

AMENDED AND RESTATED

CORPORATE BYLAWS

OF

MARYLAND HEALTH INFORMATION MANAGEMENT ASSOCIATION

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May 16, 2007

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ARTICLE I

CORPORATION

SECTION 1.1 Corporate Name.

THE NAME OF THE CORPORATION SHALL BE MARYLAND HEALTH INFORMATION MANAGEMENT ASSOCIATION (hereinafter, the “corporation”), a not-for-profit corporation.

SECTION 1.2 Corporate Purposes.

The purposes of the corporation are to operate on a not-for-profit basis within the meaning of § 501(c) (3) of the Internal Revenue Code of 1986, as amended in the course of which operation:

(i) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

(iii) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and in furtherance thereof:

- (a) To conduct recruitment activities for members and students;
- (b) To provide ongoing member communications (i.e., website, newsletter, or periodic releases of relevant news);
- (c) To promote the professional development of individuals in the health information management profession by conducting continuing education programs, including education related to health information management practice topics, including coding;
- (d) To develop and participate in advocacy initiatives approved by the American Health Information Management Association, an Illinois not-for-profit corporation (“AHIMA”) and to contribute programmatically to the mission of AHIMA;
- (e) To convene an annual meeting of its members;
- (f) To provide its members with an annual written financial report; and
- (g) To conduct such other activities as may be consistent with the purposes of the AHIMA.

SECTION 1.3 Corporate offices.

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or outside the state of Maryland as the board of directors may from time to time determine.

SECTION 1.4 Corporate Dissolution.

MDHIMA shall make no distribution of its assets to any of its members during the period of its operation or upon its liquidation. Upon the dissolution or final liquidation of MDHIMA, any assets remaining after all obligations have been satisfied or provided shall be transferred to a nonprofit entity determined by the Board of Directors.

ARTICLE II MEMBERS

SECTION 2.1 Organization.

The corporation shall be composed of three basic classes of AHIMA members: active, student and honorary. Only AHIMA members are eligible for membership in Maryland Health Information Management Association.

(a) Active

Individuals interested in the AHIMA purpose and willing to abide by the Code of Ethics. Active Members in good standing shall be entitled to all membership privileges including the right to vote as specified below, to hold office and to serve as delegates to AHIMA.

(b) Student

Any student formally enrolled in an AHIMA accredited or approved program, including those pending accreditation/approval is eligible for student membership. A student may retain this class of membership until the first qualifying examination for which he or she is eligible, after which time he or she shall be transferred to active membership. Student Members shall have all rights and privileges of membership, including that of serving on committees and subcommittees in designated student positions with voice but no vote. They shall not be entitled to other voting privileges, hold office, or serve as delegates.

(c) Honorary

Any person who made a significant contribution to health information management science or rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in the corporation by the Board of Directors. These members shall be exempt from dues. An honorary member may hold no other class of membership in the corporation. Honorary members shall be eligible for a national appointment by AHIMA. Honorary Members who were once active members shall retain their active membership rights.

SECTION 2.2. Application for Membership and Initial Dues

Application for membership shall be in writing on the form provided by the American Health Information Management Association and shall be sent by the applicant to the American Health Information Management Association. The total amount of initial dues and/or assessments as provided in the Bylaws of the American Health Information Management Association shall accompany such application.

SECTION 2.3

Cessation, Reinstatement and Transfer of Member

Resignation, forfeiture, expulsion and reinstatement of an individual's membership in this corporation shall be effective upon receipt by this corporation of due notice of such action relative to such individual's membership in the American Health Information Management Association. For purposes of membership in this corporation, transfer of an individual's membership either (i) in this corporation to another component state association of the American Health Information Management Association or (ii) from such other component state association to this corporation shall be effective upon receipt by this corporation from American Health Information Management Association of due notice of such transfer.

SECTION 2.4.

Voting Body.

The Voting Body of the members shall be limited to the active members of this corporation. Each active member in good standing shall be entitled to one vote on each matter presented to the membership for a vote.

SECTION 2.5.

Business Meeting(s).

There shall be four meetings throughout the year, one of which shall be the annual meeting. The time and place of such meetings shall be determined by the Executive Board.

SECTION 2.6.

Special Meetings.

Special meetings of members may be called by the President or by the Executive Board and shall be called by the President upon the written request of not less than 51% of the active members of the corporation.

SECTION 2.11.

Notice of Meeting.

Written or printed notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose(s) for which such meeting is called, shall be delivered by mail and/or electronic mail to each member not less than twenty-one (21) days before the date of the meeting, by or at the direction of the President. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the member at his most recent address as it appears on the records of the corporation. If sent electronically, such notice shall be deemed to be delivered when sent to the member at his most recent email address as it appears on the records of the corporation. "Undelivered" notices received from our ISP will be retained. Publication of such notice in the official publication of this corporation sent to each member shall be sufficient if it otherwise complies with this requirement of notice.

SECTION 2.12.

Quorum and Manner of Acting

Twenty percent of the active membership, who have responded to the call for a vote, constitutes a quorum. Voting rights may be exercised either in writing or in person but not by proxy. The affirmative vote of the active members who voted when a quorum has been reached shall be necessary for the adoption of any matter voted upon by the members unless a greater portion is required by these Bylaws or by law.

ARTICLE III
EXECUTIVE BOARD

SECTION 3.1. Composition

The members of the Executive Board shall be the President, President-elect, Secretary, Treasurer, immediate Past President (Director), and the two at large Directors.

SECTION 3.2. Powers and Duties

The property, business and affairs of this corporation shall be managed and controlled by the Executive Board in accordance with the Job Descriptions established for Officers and Directors of the Board.

SECTION 3.3. Regular Meetings

Regular meetings of the Board shall be held at such time and place as the Board determines. The Board shall meet not less than four times each year to conduct the business that the corporation has empowered them to transact.

SECTION 3.4. Special Meetings

Special meetings of the Executive Board may be called by the President and shall be called by the President upon written request of any four (4) members of the Executive Board.

SECTION 3.5. Notice of Meetings

Written notice stating the place, day and hour of any meeting shall be given at least five (5) days before the date of such meeting, addressed to each member of the Executive Board. A waiver of notice in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for 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 or the purpose of any meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting, except as may otherwise specifically be provided by these Bylaws or by law.

SECTION 3.6. Quorum and Manner of Acting

A majority of the members of the Executive Board then in office shall constitute a quorum. The act or vote of a majority of the Executive Board members once a quorum has been reached shall be the act or vote of the Board.

ARTICLE IV
OFFICERS AND DIRECTORS

SECTION 4.1. Officers

The officers of the corporation shall be the President, President-Elect, Secretary, and Treasurer.

SECTION 4.2. Directors

There shall be two Directors elected at large.

- (a) Directors may not serve as officers during their terms.
- (b) One Director shall be elected each year to maintain continuity of Director Members of the Executive Board.
- (c) Directors may not serve two consecutive full terms.

There shall be one Director who shall be the immediate Past President who shall serve for a one year term.

SECTION 4.3. Eligibility

Only active members in good standing shall be eligible to serve as members of the Executive Board.

SECTION 4.4. Terms of Office

Each Officer shall hold office for one year or until a successor has been elected. Each Director shall serve for two years or until a successor has been elected. This provision does not apply to the Director who is the immediate Past President, who shall only serve for one year.

SECTION 4.5. Nomination

Nominations shall be made by the Nominating committee as provided in Article V, Section 5.7(c).

SECTION 4.6. Election

Voting for Officers and Directors shall be by mail ballot and/or electronic medium, except as may otherwise specifically be provided by in these Bylaws. "Undelivered" notices received from our ISP will be retained. Ballots, with instructions for their use, will be made available electronically or shall be placed in the mail to all active members at least thirty (30) days prior to the annual meeting. In order to be counted, a ballot must be returned by mail or submitted electronically to the Chairman of a committee

established pursuant to Section 5.1 of these Bylaws and must be received at least seven (7) calendar days before the annual meeting.

Such committee established pursuant to Section 5.1 of these Bylaws shall meet prior to the annual meeting and shall tabulate the valid ballots. Mailed Ballots received after the deadline shall be destroyed, unopened. After the deadline, electronic ballots will not be allowed to be posted. Officers and Directors of the Executive Board shall be elected by the plurality of votes cast by the active member in good standing. In case of a tie, the election shall be decided by lot. Results of the election shall be announced at the annual meeting and the Officers and Directors of the Executive Board shall assume office at the beginning of the fiscal year.

SECTION 5.7. Vacancies

In the case of death, incapacity, removal or resignation of any Officer or Director during the term of office, the vacancy shall be filled by action of the Executive Board.

SECTION 5.8. Resignation

Any Officer or Director may resign at any time by giving written notice of such resignation to the President of the Association.

SECTION 5.9. Removal

Any of the elected officers or Directors of the corporation may be removed for cause by the affirmative vote of two-thirds of the members of the Executive Board.

SECTION 5.10. Assistant Officers

The Executive Board may appoint such Assistant Officers as it seems necessary. Assistant Officers shall perform such duties as may be prescribed from time to time by the Executive Board, and shall hold office until the next annual meeting.

SECTION 5.11. Bonds

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

ARTICLE V
COMMITTEES AND APPOINTMENTS

SECTION 5.1. Establishment

There shall be such committees as necessary to conduct the business of the corporation including a nominating committee. The composition, size and duties of the committees shall be set forth in the corporation's Policy and Procedure Manual and subject to approval of the Executive Board.

SECTION 5.2. Eligibility

Active members in good standing shall be eligible for appointment as Chairman or members of committees.

SECTION 5.3. Term of Office and Vacancies

The term of office and provisions for filling of vacancies on committees shall be set forth in the corporation's Policy and Procedure Manual.

SECTION 5.4. Duties

The duties, operational policies and procedures of each committee shall be set forth in the corporation's Policy and Procedure Manual. Committees shall not preempt the authority of the Executive Board in any matter.

SECTION 5.5. Reports

Each committee chairman shall present a written report to the president before the annual meeting as set forth in the corporation's Policy and Procedure Manual.

SECTION 5.6. Quorum and Manner of Acting

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

SECTION 5.7. Nominating Committee

- (a) **Chairman.** The Chairman of the Nominating Committee shall be appointed the President-elect with the approval of the Executive Board.
- (b) **Members.** The Nominating Committee shall consist of two members, elected by the membership at the annual meeting.

- (c) **Duties.** The Committee shall prepare and mail and/or send electronically to each active member in good standing, at least thirty (30) days before the annual meeting, the ballots for Officers, Directors, and Delegates to the annual meeting of the Maryland Health Information Management Association.

In even numbered years, the Committee shall prepare and mail and/or send electronically to each active member, in good standing, at least thirty (30) days before the annual meeting, the ballots for nominees with summaries of qualification for the state's nomination for the Nominating Committee of the American Health Information Management Association. Election of the nominee shall be by mail ballots and/or electronic ballot of the active members in good standing. A plurality vote shall elect.

The nomination shall be submitted in even numbered years to the Executive Director of the American Health Information Management Association as directed in the Bylaws of the American Health Information Management Association.

- (d) **Reports.** The ballot shall constitute the annual report to the Committee. Any recommendations of the Nominating Committee shall be made to the Executive Board.

ARTICLE VI
NATIONAL REPRESENTATION

SECTION 6.1. Number of Delegates

This corporation shall be represented in the House of Delegates of the American Health Information Management Association as provided in the Bylaws of the American Health Information Management Association.

SECTION 6.2. Term of Office

The term of delegates shall be two (2) years. Terms of delegates shall be staggered to maintain continuity within this State Delegation and the AHIMA House of Delegates. Delegates shall assume their term of office at the beginning of the fiscal year.

SECTION 6.3. Qualifications

Only active members in good standing shall be eligible to serve as delegates to the American Health Information Management Association.

SECTION 6.4. Nomination and Election

The President and President-elect shall serve as delegates. The President-elect and at least three delegates shall be by mail and/ or electronic ballots cast by the active members in good standing. The ballots shall indicate the membership classification of each nominee. A plurality vote shall elect. If a delegate finds it impossible to serve or does not meet the qualifications (Section 6.3), the alternate delegate receiving the highest number of votes and meeting the qualifications shall be called to serve as a delegate for the balance of the unexpired term. If no elected alternate is able to complete the term of a delegate, the Executive Board shall have the authority to appoint an alternate delegate.

ARTICLE VII
MISCELLANEOUS

SECTION 7.1. Dues

This corporation receives from the American Health Information Management Association a rebate of the dues paid by American Health Information Management Association members who are also members of this corporation. Such amounts received from the American Health Information Management Association may be augmented by such assessment against the members of the corporation as may from time to time be established by a 2/3 vote of the membership provided that previous notice has been sent to all members at least thirty (30) days prior to the meeting at which the assessment will be considered.

SECTION 7.2. Waiver of Notice and Informal Action

Whenever any notice is required to be given to any person, a waiver thereof in writing signed by such person, whether before or after the time stated therein shall be equivalent to giving such notice. Any action which could be taken by members of the Executive Board or a committee may be taken by unanimous written consent signed by each person who would be entitled to vote.

SECTION 7.3. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each year and end on the thirtieth day of June each year.

SECTION 7.4. Contracts, Checks and Depositories

The Executive Board may authorize any Officer or Officers, 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 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 of the corporation not otherwise employed; and all funds received shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Board may select.

ARTICLE VIII
AMENDMENT OF BYLAWS

SECTION 8.1. Power and Voting

The power to amend, or repeal Bylaws or to adopt new Bylaws shall be vested solely in the active members. The affirmative vote of two-thirds of the active members (voting when a quorum has been met,) shall be sufficient to amend, or repeal any Bylaw or adopt any by Bylaw.

SECTION 8.2. Submission Procedure

- (a) A proposal for the amendment or repeal of Bylaws or adoption of new Bylaws may be initiated by the Executive Board or any active member. The Executive Board shall review each proposed Bylaw amendment and prepare it for submission with such (i) technical changes and conforming amendments to the proposal or any existing Bylaw and (ii) explanatory comments or recommendations as the Executive Board shall deem necessary or desirable. The Executive Board may delegate such review and preparation to a committee established pursuant to Section 5.1 of these Bylaws.
- (b) The Executive Board (or a committee established pursuant to Section 5.1 of the Bylaws) shall submit the proposed Bylaw amendment and supporting documents to the American Health Information Management Association for review and clearance. After such review and clearance, the proposed Bylaw shall be submitted to a vote of the members of this corporation.

SECTION 8.3. Notice

Written or printed notice of a proposal for amendment or repeal of any Bylaw or adoption of any new Bylaw shall be mailed and/or sent electronically to each active member at least thirty (30) days prior to the meeting at which the proposal is to be submitted to the vote of the members. Such notice shall include the text of any Bylaw which it is proposed to amend or repeal reelecting the proposed amendment, the text of any proposed new Bylaw, the comments and recommendations of the Executive Board, if any, and a statement that the proposal will be submitted to a vote of active members.

SECTION 8.4. Effective Date

After due adoption by the active members as provided in Section 8.1 of these Bylaws, each amendment or repeal of any new Bylaw shall be submitted to the American Health Information Management Association for final signature approval, and shall become effective upon receipt by this corporation of such final signature of approval or at such later date as may be set forth in such amendment, repeal or adoption.

**ARTICLE IX
INDEMNIFICATION**

SECTION 9.1.

Basic Indemnification

The corporation may indemnify each of its officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been an officer or director, except in relation to matters as to which any such officer or director shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Indemnification shall be made only as authorized by a majority vote of disinterested directors or, if such a quorum is not obtainable, by independent legal counsel in a written opinion. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, board resolution, and agreement or otherwise.

SECTION 9.2.

Insurance of Risk.

The corporation's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers, directors, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been officers, directors, employees or agents of the corporation.