



**BYLAWS  
OF THE  
MARYLAND HEALTH INFORMATION  
MANAGEMENT ASSOCIATION**

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**BYLAWS  
OF THE  
MARYLAND HEALTH INFORMATION MANAGEMENT  
ASSOCIATION**

**ARTICLE I  
NAME**

1.1 Name. The name of the organization is Maryland Health Information Management Association (hereinafter, “MdHIMA”).

**ARTICLE II  
OFFICES AND REGISTERED AGENT**

2.1 Offices and Agent. MdHIMA shall have and maintain in the State of Maryland a registered office and a registered agent, whose office shall be the same as that of the Association. The location of this office and the designation of a registered agent shall be determined by the Board of Directors, which also may establish such other offices and agents, within or without the State of Maryland, as may be deemed necessary.

**ARTICLE III  
PURPOSES**

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 tax-exempt status as described in Section 501(c)(6) of the Code. The primary purpose of MdHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients and providers. Its mission is to lead the health informatics and information management community to advance professional practice and standards in the state of Maryland. MdHIMA shall be and is a nonprofit corporation under the laws of the State of Maryland.

**ARTICLE IV  
MEMBERS**

4.1 Members. MdHIMA shall have one or more types of members, as shall be determined from time to time by the Board of Directors. The members of MdHIMA shall be those qualifying individuals who support the mission and purposes of MdHIMA and of the American Health Information Management Association (“AHIMA”) and are willing to abide by the

AHIMA Code of Ethics; apply for membership in MdHIMA and in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of MdHIMA, if such individual fails to meet the qualifications for membership or fails to pay dues on a timely basis.

4.2 Rights of Members. Membership shall entitle individuals to participate in the programs and services of MdHIMA, and to be a member of a Component State Association (CSA) as defined in the AHIMA Bylaws, with the rights and benefits that are accorded to members by MdHIMA and by AHIMA from time to time. Active Members, Emeritus members, and eligible Honorary members shall have the right to elect the Board of Directors of MdHIMA, which is made up of the Executive Committee, Directors, and Delegates of MdHIMA, as set forth in Article V of these Bylaws.

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

4.3.1 Active. Any professional in the health information management profession or its related fields who meets the qualifications set forth in these Bylaws is eligible for Active membership. Active Members in good standing shall be entitled to full membership privileges including the right to vote on matters before the members. This membership type includes Active Members identified as a New Graduate Member, a New to AHIMA Member, and a Premier Active Member.

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

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. 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.

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

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

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

4.6 Expulsion. Any member who violates 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 may be expelled from membership in MdHIMA under the procedures set forth in the AHIMA and/or the MdHIMA Policy and Procedure Manual.

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. 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.

4.8 Voting Members. Voting members, as referenced in these Bylaws, include Active Members, Emeritus members, and eligible Honorary members.

4.9 Annual Meeting of the Members. An Annual Meeting of the members shall be held each year for the purpose of education on matters of relevance to the health information management profession and to MdHIMA, professional networking, and for the transaction of such other business as may come before the members. The voting members present at any Annual Meeting shall constitute a quorum for conducting business during the business portion of the Annual Meeting.

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.

4.11 Special Meetings of the Members. 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 President/Chair of the Board of Directors. Notice shall be provided stating the time and place of the meeting and the purpose or purposes for which the meeting is called.

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

4.13 Quorum for Elections. A quorum for any elections by the voting members shall consist of no less than three percent (3%) of the voting members of MdHIMA, voting in the form of an official electronic ballot in accordance with the MdHIMA Policy and Procedure Manual.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

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

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by MdHIMA, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by MdHIMA to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of MdHIMA to the members and to the public at large;
- (e) To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to MdHIMA's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;



- (g) To develop adequate resources to ensure financial stability for MdhIMA's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for MdhIMA;
- (i) To orient and evaluate the Executive Committee (i.e., Officers), Directors, and Delegates, which make up the Board of Directors; and
- (j) To render a full report on the financial status and activities of MdhIMA to its members.

5.2 Composition. The Board of Directors shall be made up of the Executive Committee members (i.e., Officers), Directors, and Delegates of MdhIMA.

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.

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.

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 removal, and responsibilities of the Delegates are set forth in Article VIII of these Bylaws.

5.3 Qualifications. 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. Two-thirds (2/3) of the Board of Directors must have a current AHIMA-approved credential (e.g., RHIA, RHIT, CDIP, CHPS).

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.

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 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.

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.

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.

5.5 Leave of Absence. 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 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.

5.6 Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of Directors. The Board of Directors shall hold at least four (4) regular meetings each year for the purpose of carrying out business relevant to the affairs and activities of MdHIMA. 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.

5.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President/Chair or by members of the Board of Directors constituting two-thirds (2/3) of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location. Section 5.13 of these Bylaws provides additional information regarding in-person meetings and electronic meetings.

5.8 Notice of Special Meetings. A notice period of at least five (5) business days shall be given of any special meeting of the Board of Directors; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. If notice is given by electronic communication, the notice shall be deemed to be delivered upon an effective transmission of the electronic communication to each member of the Board of Directors 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.

5.9 Waiver of Notice. Any member of the Board of Directors may waive any notice requirement by signing a written waiver of the notice and delivering it to the Board of Directors. Attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of the meeting.

5.10 Manner of Voting. Two-thirds (2/3) of the Board of Directors 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. Members of the Board of Directors may not vote by proxy.

5.11 Quorum. Two-thirds (2/3) 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 two-thirds (2/3) of the Board of Directors are present at a meeting of the Board of Directors, those present may proceed with planning discussions associated with the transaction of business to exclude any manner of voting.

5.12 Informal Action. Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all members of the Board of Directors and the written consents are included in the minutes of the

proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

5.13 Use of Electronic Meeting and Notice Resources. Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include internet meetings, webinars, chat rooms, conference calls, or any other electronic medium in which members of the Board of 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.

5.14 Compensation. In general, the Board of Directors shall not be compensated for their service in conducting authorized MdHIMA activities.

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:

- (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 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.
- (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.
- (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.
- (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.
- (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 budget.

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:

- (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.
- (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.
- (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.

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

## **ARTICLE VI** **OFFICERS**

6.1 Officers. The Officers of MdHIMA shall consist of a President/Chair, President/Chair-Elect (Interim President/Chair-Elect), Immediate Past President/Chair, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. The Board of Directors may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of MdHIMA. No Officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more Officers.

6.2 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.

6.3 Election and Terms of Office. The President/Chair-Elect shall be elected annually by the voting members. The President/Chair-Elect shall assume the office of the President/Chair

upon the expiration of the President/Chair's term of office or in the event of a vacancy in the office. 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. The Secretary shall be elected annually by the voting members. The Treasurer shall be elected every other year 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, 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. Except for the Treasurer who shall serve for a two (2) year term and the Interim President/Chair-Elect who shall serve until the next annual election, each Officer shall hold office for a term of one (1) year up until his/her successor is elected and qualified or until his/her earlier death, resignation, removal, or disqualification.

6.4 Resignation and Removal. Any Officer may resign at any time by giving written notice of his/her 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. 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 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 an Officer shall not of itself create contract rights. Vacancies among the Officers shall be filled by the Board of Directors in accordance with Section 5.4.1 of these Bylaws.

6.5 Duties of President/Chair. The President/Chair shall be the chief elected officer of MdHIMA. The President of MdHIMA is also the Chair of the Board of Directors. The President/Chair shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President/Chair shall determine 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 Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, and perform such other duties as are inherent in the office of President/Chair or as authorized by the Board of Directors. The President/Chair 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.

6.6 Duties of President/Chair-Elect (Interim President/Chair-Elect). The President/Chair-Elect or Interim 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 of Directors. 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.

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.

6.8 Duties of Secretary. 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 of office.

6.9 Duties of Treasurer. 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 of Directors, shall cause an annual audit of MdHIMA's financial affairs to be conducted. The Treasurer shall serve as the Chair of the Finance Committee. The Treasurer shall perform 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 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.

## **ARTICLE VII** **DIRECTORS**

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 Directors – a 1st Year Director and a 2nd Year Director – both serving two (2) year terms.

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.

7.3 Election and Terms of Office. 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 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.

7.4 Resignation and Removal. Any Director may resign at any time by 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 Director 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 Director whenever in its judgment the best interests of MdHIMA shall be served thereby. The removal of any Director 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 Director shall not of itself create contract rights. Vacancies among the Directors shall be filled by the Board of Directors in accordance with Section 5.4.2 of these Bylaws.

7.5 Duties. Directors serve as voting members of the Board of Directors and must:

- (a) Attend at least 75% of called meetings and/or conference calls of the Board of Directors and members;
- (b) Attend the business portion of at least 75% of the QBMs;
- (c) Keep current with relevant trends in healthcare and in the Health Information Management (HIM) industry;
- (d) Assist as directed with MdHIMA business; and
- (e) Coordinate and plan the MdHIMA Annual Meeting.



## **ARTICLE VIII** **DELEGATES**

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.

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.

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.

8.4 Resignation and Removal. Any Delegate may resign at any time by 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.

8.5 Responsibilities. Delegates serve as voting members of the Board of Directors and must:

- (a) Advocate for the members and the profession;
- (b) Gain knowledge on issues;
- (c) Communicate and negotiate issues;
- (d) Attend AHIMA House of Delegates business meetings;
- (e) Attend the business portion of at least 75% of the QBMs;
- (f) Seek feedback from MdHIMA members on AHIMA and House of Delegates activities;
- (g) Stay informed through the State Leader and House of Delegates Engage Communities;
- (h) Participate in House of Delegates conference calls, webinars, workshops, teams, and requests for comment on tool kits, practice briefs, and other resources;
- (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
- (j) Submit a Delegates report each year for inclusion in the MdHIMA Annual Report.

In addition, as outlined in the AHIMA Bylaws, Delegates must also:

- (a) Approve the standards governing the profession;
- (b) Elect the members of the AHIMA Nominating Committee, except the Chairman and appointed members;
- (c) Advise the AHIMA Board of Directors in the development and modification of association plans;
- (d) Approve dues;
- (e) Levy special assignments;
- (f) Approve standing rules of the AHIMA House of Delegates; and
- (g) Approve resolutions.

## **ARTICLE IX** **COMMITTEES**

9.1 Committees. The Board of Directors, by resolution adopted by two-thirds (2/3) of the Board of Directors, may designate one or more committees to carry on authorized activities of MdHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The President/Chair shall select and appoint the members and the chairs of all committees, unless otherwise specified herein. Committee Chairs must be Active Members of MdHIMA. The President/Chair may attend and participate in meetings of any committees and shall have voting rights in committees to the extent provided for in the resolution or in these Bylaws. The President/Chair may, to the extent permitted by law, appoint members to a committee who are not Directors. Committee members who are not Directors may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

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

- (a) approve action that requires entire Board of Directors approval;
- (b) fill vacancies on the Board of Directors or any of its committees;
- (c) amend the Articles of Incorporation;
- (d) adopt, amend, or repeal the Bylaws; and
- (e) approve a plan of merger or consolidation.

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

There shall at all times be standing committees as set forth in Sections 9.2 through 9.6 of these Bylaws.

9.2 Executive Committee. 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. 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.

The Executive Committee shall provide reasonable notice under the circumstances to the entire Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board of Directors and may elect to do so in executive session.

9.3 Finance Committee. The Finance Committee shall be made up of no fewer than three (3) members of the Board of Directors appointed by the President/Chair. The Treasurer shall serve as the Chair of the Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of MdHIMA. The Committee shall undertake the following responsibilities:

- (a) Review, discuss and recommend changes to the proposed annual MdHIMA budget and submit for approval to the Board of Directors;
- (b) Review, discuss and approve the monthly financial statements for MdHIMA;
- (c) Present MdHIMA's financial statements to the Board of Directors for approval at each meeting;
- (d) Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary;
- (e) Monitor the investments of MdHIMA and develop and recommend to the Board of Directors changes to MdHIMA's investment and endowment policies as appropriate;
- (f) Review and monitor conflict of interest; and
- (g) Solicit and review responses to each request for proposal (RFP) from no less than three (3) potential vendors.

9.4 Nominating Committee. The Nominating Committee shall be made up of no fewer than three (3) members, each of who shall serve for a two (2) year term. The Chair of the Committee shall be appointed by the President/Chair-Elect (Interim President/Chair-Elect) and shall serve for a one (1) year term. The other committee members (at least two (2) individuals) shall be elected by 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.

9.5 Audit Committee. The Audit Committee shall be made up of no fewer than three (3) members of the Board of Directors appointed by the President/Chair. While serving on the Audit

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

## **ARTICLE X** **AFFILIATES**

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

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

11.1 Contracts. The Board of Directors may authorize any officer or agent of MdHIMA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MdHIMA. Such authority may be general or confined to specific instances.

11.2 Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of MdHIMA shall be signed by the officer or agent of MdHIMA so designated and in the manner so determined by resolution of the Board of Directors.

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

**ARTICLE XII**  
**FISCAL YEAR**

12.1 Fiscal Year. The fiscal year of MdHIMA shall be from July 1 to June 30. The Board of Directors shall have the authority to review and modify the fiscal year from time to time by resolution of the Board of Directors.

**ARTICLE XIII**  
**BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS**

13.1 Books and Records. 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 Executive Committee members, Directors, and Delegates. All books and records of MdHIMA may be inspected by any member of the Board of Directors at any reasonable time.

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

**ARTICLE XIV**  
**INDEMNIFICATION**

14.1 Indemnification. MdHIMA may indemnify Directors, Officers, employees, and agents of MdHIMA to the maximum extent permitted by applicable law.

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

15.1 Loans. No loans shall be made by MdHIMA to any of the members of the Board of Directors.

15.2 Conflicts of Interest Policy. 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 any of the members of the Board of Directors or other disqualified person as defined by Section 4958 of the Internal Revenue Code. The policy shall also address non-financial conflicts that may be averse to the interests of 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.

**ARTICLE XVI**  
**AMENDMENTS**

16.1 Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of MdHIMA, or to adopt new bylaws, is vested in the Active Members of MdHIMA. 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. 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.

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 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 if two-thirds (2/3) of the votes cast by the voting members at a meeting at which a quorum is present give approval for the proposal to be considered. Once approved for consideration, at least ninety percent (90%) of the votes cast by the voting members at such a meeting shall be sufficient to adopt the proposal. 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.

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

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

**CERTIFICATE OF PRESIDENT/CHAIR**

I, the undersigned, do hereby certify:

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

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on \_\_\_\_\_, by the Board of Directors.

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

\_\_\_\_\_

President/Chair