by resolution of the Governance Team (“Board”). In the absence of a determination by the Governance Team (“Board”), those instruments shall be signed by the Executive Director.

10.3 Deposits. All funds of the NCHIMA shall be deposited from time to time to the credit of the NCHIMA in those banks, trust companies, or other depositories selected by the Governance Team (“Board”).

ARTICLE XI
FISCAL YEAR

11.1 Fiscal Year. The fiscal year of the NCHIMA shall be from July 1 to June 30 of the following year.

ARTICLE XII
BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS

12.1 Books and Records. The NCHIMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Governance Team (“Board”), and all committees, and shall keep at the principal office of the NCHIMA a record of
the names and addresses of the Officers. All books and records of the NCHIMA may be inspected by any Officer at any reasonable time.

12.2 Electronic Communications. Any act which must be taken in writing under these Bylaws, or which requires the signature of an individual, may in the alternative be taken in an electronic communication and with an electronic signature to the extent permitted by applicable law and in accordance with the NCHIMA Policy and Procedure Manual.

ARTICLE XIII
INDEMNIFICATION

13.1 Indemnification. The NCHIMA may indemnify elected Governance Officers and agents of NCHIMA to the maximum extent permitted by applicable law. The corporation may indemnify each of its officers 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, except in relation to matters as to which any such officer 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 officers 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, and agreement or otherwise.

ARTICLE XIV
LOANS; CONFLICTS OF INTEREST; COMPLIANCE

14.1 Loans. No loans shall be made by the NCHIMA to its Elected Governance Officers, employees, and agents of the NHCIMA.

14.2 Conflicts of Interest Policy. The NCHIMA shall adopt and abide by a conflicts of interest policy to protect NCHIMA’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of an Officer or other disqualified person as defined by Section 4958 of the Internal Revenue Code. The policy shall also address non-financial conflicts that may be averse to the interests of NCHIMA. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.
ARTICLE XV
AMENDMENTS

15.1 Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of the NCHIMA, or to adopt new bylaws, is vested in the Governance Team (“Board”) of the NCHIMA and the Active Members of the NCHIMA. The affirmative vote of a two-thirds (2/3) majority of the votes of the Governance Team (“Board”) and the Active Members cast at a meeting at which a quorum is present shall be sufficient to effectuate such action. A proposal to the Governance Team (“Board”) and/or the Active Members to amend the Bylaws may be initiated by the Governance Team (“Board”) and/or any Active Member of the NCHIMA at any time that is at least thirty (30) days prior to the meeting at which a vote on the proposal is to be taken. In the absence of such prior notice, the Governance Team (“Board”) and/or Active Members may still consider a proposal to amend the Bylaws upon the affirmative vote to do so if a two-thirds (2/3) majority of the votes of the Governance Team (“Board”) and the Active Members cast at a meeting at which a quorum is present, and if the consideration is approved, may adopt the proposal upon the affirmative vote of at least ninety percent (90%) of the votes of the Governance Team (“Board”) and/or the Active Members cast at such meeting. Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of the NCHIMA shall be submitted for review and approval to the AHIMA Governance Team (“Board”) prior to adoption, and they shall comply with the provisions governing Component State Associations as provided for in the AHIMA Bylaws and in the AHIMA Policy and Procedure Manual.

15.2 Record of Amendments. Whenever an amendment or new Bylaw is adopted, a copy shall be appended to or noted at the appropriate place in the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be appended to or noted at the appropriate place in the original Bylaws. Alternatively, the NCHIMA may restate the bylaws in their entirety as amended.

Adopted: May 6, 2019
CERTIFICATE OF PRESIDENT/CHAIR

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting President/Chair of the North Carolina Health Information Management Association.

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on May 6, 2019, by the Governance Team ("Board") of the North Carolina Health Information Management Association.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of President this 6th day of May 2019.

Mary D. Gregory, RHIT, CCS, CDIP, CPC, CCS-P, CPC-I
NCHIMA President

Approved by AHIMA, May 20, 2019.