

Recommendations to Update 1976 FHIMA Articles of Incorporation

Current Articles of Incorporation (1976)	Recommended Change 2018	Rationale/Comments
<p>Article XI Amendment</p> <p>1. Articles of Incorporation. These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority of the membership.</p>	<p>Article XI. Amendment</p> <p>1. Articles of Incorporation. These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors or proposed by them to the membership and approved by a majority of the membership or as otherwise provided by the bylaws.</p>	<p>To amend the Articles of Incorporation to specify that the Board of Directors may propose amendments to the membership as defined in the current version of the Association's bylaws.</p>
<p>Article XI Amendment</p> <p>2. Bylaws. Amendment of the Bylaws shall be prepared by the Board of Directors and approved by two-thirds vote of the members in good standing at any business or special meeting of the membership.</p>	<p>Article XI. Amendment</p> <p>2. Bylaws. Amendment of the bylaws shall be prepared and approved by the Board of Directors and a majority of the membership or as otherwise provided by the bylaws.</p>	<p>To align amendments and bylaws section of the Articles of Incorporation to specify that a change to the bylaws shall be approved by the Board of Directors and a majority vote of the membership or as otherwise provided by the bylaws. There were conflicting statements in the current versions of the Bylaws and Articles of Incorporation as to how a Quorum was defined. By changing the Articles of Incorporation, we will then be able to align them with the Bylaws of the association.</p>

Recommendations to Update 2016 FHIMA Bylaws

Current Bylaws (2016)	Recommended Change 2018	Rationale/Comments
<p>Article I Name</p> <p>The Name of this Association shall be the Florida Health Information Management Association, Inc. hereafter referred to as FHIMA.</p>	<p>Article I. Name</p> <p>Section 1.01 Name</p> <p>The name of this Corporation shall be as it appears in the Articles of Incorporation. The name of the organization is Florida Health Information Management Association (hereinafter, "FHIMA").</p>	<p>To align FHIMA bylaws to the recommended formatting from AHIMA as provided to their Component State Association's (CSA's).</p>
	<p>Article II. Officers and Registered Agent</p> <p>Section 2.01 FHIMA shall have and maintain in the State of Florida 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 Board of Directors, which also may establish such other offices and agents, within or without the State of Florida, as may be deemed necessary.</p>	<p>The FHIMA offices and Registered agent were not addressed in the 2016 version of the bylaws. This is required by the Federal government and state of Florida.</p>
<p>Article II. Purpose</p> <p>Section 1. The purpose of this association shall be identical with that of the American Health Information Management Association (AHIMA) – to commit to excellence in the management of health information for the benefit of patient's and providers.</p>	<p>Article III. Purpose</p> <p>Section 3.01 Purposes and Mission</p> <p>The affairs and activities of FHIMA 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</p>	<p>Article renumbered and added Mission Statement which was previously listed as a preface to the bylaws. To comply with federal and state regulations related to the Internal Revenue Code as a non-profit organization, the purpose and mission must be clearly stated in the organization's bylaws.</p>

	<p>primary purpose of FHIMA 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 support and promote health information management professionals by advancing best practices through education, technology, professional development, leadership, advocacy, and communication.</p>	
<p>Article III. Membership Section 1. Categories The membership of this Association shall be divided into four (4) classes:</p> <ul style="list-style-type: none"> a. Active b. Student c. New Grad d. Emeritus 	<p>Article IV. Membership Section 4.01 FHIMA shall have one or more types of members, as shall be determined from time to time by the Board of Directors. The members of FHIMA shall be those qualifying individuals who support the mission and purposes of FHIMA and of the American Health Information Management Association (“AHIMA”) and are willing to abide by the AHIMA Code of Ethics; apply for membership in FHIMA and AHIMA; are approved for membership; and why timely pay the dues established by AHIMA. The AHIMA 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 FHIMA, if such individual fails to meet the qualifications for membership or fails to pay dues on a timely basis.</p>	<p>Clarified the Membership categories including AHIMA guidelines for members in Article IV. Section 4.01.</p>

	<p>Article IV. Members</p> <p>Section 4.02 Rights of Members</p> <p>Membership shall entitle individuals to participate in the programs and services of FHIMA, 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 FHIMA and by AHIMA from time to time. Active Members shall have the right to elect the Board of Directors of FHIMA and certain Officers of FHIMA as set forth below.</p>	<p>Clarified the Membership categories including AHIMA guidelines for members in Article IV. Section 4.02 to align with AHIMA wording.</p>
<p>Article III.</p> <p>Section 2. Active Membership</p> <p>Any AHIMA active member who is employed and residing in the State of Florida, or who is employed or residing in another state and selects this state for association membership, shall become an active member of this Association. Active members in good standing shall be entitled to vote, to hold office as Directors; serve as Committee Chairmen or committee members; and serve as members of the AHIMA House of Delegates; or serve as a member of the FHIMA House of Delegates.</p> <p>Article III. Section 3. Student Membership</p> <p>Any individual who holds student membership and is formally enrolled in an AHIMA accredited or approve including those pending accreditation/approval and</p>	<p>Article IV.</p> <p>Section 4.03 Types of Members</p> <p>The membership of FHIMA shall include Active, Student, Emeritus, and New Grad members.</p> <p>(a) <u>Active.</u></p> <p>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.</p> <p>(b) <u>Student.</u></p> <p>A student currently enrolled in a formal certificate or degree granting program directly relevant</p>	<p>Clarified the Membership categories including AHIMA guidelines for members in Article IV. Section 4.03 to align with AHIMA wording.</p>

<p>selects this state for his association membership shall be a student member of FHIMA as long as the student membership in AHIMA continues. A student member may attend business and education meetings of the association. A student member shall not be entitled to vote, hold office or serve as committee Chairmen or to serve as a member of the AHIMA or FHIMA House of Delegates.</p> <p>Student members shall have all rights and privileges of membership, including that of serving on committees in designated student positions with voice by no vote.</p> <p>Section 4. Emeritus In recognition of their service to the profession, FHIMA members that are age 65 and over are eligible for recognition as a member Emeritus and shall be eligible for senior member dues status. Member Emeritus in good standing shall have all membership privileges available to Active Members, including the right to vote.</p> <p>Section 4. New Grad Any individual who holds New Grad membership in AHIMA and graduated from a CAHIIM accredited HIT, HIA, or AHIMA approved coding or master's program and selects this association for his or her membership shall be a New Grad member of FHIMA as long as the</p>	<p>to AHIMA'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 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 FHIMA or AHIMA or to serve in the AHIMA House of Delegates.</p> <p>(c) <u>New Grad.</u> Any AHIMA New Grad Member who selects Florida for association membership shall be a New Grad Member. New Grad Members shall be entitled to all the privileges of membership, except those holding office.</p> <p>(d) <u>Emeritus.</u> In recognition of their service to the profession, Members 65 years of age and older shall be eligible for the membership class of Member Emeritus. Members Emeritus shall be entitled to all the privileges of</p>	
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individual maintains New Grad membership status with AHIMA. New Grad members in good standing shall be entitled to vote, hold office as Directors; serve as Committee Chairmen or Committee members; and serve as members of the AHIMA House of Delegates or serve as a member of the FHIMA House of Delegates.	membership, except those of holding office.	
Article III. Section 7. Application for Membership Application must be in writing on the form provided by AHIMA, and shall be sent by the applicant directly to the Membership Department of AHIMA. Total amount of dues as provided in the AHIMA Bylaws shall accompany the application. Transfer of membership from another state shall be automatic when notice of such transfer is received from AHIMA.	Article IV. Section 4.04 Application Application for membership shall be made directly through AHIMA.	Clarified the Membership categories including AHIMA guidelines for members in Article IV. Section 4.04 to align with AHIMA wording.
Article III. Section 8. Transfer of Active, Student or Inactive AHIMA Membership When an employed member changes his place of employment to another state or a non-employed member changes his residence to another state, or a student transfers to a school in another state, or upon graduation changes his residence to another state, he shall notify the Membership Department of AHIMA and transfer of the membership out of the		Deleted this section as it is no longer relevant as AHIMA manages membership lists.

State of Florida shall be automatic as provided in the Bylaws of AHIMA.		
Article III. Section 11. Resignation, Forfeiture, Expulsion or Reinstatement All AHIMA Membership types in this Association shall be automatically canceled or reinstated upon notice from the Executive Director of AHIMA as provided in the Bylaws of AHIMA	Article IV. Section 4.05 Expulsion & Reinstatement of Members Any member may be removed from membership or reinstated to membership in accordance with policies prescribed by AHIMA.	
Article III. Section 12. Cessation of Property Interest All rights, title and interest, both legal and equitable, of a member in and to the property of this Association shall cease in the event of either of the following: a. transfer of membership out of the State of Florida b. resignation or death c. forfeiture of membership or expulsion		FHIMA does not own Property in Florida, therefore it is not applicable to FHIMA. Deleted section.
Article VII. Meetings Section 1. Annual State Convention An annual meeting of the member shall be held each year for the purpose of education on matters of relevance to the health information management profession and to FHIMA; professional networking; and for the transaction of such other business as may come before the meeting. Thirty percent of eligible voting members registered on the day of the meeting shall constitute a quorum.	Article IV. Section 4.06 Annual Business Meeting of the Members FHIMA shall hold an annual business meeting of its members, for the purpose of receiving reports from officers and committees and for any other business that may arise. Should circumstances prevent the holding of an annual business meeting, the Board of Directors may cancel the annual business meeting, and notice of the cancellation shall be sent promptly to all members of FHIMA.	Reordered and renumbered to clarify difference between annual business meeting and Board of Director's meeting.

	<p>Article IV. Section 4.07 Special Meetings of the Members Special meetings of the members of FHIMA 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(s) for which the meeting is called.</p>	Reordered and renumbered to clarify difference between annual business meeting and Board of Director's meeting.
	<p>Article IV. Section 4.08 Waiver of Notice A member may waive any notice requirement by signing a written waiver of notice and delivering it to FHIMA for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting shall constitute a waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.</p>	Reordered and renumbered to clarify difference between annual business meeting and Board of Director's meeting.
	<p>Article IV. Section 4.09 Quorum for Elections A quorum for any elections by the members shall consist of not less than twenty-five (25) members of the Active Members of FHIMA present voting in the form of an official vote as defined by the Board of Directors.</p>	Reordered and renumbered to clarify difference between annual business meeting and Board of Director's meeting.

<p>Article IV. Officers and Directors Section 1. The officers of FHIMA shall be a President and President-Elect. The President shall serve for a term of one year, after having served as President-Elect during the previous year. The President-Elect and President must be active members in good standing who hold a valid AHIMA credential.</p>	<p>Article V. Board of Directors Section 5.01 Composition President, President-elect, Past President, the Chief Delegate, AHIMA Delegate and elected directors shall constitute the Board of Directors.</p>	<p>Reordered and renumbered to be in compliance with AHIMA CSA Affiliation Agreement.</p>
<p>Article IV. Officers and Directors Section 2. Directors There shall be seven (7) Directors. a. the retiring President shall automatically become a Director for one year. b. Three Directors shall be elected each year for a two-year term.</p>	<p>Article 5. Board of Directors Section 5.02 Powers and Duties The business and affairs of FHIMA shall be managed by or under the direction of the Board of Directors. The Board of Directors shall hold and exercise all corporate authority and fiduciary duties of FHIMA except as otherwise provided by law. The Board shall appoint the Executive Director, after reviewing the recommendations of the Management Steering Committee. Annually, the Board shall receive a report on the performance of the Executive Director presented by the Management Steering Committee. After reviewing this report, the Executive Director's appointment and contract terms shall be reviewed by the Board. The board shall present an annual report to the Annual Meeting of FHIMA, make recommendations to FHIMA's assembly, and perform other such duties as are specified in these bylaws and the parliamentary authority.</p>	<p>Reordered and renumbered to be in compliance with AHIMA CSA Affiliation Agreement.</p>

<p>Article IV. Officers and Directors Section 3. Directors The six elected Directors shall be assigned annually as Board Liaison to each of the Committee Chairmen (except the Nominating Committee) and each of the regional associations.</p> <p>The President-Elect shall serve as the Board Liaison for Regional Relationships.</p>	<p>Article V. Board of Directors Section 5.03 Qualifications Directors shall be committed to supporting and advancing the mission and purpose of FHIMA. Directors must be active members in good standing of FHIMA. The majority of the Board of Directors shall be AHIMA-approved credential holders. Of that majority, the President/Chair, President-Elect and Past-President must hold an AHIMA-approved credential.</p>	<p>Reordered and renumbered to be in compliance with AHIMA CSA Affiliation Agreement.</p>
<p>Article IV. Officers and Directors Section 4. Eligibility Only Active members shall be eligible to hold office or to serve as Director.</p>	<p>Article V. Board of Directors Section 5.04 Nomination Candidates for election as at-large Directors shall be nominated by the Nominating Committee in accordance with FHIMA Policy & Procedures. The total number of elected members of the Board of Directors shall be twelve (12) who shall be the President/Chair, the President-elect, the immediate Past President, one elected Delegate to the AHIMA House of Delegates, first year Delegate, a Secretary and six (6) elected Directors. In addition, the FHIMA board may appoint up to two (2) student liaisons to serve for a term of one year. The Executive Director shall serve as the Treasurer <i>ex officio</i> without vote and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum. Nominations may be made at or prior to the time at which an election of Directors is to be held.</p>	<p>Reordered and renumbered to be in compliance with AHIMA CSA Affiliation Agreement. Also to list specifically who the members of the Board of Directors are and the number of voting/elected members of the Board of Directors. Added the position of Secretary and Treasurer with the departure of FHIMA's Executive director in February 2018. The former Executive Director served as both the Treasurer and Secretary. This is in conflict as the Executive Director of an association should not have voting authority on the board, rather serve as an advisor to the board for strategic management of the company or association.</p>

<p>Article IV. Officers and Directors Section 5. Nominations Nominations shall be made by a Nominating Committee as provided for in Article IX, Section 2.</p>	<p>Article V. Board of Directors Section 5.02 Election and Term of Office (a) Election The President/Chair-elect of FHIMA shall be elected annually by the Active Members. The President/Chair-elect of FHIMA shall assume the office of President/Chair upon the expiration of the President/Chair's term of office or in the event of a vacancy in the office. (b) Election by Ballot The officers shall be elected by ballot, which shall be made available to all Voting Members. The polls shall be open for six weeks, starting in March and closing in April. The nominating committee shall tabulate the vote totals and present a tellers' report to the Annual Meeting, where the presiding officer shall declare the offices elected. (c) Term of Office Officers shall take office in accordance with the CSA Affiliation Agreement, following their election. Each officer shall hold office for the identified term unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. No officer</p>	<p>Clarified the Elections and Term of Office for the positions.</p>
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	<p>shall execute, acknowledge, or verify any instrument in more than once capacity which is required by law or these Bylaws to be executed, acknowledged, or verified by two or more Officers. The term of office shall begin at the close of the Annual Meeting and is identified below:</p> <ul style="list-style-type: none"> • President-Elect shall serve a three (3) year term until his or her successor shall be elected and qualified. The first year will be defined as President-Elect, the second as President and the third as past-president. • The President shall serve for one year or until a successor is elected. • Three (3) directors shall be elected each year to serve for two (2) years or until their successors are elected • Two (2) Delegates two (2) year term <p>Each officer shall be limited to hold office for one (1) term as defined in this section until his or her successor shall be elected</p>	
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	and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. No individual shall hold or be elected to consecutive terms of same position.	
<p>Article IV. Officers and Directors Section 6. Elections</p> <p>The Active Members shall elect the President Elect, Directors, and AHIMA Delegate annually by electronic ballot. The ballot will be distributed to all Active Members at least 30 days prior to the Annual Meeting. Election shall be a plurality of the votes cast by the Active Members. In case of a tie, the election shall be decided by lot. Results of the election shall be announced at the Annual State Convention, with number received, the number valid and the number destroyed reported, if applicable. Officers and Directors and AHIMA Delegate shall assume office immediately following the Annual Convention at which their election is declared, with the exception of the President, who shall assume office after the Annual Convention in the following year, having served as President-Elect for the preceding year.</p>	<p>Article V. Board of Directors Section 5.06 Resignation and Removal</p> <p>(a) Resignation</p> <p>Any Director may resign at any time by giving written notice of resignation to the Board of Directors of FHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice.</p> <p>(b) Removal</p> <p>Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall relinquish their position on the Board of Directors. The Board of Directors may remove any officer, including directors, at any time, with or without cause, by a majority vote.</p>	Modified this section for the Board of Directors and reordered for resignation and removal processes.
<p>Article IV. Officers and Directors Section 7. Vacancies and Leave of Absences</p>	<p>Article V. Board of Directors Section 5.07 Vacancies</p> <p>Any vacancy occurring in the Board of Directors due to death, incapacity, or</p>	Clarified the wording to be in compliance with AHIMA CSA Affiliation Agreement.

<p>In the event any officer or director permanently leaves during his term of office, the President will propose a replacement and the replacement must be approved by a majority vote of the BOD. Any officer or director may resign at any time by submitting a written resignation to the Board of Directors, but such resignation shall not become effective until accepted by the Board of Directors. A Director may take up to a six month 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.</p>	<p>resignation will be filled with an interim, appointed by the President, for the remainder of the term of office in which the vacancy occurred.</p>	
<p>Section 8. Removal Any of the elected or appointed officers or directors of FHIMA or Committee Chairmen may be removed for cause by the Board of Directors, providing such action is taken by a majority of the members of the Board.</p>	<p>Section 5.08 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 of Directors. 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</p>	<p>Modified Removal to Leave of absence to clarify a leave of absence and resignation if the individual does not return from their leave of absence.</p>

	the place of the Director on leave, until such time as the leave is completed. A Director who fails to return to Board of Directors service at the end of the leave of absence shall be deemed to have resigned.	
	Article V. Board of Directors Section 5.09 Regular Meetings The Board of Directors shall meet within the week preceding the Annual Meeting, the date, time, and location to be determined by the President. Other meetings throughout the year may be held, notice, at the call of the President or upon the request of two members of the Board.	
Article VII. Meetings Section 1. Special Meetings Special meetings may be called by the President, the Management Steering Committee or by a majority of the Board of Directors. Thirty (30) days notice shall be given of a special meeting. The purpose of the meeting shall be stated in the call and no other business shall be transacted.	Article V. Board of Directors Section 5.10 Special Meetings Special Meetings may be called by the President, by the Board of Directors, or by the Management Steering Committee. No business may be transacted at a Special Meeting except that specified in the call, which shall be sent to all members at least thirty (30) days before the meeting.	Added the Board of Directors to those who may call a special meeting. Thirty (30) days notice shall be given and only the business specified on the notice and agenda shall be discussed.
Article VII. Meetings Section 4. Cancellation of Meetings In the event circumstances prohibit the holding of an Annual State Convention, the Board of Directors may cancel the Annual State Convention and prompt notice thereof shall be given to all members of the Association.	Article V. Board of Directors Section 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	Removed cancellation of meeting section. Re-ordered and re-numbered, Article and section. Retitled to Notice of Special Meetings.

	<p>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 FHIMA. 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 FHIMA. 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.</p>	
	<p>Article V. Board of Directors Section 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 Executive Director of FHIMA. 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.</p>	<p>A waiver of Notice for the Board of Directors is a required element for an association with non-profit status as it deals with the conflict of interest policy and procedure.</p>
<p>Article VII. Meetings Section 3. Voting Body</p>	<p>Article V. Board of Directors Section 5.13 Manner of Voting</p>	<p>Clarifies the voting methodology.</p>

For any association business items or motions that need a vote (does not include bylaw changes), an affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast present at the Annual Meeting will be required to pass.	A majority of the votes of the Board of 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, the association's standing rules, or by these Bylaws. Directors may not vote by proxy.	
	<p>Article V. Board of Directors Section 5.14 Quorum</p> <p>(a) Board of Directors Meetings 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 Board of Directors are present, a majority of those present may adjourn the meeting to another time.</p> <p>(b) Membership Meetings At membership meetings, original main motions shall require a two-thirds vote of members present for adoption.</p>	Clarified and reordered/renumbered the Quorum section for the Board of Directors to be separate from the Membership voting body.
	<p>Article V. Board of Directors Section 5.15 Informal Action</p> <p>Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of</p>	This article and section are required to be placed in association bylaws as directed by AHIMA.

	<p>the Board of Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Board of 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. 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.</p>	
	<p>Article V. Board of Directors Section 5.16 Use of Electronic Meeting and Notice Requests For matters that require action between meetings of the Board, the Board may transact business via e-mail, or other digital means by which the members of the board can register their opinion. Consent by a majority of the entire membership of the Board shall be necessary to adopt any action through this method. Any action so taken shall be included in the minutes of the next regular board meeting.</p>	Clarifies electronic communications to the Board of Directors.
	<p>Article V. Board of Directors Section 5.17 Compensation Directors may not be compensated for their services as Directors of FHIMA, but</p>	Clarifies that no board member or director may be compensated for their services as Directors of FHIMA.

	<p>may be reimbursed for reasonable out-of-pocket expenses incurrent in attending Board of Directors meetings or otherwise in connection with the performance of their duties as a member of the Board of Directors.</p>	
<p>Article XIV. Parliamentary Authority The latest edition of Robert's Rules of Order shall govern this Association in all cases not covered by these Bylaws or the Bylaws of AHIMA.</p>	<p>Article V. Board of Directors Section 5.18 Procedure – Parliamentary Authority 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.</p>	<p>Clarifies the Parliamentary authority of the Board of Directors.</p>
<p>Article V. Duties of Officers Section 1. Duties The Duties of the officers shall be specified in these Bylaws and in such Standing Rules as may from time to time be adopted, or as specified in the Policies and Procedures. Such duties may be also specified in the Bylaws and Standing Rules of AHIMA and the latest edition of Robert's Rules of Order.</p>	<p>Article VI. Duties of Officers Section 6.01 Officers, Eligibility for Office, Duties of Officers The elected Officers of FHIMA (herein known as the Board of Directors) shall consist of a President, a President-Elect, Past-President, Chief Delegate, AHIMA Delegate, six (6) Directors and appointed (if applicable) Student Liaison(s). The Board of Directors shall select and retain an Executive Director who shall serve as the ED of FHIMA. Only Active AHIMA Members shall be eligible to hold office. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by FHIMA. The</p>	<p>This section modified to clarify specifically the officers, eligibility for office and the duties of officers. Also clarifies how vacancies in officers are handled.</p>

	<p>President-Elect shall serve as an aide to the President and, in the absence of the President, shall serve in the President's stead. Officers shall become familiar with the Procedures for Component State Associations established by AHIMA and be guided by these procedures.</p> <p>(a) Vacancies in Office In the event of a vacancy in office, other than the office of President, the board shall elect an individual to serve in office for the unexpired term. In the event of a vacancy in the office of President, the President-Elect shall automatically become president and shall still serve as President-Elect; this shall not create a vacancy in the office of President-Elect. An officer may resign at any time by delivering notice to FHIMA.</p>	
<p>Section 2. President The President shall become familiar with the Procedures for Component State Associations established by AHIMA and be guided by these procedures in directing the activities of the officers and committees. He or she shall preside Page - 5 at all the meetings of the Board of Directors, the Management Steering Committee and the FHIMA House of Delegates. He or she shall appoint, with the approval of the Management Steering</p>	<p>Article VI. Duties of Officers Section 6.02 Duties of President/Chair The President/Chair shall be the chief elected officer of FHIMA. The President/Chair shall preside at all meetings of the members, the Board of Directors and the Management Steering Committee. The President/Chair will determine in consultation with the Executive Director, the regular agenda of all meetings of the members, the Board of Directors, and the Management Steering</p>	<p>Clarifies specific duties of President/Chair and expectations.</p>

<p>Committee, the Committee Chairmen as provided in these Bylaws. He or she shall serve as an ex officio member of all committees, with the exception of the Nominating Committee. The President shall distribute the annual report of the Board of Directors at the Annual FHIMA House of Delegates.</p>	<p>Committee. The President/Chair shall present a report at an Annual Meeting, appoint chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as a liaison between FHIMA's staff and the Board of Directors, 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 of FHIMA as well as hold an AHIMA-approved credential.</p>	
<p>Section 3. President-Elect The President-Elect shall serve as an aide to the President and shall assume the duties of the President in his absence or inability to act. He or she shall work with the Immediate Past-President and the Executive Director on the proposed budget for the upcoming year. He or she shall also be the Board Liaison for Regional Relationships.</p>	<p>Section 6.03 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. The President/Chair-Elect shall also serve as the Board Liaison for Regional or Local Affiliations.</p>	<p>Clarifies specific duties of President/Chair-Elect and expectations.</p>
	<p>Section 6.04 Duties of the Secretary The Secretary shall be official custodian of the records of FHIMA. The Secretary shall certify and keep at the principal office of FHIMA 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 Board of Directors, and any committees having any authority of the Board of Directors. The</p>	<p>Clarifies specific duties of Secretary and expectations. By separating duties of the Secretary from the Executive Director position, the FHIMA board may decide whom shall serve as the secretary of the association.</p>

	<p>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 Board of Directors.</p>	
	<p>Section 6.05 Duties of Treasurer The Treasurer, whose duties is performed by the Executive Director, shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of FHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of FHIMA, with such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors, upon request, an accounting of all financial transactions of FHIMA and a statement of the financial condition of FHIMA, and, if requested by the Board, shall cause an annual audit of FHIMA's 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 Board of Directors. The Treasurer shall also serve as the Chair of the Finance Committee, <i>ex officio</i> without vote. The Treasurer/Executive Director and Immediate Past-President shall serve as the Co-chairs of the Finance Committee.</p>	<p>Clarifies specific duties of Treasurer and expectations. The FHIMA board of directors requests that the Executive Director also serve as treasurer ex officio, without vote for financial transparency and oversight. Clarifies who shall chair the Finance Committee (a new committee established in these bylaws).</p>

<p>ARTICLE VI. Executive Director</p> <p>Section 1. Appointment The Executive Director shall be appointed by the Board of Directors, following recommendation by the Management Steering Committee. The appointment and terms of the contract shall be reviewed annually by the Board of Directors, following evaluation of performance by the Management Steering Committee.</p> <p>Section 2. Duties The Executive Director provides a broad range of administrative and clerical support to the association, its Board of Directors (BoD), committee chairpersons, and general membership. This support is provided through facilitation of the activities of the BoD, association committees, and task forces. The Executive Director shall act as the Secretary and Treasurer of the FHIMA. This person shall be a member of the Board of Directors with voice and vote. The Executive Director shall oversee the completion of all of the duties of the Secretary and of the Treasurer, as established by AHIMA. The Executive Director shall be assigned such other duties as determined by the Management Steering Committee.</p>	<p>Section 6.06 Executive Director The Executive Director (ED) shall have the necessary authority and responsibility to operate FHIMA in all its activities subject to the policies and directions of the Board of Directors. The ED shall undertake his or her duties in accordance with a Job Description approved by the Board. The ED shall act as the duly authorized representative of FHIMA in all matters in which the Board of Directors has not formally authorized representative of FHIMA in all matters in which the Board of Directors has not formally designated some other person to so act. The ED shall report periodically and as requested to the Board of Directors, and shall provide regular updates to Directors between Board meetings on FHIMA's activities and finances. The ED is charged with continuous responsibility for the management of FHIMA, commensurate with the authority conferred on him or her by the Board of Directors and consistent with the expressed aims and policies of the Board of Directors. The ED is responsible for the application and implementation of established policies in the operation of FHIMA. 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 Board of Directors shall authorize reasonable</p>	<p>In order to provide executive management and strategic oversight, the Executive Director's responsibilities and expectations shall be fully defined in the Association's bylaws and contracts. Removed the Executive Director serving as the Treasurer and Secretary as an officer or director of the board. This is in conflict with managing and operating FHIMA from an executive and strategic management perspective.</p>
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	<p>compensation for the ED. The ED shall serve on the Board of Directors <i>ex officio</i> without vote.</p>	
<p>Article XI. Representation to AHIMA House of Delegates</p> <p>Section 1. Representation in the AHIMA House of Delegates</p> <p>This association shall be represented in the AHIMA House of Delegates as provided in the bylaws of AHIMA.</p>	<p>Article VII. AHIMA House of Delegates</p> <p>Section 7.01 Purpose</p> <p>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 for 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.</p>	<p>Defines the House of Delegates as specified by AHIMA in their bylaws.</p>
<p>Section 2. Election of Delegates</p> <p>Only Active members shall be eligible to serve as delegates to AHIMA. The FHIMA President, AHIMA Delegate, Chief Delegate, President-Elect and immediate Past President at the time of the AHIMA Annual Convention shall be delegates. The Executive Director shall be sent as a first alternate if a delegate listed above finds it impossible to serve. If necessary, the non-elected AHIMA Delegate candidates shall be called to serve as alternate delegates in order according to the highest number of votes each received. Nominations of any additional delegates shall be made by the Nominating Committee and election shall be by ballot of Active members. The ballot</p>	<p>Article VII. AHIMA House of Delegates</p> <p>Section 7.02 Apportionment and Term of Office</p> <p>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 FHIMA delegate shall serve more than two (2) consecutive terms.</p>	<p>This modification clarifies and defines how delegates are apportioned by AHIMA from each state CSA. Also clarifies the term of office for a delegate.</p>

<p>shall indicate the membership classification of each nominee. A plurality vote shall elect.</p>		
<p>Section 3. Term of Office The term of office for elected delegates shall be two (2) years. Terms of delegates shall be staggered to maintain continuity in the AHIMA House of Delegates and in the Florida State Delegation. No elected delegate may serve more than two (2) consecutive terms.</p>	<p>Article VII. AHIMA House of Delegates Section 7.03 Election and Term of Office The President/Chair, President/Chair-Elect, and Past President shall serve as the first three (3) delegates for FHIMA. The remaining two (2) delegates representing FHIMA are elected by and from the Active Members of FHIMA. There shall be an AHIMA Delegate and a Chief Delegate elected. 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 written or electronic ballot at a time and under procedures set forth in the FHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. The AHIMA Delegate shall be elected by the members, by electronic ballot, in conjunction with the election of officers. The AHIMA Delegate shall serve for one year, then become the Chief Delegate for a subsequent term of one year. Additional Alternates shall be the unelected candidates for AHIMA Delegate, ranking in accordance with their vote totals. 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 FHIMA. Delegates shall take</p>	<p>Specifically defined the election of delegates and term of office for each delegate as well as their expectations regarding resignation, alternate delegates.</p>

	office in accordance with the CSA Affiliation Agreement following their election.	
<p>Article IX. Committees, Committee Chairmen and Board Liaison</p> <p>Section 1. Committees</p> <p>There shall be such committees as necessary to conduct the business of the Association, including a Nominating Committee.</p> <p>Section 3. Board Liaison</p> <p>Committee functions shall be performed by teams, composed of Committee Chairmen and their appointees as committee members subordinate to the Directors assigned as Board Liaison and accountable to the Management Steering Committee. The elected Directors shall be assigned annually to each of the Committee Chairmen as Board Liaison (except the Nominating Committee) and each of the regional associations. The President-Elect shall serve as the coordinator for Board Liaisons for the regional associations. The responsibilities and duties of each Board Liaison Director shall be set forth in the FHIMA Policy and Procedure Manual.</p>	<p>Article VIII. Committees</p> <p>Section 8.01 Committees</p> <p>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 FHIMA. 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 FHIMA. The Board President/Chair may attend and participate in meetings of any committees, and shall have voting rights in committees to the extent provided by law, appoint members of 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. The Executive Director shall arrange for the</p>	<p>Redefined the committees, responsibilities of Directors and Chairs to committees. Defines how Committee Chairmen are appointed, voting rights and authority on behalf of the Board of Directors.</p>

<p>Section 4. Committee Chairmen The Management Steering Committee shall be responsible for the appointment of Committee Chairmen who in turn are responsible for carrying out the duties required by their assignments as set forth in the FHIMA Policy and Procedure Manual. Each Committee Chairman shall submit written reports of committee activity to his respective Board Liaison Director for review prior to each Board meeting.</p> <p>Section 5. Special Committees Other Special Committee Chairmen may be appointed by the Management Steering Committee as the need may arise.</p> <p>Section 6. Organizational Structure Plan The Management Steering Committee shall prepare an outline of the organizational plan for FHIMA prior to the Annual State Convention. Assigned Committees for each Board Liaison Director shall be outlined in the Organizational Plan. The Management Steering Committee shall prepare an outline of the organizational plan for FHIMA prior to the Annual State Convention. Assigned duties for each Committee Chairman shall be outlined in the organizational plan.</p>	<p>staff of FHIMA to provide sufficient support to each committee to enable it to discharge its duties.</p> <p>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:</p> <ul style="list-style-type: none"> (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 from employment the Executive Director of FHIMA. <p>Diversity is a core value of FHIMA 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 FHIMA. This includes, but is not limited to, fostering links between FHIMA and other organizations serving various underrepresented populations, and reviewing FHIMA's programs, publications,</p>	
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<p>Section 7. Eligibility Only active members shall be eligible for appointment as a Committee Chairman, except as otherwise specified in these Bylaws.</p> <p>Section 8. Vacancies A vacancy in a Committee Chairman shall be appointed by the President</p> <p>Section 9. Quorum A majority of the members serving on any committee shall constitute a quorum.</p>	<p>and initiatives to assure multi-cultural sensitivity and inclusivity. There shall at all times be standing committees as set forth in sections 8.02-8.04.</p>	
	<p>Section 8.02 Management Steering Committee There shall be a Management Steering Committee, composed of the President as its chair, the Executive Director, Immediate Past President, and President-Elect. It shall be the duty of this committee to assign a director as Board Liaison to each of the regional associations and to each of the committees, excluding the Nominating Committee. The President-Elect shall serve as the Primary Board Liaison for Regional Associations. It shall also be the duty of this committee to assign duties to the Executive Director and to assign duties to committees according to the Strategic Initiatives. It shall also be the duty of this committee to prepare and present an organizational plan to the Annual Meeting, which shall include assigned committees for each Board Liaison</p>	<p>Specifically defines the Management steering committee, which is considered the Executive Committee of FHIMA. Also defined responsibilities related to the association's strategic initiatives and annual meeting.</p>

	<p>Section 8.03 Finance Committee There shall be a Finance Committee, composed of the Executive Director/Treasurer/Immediate Past-President as its co-chair, the President, Immediate Past President, and the President-Elect. It shall be the duty of this committee to prepare and present a proposed budget to the members at the Annual Meeting; review and provide financial oversight of FHIMA operations. The Committee shall undertake the following responsibilities:</p> <ul style="list-style-type: none"> (a) Review, discuss and recommend changes to the proposed annual FHIMA budget and submit for approval to the Board of Directors; (b) Review, discuss and approve the monthly financial statements for FHIMA; (c) Present FHIMA'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 FHIMA and develop and recommend to the Board changes to FHIMA's 	<p>Defines the finance committee co-chairs as the Executive Director/Treasurer, and Immediate Past-President. The committee's responsibilities are defined as related to financial oversight and FHIMA operations.</p>
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	investment and endowment policies as appropriate.	
<p>Section 2. Nominating Committee</p> <p>The Committee shall identify and recruit qualified individuals to serve as Officers of the Florida Health Information Management Association. The committee shall consist of the following: a chairman, who shall be the Immediate Past President of the Association, one (1) FHIMA member appointed by the Management Steering Committee and one member from each region alternating years. Regional Associations shall submit one (1) nomination for the Nominating Committee alternating years following the schedule listed below. The nomination must be a current Board member of the local Regional Association. Nominations shall be sent to the Executive Director in a timeframe specified by the Executive Director no later than thirty (30) days after the Annual State Convention. The odd-numbered Regional Associations shall be eligible to submit one (1) member in odd-numbered years and the even-numbered Regional Associations shall be eligible to submit one (1) member in even-numbered years. The region numbers are as follows: Region 1 = Northwest Region 2 = Northeast Region 3 = Central Region 4 = Gulf Coast</p>	<p>Section 8.04 Nominating Committee</p> <p>In even-numbered years, the Northeast, Gulf Coast, Panhandle, and Suncoast Regional Associations each shall appoint one of its board members to serve on a Nominating Committee; the Management Steering Committee shall appoint one member of the Association to serve on the Nominating Committee. The Immediate Past President shall serve on the committee as chair.</p> <p>In odd-numbered years, the Northwest, Central, Ocean, South, and Southwest Regional Associations each shall appoint one of its board members to serve on a Nominating Committee; the Management Steering Committee shall appoint one member of the Association to serve on the Nominating Committee. The Immediate Past President shall serve on the committee as chair.</p> <p>Appointments to serve on the committee shall be made no later than thirty days after the Annual Meeting. It shall be the duty of this committee to identify and nominate qualified candidates for offices to be filled. The committee shall report its nominations to the Executive Director by the end of January. This report of nominations shall</p>	<p>Defines the Nominating Committee and Responsibilities of appointed members. Specifically defines the Immediate Past-President in their 3rd year shall serve as the Nominating Committee, rather than the Past-President who just rotated off of the Board of Directors, eliminating that 4th year of serving. Thus the Immediate Past-President (3rd year) will serve as the Chair of the Nominating and co-chair of the Finance Committee.</p>

<p>Region 5 = Ocean Region 6 = Panhandle Region 7 = South Region 8 = Suncoast Region 9 = Southwest This committee shall prepare a list of nominees from those consenting to serve if elected. The ballot shall list nominees for President-Elect, Board of Directors, and AHIMA delegate.</p>	<p>be sent via e-mail to the voting members of the Association at least sixty days before the Annual Meeting.</p>	
	<p>Article IX. Contracts, Checks and Deposits Section 9.01 Contracts The Board of Directors may authorize any officer or agent of FHIMA, 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 FHIMA. Such authority may be general or confined to specific instances.</p>	<p>New addition to define Contracts and how those are processed.</p>
	<p>Article IX. Contracts, Checks and Deposits Section 9.02 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 FHIMA shall be signed by the officer or agent of FHIMA so designated and in the manner so determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments shall be signed by the Executive Director of FHIMA.</p>	<p>New addition to define Checks, Drafts and Notes on the financial accounts of the association and the processing of checks, drafts and notes.</p>

	<p>Article IX. Contracts, Checks and Deposits Section 9.03 Deposits All funds of FHIMA shall be deposited from time to time to the credit of FHIMA in those banks, trust companies, or other depositories selected by the Board of Directors.</p>	<p>New addition to define Deposits on the financial accounts of the association and the processing of checks, drafts and notes.</p>
<p>ARTICLE X. FINANCES Section 1. Fiscal Year The fiscal year of the Association shall be the same as the Association year.</p>	<p>Article X. Fiscal Year Section 10.01 Fiscal Year The fiscal year of FHIMA shall be July 1 – June 30.</p>	<p>Specifically defines the Association's fiscal year as July 1 – June 30. This is not a change of the association's fiscal year, just specifying the dates.</p>
<p>ARTICLE XIII. MEMBERSHIP COMMUNICATION The FHIMA publication will be produced for FHIMA Membership no less than 2 times a year</p>	<p>Article XI. Books and Records; Electronic Communications Section 11.01 Books and Records FHIMA 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 FHIMA a record of the names and addresses of the Directors. All books and records of FHIMA may be inspected by any Director at any reasonable time.</p> <p>Section 11.02 Electronic Communication 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 FHIMA Policy and Procedure Manual.</p>	<p>Membership Communications in Electronic and Paper formats of records and correspondence shall be updated in a timely manner and housed with the Secretary and Executive Director.</p>

<p>ARTICLE XII. REGIONAL ASSOCIATIONS</p> <p>Regional Associations who have been recognized by the FHIMA Board of Directors by January 1st are eligible to send delegates to the FHIMA House of Delegates meeting. FHIMA has the authority to recognize the existence of regional associations and determine regional association boundaries</p>	<p>Article XII. Component Local Associations</p> <p>Section 12.01 Boundaries</p> <p>Active, honorary, and student members of FHIMA and other interested individuals form the Component Local Associations of FHIMA. The boundaries of each Component Local Association should be consistent with the boundaries defined by the FHIMA Board of Directors.</p>	<p>The reclassification of this article into separate sections to align with the Regional Affiliation Agreement as required by AHIMA CSA's Affiliation Agreement.</p>
	<p>Article XII. Component Local Associations</p> <p>Section 12.02 Membership</p> <p>The membership of a Component Local Association shall be composed of four classes of FHIMA members: Active, Student, Emeritus, and New Grad. Membership shall be in only one Component Local Association. The choice of Association membership shall be at the discretion of the individual member. Corporate membership is optional for each Association.</p>	<p>The reclassification of this article into separate sections to align with the Regional Affiliation Agreement as required by AHIMA CSA's Affiliation Agreement.</p>
	<p>Article XII. Component Local Associations</p> <p>Section 12.03 Officers and Committee Chairmen</p> <p>The Officers of a Component Local Association shall be President, President-Elect, Secretary and such other as is necessary to conduct the business of the Association. The Officers and Committee Chairmen shall be active registered or</p>	<p>The reclassification of this article into separate sections to align with the Regional Affiliation Agreement as required by AHIMA CSA's Affiliation Agreement.</p>

	active accredited members in good standing. The terms of office shall correspond with FHIMA's term of office	
	Article XII. Component Local Associations Section 12.04 Representation Component Local Association Presidents shall represent the Local Association on the Board of Directors of FHIMA as provided in the Regional Affiliation Agreement of FHIMA.	The reclassification of this article into separate sections to align with the Regional Affiliation Agreement as required by AHIMA CSA's Affiliation Agreement.
	Article XII. Component Local Associations Section 12.05 Voting Body The voting body of a Component Local Association shall be limited to the active members in good standing.	The reclassification of this article into separate sections to align with the Regional Affiliation Agreement as required by AHIMA CSA's Affiliation Agreement.
	Article XII. Component Local Associations Section 12.06 Dues A Component Local Association may determine in its own Bylaws the amount of Association dues.	The reclassification of this article into separate sections to align with the Regional Affiliation Agreement as required by AHIMA CSA's Affiliation Agreement.
	Article XII. Component Local Associations Section 12.07 Bylaws The Bylaws of each Component Local Association and all amendments shall be submitted for review to FHIMA before they are submitted to the membership of the Component Local Associations for adoption. They shall incorporate the provisions governing Component Local Associations as provided in these Bylaws and shall not be in conflict with any	The reclassification of this article into separate sections to align with the Regional Affiliation Agreement as required by AHIMA CSA's Affiliation Agreement.

	provisions thereof. After adoption, they shall be submitted to the President of FHIMA for final signature of approval.	
	<p>Article XIII. Affiliations</p> <p>Section 13.01 Affiliations</p> <p>FHIMA may from time to time organize affiliates to carry on activities related to the mission and purposes of FHIMA. 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 FHIMA, or in which FHIMA 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 FHIMA, such action may be taken by the FHIMA Board of Directors or, if so delegated, by the Executive Director of FHIMA.</p>	This section added to reflect other types of affiliations with other associations, companies and to ensure no conflict of interest exists that would violate the articles of incorporation, bylaws, or policies and procedures.
Article III. Section 10. Indemnification	Article XIV. Indemnification Section 14.01 Indemnification	Renumbered to a separate section and re-worded to state specific Florida laws as FHIMA is a

<p>This Association shall indemnify any person to the fullest extent authorized or permitted by the corporation laws of the State of Florida any person made, or threatened to be made, a party to an action, suit or proceeding by reason of the fact that said person is or was an officer, employee or member acting in good faith in behalf of this Association.</p>	<p>FHIMA hereby indemnifies, to the fullest extent authorized or permitted by FHIMA laws of the State of Florida, any person made, or threatened to be made, a party to an action, suit, or proceeding by reason of the fact that said person is or was an officer, employee, or member acting in good faith in behalf of this Corporation.</p>	<p>corporation operating under applicable Federal and State Laws.</p>
	<p>Article XV. Loans, Conflicts of Interest, Compliance Section 15.01 Loans No Loans shall be made by FHIMA to its Directors or Officers.</p>	<p>Added this section to clarify no financial obligations or loans to Directors or Officers.</p>
<p>Article III. Section 9. Conflict of Interest Each individual acting in any capacity for the FHIMA shall disclose to the Board any situation which might be construed as placing the individual in a position of having an interest that may in any way conflict with his or her duties to the Association.</p>	<p>Article XV. Loans, Conflicts of Interest Section 15.02 Conflicts of Interest Policy FHIMA shall adopt and abide by a conflicts of interest policy to protect FHIMA'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 averse to the interests of FHIMA. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing</p>	<p>Reordered to Article XV. Loans, Conflicts of Interest and Compliance.</p>

	conflicts of interest applicable to nonprofit and tax-exempt organizations.	
<p>ARTICLE XV. AMENDMENTS</p> <p>Section 1. Adoption of Amendments The power to alter, amend, or repeal the Bylaws of FHIMA, or to adopt new bylaws, is vested in the Active Members of FHIMA The affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast at an FHIMA membership meeting at which a quorum is present OR the affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast during an electronic voting period shall be sufficient to effectuate such action.</p> <p>Section 2. Adoption of Bylaw Amendments at FHIMA Membership Annual Meeting Thirty percent of the eligible voting members registered on the day of the meeting shall constitute quorum. If the method used is by vote at the Annual meeting by Active members registered on the day of the meeting to alter, amend, or repeal the Bylaws of FHIMA, or to adopt new bylaws, an affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast present at the Annual Meeting shall be sufficient to effectuate such action.</p>	<p>Article XVI. Amendments</p> <p>Section 16.01 The power to alter, amend, or repeal the Bylaws of the NCHIMA, or to adopt new bylaws, is vested in the Board of Directors of the FHIMA and the Active Members of the FHIMA. The affirmative vote of a two-thirds (2/3) majority of the votes of Board of Directors and the Active Members cast at a meeting at which a quorum as defined in section 16.03 is present shall be sufficient to effectuate such action. A proposal to the Board of Directors and/or the Active Members to amend the Bylaws may be initiated by the Management Steering Committee and/or any Active Member of the FHIMA 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 Board of Directors 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 Board of Directors 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 Board of Directors and/or the Active Members cast at such meeting.</p>	<p>Survey of 5 other state CSA bylaws and AHIMA bylaws provided similar wording as re-written in Article XVI. Amendments. Combined Section 1 – 5 with more succinct wording to redefine the time period for notification to 30 days, and the voting rights and quorum are defined. A proposal is considered adopted when approved by ninety percent (90%) of votes cast in favor of amendment proposal.</p>

<p>Section 3. Adoption of Bylaw Amendments via electronic voting on amendments If electronic voting by the Active members is method used to alter, amend, or repeal the Bylaws of FHIMA, or to adopt new bylaws, an affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast during an electronic voting period shall be sufficient to effectuate such action.</p> <p>Section 4. Submission A proposal to the Active Members to amend the Bylaws may be initiated by the Board of Directors and/or any Active Member of FHIMA. Notice of a proposed bylaws amendment must be sent to the membership at least forty (40) days prior to the Annual Membership meeting at which a vote on the proposal is to be taken or at least forty (40) days prior to electronic voting. When a bylaw amendment change is submitted at the FHIMA Annual Membership Meeting, an affirmative vote of two-thirds of the active members participating at the meeting shall be required to CONSIDER a proposal to amend the Bylaws without the required forty (40) day prior notice period. An affirmative vote by a ninety percent (90%) of the active members participating at the meeting during the Annual Convention shall likewise be required for adoption of such amendments. When a bylaw</p>	<p>Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of the FHIMA 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.</p> <p>Section 16.02 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 FHIMA may restate the bylaws in their entirety as amended.</p> <p>16.03 Quorum FHIMA defines a quorum at an annual membership meeting as 25 active members.</p>	
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<p>amendment change is submitted during the year and due to time constraints, it cannot be presented at the Annual Membership Meeting, the FHIMA Board of Directors can consider utilizing electronic voting on the proposed changes. Notice of a proposed bylaws amendment changes must be sent to the membership at least forty (40) days prior to the electronic vote and an affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast during an electronic voting period shall be sufficient to effectuate such action.</p> <p>Section 5. Conformance with AHIMA Bylaws Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of FHIMA 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.</p> <p>Article XVI.</p> <p>Section 6. Effective Date Amendments shall be effective following affirmation by the FHIMA Membership upon receipt of AHIMA final approval or at such time as described in the amendment</p>		
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