

AMENDED AND RESTATED

CORPORATE BYLAWS

OF

MASSACHUSETTS HEALTH INFORMATION MANAGEMENT ASSOCIATION

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January 25, 2007

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**MASSACHUSETTS HEALTH INFORMATION MANAGEMENT
ASSOCIATION**

ARTICLE I – NAME

The Corporation shall be known as the Massachusetts Health Information Management Association.

ARTICLE II – PURPOSE

The purpose of this Association is to promote the art and science of health information administration and to improve the quality of comprehensive health information services for the welfare of the public.

ARTICLE III – MEMBERSHIP

Section 1. Classes of Membership

There shall be three classes of membership: Active, Student, and Honorary

- A. Active. Individuals interested in the MHIMA purpose and willing to abide by the Code of Ethics are eligible for active membership. Active members in good standing shall be entitled to all membership privileges including the right to vote.
- 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 has made a significant contribution to health information management or rendered distinguished service in the health information profession or its related fields may be awarded Honorary membership in this 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 association. Honorary members shall also be eligible for a national appointment by AHIMA. Honorary members who were once active members shall retain active membership rights.

Section 2. Application for Membership and Initial Dues.

All applications for membership shall be in the approved format and shall be accompanied by the amount of annual dues, fee and/or assessment.

Section 3. Transfer of Membership.

For purposes of membership in this Association, transfer of an individual's membership in this Association to another component state association of the American Health Information Management Association, shall be effective upon receipt by this Association of due notice of such transfer.

Section 4. Cessation or Reinstatement of Membership.

4.1 Expulsion. Any member who shall violate the bylaws of AHIMA, the corporation, the Code of Ethics, the Standards for Initial Certification or the Standards for Maintenance of Certification, may be expelled from membership as specified in the AHIMA Policy and Procedure Manual.

4.2 Forfeiture. Dues and assessments shall be paid no later than thirty (30) days after the renewal date. Membership shall be forfeited if dues and assessments are not paid by the payment deadline.

4.3 Resignation. Any member may resign by submitting a resignation in writing to the corporation's President.

4.4 Reinstatement.

- A. A former member whose resignation has been accepted by the corporation shall be reinstated upon application and payment of the current year's dues and assessments.
- B. A former member whose membership has been forfeited for non-payment of dues and /or assessments shall be reinstated upon application and payment of current year's dues and assessments, and any reinstatement fee that may be specified by the Board of Directors.

Section 5. Cessation of Property Interest.

All rights, titles, and interest, both legal and equitable of a member, in the property of the Association shall cease in the event of one of the following:

- A. Transfer of membership to another state
- B. Resignation or death
- C. Forfeiture of membership or expulsion

Section 6. Status.

To be a member in good standing of this Association, dues and any special assessment approved by the membership of this Association must have been paid.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings.

There shall be a minimum of three meetings a year held at such time and place as shall be determined by the Board of Directors. The Spring Meeting shall be the Annual Meeting.

Section 2. Special Meetings.

Special meetings of members may be called by the President or by the Board of Directors or upon written request of a majority of the active members of this Association. The purpose of the meeting shall be stated in the call, and no other business shall be transacted.

Section 3. Notice of Meeting.

Written or printed notice stating the place, day and hour of the meeting shall be provided to each member not less than 30 days, nor more than 45 days before the date of the meeting by or at the direction of the President. Publication of such notice in an official publication of this Corporation sent to each member shall be sufficient if it otherwise complies with requirement of notice.

Section 4. Voting Rights.

Each active member in good standing shall be entitled to one vote on each matter presented at any meeting of the members. To be entitled to vote, active members must be present at the meeting and vote in person and not by proxy, except as expressly provided in Article VI, Section 6.

Section 5. Quorum.

At any meeting of members, a quorum shall exist if at least 40 of the active members are present.

Section 6. Cancellation.

In the event of a national emergency or other circumstances prohibiting the holding of any meeting, the Board of Directors may cancel the meeting, and prompt notice thereof shall be given to all members of the Association.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition.

The members of the Board of Directors shall be the President, President-elect, Past President, and three Directors.

Section 2. Powers and Duties.

The property, business, and affairs of this Association shall be managed by the Board of Directors. The Board may exercise all such powers of this Association as are by law, or by the Bylaws directed or required to be exercised by the Board of Directors, and shall report through the President at regular meetings of the Association.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors shall be held as necessary to conduct the business of the Association.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by the President to conduct the business of the Association.

Section 5. Quorum.

A majority of the members of the Board of Directors then in office shall constitute a quorum. The act or vote of the majority of members present at a Meeting at which a quorum is present shall be the act or vote of the Board of Directors unless the act or vote of a greater number is required by these Bylaws or by law.

Section 6. Business by Mail, Telephone, Facsimile or Electronic Mail.

Matters requiring action between Meetings of the Board of Directors, which in the opinion of the President do not warrant a called Meeting may be decided by mail, telephone, facsimile or electronic mail vote. All such action shall be ratified at the next Meeting.

ARTICLE VI – OFFICERS

Section 1. Officers.

The officers of this Association shall be the President, President-elect, Past President, and three Directors.

Section 3. Eligibility.

Only active members in good standing shall be eligible to be an officer of the corporation. The President-elect, President and Past President will be AHIMA-approved credential holders.

Section 4. Term of Office.

The President, President-elect, and Past President shall hold office for one year or until his/her successor has been elected. After serving in such office for one year, the President-elect shall succeed to the Office of President automatically without further action and the President shall succeed to the Office of Past President automatically.

Each Director will be elected for a 2-year term.

Section 5. Nomination.

Nominations shall be made by the Nominating Committee as provided for in Article VII, Section 6.

Section 6. Election.

Ballots are provided to all active members of MHIMA to be returned in the time set forth by the Board of Directors.

Election shall be by a plurality of votes cast by the Active Members. In case of a tie, the election shall be decided by lot.

After the ballots have been received, the President-elect will be responsible for verifying the votes and report to the Board of Directors within 15 days after the deadline for receipt of ballots.

Section 7. Duties of Officers.

- A. The President shall preside at all meetings of the Board of Directors and all meetings of members; shall appoint chairmen of committees with approval of the Board of Directors, except as otherwise provided in Article VII; shall be an ex-officio member of all committees except the Nominating Committee; and shall perform such other duties as the Board of Directors may determine.
- B. The President-elect shall serve as an aide to the President and shall assume the duties of the President in the President's absence or inability to act. The President-elect shall perform any other duties as specified in the Procedure manual.
- C. The Past-president shall serve as an alternate delegate; and shall perform such other duties as specified in the Procedure Manual.
- D. The three (3) Directors shall each have specific responsibilities as specified in the Procedure Manual.

Section 8. Resignation.

Any Officer may at any time resign by giving a written notice of such resignation to the President of the Association to be effective immediately or at a later time stated therein.

Section 9. Removal.

Any of the elected or appointed officers of this Association may be removed by the Board of Directors provided each action is taken by a majority vote of the members of the Board.

Section 10. Vacancies.

In the case of death, incapacity, written resignation or removal of any Officer during his/her term of office, the vacancy shall be filled by the Board of Directors by designating an acting Officer to serve for the remainder of the unexpired term. If no other officer is able to complete their term, the Board of Directors shall have the authority to appoint an active member to serve for the remainder of the term.

ARTICLE VII – COMMITTEES

Section 1. Establishment.

There shall be such committees as necessary to conduct the work of the Association including a Nominating Committee. The composition, size, duties, appointments, term of office, and provisions for the filling of vacancies on committees shall be set forth in the Association's Policy and Procedure manual.

Section 2. Eligibility.

Active members in good standing shall be eligible for appointment as Chairmen. Active and student members in good standing shall be eligible for appointment as committee members.

Section 3. Reports.

Each committee chairman shall present a written report to the membership at least annually.

Section 4. Powers and Authority.

No reports, recommendations, or other action of any committee, except such actions as are authorized by the Bylaws shall be considered as the action of the Association until the same has been approved or authorized by the Board of Directors of the Association.

Section 5. Quorum.

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

Section 6. Nominating Committee.

- A. Chairman. The Chairman of the Nominating Committee shall be an active member of this Association. With the approval of the Board of Directors, the President-elect will appoint the Chairman.
- B. Members. With the approval of the Board of Directors, the President-elect will appoint one active member. The Committee shall consist of three (3) additional active members elected by the membership at the Annual meeting.
- C. Duties. The duties of this Committee shall be to prepare for mailing to each member in good standing, at least thirty (30) days before the Annual meeting, a ballot of nominees for each office.

D. Reports. The ballot shall constitute the annual report of the Committee. Any recommendations of the Nominating Committee shall be made to the Board of Directors.

ARTICLE VIII – NATIONAL REPRESENTATION

Section 1. Number of Delegates.

This Association 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. The President, President-elect, and three (3) Directors shall serve as Delegates. The Past-President shall serve as an alternate delegate.

Section 2. Duties.

Delegates shall be responsible for attending and voting on behalf of the membership at the House of Delegates.

ARTICLE IX – FINANCE

Section 1. Dues and Assessments

- A.** Dues for Active and Student members shall be as provided by the Board of Directors of the American Health Information Management Association and shall be paid by the member directly to the Executive Director of the American Health Information Management Association. The State's portion of dues is rebated to the Association.
- B.** State assessments for members, if any, shall be determined by a majority vote of the membership upon recommendation of the Board of Directors.

Section 2. Depositories and Investments.

All monies collected by the Association shall be used to benefit the Association and shall be deposited and invested as the Board of Directors designate.

Section 3. Maintaining Accounts.

The Administrative Coordinator shall maintain all accounts for the Association including receipt of income and expense statements, checking and savings accounts, and other investment funds. The Administrative Coordinator shall also collect any assessment approved by the membership.

Section 4. Checks, Drafts, Etc.

No officer, Committee Chair or employee shall expend any money not provided in the budget as adopted, or spend any money in excess of the budget allotment, except by order of the Board of Directors. All checks, drafts, or other orders for payment of money issued in the name of this Association shall be signed by the Administrative Coordinator or President as determined by the Board of Directors.

Section 5. Bonding.

The Administrative Coordinator shall be required to post bond in such amount and such sureties as the Board of Directives shall approve. The expense of such bond for the faithful performance of duties is to be paid by the Administrative Coordinator.

Section 6. Audit.

The Board of Directors shall provide for a full audit of the Association accounts no less frequent than once every five (5) years. The auditor's report shall be presented to the membership at the first Meeting of this Association following the end of the fiscal year.

ARTICLE X – AMENDMENT OF BYLAWS

Section 1. Authority and Voting.

The authority to amend these Bylaws shall be vested solely in the active members of this Association. Two-thirds (2/3) of the votes cast by the active members present shall be sufficient to alter, repeal, or adopt any new Bylaw amendment, provided that a copy of the proposed amendment(s) has been sent to every member at least thirty (30) days before the meeting at which it is to be presented.

Section 2. Initiation and Submission.

- A. Initiation. A proposal for the alteration, repeal, or adoption of new Bylaw amendments may be initiated by the Board of Directors or an active member. The Board of Directors shall review each proposed Bylaw amendment and prepare it for submission to the active members with any such technical changes and conforming amendments to the proposal and any explanatory comments or recommendations as the Board of Directors shall deem necessary.
- B. Submission. The proposed Bylaw amendments and support documents shall be submitted to the Executive Office of the American Health Information

Management Association for approval prior to being submitted to this Association's active members. The revised Bylaws of this Association will be sent to the Executive Director of the American Health Information Management Association for approval after adoption by this Association's active members.

Section 3. Notice.

Written notice of any proposal for alteration, repeal, or adoption of any new Bylaw shall be presented to each 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 comments and recommendations for changes in the current Bylaws.

ARTICLE XI – DISSOLUTION

Upon vote of dissolution of this organization, the Board of Directors shall liquidate any assets remaining after payment of outstanding debts and expenses and shall be distribute these remaining assets to organizations which qualify for tax exemption under Section 501 (c) (6) of the Internal Revenue Service Code. None of the assets will be distributed to any member, officer or trustee of this organization.