

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

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**BYLAWS  
OF  
INDIANA HEALTH INFORMATION MANAGEMENT  
ASSOCIATION**

**ARTICLE I  
NAME**

1.1 Name. The name of the organization is the Indiana Health Information Management Association (hereinafter, "IHIMA").

**ARTICLE II  
OFFICES AND REGISTERED AGENT**

2.1 Offices and Agent. IHIMA shall have and maintain in the State of Indiana 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 Executive Board, which also may establish such other offices and agents, within or without the State of Indiana, as may be deemed necessary.

**ARTICLE III  
PURPOSES**

3.1 Purposes and Mission. The affairs and activities of IHIMA 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 IHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients and providers and to lead the health informatics and information management community to advance professional practice and standards in Indiana. IHIMA shall be and is a nonprofit corporation under the laws of the State of Indiana.

**ARTICLE IV  
MEMBERS**

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

AHIMA Code of Ethics; apply for membership in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The Executive Board shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of IHIMA, 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 IHIMA, and to be a member of a Component State Association as defined in the AHIMA Bylaws, with the rights and benefits that are accorded to members by IHIMA and by AHIMA from time to time. Active Members shall have the right to elect the Executive Board of IHIMA, and certain Officers of IHIMA, as set forth below.

4.3 Types of Members. The membership of IHIMA shall include Active, Student, 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.

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

4.3.3 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 IHIMA and shall be eligible for senior member dues status. Members Emeritus in good standing shall have all membership privileges available to Active Members, including the right to vote.

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

4.4 Application. 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.

4.4.1 Dues. An additional assessment against the members of this corporation may be established from time to time by vote of the membership at a duly constituted meeting, a quorum being present. If the CSA charges a dues assessment, additional services beyond the core services should be rendered. CSA members shall be notified in writing of the additional services with the CSA dues assessment notice.

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 IHIMA.

4.6 Expulsion. Any member who violates the Bylaws of AHIMA or IHIMA, who violates the AHIMA Code of Ethics, or who is expelled from membership in AHIMA may be expelled from membership in IHIMA.

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 Executive Board.

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

4.9 Special Meetings of the Members. Special meetings of the members of IHIMA or of any committees or teams of members may be held at any time or place upon call by the President, by the Executive Board, or upon the written request of not less than ten percent (10%) of the active members of the corporation. Notice shall be provided stating the time and place of the meeting and the purpose or purposes for which the meeting is called at least fifteen (15) days before the meeting.

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

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

4.12 Quorum and Manner of Acting. At any meeting of members a quorum shall exist if at least 8% of active members are present in person. The affirmative vote of a majority of the active members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the Articles of Incorporation, by these Bylaws, or the law. Except as these Bylaws may otherwise specifically provide, each meeting of members shall be conducted in accordance with the then current edition of Robert's Rules of Order.

## **ARTICLE V** **EXECUTIVE BOARD**

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

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by IHIMA's President, Executive Board, and Central Office Coordinator, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by IHIMA to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of IHIMA 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 IHIMA's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;



- (g) To develop adequate resources to ensure financial stability for IHIMA's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for IHIMA;
- (i) To select, retain, support, evaluate the performance of, and discharge the Central Office Coordinator of IHIMA;
- (j) To orient and evaluate the Delegates and Officers of the Executive Board; and
- (k) To render a full report on the financial status and activities of IHIMA to its members.

5.2 Number and Composition. The total number of Directors of IHIMA shall be five (5) which includes the President, President-elect, Secretary, Treasurer, and the Immediate Past President. The Executive Board shall consist of the elected officials, including the President, President-elect, Secretary, Treasurer, and the immediate Past-President, all designated herein as officer members with voting rights. The Delegates, regional association presidents, and the chair of committees are considered non-officer members of the Executive Board with voting rights. The President shall act as Chair of the Executive Board.

5.3 Qualifications. Only Active Members with AHIMA credentials in good standing shall be eligible to serve as members of the Executive Board. Officers shall be committed to supporting and advancing the mission and purposes of IHIMA. Officers must be Active Members with AHIMA credentials in good standing with IHIMA and non-officer members of the Executive Board must be Active Members of AHIMA in good standing with IHIMA.

5.4 Nomination. Candidates for election as Officers, Nominating Committee members (2) and Delegates shall be nominated by the Nominating Committee in accordance with Section 8.6.3. Nominations may be made at or prior to the time at which an election of Officers is to be held.

5.5 Election and Term of Office. The Active Members shall elect Officers, Nominating Committee members, and Delegates annually by written or electronic ballot at a time and under procedures established by the Executive Board. Election shall be by a plurality of the votes cast by the Active Members. Officers, Delegates, and Committee members shall take office in accordance with the CSA Affiliation Agreement, following their election. Delegates shall hold office for a term of two (2) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. Officers shall hold office for the terms set forth in Section 6.2 of these Bylaws.

5.6 Resignation and Removal. Any Officer or Delegate may at any time resign by giving a written notice of such resignation to the Secretary and President of IHIMA to be effective immediately or at a later time stated therein. Any Officer or Delegate may be removed

from office by the affirmative vote of two-thirds of the active members present at any meeting of members at which a quorum is present whenever, in their judgment, the best interest of IHIMA will be served thereby. Any vacancy created by such removal shall be filled for the remainder of the unexpired term by designating an acting Officer to serve. The President shall be responsible for designating an acting Officer. In the event of the resignation or removal of the President, the President-elect will assume the Presidency. The removal of an officer shall be without prejudice to the contract rights, if any of the officers so removed.

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

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

5.9 Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board may from time to time prescribe at which any business of the corporation within the power of the Board may be conducted. The Board shall meet not less than three (3) times each year.

5.10 Special Meetings. Special meetings of the Executive Board may be called by the President upon the written request of any three (3) members of the Executive Board. The person or persons authorized to call such special meetings may designate any place within the state of Indiana as the place for holding such meetings called by them.

5.11 Notice of Special Meetings. A notice stating the place, the day and hour of any special meetings shall be given at least five (5) and no more than forty (40) days before the date of such meeting, addressed to each member of the Executive Board as is appears on the official roster of IHIMA; 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 IHIMA. 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 IHIMA. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting.

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

5.13 Manner of Voting. A majority of the votes of the Executive Board 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 Executive Board, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Officers may not vote by proxy.

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

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

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

5.17 Compensation. Executive Board members may not be compensated for their services as Board members of IHIMA, 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 Board members.

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

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

6.1 Officers. The elected Officers of IHIMA shall consist of a President, a President-elect, immediate Past-President, a Secretary, and a Treasurer. The Board may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of IHIMA. No Officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more Officers.

6.2 Election and Term of Office. The President, President-elect, immediate Past-President and Secretary shall be elected annually and shall hold office one (1) year or until their successor has been elected and qualified or until his earlier death, resignation or removal in the manner therein provided. The Treasurer shall hold office two (2) years or until his successor has been elected and qualified or until the Executive Board may fill any vacancy in an elected office created by death, resignation or disqualification, by designating any acting officer to serve for the remainder of the unexpired term. After serving in such office for one (1) year, the President-elect shall succeed to the office of President, automatically without further action. Elections shall be by written or electronic ballots at a time and under procedures set forth in the IHIMA Policy and Procedure Manual. Elections shall be by the plurality of the votes cast by the Active Members. Officers shall take office on the date specified in the CSA Affiliation Agreement following their election.

6.3 Resignation and Removal. Any Officer may at any time resign by giving a written notice of such resignation to the Secretary and President of IHIMA to be effective immediately or at a later time stated therein. Any Officer may be removed from office by the affirmative vote of two-thirds of the active members present at any meeting of members at which a quorum is present whenever, in their judgment, the best interest of IHIMA will be served thereby. Any vacancy created by such removal shall be filled for the remainder of the unexpired term by designating an acting Officer to serve. The President shall be responsible for designating an acting Officer. In the event of the resignation or removal of the President, the President-elect will assume the Presidency. The removal of an officer shall be without prejudice to the contract rights, if any of the officers so removed.

6.4 Duties of President. The President shall preside at all meetings of the Executive Board and all meetings of members, shall appoint chairmen of the standing committees except as otherwise provided in Article VIII, shall be an officer member of the Executive Board, shall be a member of the Strategic Planning Committee, shall be an ex-officio member of all committees except the Nominating Committee, shall serve as a delegate to the House of Delegates of AHIMA, and shall perform such other duties as the executive Board may from time to time determine.

6.5 Duties of President-Elect. The President-elect shall perform the duties pertaining to the office of President during his absence, disability or inability to act, shall serve as an officer member of the Executive Board, shall act as the Chair of the Strategic Planning Committee, shall

serve as a delegate to the House of Delegates of AHIMA and shall perform such other duties of the Executive Board may from time to time determine.

6.6 Duties of the Secretary. The Secretary shall serve as an officer member of the Executive Board and keep a permanent record of the meetings of IHIMA and of the Executive Board, shall submit such records for approval at the following meeting of the respective group, shall prepare minutes of the meetings for transcription by the Central Office Coordinator and shall perform such other duties as the Executive Board may from time to time determine.

6.7 Duties of the Treasurer. The Treasurer shall serve as an officer member of the Executive Board and have charge of all funds belonging to IHIMA, shall keep and deposit the same for or on behalf of IHIMA in a bank or banks to be designated by the Executive Board, shall maintain an account of the dues received from AHIMA, shall make financial reports as may be requested by the President, shall present an annual financial report at the annual meeting of members, and shall perform such other duties of the Executive Board may determine from time to time.

6.8 Duties of Immediate Past President. The immediate Past President shall serve as an officer member of the Executive Board; oversee the activities of the Treasurer and annual budgeting process; shall be a member of the Strategic Planning Committee; and shall perform such other duties as the Executive Board may determine from time to time.

## **ARTICLE VII**

### **AHIMA HOUSE OF DELEGATES**

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

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

7.3 Qualifications. Only active members in good standing shall be eligible to serve as delegates to AHIMA.

7.4 Election of Delegates. The first two (2) Delegates shall be incumbent President and President-elect. Additional Delegates will be nominated as in Section 8.6.3 (c)(i). If a Delegate finds it impossible to serve, the person receiving the highest number of votes shall be called to serve as an alternate for the balance of the unexpired term. If no other nominee is able to complete the term of a Delegate, the Executive Board is given the authority to elect an alternate Delegate. Additionally, the Executive Board is given the authority to take necessary action to ensure the continuity of the IHIMA delegation, i.e., staggered terms.

## **ARTICLE VIII** **COMMITTEES**

8.1 Committees. The Executive Board, by resolution adopted by a majority of the full Board, may designate one or more committees to carry on authorized activities of IHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The Board President shall select and appoint the members and the chairs of all committees, unless otherwise specified herein. Committee Chairs and members must be Active Members in good standing of IHIMA. Student members shall be eligible for appointment as members of committees. The Board President may attend and participate in meetings of any committees, and shall have voting rights in committees to the extent provided for in the resolution or in these Bylaws. The Board President may, to the extent permitted by law, appoint members to a committee who are not Board members. Committee members who are not Board members may not have voting power on any committee permitted to act on behalf of the Executive Board without further action. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall apply to committees and their members as well.

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

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

- (f) employ or discharge from employment the Central Office Coordinator.

8.2 Quorum. A majority of any committee shall constitute a quorum and the act or vote of the majority of the committee members present at a meeting at which a quorum is present shall constitute the act or vote of the committee.

8.3 Vacancies. Any committee or chair may resign at any time by giving written notice to the President of IHIMA to be effective immediately or at a later time stated therein. Any chair may be removed from office by the President or by an affirmative vote of two-thirds of the Executive Board present at any meeting of the Executive Board at which a quorum is present whenever, in their judgment, the best interest of the corporation will be served thereby.

8.4 Duties. The duties, operational policies, and procedures shall be set forth in the Association's Procedure manual. Committees shall not pre-empt the authority of the Executive Board in any manner.

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

8.6 Standing Committees. There shall at all times be the following standing committees:

8.6.1 Executive Committee. The Executive Committee shall be comprised of the President, the President-elect, and the immediate Past President, 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 Executive Board in the management of the business and affairs of IHIMA that lawfully may be exercised by the Executive Committee, as specified in Section 5.1. The Executive Committee shall provide reasonable notice under the circumstances to the full Executive Board of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session.

8.6.2 Finance Committee. The Finance Committee shall be comprised of the Past-President, President, President-elect, Secretary, Treasurer, and Delegates. The Past-president shall serve as the Chair of the Committee. The Finance Committee shall be responsible for oversight of the financial operations of IHIMA. The Finance Committee shall undertake the following responsibilities:

- (a) Review, discuss and recommend changes to the proposed annual IHIMA budget and submit for approval to the Executive Board;

IHIMA;

- (b) Review, discuss and approve the monthly financial statements for

- (c) Present IHIMA's financial statements to the Executive Board for approval at each meeting;

- (d) Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Executive Board and the Committee, recommending improvements as necessary; and

- (e) Monitor the investments of IHIMA and develop and recommend to the Board changes IHIMA's investment and endowment policies as appropriate.

### 8.6.3 Nominating Committee.

- (a) Chair. The chair of the Nominating Committee shall be an active member who is appointed by the President-elect.

- (b) Members. Nominations for two (2) members shall be made by the Nominating Committee at least thirty (30) days prior to the Annual Meeting. Voting for Nominating Committee members shall be by mail or electronic ballot as described in Section 5.5. The term for Nominating Committee members is one year. Only Active Members with AHIMA credentials in good standing shall be eligible to serve as members of the Nominating committee. The nominating committee is comprised of the Nominating Committee Chair and 2 additional members with a total of three (3) members.

- (c) Duties. The Nominating Committee shall have the following duties:

- (i) The Committee shall provide ballots for officers to the Indiana Health Information Management Association and for IHIMA delegates to the American Health Information Management Association to each active member in good standing, at least thirty (30) days before the Annual Meeting. The Committee shall verify the validity of the count of ballots for the annual election of officers, delegates and Nominating Committee members



(d) Vacancies of Elected Members. If the elected nominating committee member finds it impossible to serve, the next person receiving the highest number of votes shall be called to serve as a member of the Nominating Committee for the balance of the unexpired term. If no other nominee is able to complete the term of an elected Nominating Committee member, the Executive Board is given the authority to elect a new Nominating Committee member.

(ii) They shall have the duty of registering those attending meetings.

(iii) The Committee shall be acquainted with the requirements for the various classes of membership in AHIMA and the State Association, and the requirements for registration and accreditation. The Chair shall maintain the membership roster and a list of officers and Committee Chairs.

## **ARTICLE IX** **FINANCE**

(Dues: See 4.4.1 above)

9.1. Compensation. Members of the Executive Board, officers, committee chairmen, committee members and delegates to AHIMA shall serve without compensation. Nothing herein, however, shall prevent the reimbursement of reasonable expenses incurred in connection with IHIMA's affairs.

9.2 Fiscal Year. The fiscal year of IHIMA shall begin on the first (1<sup>st</sup>) day of July in each year and end the thirtieth (30<sup>th</sup>) day of June in each year.

9.3 Contracts, Checks, and Deposits. The Executive Board may authorize any Officer, or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confirmed to specific instances. All checks, drafts or other orders of payment of money issues in the name of this Association shall be signed by the Treasurer or such other officer as determined by the Executive Board. All funds of IHIMA shall be deposited from time to time to the credit of IHIMA in those banks, trust companies, or other depositories selected by the Executive Board.

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

10.1 Books and Records. IHIMA 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 IHIMA a record of the names and addresses of the Directors. All books and records of IHIMA may be inspected by any Director at any reasonable time.

10.11 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 IHIMA Policy and Procedure Manual.

**ARTICLE XI**  
**INDEMNIFICATION**

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

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

12.1 Loans. No loans shall be made by IHIMA to its Directors or Officers.

12.2 Conflicts of Interest Policy. IHIMA shall adopt and abide by a conflicts of interest policy to protect IHIMA'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 IHIMA. 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 XIII**  
**AMENDMENTS**

13.1 Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of IHIMA, or to adopt new bylaws, is vested in the Active Members of IHIMA. The affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast at a meeting at which a quorum is present shall be sufficient to effectuate such action. A proposal to amend the Bylaws may be initiated by the Executive Board, and/or any Active Member of IHIMA at any time that is at least thirty (30) days prior to the meeting at which a vote on the proposal is to be taken. In the absence of such prior notice, the Active Members may still consider a proposal to amend the Bylaws upon the affirmative vote to do so if a two-thirds (2/3) majority of the votes of the Active Members cast at a meeting at which a quorum is present, and if the consideration is approved, may adopt the proposal upon the affirmative vote of at least ninety percent (90%) of the votes of the Active Members cast at such meeting. Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of IHIMA 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.

13.2 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, IHIMA may restate the bylaws in their entirety as amended.

## CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Indiana Health Information Management Association.

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on April 8, 2016, by the Executive Board.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this 8<sup>th</sup> day of April 2016.



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Jennifer K. Schipper, RHIA