

BYLAWS OF THE ALABAMA ASSOCIATION OF HEALTH INFORMATION MANAGEMENT

ARTICLE I

Name

This corporation shall be known as the Alabama Association of Health Information Management (AAHIM), herein referred to as the Association.

ARTICLE II

Mission

This mission of the Association shall be to actively endorse and support the American Health Information Management Association's initiatives by supporting the educational programs in Alabama, recruiting new students and members, advancing the quality of health information services, and communicating the health information management initiative to our membership.

ARTICLE III

Membership

Section 3.1: Classes of Members

There shall be four classes of membership: Active, Student, Honorary, and Corporate.

(a) Active: Individuals interested in the Alabama Association Health Information Management (AAHIM) purpose and willing to abide by the Code of Ethics are eligible for active membership in the State of Alabama. An active member shall also be a member of the American Health Information Management Association (AHIMA). Active members in good standing shall be entitled to all membership privileges including the right to vote.

(b) Student: Any individual who holds student membership in the AHIMA and who is formally enrolled in a program for health information management administrators or technicians in this state or resides in the state and is formally enrolled in a program in another state and selects this state for his association membership shall be a student member of the association as long as his student membership in the AHIMA continues. Student members shall have limited rights and privileges of membership, including that of serving on committees in designated student positions with voice but no vote. They shall not be entitled to other voting privileges or hold.

(c) Honorary: Any person who is an honorary member of the Association as of the date of adoption of the Bylaws and any person who thereafter receives an honorary membership in the AHIMA and resides or works in the State of Alabama shall be an honorary member of the Association. Honorary members shall possess none of the rights and privileges of other classes of membership and shall have no right, title, or interest in any property of the corporation.

(d) Corporate: Any corporation interested in the purposes of the Association is eligible for corporate membership with the Board's approval. The corporation shall designate one representative as the corporate liaison who shall not be entitled to voting privileges or to hold office.

Section 3.2: Application for Membership

Application for active, associate, student, and honorary membership shall be made to the AHIMA. Application for corporate membership shall be made directly to the Board of the Alabama Association of Health Information Management.

Section 3.3: Cessation, Reinstatement, and Transfer of Membership

Resignation, forfeiture, expulsion, and reinstatement of an individual's membership in the Association shall be effective upon receipt by the Association of due notice of such action relative to such individual's membership in the AHIMA. For purposes of membership in the Association, transfer of an individual membership in the Association to another component state association of the AHIMA, or from such other component state association to the Association shall be effective upon receipt by the Association from the AHIMA of due notice of such transfer.

ARTICLE IV Meetings

Section 4.1: Annual Meeting of the Membership

An annual face-to-face or virtual meeting of members shall be scheduled as the AAHIM Board may determine.

Section 4.2: Special Meeting of the Membership

A special meeting of members may be called by the President or by the Board, or by the President upon the written request of not less than ten percent of the active members of the Association.

Section 4.3: Notice of Meeting of the Membership

Printed or electronic notice stating meeting particulars and, in case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered by mail, fax, or electronically to each AAHIM member no fewer than ten days before the date of the meeting, at the direction of the President or the Board. Publication of such notice in an official publication of the Association sent to each member shall be sufficient if it otherwise complies with this requirement of notice.

Section 4.4: Voting Rights

Each active member in good standing shall be entitled to one vote on each matter presented to a vote at any meeting of members. A vote is not transferable to another party.

Section 4.5: Quorum and Manner of Action

The active members present at a meeting shall constitute a quorum for the transaction of the business. The affirmation vote of the majority of the active members present shall be necessary for the adoption of any matter voted upon by the members. 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 The Board

Section 5.1: Powers and Duties

The property, business, and affairs of the Association shall be managed and controlled by the Board of Directors herein referred to as the Board. The Board is composed of the officers and directors of the Association.

Section 5.2: Officers

The elected officers of the Association shall be a President, President-Elect, and five (5) directors, one of whom is the immediate past president. The Directors shall serve as officers of the Board, and shall hold office for one (1) year, or until their successor has been elected and qualified. The President-Elect shall automatically assume the duties of the office of the President in the year following their tenure as President-Elect. The President shall automatically assume the duties of a Director in the year following their term as President. The four (4) elected Directors will serve two-year terms with two (2) Directors elected annually.

Section 5.3: Eligibility

Only active members in good standing shall be eligible to hold office.

Section 5.4: Nominations

Nominations for the offices of the Board shall be made by the Nominating Committee as provided for in ARTICLE VII and the Association Policies and Procedures. The proposed ballot shall be presented to the Board at least ten days prior to the dates established in Section 5.5 for distribution to the members.

Section 5.5: Elections

Voting for offices shall be by mail or electronic ballot. Ballots with instructions for their use shall be distributed to all active members at least 60 days prior to the annual meeting. In order to be counted, a ballot must be received by the Credentials Committee Chair no later than 30 days after distribution. The Credentials Committee shall meet prior to the Spring Board meeting and tabulate the ballots. Ballots received after the deadline shall be destroyed or electronically deleted without being opened. Election shall be by majority of the votes cast. In case of a tie, the election shall be decided by a lot. Results of the election shall be announced at the annual meeting and announced in Association publications. Officers and Directors shall assume office July 1.

Section 5.6: Vacancies:

(a) Any Officer or Board appointee may resign at any time by giving a written notice of such resignation to the Board. Vacancies created by death, resignation, disqualification, or Board action, may be filled until the next annual election by nomination and affirmative vote of the majority of the remaining members of the Board. The President-Elect may complete the term of office of President in the event of a vacancy. After serving in such office, in completion of the vacancy, they shall succeed to the office of President automatically without further action.

Section 5.7: Regular Meetings of the Board

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 Association within the power of the Board to transact may be conducted. The Board shall meet not less than four (4) times each year.

Section 5.8: Special Meetings of the Board

Special meetings of the Board may be called by the President or upon the written request of any four members of the Board. The person or persons authorized to call such special meetings may fix any place within the State of Alabama as the place for holding any such meeting.

Section 5.9: Notice of Meetings of the Board

Printed or electronic notice stating the meeting particulars and, in case of a special meeting, the purpose(s) for which such meeting is called, shall be delivered either by mail, fax, or electronically to each AAHIM member not less than ten (10) days before the date of the meeting, at the direction of the President or the Board. Publication of such notice in an official publication of the Association sent to each member shall be sufficient if it otherwise complies with this requirement of notice. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting of the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of the meeting of the Board need to be specified in the notice or waiver or notice of such meeting, except as may otherwise specifically be proved by the Articles of Incorporation, by these Bylaws or by law.

Section 5.10: Reports

The President, on behalf of the Board, shall present a report to the membership at the annual meeting.

Section 5.11: Quorum and Manner of Acting

A majority of the members of the Board as identified in Article V, Section 5.2 and 5.3 shall constitute a quorum. The act or vote of a majority of members present at a meeting at which a quorum is present shall be the act or vote of the Board unless the act or vote of a greater number is required by the Articles of Incorporation, by these Bylaws, or by law.

Section 5.12: Attendance at Board Meetings by Others

Meetings of the Board shall be open to the Active membership with voice but no vote.

ARTICLE VI Duties of Officers

Section 6.1: President

The President shall preside at all meetings of the Board and all meetings of the members. The President shall appoint members and chairmen of standing and special committees with the approval of the Board except as otherwise provided in ARTICLE VII. The President shall be an officer of the Board and ex officio member of all committees except the Nominating Committee. The President shall perform such other duties as the Board may determine.

Section 6.2: President-Elect

The President-Elect shall serve as an officer of the Board, performing the duties pertaining to the Office of the President during his/her absence, disability or inability to act, and such other duties as the Board may determine.

Section 6.3: Financial Manager

A financial manager shall be under contract to the Board and shall be the custodian of the funds of the Association. The financial manager shall keep full and accurate accounts of all receipts and disbursements, and shall present a report of all transactions at each business meeting and to the President upon request.

Section 6.4: Directors

Specific responsibilities of individual Directors are defined in the Association's Policy and Procedure Manual and assigned by the President.

Section 6.5: Bonds

If the Board shall require, all officers and agents of the Association responsible for the receipt, custody, or disbursement of funds shall furnish bond for the faithful performance of their duties in such amount and with such sureties as the Board shall approve. The expense of such bonds is to be paid by the Association.

ARTICLE VII Committees

Section 7.1: Establishment

There shall be a Nominating Committee, a Credentials Committee, a Program/Education Committee and other committees as necessary to conduct the business of the Association. The composition, size, and duties of the Committees shall be set forth in the Association's Policy and Procedure Manual and subject to approval of the Board.

Section 7.2: Eligibility

Active members in good standing shall be eligible for appointment as Chairmen; active, associate, and corporate members in good standing as members of the Committees. Nominating Committee members shall be comprised of the Regional Council Presidents or their designee. In the absence of a Regional Council President, a designee will be appointed by the Board of Directors for that area.

Section 7.3: Duties

The duties, operational policies, and procedures shall be set forth in the Association's Policy and Procedure Manual. A committee shall not preempt the authority of the Board in any manner.

Section 7.4: Vacancies

The provision for filling of vacancies on committees shall be set forth in the Association's Policy and Procedure Manual.

Section 7.5: Quorum

A majority of the members of any committee shall constitute a quorum.

Section 7.6: Reports

Each committee chair shall present a quarterly report to the Board.

ARTICLE VIII
National Representation

Section 8.1: Delegates to AHIMA

The Association shall be represented in the House of Delegates as specified by current AHIMA policies and procedures.

Section 8.2: Designation of Delegates

The elected officers of the Board shall serve as AAHIM delegates. The rank order of Officers for designation is as follows: Past-President, President, President-Elect, 2nd Year Directors, and 1st Year Directors. The number of Officers to be designated as delegates shall be determined by AHIMA policy based upon the number of active AAHIM members. All remaining officers shall serve as alternate delegates as ranked.

ARTICLE IX
Finance

Section 9.1: Fiscal Year

The fiscal year for the Association shall be from July 1 of each year to June 30 of each year.

Section 9.2: Dues Rebate

The Association shall receive from AHIMA that portion of the dues to be paid to it by its membership who are also members of the Association, as may from time to time be provided by the AHIMA and its Bylaws or otherwise. Such amounts received from the AHIMA may be augmented by such assessment against the members of the Association as may from time to time be established by vote of the membership at a duly constituted meeting, a quorum being present. Corporate membership dues shall be determined by the Board. Corporate dues shall be paid directly to the Financial Manager of the Association, on a fiscal year basis, and shall be due July 1.

Section 9.3: Contracts, Checks, and Depositories

The 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 Association and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness shall be signed by such officer or officers, agent or agents of the corporation not otherwise employed, and all funds received shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may elect.

Section 9.4: Compensation

Elected members of the Board, committee chairs and committee members shall serve without compensation. The Financial Manager, Central Office Manager and other contractual agents shall be paid a fee as specified in their respective contracts or service agreements. Nothing herein, however shall prevent the reimbursement of reasonable expenses incurred in connection with the Association's affairs.

ARTICLE X
Amendment of Bylaws

Section 10.1: Power and Voting

The power to alter, amend, or repeal Bylaws or to adopt new Bylaws shall be vested solely in the active members. The affirmative vote of a majority of the active members present at a meeting at which a quorum is present shall be sufficient to alter, amend, or repeal any Bylaws or adopt any new Bylaws.

Section 10.2: Submission Procedure

(a) A proposal for the alteration, amendment or repeal of Bylaws or adoption of new Bylaws may be initiated by the Board, the Bylaws Committee, or any active member. The Board shall review each proposed Bylaw amendment and prepare it for submission with such technical changes and conforming amendments to the proposal or any existing Bylaw, and explanatory comments or recommendations as the Board shall deem necessary or desirable. The Board may delegate such review and preparation to a Bylaws committee.

(b) The Board and the Bylaws committee shall submit the proposed Bylaws amendment and supporting documents to the AHIMA for review and clearance. After such review and clearance, the proposed bylaws shall be submitted to a vote of the members of the Association at the next annual meeting of members for which notice can be given as provided in Section 10.3.

Section 10.3: Notice

Printed or electronic notice of a proposal for alteration, amendment, or repeal of any bylaws, or adoption of any new bylaw, shall be distributed to each member at least thirty days prior to the planned voting date. Such notice shall include the text of any bylaws which it is proposed to alter, amend, or repeal reflecting the proposed alteration or amendment; the text of any proposed new bylaw; the comments, rationale and recommendations of the Board, if any; and a statement that the proposal will be submitted to a vote of active members on a specific date specified in the notice.

Section 10.4: Effective Date

After due adoption by the active members as provided in Section 10.1 of these bylaws, each alteration, amendment, or repeal of any bylaw shall be submitted to the AHIMA for the final seal of approval, and shall become effective upon receipt by the Association of such final seal of approval or at such later date, as may be set forth in such alteration, amendment, repeal, or adoption.