

MARYLAND HEALTH INFORMATION MANAGEMENT ASSOCIATION

Proposed Bylaws Amendments

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
ARTICLE I – NAME			
No revisions.			
ARTICLE II – OFFICES AND REGISTERED AGENT			
No revisions.			
ARTICLE III – PURPOSES			
Section 3.1 Purposes and Mission	The affairs and activities of MdHIMA 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 charitable tax-exempt status as described in section 501(c)(3)[tax-exempt status as described in section 501(c)(6)] of the Code.	The text will be revised to read: The affairs and activities of MdHIMA 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 charitable tax exempt status as described in section 501(c)(3) [tax-exempt status as described in Section 501(c)(6)] of the Code.	MdHIMA is a nonprofit organization qualified for tax-exempt status as described in Section 501(c)(6) of the Internal Revenue code. Removal of the reference to Section 501(c)(3) corrects the improper reference.
Section 3.1 Purposes and Mission	Its mission is to lead the health informatics and information management community to advance professional practice and standards in [name of state or jurisdiction].	The text will be revised to read: Its mission is to lead the health informatics and information management community to advance professional practice and standards in {name of state or jurisdiction} <u>the state of Maryland.</u>	This technical revision specifies the geographical area that MdHIMA endeavors to support through its activities.
ARTICLE IV – MEMBERS			
Section 4.2 Rights of Members	Active Members shall have the right to elect the Board of Directors of MdHIMA, and certain Officers of MdHIMA, as set forth below.	The text will be revised to read: Active Members, <u>Emeritus members, and eligible Honorary members</u> shall have the right to elect the Board of Directors of MdHIMA, and certain Officers of MdHIMA, which is made up of the Executive Committee, Directors, and Delegates of MdHIMA, as set forth below <u>in Article V of these Bylaws.</u>	This technical revision (1) lists those members that have the right to vote in elections, (2) corrects the list of individuals that voting members have the right to elect, and

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			(3) clarifies the positions that make up the MdHIMA Board of Directors.
Section 4.3.1 Active	Active Members in good standing shall be entitled to full membership privileges including the right to vote on matters before the members.	The text will be revised to read: Active Members in good standing shall be entitled to full membership privileges including the right to vote on matters before the members. <u>This membership type includes Active Members identified as a New Graduate Member, a New to AHIMA Member, and a Premier Active Member.</u>	This technical revision identifies additional membership types that MdHIMA tracks and, therefore, provides a more complete description of memberships types, voting privileges, and eligibility.
Section 4.3.2 Student	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 AHIMA or MdHIMA. or to serve in the House of Delegates.	The text will be revised to read: 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 AHIMA or MdHIMA, or <u>be eligible</u> to serve in the House of Delegates <u>of AHIMA or MdHIMA.</u>	This editorial revision corrects and adds clarity to an existing sentence in the current Bylaws, with no change to the technical content of the current Bylaws.
Section 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 MdHIMA 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 the payment of dues. An Honorary Member may hold no other type of membership in AHIMA; however, Honorary Members who were Active Members at the time of their appointment shall retain their voting privileges.]	The text will be revised to read: 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 MdHIMA by the Board of Directors for by the House of Delegates . Honorary Members shall have no formal responsibilities or voting rights and shall be exempt from the payment of dues. An Honorary Member may hold no other type of membership in AHIMA; however, Honorary Members who were Active Members at the time of their appointment shall retain their voting privileges.}]	MdHIMA’s Board of Directors is responsible for decisions to award honorary memberships in MdHIMA. Removal of the reference to the House of Delegates corrects the improper reference.

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Section 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.	The text will be revised to read: 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. <u>A former member who has been expelled from membership for any of the reasons cited in Section 4.6 of these Bylaws may be reinstated if the basis for expulsion has been removed or if all conditions for reinstatement, as set forth in the AHIMA and/or the MdHIMA Policy and Procedure Manual, have been met.</u>	This technical revision identifies the conditions for reinstatement of former members expelled for violation of the Bylaws of AHIMA or MdHIMA, the AHIMA Code of Ethics, the AHIMA Standards for Initial Certification, or the AHIMA Standards for Maintenance of Certification.
Section 4.8 Voting Members (new section)	<i>This is a new section being added to the MdHIMA Bylaws.</i>	The following text will be added as Section 4.8; the numbering of the current Section 4.8 and all subsequent sections (and references to them) will be adjusted accordingly: <u>4.8 Voting Members. Voting members, as referenced in these Bylaws, include Active Members, Emeritus members, and eligible Honorary members.</u>	This technical revision identifies those members that have the right to vote. The voting members include Active Members and other types of members.
Section 4.9 Annual Meeting of the Members (Section 4.8 of the current Bylaws)	An annual meeting of the members shall be held each year for the purpose of education on matters of relevance to the health information management profession and to MdHIMA, professional networking, and for the transaction of such other business as may come before the meeting.	The text will be revised to read: An Annual Meeting of the members shall be held each year for the purpose of education on matters of relevance to the health information management profession and to MdHIMA, professional networking, and for the transaction of such other business as may come before the meeting <u>members. The voting members present at any Annual Meeting shall constitute a quorum</u>	This technical revision defines a quorum for conducting business at the Annual Meeting. Robert's Rules of Order states that the quorum should be set at the number of members who could reasonably be expected to show up regularly.

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		<u>for conducting business during the business portion of the Annual Meeting.</u>	
Section 4.10 Quarterly Meetings (new section)	<i>This is a new section being added to the MdHIMA Bylaws.</i>	The following text will be added as Section 4.10; the numbering of the current Section 4.10 and all subsequent sections (and references to them) will be adjusted accordingly: <u>4.10 Quarterly Meetings. Quarterly business meetings (QBMs) shall be held each year for the members for the purpose of providing education sessions designed to broaden member knowledge of Health Information Management topics, make available continuing education and networking opportunities, and update members on the operational aspects of MdHIMA. QBM attendance shall be open to MdHIMA members and the public at large.</u>	This technical revision describes the purpose and general format of the QBMs. The current Bylaws did not include a definition or description of a QBM.
Section 4.11 Special Meetings of the Members (Section 4.9 of the current Bylaws)	Special meetings of the members of MdHIMA or of any committees or teams of members may be held at any time or place upon call by the 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.	The text will be revised to read: Special meetings of the members of MdHIMA or of any committees or teams of members may be held at any time or place upon call by the <u>President/Chair</u> 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.	This editorial revision corrects and adds clarity to an existing sentence in the current Bylaws, with no change to the technical content of the current Bylaws.
Section 4.13 Quorum for Elections (Section 4.11 of the current Bylaws)	A quorum for any elections by the members shall consist of not less than three percent (3%) of the Active Members of MdHIMA, voting in the form of an official electronic or written ballot in accordance with the MdHIMA Policy and Procedure Manual.	The text will be revised to read: A quorum for any elections by the <u>voting</u> members shall consist of not <u>no</u> less than three percent (3%) of the Active Members <u>voting members</u> of MdHIMA, voting in the form of an official electronic or written ballot in accordance with the MdHIMA Policy and Procedure Manual.	This technical revision changes the Active Members reference to voting members, which is more accurate because the voting members include Active Members and other types of members. This technical revision also removes the reference to written

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			ballot. MdHIMA conducts its elections by electronic ballot.
ARTICLE V – BOARD OF DIRECTORS			
Section 5.1 Powers and Duties	(a) To establish the mission, purposes, goals, and program priorities to be implemented by MdHIMA’s Chief Executive Officer and staff, through a strategic planning process;	The text will be revised to read: (a) To establish the mission, purposes, goals, and program priorities to be implemented by <u>MdHIMA</u> MdHIMA’s Chief Executive Officer and staff , through a strategic planning process;	MdHIMA does not have a Chief Executive Officer (CEO). No paid staff support the business and affairs of MdHIMA. Removal of the reference to a CEO corrects the improper reference. Removal of the reference to staff corrects the improper reference.
Section 5.1 Powers and Duties	(i) To select, retain, support, evaluate the performance of, and discharge the Chief Executive Officer of MdHIMA;	Section 5.1(i) will be deleted in its entirety, and the numbering of all subsequent sections (and references to them) will be adjusted accordingly.	MdHIMA does not have a CEO. Removal of the reference to a CEO corrects the improper reference.
Section 5.1 Powers and Duties	(j) To orient and evaluate the Directors and Officers of the Board of Directors; and	The text will be revised to read: (j) To orient and evaluate the Directors and Officers of the Board of Directors <u>Executive Committee (i.e., Officers), Directors, and Delegates, which make up the Board of Directors</u> ; and	This technical revision clarifies the positions that make up the MdHIMA Board of Directors.
Section 5.2	The section title reads: 5.2 Number and Composition	The section title will be revised to read: <u>5.2 Composition</u> The section will be revised to include three subsections with the following titles: <u>5.2.1 Executive Committee (i.e., Officers)</u> <u>5.2.2 Directors</u> <u>5.2.3 Delegates</u>	This editorial revision of the subsection title more accurately describes the information presented in Section 5.2 and its subsections.
Section 5.2 Composition	The total number of Directors of MdHIMA shall be two (2)]. Two (2)	The text will be replaced with the following text:	This technical revision adds language that:

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	<p>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 <i>ex officio</i> Directors with vote and shall be counted toward the number of Directors required under this section and for purposes of determining a quorum. The Chief Executive Officer shall serve as an <i>ex officio</i> Director without vote and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum.</p>	<p><u>5.2.1 Executive Committee (i.e., Officers). The Executive Committee shall be made up of a President/Chair, President/Chair-Elect (Interim President/Chair-Elect), Immediate Past President/Chair, Secretary, and Treasurer. The nomination, qualifications, election, terms of office, resignation and removal, and duties of the Officers are set forth in Article VI of these Bylaws. As noted in Article VI of these Bylaws, the President/Chair of MdHIMA shall also serve as the President/Chair of the Board of Directors.</u></p> <p><u>5.2.2 Directors. The total number of Directors of MdHIMA shall be three (3). The Immediate Past President/Chair shall serve as a Director for a one (1) year term following his/her presidency. In the event the Immediate Past President/Chair is not able to serve as Director at the end of his/her term as President/Chair, this Director position shall be placed on the ballot at the next annual election and the elected individual shall serve a one (1) year term. There shall also be two (2) at-large Directors – a 1st Year Director and a 2nd Year Director – both serving two (2) year terms. The nomination, qualifications, election, terms of office, resignation and removal, and duties of the Directors are set forth in Article VII of these Bylaws.</u></p> <p><u>5.2.3 Delegates. The total number of Delegates shall be five (5). The President/Chair and President/Chair-Elect (Interim President/Chair-Elect) shall serve as Delegates. There shall also be three (3) at-large Delegates. The nomination, qualifications, election, terms of office, resignation and</u></p>	<p>(1) identifies the positions that make up the Board of Directors, and</p> <p>(2) assists readers in locating additional information about each position (e.g., qualifications, election, terms of office) within the Bylaws.</p> <p>MdHIMA does not have a CEO. Removal of the reference to a CEO corrects the improper reference.</p> <p>References to voting and quorum were removed from Section 5.2 because Sections 5.10 and 5.11 of the Bylaws address Manner of Voting and Quorum, respectively.</p>

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		<u>removal, and responsibilities of the Delegates are set forth in Article VIII of these Bylaws.</u>	
Section 5.3 Qualifications	Directors shall be committed to supporting and advancing the mission and purposes of MdhIMA. Directors must be Active Members in good standing of MdhIMA and a majority of members of the Board of Directors must be AHIMA-approved certificants.	The text will be revised to read: <u>Each member of the Board of Directors shall be committed to supporting and advancing the mission and purposes of MdhIMA. Each member of the Board of Directors must be an Active Member in good standing of MdhIMA and a majority of members of the Board of Directors must be AHIMA-approved eertificants. Two-thirds (2/3) of the Board of Directors must have a current AHIMA-approved credential (e.g., RHIA, RHIT, CDIP, CHPS).</u>	This technical revision clarifies the following: (1) All members of the Board of Directors, not just Directors, shall have the expressed commitment to supporting and advancing the mission and purposes of MdhIMA. (2) All members of the Board of Directors, not just Directors, must be Active Members in good standing. (3) A majority is defined as two thirds of the Board of Directors. (4) An AHIMA-approved certificant refers to an individual with an AHIMA-approved credential that is current.
Section 5.4 Nomination (of the current Bylaws) Section 5.5 Election and Term of Office (of the current Bylaws) Section 5.6 Resignation and Removal (of the current Bylaws)		The content of these three sections pertains to the at-large Directors and will be incorporated into Sections 7.2, 7.3, and 7.4, respectively. [See proposed amendments to Sections 7.2, 7.3, and 7.4 later in this document.]	
Section 5.4 Vacancies (Section 5.7 of the		The section will be revised to include three subsections with the following titles:	

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current Bylaws)		<p><u>5.4.1 Vacancy Occurring in the Executive Committee</u></p> <p><u>5.4.2 Director Vacancy</u></p> <p><u>5.4.3 Delegate Vacancy</u></p>	
Section 5.4 Vacancies (Section 5.7 of the current Bylaws)	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.	<p>The text will be replaced with the following text; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>5.4 Vacancies. An individual whom fills a vacancy in the Board of Directors shall hold office for the remainder of the term of his/her predecessor, except for when the President/Chair-Elect assumes the position of President/Chair because of a vacancy. In this case, the individual who assumes the Presidency shall hold office for the remainder of the term of his/her predecessor and serve as President/Chair of the term that immediately follows, for which he/she was initially elected.</u></p> <p><u>5.4.1 Vacancy Occurring in the Executive Committee. In the event of the earlier death, resignation, removal, or disqualification of the President/Chair, the President/Chair-Elect shall assume the Presidency. In the event of the earlier ascension of the President/Chair-Elect to the Presidency, death, resignation, removal, or disqualification of the President/Chair-Elect, the now vacant President/Chair-Elect position shall be filled with an Interim President/Chair-Elect by a vote of two-thirds (2/3) of the Board of Directors. Any vacancy occurring in the Secretary or Treasurer positions shall be filled by a qualified candidate by a vote of two-thirds (2/3) of the Board of Directors. In the event of the earlier death, resignation, removal, or disqualification of the Immediate</u></p>	<p>This technical revision identifies provisions for filling vacancies in the Board of Directors, including qualification requirements, terms of office, and reiteration that a majority is defined as two thirds of the Board of Directors.</p> <p>The current Bylaws did not have a provision for filling the vacancy of the President/Chair before his/her term was up or filling the position of President/Chair-Elect if the individual ascended to the position of President/Chair due to a vacancy. As a result of this situation, the position of Interim President/Chair-Elect is needed to complete the term of the former President/Chair-Elect.</p>

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		<p><u>Past President/Chair, the Director responsibilities of the Immediate Past President/Chair shall follow procedures set forth in Section 5.4.2 of these Bylaws. Candidates considered for vacant positions on the Executive Committee must meet the qualifications set forth in Section 6.2 of these Bylaws.</u></p> <p><u>5.4.2 Director Vacancy. In the event of the earlier death, resignation, removal, or disqualification of a Director, a vacant Director position shall be filled by a qualified candidate by a vote of two-thirds (2/3) of the remaining members of the Board of Directors. Candidates considered for a vacant Director position must meet the qualifications set forth in Section 7.2 of these Bylaws.</u></p> <p><u>5.4.3 Delegate Vacancy. In the event of the earlier death, resignation, removal, or disqualification of a Delegate, the nominee receiving the next highest number of votes at the preceding annual election (i.e., the alternate delegate) shall be asked to fill the vacancy. If the alternate delegate is not able to serve, the vacant Delegate position shall be filled by a qualified candidate by a vote of two-thirds (2/3) of the remaining members of the Board of Directors. Candidates considered for a vacant Delegate position must meet the qualifications set forth in Section 8.2 of these Bylaws.</u></p>	
<p>Section 5.5 Leave of Absence (Section 5.8 of the current Bylaws)</p>	<p>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</p>	<p>The text will be replaced with the following text; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>Any member of the Board of Directors may take a leave of absence from service on the Board of Directors for good cause subject to the approval of the Board of</u></p>	<p>This technical revision describes in more detail the terms and conditions associated with a member of the Board of Directors taking a leave of absence.</p>

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	<p>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><u>Directors. Any approved leave of absence shall not exceed sixteen (16) weeks. No vacancy shall be created as a result of a member of the Board of Directors taking an approved leave of absence; however, the Board of Directors may appoint another individual or member of the Board of Directors to serve in any office, in any position, or on any committee in place of the member of the Board of Directors on leave, until such time as the leave is completed. The President/Chair-Elect (Interim President/Chair-Elect) shall assume the duties of the President/Chair when the President/Chair takes a leave of absence. A member of the Board of Directors who fails to return to service on the Board of Directors at the end of the leave of absence shall be deemed to have resigned.</u></p>	
<p>Section 5.6 Regular Meetings (Section 5.9 of the current Bylaws)</p>	<p>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 four (4) regular meetings each year. An Annual Meeting may be held at the same time and place as a regular meeting.</p>	<p>The text will be revised to read: 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 shall hold at least four (4) regular meetings each year <u>for the purpose of carrying out business relevant to the affairs and activities of MdHIMA.</u> An Annual Meeting may be held at the same time and place as a regular meeting. 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.</p>	<p>This technical revision identifies the purpose of regular meetings held by the Board of Directors.</p>
<p>Section 5.7 Special Meetings (Section 5.10 of the current Bylaws)</p>	<p>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</p>	<p>The text will be revised to read: Special meetings of the Board of Directors may be called by or at the request of the President/Chair or by</p>	<p>This technical revision clarifies that a majority is defined as two thirds of the Board of Directors.</p>

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	<p>person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.</p>	<p><u>members of the Board of Directors constituting a majority two-thirds (2/3) of the Board of Directors.</u> The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location. <u>Section 5.13 of these Bylaws provides additional information regarding in-person meetings and electronic meetings.</u></p>	<p>This technical revision also adds language to assist readers in locating information about electronic meetings (e.g., conference calls) within the Bylaws.</p>
<p>Section 5.8 Notice of Special Meetings (Section 5.11 of the current Bylaws)</p>	<p>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 MdHIMA. 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 MdHIMA. 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>The text will be revised to read: <u>A notice period of at least five (5) business days shall be given of any special meeting of the Board of Directors;</u> 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 MdHIMA. If notice is given by electronic communication, the notice shall be deemed to be delivered upon an effective transmission of the electronic communication to the Director <u>each member of the Board of Directors</u> at his/her electronic communication address as shown in the records of MdHIMA. 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>This technical revision clarifies that the notice period for special meetings is five (5) business days.</p> <p>This technical revision also removes the reference to communication via U.S mail. MdHIMA intends to rely on electronic communication if a special meeting is called.</p>
<p>Section 5.9 Waiver of Notice (Section 5.12 of the current Bylaws)</p>	<p>A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Board of Directors of MdHIMA. 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</p>	<p>The text will be revised to read: <u>Any member of the Board of Directors</u> may waive any notice requirement by signing a written waiver of the notice and delivering it to the Board of Directors of MdHIMA. Attendance of a <u>member of the Board of Directors</u> at any meeting shall constitute a waiver of notice of the meeting except when a</p>	<p>This technical revision clarifies that all members of the Board of Directors, not just Directors, may waive any notice of requirement.</p> <p>Reference to the exception was removed because it does not</p>

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	lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.	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.	apply to the waiver of notice.
Section 5.10 Manner of Voting (Section 5.13 of the current Bylaws)	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.	The text will be revised to read: <u>Two-thirds (2/3) of the Board of Directors</u> 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. <u>Members of the Board of Directors</u> may not vote by proxy.	This technical revision clarifies the following: (1) A majority is defined as two thirds of the Board of Directors. (2) All members of the Board of Directors, not just Directors, contribute to the manner of voting.
Section 5.11 Quorum (Section 5.14 of the current Bylaws)	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.	The text will be revised to read: <u>Two-thirds (2/3)</u> 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 <u>two-thirds (2/3)</u> a majority of the <u>Board of Directors are present at a meeting of the Board of Directors,</u> <u>those present may proceed with planning discussions associated with the transaction of business to exclude any manner of voting a majority of those present may adjourn the meeting to another time.</u>	This technical revision clarifies the following: (1) A majority is defined as two thirds of the Board of Directors. (2) If quorum has not been met, a meeting may still be held to discuss plans and voting may not take place.
Section 5.12 Informal Action (Section 5.15 of the current Bylaws)	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 text will be revised to read: Any action required by law to be taken at a meeting of the <u>Board of Directors</u> , or any action that may be taken at a meeting of the <u>Board of Directors</u> , may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all <u>members of the Board of Directors</u> and the written consents are included in the minutes	This technical revision clarifies that all members of the Board of Directors, not just Directors, are necessary to support an informal action through written consents.

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
	<p>the same effect as an 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>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.</p>	
<p>Section 5.13 Use of Electronic Meeting and Notice Resources (Section 5.16 of the current Bylaws)</p>	<p>Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include net meetings, webinars, chat rooms, conference calls, or any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.</p>	<p>The text will be revised to read: Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include <u>internet</u> meetings, webinars, chat rooms, conference calls, or any other electronic medium in which <u>members of the Board of Directors</u> may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.</p>	<p>This technical revision clarifies that all members of the Board of Directors, not just Directors, are considered as required participants in electronic meetings.</p>
<p>Section 5.14 Compensation (Section 5.17 of the current Bylaws)</p>	<p>Directors may not be compensated for their services as Directors of MdHIMA, 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. However, the Board may provide for payment by MdHIMA of a reasonable stipend to the President/Chair and the President/Chair-Elect in recognition of the time commitment to MdHIMA required of service in these officer positions. Directors may be compensated for their personal and professional services rendered to or on behalf of MdHIMA if approved in advance by the Board and subject to compliance with MdHIMA’s conflicts of interest policy.</p>	<p>The text will be replaced with the following text: <u>In general, the Board of Directors shall not be compensated for their service in conducting authorized MdHIMA activities.</u> <u>Members of the Board of Directors shall be compensated for expenses that have been provided for in the current year’s budget for approved expenses and events, including the following:</u> <u>(a) The Annual Meeting Chair and Annual Meeting Co-Chair (or designees) may be reimbursed for the MdHIMA Annual Meeting registration fee and lodging costs for one (1) night at the meeting venue. If the MdHIMA Annual</u></p>	<p>This technical revision identifies expenses that members of the Board of Directors may seek compensation (i.e., reimbursement) for and provisions for compensation (e.g., if the expenses have been provided for in the approved budget for the fiscal year during which the expenses are to be incurred or otherwise approved by vote prior to the expenses being incurred, if funds are available to cover the expenses, if the expenses are to be incurred in connection with the performance of</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		<p><u>Meeting is scheduled for two (2) days, the Annual Meeting Chair and Annual Meeting Co-Chair (or designees) may be reimbursed for lodging costs for an additional night.</u></p> <p><u>(b) The President/Chair, President/Chair-Elect (Interim President/Chair-Elect), Treasurer, and at-large Delegates (or designees) may be reimbursed for travel, lodging, and meal expenses associated with attendance at the AHIMA CSA Leadership Symposium in Chicago, Illinois. Attendance by the at-large Delegates shall be alternated if AHIMA sets a maximum number of individuals that can attend from each CSA.</u></p> <p><u>(c) The President/Chair and President/Chair-Elect (Interim President/Chair-Elect) (or designees) may be reimbursed for the full convention registration fee (which includes Exhibit Hall entry), travel, lodging, and meal expenses associated with attendance at the House of Delegates Business Meeting and AHIMA National Convention.</u></p> <p><u>(d) The three (3) at-large Delegates (or designees) may be reimbursed for the full convention registration fee (which includes Exhibit Hall entry), travel, lodging, and meal expenses associated with attendance at the House of Delegates Business Meeting and AHIMA National Convention.</u></p> <p><u>(e) The Chair of the Advocacy Committee (or designee) may be compensated for lodging associated with attendance at Lobby Day in Annapolis, Maryland, and Hill Day in Washington, DC, not to exceed funds allocated in the current year's approved Advocacy Committee</u></p>	<p>duties).</p> <p>Members that serve on the Board of Directors are not compensated for their time.</p> <p>Members that serve on the Board of Directors incur expenses while serving in their respective positions. The current members of the Board of Directors believe that certain individuals should be reimbursed, at a minimum, for certain expenses and, for this reason, in recent years have included such expenses in the proposed budget for the fiscal year during which the expenses are to be incurred. For example, the Annual Meeting Chair, Annual Meeting Co-Chair, and Advocacy Committee Chair spend a great deal of time planning their respective meetings. These individuals need to be accessible on site early, throughout, and late during the day the meetings are held to make sure the events are executed properly. For some meetings, these individuals need to be on site on the day prior to the meeting date. For this reason, reimbursement of lodging costs is identified in the revisions to Section 5.14 of these Bylaws</p> <p>In addition to the</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		<p><u>budget.</u></p> <p><u>Members of the Board of Directors may be compensated for other expenses dependent on the availability of funds in the current year’s approved budget and approval by two-thirds (2/3) of the Board of Directors prior to the expenses being incurred, including the following:</u></p> <p><u>(a) The President/Chair and President/Chair-Elect (Interim President/Chair-Elect) may be reimbursed for reasonable out-of-pocket expenses incurred in attending Board of Director meetings or otherwise in connection with the performance of their duties as Officers.</u></p> <p><u>(b) Other members of the Board of Directors may be reimbursed for reasonable out-of-pocket expenses incurred in attending Board of Director meetings or otherwise in connection with the performance of their duties.</u></p> <p><u>(c) Members of the Board of Directors may be compensated for their personal and professional services rendered to or on behalf of MdHIMA if approved in advance by two-thirds (2/3) of the Board of Directors and subject to compliance with MdHIMA’s conflicts of interest policy.</u></p>	<p>service the President/Chair, President/Chair-Elect, and Delegates give to MDHIMA, they are also required to serve on subcommittees, task forces, work groups, etc. for AHIMA as representatives of MDHIMA. The current members of the Board of Directors believe that these individuals should be reimbursed, at a minimum, for registration, travel, lodging, and meals while representing the Maryland membership. For this reason, reimbursement of registration, travel, lodging, and meals while representing the Maryland membership is identified in the revisions to Section 5.14 of these Bylaws.</p>
ARTICLE VI – OFFICERS			
Section 6.1 Officers	The elected Officers of MdHIMA shall consist of a President/Chair, and President/Chair-Elect . a Secretary, and a Treasurer..	The text will be revised to read: The elected Officers of MdHIMA shall consist of a President/Chair, President/Chair-Elect (<u>Interim President/Chair-Elect</u>), <u>Immediate Past President/Chair</u> , Secretary, and Treasurer.	This technical revision clarifies that the Immediate Past President/Chair is a member of the Executive Committee (i.e., Officer). This technical revision also identifies a new

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
			Officer position, the Interim President/ Chair-Elect, for when the President/Chair-Elect assumes the position of President/ Chair because of a vacancy. The Interim President/ Chair-Elect is needed to complete the term of the former President/Chair-Elect.
Section 6.1 Officers	The second paragraph of this section, which has the subtitle “Election and Term of Office,” has no section number and should.	Section 6.3 will be assigned to the “Election and Terms of Office” paragraph; the numbering of any impacted sections (and references to them) will be adjusted accordingly.	This editorial revision corrects the numbering of sections in Article VI, with no change to the technical content of the Bylaws.
Section 6.2 Nomination and Qualifications (new section)	<i>This is a new section being added to the MdHIMA Bylaws.</i>	The following text will be added as Section 6.2; the numbering of all subsequent sections (and references to them) will be adjusted accordingly: <u>6.2 Nomination and Qualifications. Candidates for election as Officers shall be nominated by the Nominating Committee in accordance with Section 9.4 of these Bylaws. Nominations must be made by the deadline set forth in the Policy and Procedures of the Nominating Committee. A candidate seeking election as an Officer must be an Active Member in good standing with MdHIMA, have a current AHIMA-approved credential (e.g., RHIA, RHIT, CDIP, CHPS), and have previously served as a member of the Board of Directors or as a Committee Chair or Committee Co-Chair for MdHIMA or another CSA.</u>	This technical revision describes the nomination process for Officers and qualifications that candidates for Officer positions must meet. The current Bylaws did not include this information. Candidates for Officers are expected to have a demonstrated understanding of the business activities of MdHIMA or another CSA; previous experience serving as a member of a CSA Board of Directors or as a Committee Chair or Committee Co-Chair satisfies this requirement.
Section 6.3 Election and Terms of Office	The President/Chair-Elect of MdHIMA 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	The text will be revised to read: The President/Chair-Elect of MdHIMA shall be elected annually by the Active voting members. The President/Chair-Elect shall assume	This technical revision changes the Active Members reference to voting members, which is more accurate because the voting

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
	<p>President/Chair’s term of office or in the event of a vacancy in the office. Elections shall be by electronic ballot at a time and under procedures set forth in the MdHIMA 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 MdHIMA Policy and Procedures Manual. The Secretary MdHIMA shall be elected annually by the Board of Directors from among the members of the Board at a regular meeting following receipt of the results of the election of Directors. The Treasurer is a two year term, elected every other year. Officers shall take office on July 1, following their election. With exception of the Treasurer which is a two (2) year term, 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.</p>	<p>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. <u>An Interim President/Chair-Elect shall be elected by a vote of two-thirds (2/3) of the Board of Directors in the event of a vacancy in the position of President/Chair-Elect due to the earlier ascension of the President/Chair-Elect to the Presidency, death, resignation, removal, or disqualification of the sitting President/Chair-Elect. The Immediate Past President/Chair shall continue as an Officer of MdHIMA and serve as a Director following his/her presidency.</u> The Secretary MdHIMA shall be elected annually by the Board of Directors from among the members of the Board at a regular meeting following receipt of the results of the election of Directors voting members. The Treasurer is a two year term shall be elected every other year <u>by the voting members.</u> Election shall be by electronic ballot at a time and under procedures set forth in the MdHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the <u>Active voting</u> members. Alternatively, Officers may be elected by voting on a slate of proposed Officers in accordance with the MdHIMA Policy and Procedure Manual. Officers shall take office on July 1 following their election. With the exception of <u>Except for</u> the Treasurer who shall serve for a two (2) year term <u>and the Interim President/Chair-Elect who shall serve until the next annual election,</u> each Officer shall hold office for <u>a term of one (1) year up</u> until his/her successor is elected and qualified <u>or until his/her earlier death, resignation, removal, or disqualification unless he or she shall sooner resign or be removed or otherwise become disqualified to</u></p>	<p>members include Active Members and other types of members.</p> <p>This technical revision identifies the election process and term of office for the Interim President/Chair-Elect for when the President/Chair-Elect assumes the position of President/Chair because of a vacancy.</p> <p>This technical revision clarifies that the Secretary is elected by the voting members and corrects the improper statement that the Secretary is elected from among the members of the Board of Directors at a Regular Meeting.</p> <p>This editorial revision clarifies terms of office of the Officers, in part by using language more consistent with text in other sections of these Bylaws.</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		serve.	
<p>Section 6.4 Resignation and Removal (Section 6.2 of the current Bylaws)</p>	<p>Any Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of MdHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any Officer whenever in its judgment the best interests of MdHIMA will be served thereby. The removal of any Officer shall be by an affirmative vote of the majority of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an Officer shall not of itself create contract rights. Vacancies among the Officers shall be filled by the Board of Directors.</p>	<p>The text will be revised to read: Any Officer may resign at any time by giving written notice of his/her resignation to the Board of Directors of MdHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any Officer whenever in its judgment the best interests of MdHIMA shall be served thereby. The removal of any Officer shall be by an affirmative a vote of the majority <u>two-thirds (2/3)</u> of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an Officer shall not of itself create contract rights. Vacancies among the Officers shall be filled by the Board of Directors <u>in accordance with Section 5.4.1 of these Bylaws.</u></p>	<p>This technical revision clarifies that a majority is defined as two thirds of the Board of Directors. This technical revision also assists readers in locating additional information about vacancies within these Bylaws.</p>
<p>Section 6.5 Duties of President/Chair (Section 6.3 of the current Bylaws)</p>	<p>The President/Chair shall be the chief elected officer of MdHIMA. 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 Chief Executive Officer, 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 MdHIMA'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</p>	<p>The text will be revised to read: The President/Chair shall be the chief elected officer of MdHIMA. <u>The President of MdHIMA is also the Chair of the Board of Directors.</u> The President/Chair shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President/Chair shall will determine; in consultation with the Chief Executive Officer, 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 the an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between MdHIMA's staff and the</p>	<p>This technical revision clarifies the following: (1) MdHIMA does not have a CEO. Removal of the reference to a CEO corrects the improper reference. (2) No paid staff support the business and affairs of MdHIMA. Removal of the reference to staff corrects the improper reference. The current Bylaws did not have a requirement for the President/Chair to attend the business portion of the QBMs. This requirement is</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
	<p>President/Chair must be an Active Member of MdHIMA as well as an AHIMA-approved certificant.</p>	<p>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. <u>The President/Chair is expected to attend the business portion of at least 75% of the QBMs and is responsible for identifying and sending a substitute if he/she is unable to attend more than one scheduled QBM during his/her term of office.</u></p>	<p>now specified in Section 6.5 of these Bylaws.</p>
<p>Section 6.6 Duties of President/Chair-Elect (Interim President/Chair-Elect) (Section 6.4 of the current Bylaws)</p>	<p>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.</p>	<p>The text will be revised to read: 6.6 Duties of President/Chair-Elect <u>(Interim President/Chair-Elect)</u>. The President/Chair-Elect <u>or Interim President/Chair-Elect</u> 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 of Directors. <u>The President/Chair-Elect (Interim President/Chair-Elect) shall appoint the Chair of the Nominating Committee. The President/Chair-Elect (Interim President/Chair-Elect) is expected to attend the business portion of at least 75% of the QBMs and is responsible for identifying and sending a substitute if he/she is unable to attend more than one scheduled QBM during his/her term of office.</u></p>	<p>This technical revision clarifies the following:</p> <p>(1) The Interim President/Chair-Elect assumes the duties of the President/Chair-Elect when the President/Chair-Elect assumes the position of President/ Chair because of a vacancy.</p> <p>(2) The President/ Chair-Elect (Interim President/Chair-Elect) shall appoint the Chair of the Nominating Committee, which is consistent with language in Section 9.4 of these Bylaws.</p> <p>The current Bylaws did not have a requirement for the President/Chair-Elect (Interim President/ Chair-Elect) to attend the business portion of the QBMs. This requirement is now specified in Section 6.6 of these Bylaws.</p>
<p>Section 6.7 Duties of Immediate Past President/Chair</p>	<p><i>This is a new section being added to the MdHIMA Bylaws.</i></p>	<p>The following text will be added as Section 6.7; the numbering of all subsequent sections (and references to them) will be adjusted</p>	<p>This technical revision describes the duties of the Immediate Past President/Chair,</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
(new section)		<p>accordingly:</p> <p><u>6.7 Duties of Immediate Past President/Chair. The Immediate Past President/Chair shall act in place of the President/Chair in the event of the absence of both the President/Chair and President/Chair-Elect (Interim President/Chair-Elect). The Immediate Past President/Chair shall serve as the Chair of the Annual Meeting Committee and shall exercise such other duties as may be delegated to the office by the Board of Directors. The Immediate Past President/Chair is expected to attend the business portion of at least 75% of the QBMs and is responsible for identifying and sending a substitute if he/she is unable to attend more than one scheduled QBM during his/her term of office.</u></p>	<p>including a requirement for the Immediate Past President/Chair to attend the business portion of the QBMs. The current Bylaws did not include this information.</p>
<p>Section 6.8 Duties of Secretary (Section 6.5 of the current Bylaws)</p>	<p>The Secretary shall be official custodian of the records of MdHIMA. The Secretary shall certify and keep at the principal office of AHIMA and MdHIMA 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 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>The text will be replaced with the following text:</p> <p><u>The Secretary shall be the official custodian of the records of MdHIMA, including the Articles of Incorporation, these Bylaws, as amended to date, and 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 shall certify and maintain records using electronic methods (e.g., Basecamp). The Secretary shall perform 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. The Secretary is expected to attend the business portion of at least 75% of the QBMs and is responsible for identifying and sending a substitute if he/she is unable to attend more than one scheduled QBM during his/her term</u></p>	<p>This technical revision clarifies the duties of the Secretary, including a requirement for the Secretary to attend the business portion of the QBMs.</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		<u>of office.</u>	
<p>Section 6.9 Duties of Treasurer</p> <p>(Section 6.6 of the current Bylaws)</p>	<p>The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of MdHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of MdHIMA, 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 MdHIMA and a statement of the financial condition of MdHIMA, and, if requested by the Board, shall cause an annual audit of MdHIMA'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.</p> <p>The Treasurer shall also serve as the Chair of the Finance Committee, <i>ex officio</i> with vote.</p>	<p>The text will be revised to read:</p> <p>The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of MdHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of MdHIMA, 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 MdHIMA and a statement of the financial condition of MdHIMA, and, if requested by the Board <u>of Directors</u>, shall cause an annual audit of MdHIMA's financial affairs to be conducted. <u>The Treasurer shall serve as the Chair of the Finance Committee.</u> 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, ex officio with vote. <u>The Treasurer is expected to attend the business portion of at least 75% of the QBMs and is responsible for identifying and sending a substitute if he/she is unable to attend more than two scheduled QBMs during his/her term of office.</u></p>	<p>This technical revision clarifies the duties of the Treasurer, including a requirement for the Treasurer to attend the business portion of the QBMs.</p>
<p>Section 6.7 Chief Executive Offer</p>	<p>6.7 Chief Executive Officer. The Chief Executive Officer (the "CEO") shall have the necessary authority and responsibility to operate MdHIMA in all its activities subject to the policies and directions of the Board of Directors. The CEO shall undertake his or her duties in accordance with a Job Description approved by the Board. The CEO</p>	<p>Section 6.7 will be deleted in its entirety, and the numbering of all subsequent sections (and references to them) will be adjusted accordingly.</p>	<p>MdHIMA does not have a CEO. Removal of the reference to a CEO corrects the improper reference.</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
	<p>shall act as the duly authorized representative of MdHIMA in all matters in which the Board of Directors has not formally designated some other person to so act. The CEO shall report periodically and as requested to the Board of Directors, and shall provide regular updates to Directors between Board meetings on MdHIMA’s activities and finances. The CEO is charged with continuous responsibility for the management of MdHIMA, 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 CEO is responsible for the application and implementation of established policies in the operation of MdHIMA. The CEO 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][may] authorize reasonable compensation for the CEO. The CEO shall serve on the Board of Directors ex officio without vote.]</p>		
ARTICLE VII – DIRECTORS			
Article VII Title		<p>The text will be revised to read: <u>DIRECTORS</u></p>	<p>This editorial revision reflects the content of Article VII.</p>
Section 7.1 Directors (new section)	<p><i>This is a new section being added to the MdHIMA Bylaws.</i></p>	<p>The following text will be added as Section 7.1; the numbering of all impacted sections (and references to them) will be adjusted accordingly: <u>7.1 Directors. The total number of Directors of MdHIMA shall be three (3). The Immediate Past President/Chair shall serve as a Director for a one (1) year term following his/her presidency. There shall also be two (2) at-large</u></p>	<p>This technical revision identifies the number of Directors and at-large Directors, serving as an introduction to Article VII of these Bylaws and reiterating information presented in Section 5.2.2 of these Bylaws.</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		<u>Directors – a 1st Year Director and a 2nd Year Director – both serving two (2) year terms.</u>	
<p>Section 7.2 Nomination and Qualifications</p> <p>(Section 5.4 of the current Bylaws)</p>	<p>Candidates for election as at-large Directors shall be nominated by the Nominating Committee in accordance with Section 8.5. Nominations may be made at or prior to the time at which an election of Directors is to be held.</p>	<p>The text will be replaced with the following text; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>7.2 Nomination and Qualifications. Candidates for election as at-large Directors shall be nominated by the Nominating Committee in accordance with Section 9.4 of these Bylaws. Nominations must be made by the deadline set forth in the Policy and Procedures of the Nominating Committee. A candidate seeking election as a Director must be an Active Member in good standing with MdhIMA, have a current AHIMA-approved credential (e.g., RHIA, RHIT, CDIP, CHPS), and have previously served as a member of the Board of Directors or as a Committee Chair or Committee Co-Chair for MdhIMA or another CSA.</u></p>	<p>This technical revision describes the nomination process for Directors and qualifications that candidates must meet.</p> <p>Candidates for Directors are expected to have a demonstrated understanding of the business activities of MdhIMA or another CSA; previous experience serving as a member of a CSA Board of Directors or as a Committee Chair or Committee Co-Chair satisfies this requirement.</p>
<p>Section 7.3 Election and Terms of Office</p> <p>(Section 5.5 of the current Bylaws)</p>	<p>The Active Members shall elect Directors annually by written or electronic ballot at a time and under procedures set forth in the MdhIMA 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 MdhIMA Policy and Procedures Manual. Directors shall take office on July 1, following their election. At-large Directors shall hold office for a term of three (3) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. One (1) at-large Directors shall be elected each year, unless a different number is necessary in a given year in order to fill vacancies. <i>Ex officio</i> Directors</p>	<p>The text will be replaced with the following text; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>The at-large Directors shall be elected annually by the voting members. Election shall be by electronic ballot at a time and under procedures set forth in the MdhIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the voting members. Alternatively, at-large Directors may be elected by voting on a slate of proposed Directors in accordance with the MdhIMA Policy and Procedure Manual. Each Director shall take office on July 1 following his/her election or completion of his/her term as President/Chair. Each at-large Director shall hold office for a</u></p>	<p>This technical revision clarifies the following:</p> <p>(1) Election votes are cast by voting members, which include Active Members and other types of members.</p> <p>(2) MdhIMA conducts its annual elections by electronic ballot, not written ballot. Removal of the reference to written ballot corrects the improper reference.</p> <p>(3) Voting members vote only for the two at-large Directors, and not the Director position</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
	shall serve as Directors for as long as they hold their office.	<u>term of two (2) years up until his/her successor is elected and qualified or until his/her earlier death, resignation, removal, or disqualification. The Immediate Past President/Chair shall hold office, as Director, for a term of one (1) year up until his/her successor is qualified or until his/her earlier death, resignation, removal, or disqualification. One (1) at-large Director shall be elected each year, unless a different number is necessary in a given year in order to fill vacancies.</u>	that is filled by the Immediate Past President/Chair. (4) MdHIMA has two at-large Directors, with a Director elected each year. This set up supports a two (2) year term, not a three (3) year term. (5) The Director position held by the Immediate Past President/Chair is a one (1) year term.
Section 7.4 Resignation and Removal (Section 5.6 of the current Bylaws)	Any Director may resign at any time by giving written notice of resignation to the Board of Directors of MdHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. 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. The Board of Directors may remove any Director whenever in its judgment the best interests of MdHIMA will be served thereby. The removal of any Director shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal 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.	The text will be revised to read: Any Director may resign at any time by giving written notice of resignation to the Board of Directors of <u>MdHIMA</u> . Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board of <u>Directors</u> shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of MdHIMA <u>shall</u> will be served thereby. The removal of any Director shall be by an affirmative a vote of <u>the majority two-thirds (2/3)</u> of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election <u>or appointment</u> of a Director shall not of itself create contract rights. <u>Vacancies among the Directors shall be filled by the Board of Directors in accordance with Section 5.4.2 of these Bylaws.</u>	This technical revision clarifies that a majority is defined as two thirds of the Board of Directors. This technical revision also assists readers in locating additional information about vacancies within these Bylaws.
Section 7.5 Duties		The following text will be added as Section 7.5; the numbering of all	This technical revision describes the duties of

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
(new section)		<p>impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>7.5 Duties. Directors serve as voting members of the Board of Directors and must:</u></p> <p><u>(a) Attend at least 75% of called meetings and/or conference calls of the Board of Directors and members;</u></p> <p><u>(b) Attend the business portion of at least 75% of the QBMs;</u></p> <p><u>(c) Keep current with relevant trends in healthcare and in the Health Information Management (HIM) industry;</u></p> <p><u>(d) Assist as directed with MdHIMA business; and</u></p> <p><u>(e) Coordinate and plan the MdHIMA Annual Meeting.</u></p>	<p>the Directors, including a requirement for the Directors to attend the business portion of the QBMs. The current Bylaws did not include this information.</p> <p>The list of duties was extracted from a pdf file labeled “Duties-of-MdHIMA-Elected-Positions,” which is available for download from www.mdhima.org.</p>
ARTICLE VIII – DELEGATES			
<p>Article VIII Title</p> <p>(Article VII of the current Bylaws)</p>	HOUSE OF DELEGATES	<p>The text will be revised to read:</p> <p><u>DELEGATES</u></p>	MdHIMA does not have a House of Delegates. Removal of the reference to the “House of” corrects the improper reference.
<p>Section 7.1 Purpose (of the current Bylaws)</p> <p>Section 7.2 Meetings (of the current Bylaws)</p> <p>Section 7.3 Official Call (of the current Bylaws)</p> <p>Section 7.4 Composition (of the current Bylaws)</p> <p>Section 7.5</p>	The text in these sections of the current Bylaws refers to a CSA-level House of Delegates.	Sections 7.1 through 7.7 will be deleted in their entirety, and the numbering of all subsequent sections (and references to them) will be adjusted accordingly.	MdHIMA does not have a House of Delegates. Removal of text referring to a CSA-level House of Delegates corrects the improper reference.

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
<p>Powers and Duties (of the current Bylaws)</p> <p>Section 7.6 Election (of the current Bylaws)</p> <p>Section 7.7 Quorum and Manner of Acting (of the current Bylaws)</p>			
<p>Section 8.1 Delegates (new section)</p>	<p><i>This is a new section being added to the MdHIMA Bylaws.</i></p>	<p>The following text will be added as Section 8.1; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>8.1 Delegates. MdHIMA shall be represented by five (5) Delegates. The President/Chair and President/Chair-Elect (Interim President/Chair-Elect) shall serve as Delegates. There shall also be three (3) at-large Delegates.</u></p>	<p>This technical revision identifies the number of Delegates, serving as an introduction to Article VIII of these Bylaws and reiterating information presented in Section 5.2.3 of these Bylaws.</p>
<p>Section 8.2 Nomination and Qualifications (new section)</p>	<p><i>This is a new section being added to the MdHIMA Bylaws.</i></p>	<p>The following text will be added as Section 8.2; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>8.2 Nomination and Qualifications. Candidates for election as at-large Delegates shall be nominated by the Nominating Committee in accordance with Section 9.4 of these Bylaws. Nominations must be made by the deadline set forth in the Policy and Procedures of the Nominating Committee. A candidate seeking election as a Delegate must be an Active Member in good standing with MdHIMA, have a current AHIMA-approved credential (e.g., RHIA, RHIT, CDIP, CHPS), and have previously served as a member of the Board of Directors or as a Committee Chair or Committee Co-Chair for MdHIMA or another CSA.</u></p>	<p>This technical revision describes the nomination process for at-large Delegates and qualifications that candidates must meet. The current Bylaws did not provide this information.</p> <p>Candidates for at-large Delegates are expected to have a demonstrated understanding of the business activities of MdHIMA or another CSA; previous experience serving as a member of a CSA Board of Directors or as a Committee Chair or Committee Co-Chair satisfies this requirement.</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
Section 8.3 Election and Terms of Office (new section)	<i>This is a new section being added to the MdHIMA Bylaws.</i>	<p>The following text will be added as Section 8.3; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>8.3 Election and Terms of Office. The President/Chair shall serve as a Delegate for a one (1) year term during the year of his/her presidency. The President/Chair-Elect (Interim President/Chair-Elect) shall serve as a second Delegate for a one (1) year term during the year (or period) that he/she serves as President/Chair-Elect (Interim President/Chair-Elect). Three (3) at-large Delegates – each serving two (2) year staggered terms – shall be elected by the voting members. Election shall be by electronic ballot at a time and under procedures set forth in the MdHIMA Policy and Procedure Manual. Two (2) at-large Delegates shall be elected one year and one (1) at-large Delegate shall be elected the following year, unless a different number is necessary in a given year in order to fill vacancies. Election shall be by a plurality of the votes cast by the voting members. Each Delegate shall take office on July 1 following his/her election or completion of his/her term as President/Chair-Elect (in the case of the incoming President/Chair position as Delegate). Each Delegate shall serve his/her term up until his/her successor is elected and qualified or until his/her earlier death, resignation, removal, or disqualification.</u></p>	This technical revision describes the election process and terms of office for at-large Delegates. The current Bylaws did not provide this information.
Section 8.4 Resignation and Removal (new section)	<i>This is a new section being added to the MdHIMA Bylaws.</i>	<p>The following text will be added as Section 8.4; the numbering of all impacted sections (and references to them) will be adjusted accordingly</p> <p><u>8.4 Resignation and Removal. Any Delegate may resign at any time by</u></p>	This technical revision describes the resignation and removal process for Delegates. The current Bylaws did not provide this information.

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		<p><u>giving written notice of resignation to the Board of Directors. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Delegate who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board of Directors shall be deemed to have resigned. The Board of Directors may remove any Delegate whenever in its judgment the best interests of MdHIMA shall be served thereby. The removal of any Delegate shall be by a vote of two-thirds (2/3) of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of a Delegate shall not of itself create contract rights. Vacancies among the Delegates shall be filled in accordance with Section 5.4.3 of these Bylaws.</u></p>	<p>This technical revision clarifies that a majority is defined as two thirds of the Board of Directors.</p> <p>This technical revision also assists readers in locating additional information about vacancies within these Bylaws.</p>
<p>Section 8.5 Responsibilities (new section)</p>	<p><i>This is a new section being added to the MdHIMA Bylaws.</i></p>	<p>The following text will be added as Section 8.5; the numbering of all impacted sections (and references to them) will be adjusted accordingly:</p> <p><u>8.5 Responsibilities. Delegates serve as voting members of the Board of Directors and must:</u></p> <p><u>(a) Advocate for the members and the profession;</u></p> <p><u>(b) Gain knowledge on issues;</u></p> <p><u>(c) Communicate and negotiate issues;</u></p> <p><u>(d) Attend AHIMA House of Delegates business meetings;</u></p> <p><u>(e) Attend the business portion of at least 75% of the QBMs;</u></p> <p><u>(f) Seek feedback from MdHIMA members on AHIMA and House of Delegate activities;</u></p>	<p>This technical revision describes the responsibilities of the Delegates, including a requirement for the Delegates to attend the business portion of the QBMs. The current Bylaws did not include this information.</p> <p>The list of duties was extracted from a pdf file labeled “Duties-of-MdHIMA-Elected-Positions,” which is available for download from www.mdhima.org.</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		<p><u>(g) Stay informed through the State Leader and House of Delegates Engage Communities;</u></p> <p><u>(h) Participate in House of Delegate conference calls, webinars, workshops, teams, and requests for comment on tool kits, practice briefs, and other resources;</u></p> <p><u>(i) Submit articles to the eNewsletter regarding the AHIMA House of Delegates Summer and Winter CSA Leadership Symposiums, as well as report out to the Board of Directors about these events; and</u></p> <p><u>(j) Submit a Delegates report each year for inclusion in the MdHIMA Annual Report.</u></p> <p><u>In addition, as outlined in the AHIMA Bylaws, Delegates must also:</u></p> <p><u>(a) Approve the standards governing the profession;</u></p> <p><u>(b) Elect the members of the AHIMA Nominating Committee, except the Chairman and appointed members;</u></p> <p><u>(c) Advise the AHIMA Board of Directors in the development and modification of association plans;</u></p> <p><u>(d) Approve dues;</u></p> <p><u>(e) Levy special assignments;</u></p> <p><u>(f) Approve standing rules of the AHIMA House of Delegates; and</u></p> <p><u>(g) Approve resolutions.</u></p>	
ARTICLE IX – COMMITTEES			
(Article VIII of the current Bylaws)			

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
<p>Section 9.1 Committees</p> <p>(Section 8.1 of the current Bylaws)</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 MdHIMA....</p> <p>There shall at all times be standing committees as set forth in Sections [7.2-7.7.]</p>	<p>The text will be revised to read:</p> <p>The Board of Directors, by resolution adopted by a majority <u>two-thirds (2/3)</u> of the Board of Directors, may designate one or more committees to carry on authorized activities of MdHIMA....</p> <p>There shall at all times be standing committees as set forth in Sections [7.2-7.7.] <u>9.2 through 9.6 of these Bylaws.</u></p>	<p>This technical revision clarifies that a majority is defined as two thirds of the Board of Directors.</p> <p>This editorial revision corrects the reference to information about the standing committees within these Bylaws.</p>
<p>Section 9.2 Executive Committee</p> <p>(Section 8.2 of the current Bylaws)</p>	<p>The Executive Committee shall be comprised of the President/Chair, the President/Chair-Elect, and 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 MdHIMA that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1.</p>	<p>The text will be revised to read:</p> <p>The Executive Committee shall be made up comprised of a President/Chair, President/Chair-Elect (<u>Interim President/Chair-Elect</u>), Immediate Past President/Chair, Secretary, and 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 MdHIMA that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1.</p>	<p>This technical revision identifies a new Officer position, the Interim President/ Chair-Elect, for when the President/Chair-Elect assumes the position of President/ Chair because of a vacancy.</p> <p>This technical revision also removes a reference to Section 7.1 (most likely a reference to Section 5.1) because text in Section 7.1 (or Section 5.1) does not identify activities that members of the Board of Directors should not conduct. For this reason, the reference does not add value.</p>
<p>Section 9.3 Finance Committee</p> <p>(Section 8.3 of the current Bylaws)</p>	<p>The Finance Committee shall be comprised of no fewer than three (3) Directors 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 MdHIMA.</p>	<p>The text will be revised to read:</p> <p>The Finance Committee shall be made up comprised of no fewer than three (3) <u>members of the Board of</u> Directors appointed by the President/Chair. The Treasurer shall serve as the Chair of the <u>Finance</u> Committee. The Finance Committee shall be responsible for oversight of the financial operations of MdHIMA.</p>	<p>This editorial revision adds clarity to existing sentences in the current Bylaws, with no change to the technical content of the current Bylaws.</p>

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
Section 9.3 Finance Committee (Section 8.3 of the current Bylaws)	The first four responsibilities of the Finance Committee listed in this section are identified as (f), (g), (h), and (i).	The responsibilities listed in Section 9.3 will be identified as (a), (b), (c), (d), and (e).	This editorial revision corrects the lettering of a list of responsibilities, consistent with the general outline conventions of the Bylaws.
Section 9.3 Finance Committee (Section 8.3 of the current Bylaws)		The following text will be added to Section 9.3: <u>(f) Review and monitor conflict of interest; and</u> <u>(g) Solicit and review responses to each request for proposal (RFP) from no less than three (3) potential vendors.</u>	This technical revision identifies and documents additional responsibilities of the Finance Committee.
Section 8.4 Governance Committee (of the current Bylaws)	The current text refers to the composition and responsibilities of a Governance Committee.	Section 8.4 will be deleted in its entirety, and the numbering of all subsequent sections (and references to them) will be adjusted accordingly.	MdHIMA does not have a Governance Committee. Removal of the description of the Governance Committee corrects the improper reference. If MdHIMA chooses to establish such a committee, appropriate amendments to the Bylaws can be proposed.
Section 9.4 Nominating Committee (Section 8.5 of the current Bylaws)	The Nominating Committee shall be comprised of no fewer than three (3) members appointed by the MdHIMA Board of Directors, who shall serve for a two-year term. The Chair of the Committee shall be appointed by the President/Chair-Elect of the MdHIMA Board of Directors and shall serve for a one-year term. The Chair and the members of the Committee must be Active Members of MdHIMA.	The text will be revised to read: The Nominating Committee shall be made up comprised of no fewer than three (3) members appointed by the MDHIMA Board of Directors , <u>each of</u> who shall serve for a two (2) year term. The Chair of the Committee shall be appointed by the President/Chair-Elect <u>(Interim President/Chair-Elect)</u> of the MDHIMA Board of Directors and shall serve for a one (1) year term. The Chair and the members of the Committee must be Active Members of MdHIMA. The other <u>committee members (at least two (2) individuals) shall be elected by</u>	This technical revision clarifies that the Chair of the Nominating Committee shall be appointed and the committee members (at least two (2) individuals) shall be elected by the voting members during the business portion of the Annual Meeting. This technical revision also describes briefly the responsibilities of the Nominating Committee.

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
		<u>the voting members during the business portion of the Annual Meeting. The Chair and the members of the Committee must be Active Members in good standing of MdHIMA. The Committee shall identify and recruit qualified individuals to serve on the Board of Directors. The Committee shall confirm that candidates for election have the qualifications set forth in Sections 6.2, 7.2, and 8.2 of these Bylaws. The Committee shall prepare a ballot and support the election process as set forth in the Policy and Procedures of the Nominating Committee.</u>	
Section 9.5 Audit Committee (Section 8.6 of the current Bylaws)	The Audit Committee shall be comprised of no fewer than three (3) directors appointed by the Board President/Chair....	The text will be revised to read: The Audit Committee shall be made up comprised of no fewer than three (3) members of the Board of Directors appointed by the President/Chair....	This technical revision clarifies that appointed Directors are to serve on the Audit Committee.
ARTICLE X – AFFILIATES			
No revisions. (Article IX of the current Bylaws)			
ARTICLE XI – CONTRACTS, CHECKS, AND DEPOSITS			
(Article X of the current Bylaws)			
Section 11.3 Deposits (Section 10.3 of the current Bylaws)	The third part of Article XI provides information regarding deposits. The paragraph relevant to deposits is not identified by a section number.	Information regarding deposits will be identified as Section 11.3.	This editorial revision corrects the numbering of Article XI, consistent with the general outline conventions of the Bylaws.
ARTICLE XII – FISCAL YEAR			
(Article XI of the current Bylaws)			
Section 12.1 Fiscal Year	[MdHIMA shall determine its fiscal year from time to time by resolution	The text will be revised to read:	This technical revision improves the clarity of

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
(Section 11.1 of the current Bylaws)	of the Board of Directors. The fiscal year of MdHIMA shall be from July 1 to June 30.	The fiscal year of MdHIMA shall be from July 1 to June 30. <u>The Board of Directors shall have the authority to review and modify the MdHIMA</u> shall determine its fiscal year from time to time by resolution of the Board of Directors.	language in the current Bylaws. The Board of Directors may modify the start and end date of the fiscal year by resolution.
ARTICLE XIII – BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS			
(Article XII of the current Bylaws)			
Section 13.1 Books and Records (Section 12.1 of the current Bylaws)	MdHIMA 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 MdHIMA a record of the names and addresses of the Directors. All books and records of MdHIMA may be inspected by any Director at any reasonable time.	The text will be revised to read: MdHIMA 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 MdHIMA a record of the names and addresses of the <u>Executive Committee members, Directors, and Delegates</u> . All books and records of MdHIMA may be inspected by any <u>member of the Board of Directors</u> at any reasonable time.	This technical revision clarifies that a record of names and addresses of all members of the Board of Directors, not just Directors, shall be kept. This technical revision clarifies that all members of the Board of Directors, not just Directors, shall have access to all books and records
ARTICLE XIV – INDEMNIFICATION			
No revisions. (Article XIII of the current Bylaws)			
ARTICLE XV – LOANS; CONFLICTS OF INTEREST; COMPLIANCE			
(Article XIV of the current Bylaws)			
Section 15.1 Loans (Section 14.1 of the current Bylaws)	No loans shall be made by MdHIMA to its Directors or Officers.	The text will be revised to read: No loans shall be made by MdHIMA to <u>any of the members of the Board of Directors</u> or Officers .	This technical revision clarifies that all members of the Board of Directors, not just Directors and Officers, are excluded from receiving loans from MdHIMA.
Section 15.2 Conflicts of	MdHIMA shall adopt and abide by a conflicts of interest policy to	The text will be revised to read:	This technical revision clarifies that all

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
Interest Policy (Section 14.2 of the current Bylaws)	protect MdHIMA’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 MdHIMA. 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.	MdHIMA shall adopt and abide by a conflicts of interest policy to protect MdHIMA’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a Director, Officer <u>any of the members of the Board of Directors</u> 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 <u>adverse</u> to the interests of MdHIMA. 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.	members of the Board of Directors, not just Directors and Officers, are subject to the conditions of MdHIMA’s conflicts of interest policy.
ARTICLE XVI – AMENDMENTS			
(Article XV of the current Bylaws)			
Section 16.1 Adoption of Amendments (Section 15.1 of the current Bylaws)	The power to alter, amend, or repeal the Bylaws of MdHIMA, or to adopt new bylaws, is vested in the Active Members of MdHIMA. 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.	The text will be revised to read: The power to alter, amend, or repeal the Bylaws of MdHIMA, or to adopt new bylaws, is vested in the Active Members of MdHIMA. The affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast at a meeting Two-thirds (2/3) of the votes cast by the voting members at a meeting at which a quorum is present shall be sufficient to effectuate such action. <u>Notwithstanding, the Board of Directors shall have the authority to adopt new bylaws or amendments as directed by AHIMA in cases where such amendments are deemed necessary or emergent and do not otherwise reduce privileges of the voting members of MdHIMA.</u>	This technical revision clarifies that a majority is defined as two thirds of the Board of Directors. This technical revision also gives authority to the Board of Directors to amend these Bylaws under certain circumstances (e.g., necessary, emergent) without putting the amendments in front of the voting members if directed by AHIMA.
Section 16.1 Adoption of Amendments (Section 15.1 of the	A proposal to the Board of Directors to amend the Bylaws may be initiated by the Board of Directors and/or any Active Member of MdHIMA at any time that is at least	The text will be revised to read: A proposal to the Board of Directors to amend the Bylaws may be initiated by the Board of Directors	This technical revision clarifies that a majority is defined as two thirds of the Board of Directors.

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
current Bylaws)	<p>forty (40) 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 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 MdHIMA 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>and/or any Active Member of MdHIMA at any time that is at least forty (40) 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 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 <u>if two-thirds (2/3) of the votes cast by the voting members</u> at a meeting at which a quorum is present <u>give approval for the proposal to be considered, and if the consideration is approved, may adopt the proposal upon the affirmative vote of</u> <u>Once approved for consideration,</u> at least ninety percent (90%) of the votes of the Active Members cast at such meeting <u>cast by the voting members at such a meeting shall be sufficient to adopt the proposal.</u> Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of MdHIMA 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>This technical revision also clarifies the process for proposing amendments to the Bylaws without notice of at least forty (40) days.</p>
CERTIFICATE OF PRESIDENT/CHAIR			
Text following Item 2	<p>IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this _____ day of _____, 20____.</p>	<p>This text will be revised to read: IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary <u>President/Chair</u> this _____ day of _____, 20____.</p>	<p>This technical revision corrects the improper reference to the Secretary, replacing the word “Secretary” with “President/Chair.” The President/Chair is responsible for executing the certificate.</p>
GENERAL			
All sections, as	... he or she ...	The text will be revised to read:	

Reference	Current Bylaw (entire section or portion of section being revised is presented)	Proposed Amendment (strike out identifies deleted text; underline identifies added text)	Rationale
appropriate	... his or her Board MdHIMA Board of Directors President-Chair he/she his/her Board of Directors President/Chair	
FINAL CHECKS INCLUDED			
Final review of references to Board of Directors and Directors to ensure that the composition of the Board of Directors is consistent throughout the Bylaws			
Review of section numbering			
Review of text and section spacing			
Review of sentence and paragraph indentation			
Review of spelling			
Review of internal referencing of sections			
Review of page numbers in Table of Contents			

CSA: Maryland Health Information Management Association

SIGNATURES:

Linda Williams, President/Chair

Date:

Mona Calhoun, President/Chair-Elect

Date:

Patience Ebuwei, Secretary

Date: