

**BYLAWS OF  
NEW YORK HEALTH INFORMATION MANAGEMENT ASSOCIATION, INC.**

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**ARTICLE I  
NAME**

**1.1 Name.** The name of the organization is New York Health Information Management Association, Incorporated, hereinafter, "NYHIMA".

**ARTICLE II  
OFFICES AND REGISTERED AGENT**

**2.1 Offices and Agent.** The principal place for the transaction of business of NYHIMA shall be in the county of Albany, New York., and the Board of Directors shall have the power to change the location of the office within the county. Designation of a registered agent is contained in the association's Articles of Incorporation.

**ARTICLE III  
PURPOSES**

**3.1 Purposes and Mission.** The affairs and activities of NYHIMA shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the "Code") affecting nonprofit organizations qualified for charitable tax-exempt status as described in section 501(c) (3) of the Code. NYHIMA shall be and is a nonprofit corporation under the laws of the State of New York. The primary purpose of NYHIMA 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 [name of state or jurisdiction]. NYHIMA shall be and is a nonprofit corporation under the laws of the State of New York.

**ARTICLE IV  
MEMBERS**

**4.1 Members.** NYHIMA shall have one or more types of members, as shall be determined from time to time by the Board of Directors. The members of NYHIMA shall be those qualifying individuals who support the purposes and mission of NYHIMA and of the American Health Information Management Association ("AHIMA") and are willing to abide by the AHIMA Code of Ethics; apply for membership in NYHIMA and in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA and by NYHIMA. The Board of Directors 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 NYHIMA, 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 NYHIMA, and to be a member of a Component State Association (CSA) as defined in the AHIMA Bylaws, with the rights and benefits that are accorded to members by NYHIMA and AHIMA from time to time. Active members shall have the right to elect the Board of Directors of NYHIMA as set forth below.

**4.3 Types of Members.** The membership of NYHIMA shall include Active, Student, Emeritus, Honorary and Global 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 in good standing shall be entitled to full membership privileges, including the right to vote on matters before the members.

**4.3.2 Student.** A student currently enrolled in a formal certificate or degree granting program directly relevant to NYHIMA'S Purposes, who meets the qualifications set forth in these Bylaws is eligible for Student membership. A student may retain this type of membership until graduation from that program, or for a maximum of four years or until registering for an AHIMA certification examination. After which 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 or Director of NYHIMA or to serve in the 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 NYHIMA by the Board of Directors or by the House of Delegates. Honorary members shall have no formal responsibilities or voting rights and shall be exempt from payment of dues. An Honorary member may hold no other type of membership in AHIMA or NYHIMA; 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 NYHIMA 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.

4.3.5 Global. Any professional in the health information management profession or its related fields whose primary mailing address is outside the United States is eligible for Global membership. Global Members shall be entitled to digital membership privileges including the right to vote on matters before the members.

**4.4 Application for Membership.** Any person who wishes to become a member of NYHIMA shall complete an application for membership in AHIMA on a form approved by the AHIMA Board of Directors and shall be accompanied by the then applicable dues and fees for the relevant type of membership. A member in good standing in AHIMA is automatically a member in good standing in this Association, provided any special assessment approved by the Board of Directors of this Association has been paid. An Active member not in good standing shall be ineligible to hold office, vote, serve as delegate, committee member or chair, receive periodicals and general membership mailings, and shall pay non-member registration fees at educational programs and annual meetings.

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

#### 4.5

**4.6 Expulsion.** Any member who violates the Bylaws of AHIMA or NYHIMA, 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 NYHIMA under the procedures set forth in the AHIMA and/or the NYHIMA Policy and Procedure Manuals.

**4.7 Reinstatement.** A former member whose resignation has been accepted by 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 Board of Directors.

**4.8 Annual Meeting of the Members.** An annual meeting of the members shall be held each year in June at the offices of the Corporation, or at such other time and location as determined by the Board of Directors, for the purpose of education on matters of relevance to the health information management profession and to NYHIMA, professional networking, and for the transaction of such other business as may come before the meeting.

**4.8.1 Notice.** 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, shall be provided to each member. Publications of such notice by this Association shall be sufficient if it otherwise complies with this requirement of notice.

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

**4.9 Special Meetings of the Members.** Special meetings of the members of NYHIMA or of any committees or teams of members may be held at any time or place upon call by the President/Chair of the Board of Directors. 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 NYHIMA 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 NYHIMA, voting in the form of an official electronic or written ballot in accordance with the NYHIMA Policy and Procedure Manual.

## **ARTICLE V BOARD OF DIRECTORS**

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

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by NYHIMA's Office Operations Manager and staff, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by NYHIMA to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of NYHIMA 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 NYHIMA's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;
- (g) To develop adequate resources to ensure financial stability for NYHIMA's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for NYHIMA;
- (i) To select, retain, support, evaluate the performance of, and discharge the Office Operations Manager and the association management company services that support the operations of NYHIMA;
- (j) To orient and evaluate the Directors and Officers of the Board of Directors; and
- (k) To render a full report on the financial status and activities of NYHIMA to its members.

**5.2 Number and Composition.** The total number of Directors of NYHIMA shall be no less than three (3) and no more than seven (7). Directors shall be elected at large by the Active members. The President/Chair of the Board (hereinafter, the "President/Chair"), the President/Chair-Elect, and the immediate Past President/Chair shall serve as *ex officio* Directors with vote and shall be counted toward the number of Directors required under this section and for purposes of determining a quorum. The Office Operations Manager shall serve as an *ex officio* without vote and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum.

**5.3 Qualifications.** Directors shall be committed to supporting and advancing the mission and purposes of NYHIMA. Directors must be Active members in good standing of AHIMA and NYHIMA.

**5.4 Nomination.** Candidates for election as at-large Directors shall be nominated by the Nominating Committee in accordance with Section 8.2.3 of these Bylaws. Nominations may be made at or prior to the time at which an election of Directors is to be held.

**5.5 Election and Term of Office.** The Active members shall elect Directors annually by written or electronic ballot at a time and under procedures set forth in the NYHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active members. Alternatively, Directors may be elected by voting on a slate of proposed Directors in accordance with the NYHIMA Policy and Procedure Manual. Members of the Board of Directors shall assume office on July 1, following the annual meeting at which their election is announced. Each Officer and Director shall hold office for one (1) year with the exception of the Secretary/Communications Director, the Treasurer/Finance Director, the Legislative Director, and the Education/Programs Director who shall serve for two (2) years, or until their successor is elected and qualified or until their earlier death, resignation, or removal. *Ex officio* Directors shall serve as Directors for as long as they hold their office.

## **5.6 Resignation and Removal.**

### **5.6.1 Resignation**

Any Director may resign at any time by giving written notice of resignation to the Board of Directors of NYHIMA. A resignation shall take effect upon receipt of the notice or upon any later time specified in the notice, and need not be accepted to be effective. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned.

### **5.6.2 Removal**

Directors may be removed for cause by either a vote of the members or the Directors provided, in the case of removal by the Directors, a quorum of not less than a majority of the Directors must be present at the meeting where such action is taken. A Director may be removed by the affirmative vote of two thirds of the Active members voting by electronic ballot provided that: (a) the number of members casting votes would constitute a quorum if such action had been taken at a meeting, (b) voting remains open for at least twenty (20) days from the date of such removal, a notice in writing of the proposed removal is delivered to all Active Members. Removal of a Director shall be without prejudice to the contract rights, if any, of the person so removed, but election of a Director shall not of itself create contract rights

**5.7 Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**5.8 Leave of Absence.** A Director may take up to a one (1) year leave of absence from service as a Director for good cause subject to the approval of the Board. No vacancy shall be created as a result of a Director taking an approved leave of absence; however, the Board may designate another individual to serve as a Director, or another Director to serve in any office or on any committee in place of the Director on leave, until such time as the leave is completed. A Director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

**5.9 Regular Meetings.** An annual meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution. The Board shall hold at least two (2) 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 Board of Directors may be called by or at the request of the President/Chair or by Directors constituting a majority of the entire Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.

**5.11 Notice of Special Meetings.** Five (5) days notice of any special meeting of the Board of Directors shall be given; except that, in the event of an emergency as determined by the Executive Committee, 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 Director at his or her address as shown in the records of NYHIMA. 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 Director at his or her electronic communication address as shown in the records of NYHIMA. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting.

**5.12 Waiver of Notice.** A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Board of Directors of NYHIMA. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director 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 Directors 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 Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

**5.14 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors 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 Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors 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. Meetings may be conducted by the technology of preference after determining that all members of the Board of Directors have the media available and consent to the use of such media, and as long as all persons participating are able to hear one another at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

**5.17 Compensation.** Directors may not be compensated for their services as Directors of NYHIMA, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors.

**5.18 Procedure.** The proceedings and business of the Board of Directors shall be conducted in accordance with the rules of order established by the Board 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 AND DIRECTORS**

**6.1 Officers.** The Board of Directors shall consist of the Officers and Directors of this Association. The elected Officers of NYHIMA shall consist of the President/Chair, and the President/Chair-Elect. The Board may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of NYHIMA. 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 NYHIMA 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 written or electronic ballot at a time and under procedures set forth in the NYHIMA 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 NYHIMA Policy and Procedure Manual. Officers shall take office on July 1, following their election. Each Officer shall hold office for one (1) year and 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.**

**6.3.1 Resignation.** Any Officer may resign at any time by giving written notice of resignation to the Board of Directors of NYHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice, and need not be accepted to be effective. Any Officer who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned.

**6.3.2 Removal.** Officers may be removed for cause by either a vote of the members or the Directors provided, in the case of removal by the Directors, a quorum of not less than a majority of the Directors must be present at the meeting where such action is taken. An Officer may be removed by the affirmative vote of two thirds of the Active members voting by electronic ballot provided that: (a) the number of members casting votes would constitute a quorum if such action had been taken at a meeting, (b) voting remains open for at least twenty (20) days from the date of such removal, a notice in writing of the proposed removal is delivered to all Active Members. Removal of an Officer 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

**6.4 Duties of President/Chair.** The President/Chair shall be the chief elected officer of NYHIMA. The President/Chair shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President/Chair will determine, in consultation with the Office Operations Manager, the regular agenda of all meetings of the members, the Board of Directors, 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 Board of Directors, act as liaison between NYHIMA's staff and the Board, and perform such other duties as are inherent in the office of

President/Chair or as authorized by the Board of Directors. The President/Chair must be an Active member in good standing of AHIMA and NYHIMA and be an AHIMA-approved certificate.

**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.

**6.6 Directors.** There shall be five (5) Directors, one of whom shall be the retiring President/Chair who shall automatically become a Director for one (1) year upon expiration of their term as President/Chair. Every other year two (2) Directors shall be elected: one (1) Treasurer/Finance Director for a two-year term and one (1) Education/Programs Director for a two-year term. On the alternate year, two (2) Directors shall be elected: one (1) Legislative Director for a two-year term and one Secretary/Communications Director for a two-year term.

**6.7 Duties of Secretary/Communications Director.** The Secretary/Communications Director shall be the official custodian of the records of NYHIMA. The Secretary/Communications Director shall certify and keep at the principal office of NYHIMA 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 Board of Directors, and any committees having any of the authority of the Board of Directors. The Secretary/Communications Director shall perform any and all other duties incident to the office of Secretary/Communications Director and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors. The Secretary/Communications Director shall also serve as chair of the Editorial Board, responsible for oversight of the Association's newsletter, **Perspectives Online**, as described in the NYHIMA Policy and Procedure Manual.

**6.8 Duties of Treasurer/Finance Director.** The Treasurer/Finance Director shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of NYHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of NYHIMA, with such depositories as may be designated by the Board of Directors. The Treasurer/Finance Director shall render to the Board of Directors, upon request, an accounting of all financial transactions of NYHIMA and a statement of the financial condition of NYHIMA, and, if requested by the Board, shall cause an annual audit of the Association's financial affairs to be conducted. The Treasurer/Finance Director shall perform any and all other duties incident to the office of Treasurer/Finance Director and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors. The Treasurer/Finance Director shall also serve as the Chair of the Finance Committee, *ex officio* with vote.

**6.9 Duties of Office Operations Manager.** The Office Operations Manager provides the administration for the association and serves as the official custodian of the records of NYHIMA. The Office Operations Manager shall certify and keep at the principal offices of AHIMA and NYHIMA the original or a copy of the Articles of Incorporation and these By-Laws, as amended to date, as well as minutes of all meetings of the members and the Board of Directors. The Office Operations Manager shall keep or cause to be kept, adequate and correct accounts of all the properties and financial transactions of NYHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of NYHIMA, with such depositories as may be designated by the Board of Directors. The Office Operations Manager shall render to the Board of Directors, upon request, an accounting of all financial transactions of NYHIMA and a statement of the financial condition of NYHIMA, and, if requested by the Board, shall cause an annual audit of the association's financial affairs to be conducted. The Office Operations Manager is responsible for monitoring NYHIMA's affairs within the constraints of policies, goals and priorities established by the Board of Directors. The Office Operations Manager shall assist with the creation of an annual report to the President and Board of Directors. The Office Operations Manager will provide assistance to the President and Board of Directors and is responsible for supporting NYHIMA's affairs within the constraints of the contractual agreement established between the association and the Office Operations Manager and service provider.

## ARTICLE VII

### **NEW YORK HEALTH INFORMATION MANAGEMENT ASSOCIATION HOUSE OF DELEGATES**

**7.1 Purpose.** This Association's House of Delegates shall exist 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 Board of Directors on matters of importance to the Active, Emeritus, Student, and Honorary Members and Delegates of NYHIMA and to the health information management community at large. Core roles of the House of Delegates will include, but not be limited to, adopting and maintaining standards governing the health information management profession, and developing position statements and other professional papers. The House of Delegates also makes recommendations to the Board of Directors on policy and strategic direction for NYHIMA as provided for herein. The House of Delegates shall have the authority to establish committees and similar bodies to address membership and professional issues, as well as rules and policies of House of Delegates operation, subject to the terms of these Bylaws.

**7.2 Meetings.** An Annual Meeting of the House of Delegates shall be held in conjunction with the annual meeting of NYHIMA whenever possible. The Board of Directors shall determine the time and place of an Annual Meeting. The date, time and method of other meetings, if any, shall also be determined by the Board of Directors or by a simple majority of the House of Delegates. The House of Delegates shall take advantage of technological resources available to NYHIMA to facilitate communications and meetings throughout the year.

**7.3 Official Call.** Written notice stating the place, day, and hour of any meeting of the House of Delegates shall be provided to the members of the House of Delegates not less than five (5) nor more than sixty (60) business days before the date of the meeting. Notice of meetings of House of Delegates committees or other bodies shall be provided to their members not less than three (3) business days before the date of the meeting.

**7.4 Composition.** The House of Delegates shall be composed of the delegates from among the membership determined in accordance with Section 7.6. Each member of the House of Delegates shall have one vote on matters before the House of Delegates that require a vote and no proxies shall be permitted. Members of the Board of Directors of NYHIMA shall also be voting members of the House of Delegates.

**7.5 Powers and Duties.** The House of Delegates shall have primary responsibility and authority for establishing the position of NYHIMA and taking action on the following matters:

- (a) The standards governing the health information management profession, including:
  - Standing rules of the House of Delegates
  - Development of positions and best practices in health information management
- (b) Election of six (6) members of the AHIMA Nominating Committee in accordance with the process set forth in the NYHIMA Policy and Procedure Manual.
- (c) Any other matters put before the House of Delegates by the NYHIMA Board of Directors for final consideration and action.

**7.6 Election.** Delegates to the NYHIMA House shall be identified by the members of each local association. These active members must have paid AHIMA, NYHIMA and local association dues prior to their selection as a delegate. Each local association of ten active members or less shall be entitled to one delegate. Local associations of more than ten active members shall be entitled to one additional delegate for each additional ten active members or major portion thereof, but no local association shall be entitled to more than ten delegates. The apportionment of delegates shall be based on active membership in good standing of AHIMA and NYHIMA as of the close of business on December 31, those active members in good standing having paid AHIMA and NYHIMA dues by that date. When allowed by the apportionment count, the President and President-Elect of each local shall be automatic delegates.

**7.7 Quorum and Manner of Acting.** Delegate representation from at least a majority of the component local associations shall constitute a quorum for the House of Delegates. The affirmative vote of a majority of the delegates present and voting at a meeting at which a quorum is present shall be necessary for the adoption of any matter to be acted upon or to be recommended to the NYHIMA Board of Directors unless otherwise required by law or in these Bylaws. Any requests from among the delegates for discussion of or action on new business shall be made to the President/Chair in writing at least thirty (30) business days prior to any meeting of the House of Delegates at which such business would be proposed. The Board of Directors may propose new business to the House of Delegates without prior notice. In the event new business is presented by a delegate at a meeting of the House of Delegates without at least thirty (30) business days prior written notice, the affirmative vote of two-thirds (2/3) of the delegates present and voting shall be required to take up the new business and to pass any such new business items.

## **ARTICLE VIII**

### **COMMITTEES AND TASK FORCES**

**8.1 Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more committees to carry on authorized activities of NYHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The Board 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 NYHIMA. The Board 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 Board President/Chair may, to the extent permitted by law, appoint members to a committee who are not Directors. Committee members who are not Directors may not have voting power on any committee permitted to act on behalf of the Board of Directors 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 Board of Directors, shall apply to committees and their members as well. Unless otherwise provided in these Bylaws, the President/Chair, with the consent of the Board of Directors, has the authority to appoint three (3) or more members of the Board of Directors to special committees.

Once created, such committees are limited to the power delegated to them by the Board of Directors. The authority of such committees is limited by law.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, **a committee may not by itself:**

- (a) Approve action that requires full Board approval;
- (b) Fill vacancies on the Board of Directors 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 or
- (f) Employ or discharge the Office Operations Manager or the association management company services that support the operations of NYHIMA.

Diversity is a core value of NYHIMA which shall guide the activities of the 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 NYHIMA. This includes, but is not limited to, fostering links between NYHIMA and other organizations serving various underrepresented populations, and reviewing NYHIMA's programs, publications, and initiatives to assure multi-cultural sensitivity and inclusivity.

**8.2. Standing Committees.** There shall at all times be the following standing committees and the term for each committee shall be one (1) year, subject to re-appointment.

**8.2.1 Executive Committee.** The Executive Committee shall be comprised of the President/Chair, the President/Chair-Elect, the immediate Past President/Chair, the Secretary, and the Treasurer. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of NYHIMA that lawfully may be exercised by the Executive Committee, except as specified in Section 5.1. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session.

**8.2.2 Finance Committee.** The Finance Committee shall be comprised of no fewer than three (3) members appointed by the Board President/Chair. The Treasurer shall serve as the Chair of the Committee. The Finance Committee shall be responsible for oversight of the financial operations of NYHIMA.

The Committee shall undertake the following responsibilities:

- (a) Review, discuss and recommend changes to the proposed annual NYHIMA budget and submit for approval to the Board of Directors;
- (b) Review, discuss and approve the monthly financial statements for NYHIMA;
- (c) Present NYHIMA's financial statements to the Board of Directors for approval at each meeting;
- (d) Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and
- (e) Monitor the investments of NYHIMA and develop and recommend to the Board changes to NYHIMA's investment and endowment policies as appropriate.

There shall be a subcommittee of the Finance Committee, the Audit Committee, which shall be comprised of no fewer than three (3) Directors appointed by the Board President/Chair. While serving on the Audit Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from NYHIMA; or (b) have participated in any other transactions with NYHIMA 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 NYHIMA 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 NYHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of NYHIMA of concerns regarding questionable accounting, auditing or other financial matters.

**8.2.3 Nominating Committee.** The Nominating Committee shall be comprised of the presidents of the Component Local Associations. The Chair of the Committee shall be the immediate Past President/Chair. The Office Operations Manager shall serve as a non-voting, *ex-officio* member of the Committee. The Chair and the members of the Committee must be Active members in good standing of AHIMA and NYHIMA. The Committee shall identify and recruit qualified individuals to serve on the Board of Directors and as elected Delegates to the American Health Information Management Association House of Delegates. It shall be the duty of the Committee to present to the Active members in good standing of this Association a ballot with candidates for each position to be filled according to the schedule as set forth in Section 6.6 of these Bylaws and in the NYHIMA Policy and Procedure Manual.



Alternatively, the Committee may present a slate of candidates for election as set forth in Section 5.5 of these Bylaws and in the NYHIMA Policy and Procedure Manual.

**8.2.4 Governance Committee.** The Governance Committee, which shall be comprised of no fewer than three (3) Directors appointed by the Board President/Chair. The Governance Committee shall be responsible for oversight of the Board of Director's governance activities and Board development. The Committee shall undertake the following responsibilities:

- (a) Orientation for new members of the Board of Directors;
- (b) Ongoing Board development, leadership development, and self-assessment;
- (c) Regular review of this Association's Bylaws to ensure compliance with law and suitability for the needs of the Association, and preparation of proposed amendments to the Bylaws and Articles of Incorporation when necessary and appropriate;
- (d) Monitoring of compliance by the Board of Directors with applicable law and best practices for nonprofit organizations;
- (e) Monitoring compliance by Directors with the Association's conflict of interest policy, reviewing disclosure statements submitted by Directors, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy.

## **ARTICLE IX**

### **AFFILIATES, SECTIONS, AND COMPONENT LOCAL ASSOCIATIONS**

**9.1 Affiliates.** This Association may from time to time organize affiliates to carry on activities related to the mission and purposes of NYHIMA. 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 NYHIMA, or in which NYHIMA has a material financial or governance interest. Affiliates may be created by action of the Board of Directors 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 NYHIMA, such action may be taken by the NYHIMA Board of Directors or, if so delegated, by the [Office](#) Operations Manager of NYHIMA.

**9.2 Sections.** A Section is a group interested in a particular area of specialization in the health information management field. The purpose of the Section shall be to provide a forum for the exchange of information, plan and conduct educational programs for its specialty members, and serve as a specialty resource for NYHIMA. A Section shall not preempt the authority of the Board of Directors in any matter. Sections shall present their objectives, plans of action, and procedures to the Board of Directors for approval. The Board of Directors, upon request, may establish or dissolve a Section as needed, in accordance with the process set forth in the NYHIMA Policy and Procedure Manual.

**9.3 Component Local Associations.** Seven (7) or more active members employed or living within a district may form a component local association. The boundaries of each component local association shall be approved by the Board of Directors and shall be set down in the Bylaws of the component local association. No member may belong concurrently to more than one component local association as an Active member.

**9.3.1 Membership.** (a) The membership of a component local association shall be composed of NYHIMA members who are employed or reside within the component local association area or who have submitted written notification to the Central Office of NYHIMA identifying the component local association with which they wish to become affiliated. Any component local association may have supporting members and may confer honorary membership in the component local association provided the same qualifications and limitations in the Component State Association (CSA) shall apply.

(b) A supporting member is any person who does not meet the qualifications for active, or student membership in NYHIMA who is employed or resides within the boundary of the component local association and who is interested in promoting the purposes of the component local association.

**9.3.2 Officers and Committee Members.** The Officers of the component local association shall be a President, and such others as are necessary to conduct the business of the association. Officers shall assume their offices on July 1 following their election. The Officers shall be active members in good standing of AHIMA and NYHIMA. NYHIMA dues of members serving in leadership positions at the component local association level shall be paid by August 31.

**9.3.3 Voting Body.** The voting body of a component local association shall be limited to Active members in good

standing.

**9.3.4 Representation.** Component local associations shall elect Active members in good standing to represent them in the NYHIMA House of Delegates. Appointment of and election of delegates shall be as provided in Section 7.6 of these Bylaws.

**9.3.5 Dues.** A component local association may provide in its Bylaws for amount of and method of payment of local association dues.

**9.3.6 Bylaws.** The Bylaws of each component local association and all amendments thereto shall be submitted for review and clearance to the Bylaws Committee of NYHIMA before being submitted to the membership for adoption. They shall incorporate the provisions governing component local associations as provided in these Bylaws and shall not be in conflict with any provisions thereof. After adoption by the membership, they shall be submitted to the Bylaws Chair of this Association for final signature of approval.

## **ARTICLE X CONTRACTS, CHECKS, AND DEPOSITS**

**10.1 Contracts.** The Board of Directors may authorize any officer or agent of NYHIMA, 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 NYHIMA. 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 NYHIMA shall be signed by the officer or agent of NYHIMA so designated and in the manner so determined by resolution of the Board of Directors.

**10.3 Deposits.** All funds of NYHIMA shall be deposited from time to time to the credit of NYHIMA in those banks, trust companies, or other depositories selected by the Board of Directors.

### **10.4 Expenditure of Funds.**

**10.4.1 Control.** No officer, committee, or task force shall expend any monies not provided in the budget as adopted, or spend any monies in excess of the budget allotment, except by order of the Board of Directors; and no officer or agent of the Association shall contract for any expenditures of monies in excess of the amount budgeted not specifically allocated in the budget except by order of the Board of Directors. Unexpended balances remaining in the budget allotment at the end of the business year are automatically cancelled.

**10.4.2 Expenses.** All expenses of the members of the Board of Directors incidental to the business affairs of this Association shall be paid as provided in the budget. Delegates to the annual convention of the American Health Information Management Association (AHIMA), as well as individuals authorized to travel on Association business, shall be reimbursed for actual transportation cost plus a per diem rate for additional expenses. The per diem rate shall be prescribed by the Board of Directors. The reimbursement method will be governed by criteria established from time to time by the Board of Directors and set forth in the Association's Policy and Procedure Manual.

## **ARTICLE XI FISCAL YEAR**

**11.1 Fiscal Year.** The fiscal year of this Association shall begin on the first day of July and end on the thirtieth day of June.

## **ARTICLE XII BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS**

**12.1 Books and Records.** NYHIMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of NYHIMA a record of the names and addresses of the Directors. All books and records of NYHIMA may be inspected by any Director at any reasonable time upon reasonable notice to the association's record keeper.

**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 NYHIMA Policy and Procedure Manual.

## **ARTICLE XIII INDEMNIFICATION**

**13.1 Indemnification.** NYHIMA may indemnify Directors, Officers, employees, and agents of NYHIMA to the maximum

extent permitted by applicable law.

**ARTICLE XIV**  
**LOANS; CONFLICTS OF INTEREST; COMPLIANCE**

**14.1 Loans.** No loans shall be made by NYHIMA to its Directors or Officers.

**14.2 Conflicts of Interest Policy.** NYHIMA shall adopt and abide by a conflicts of interest policy to protect NYHIMA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a Director, 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 adverse to the interests of NYHIMA. 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**  
**CORPORATE SEAL**

**15.1 Corporate Seal.** The Board shall adopt a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, New York."

**ARTICLE XVI**  
**AMENDMENTS**

**16.1 Adoption of Amendments.** The power to alter, amend, or repeal the Bylaws of NYHIMA, or to adopt new bylaws, is vested in the Active members of NYHIMA. The affirmative vote of a two-thirds (2/3) majority of the votes of the Active members cast at a meeting at which a quorum is present shall be sufficient to effectuate such action. A proposal to the Active Members to amend the Bylaws may be initiated by the Board of Directors and/or any Active Member of NYHIMA 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 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 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 Active members cast at such meeting. Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of NYHIMA shall be submitted for review and approval to the AHIMA Board of Directors 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.

**16.2 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, NYHIMA may restate the bylaws in their entirety as amended.

**Adopted:** \_\_\_\_\_

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the New York Health Information Management Association.
2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on \_\_\_\_\_, by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Print Name and Sign