



**BYLAWS
OF
MINNESOTA HEALTH INFORMATION
MANAGEMENT ASSOCIATION**

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**BYLAWS
OF
MINNESOTA HEALTH INFORMATION MANAGEMENT
ASSOCIATION**

Article I **NAME**

1.1 **.Name.**

The name of the organization is Minnesota Health Information Management Association (hereinafter, “MNHIMA”).

Article II **OFFICES AND REGISTERED
AGENT**

2.1 **Offices and Agent.**

MNHIMA shall have and maintain in the State of Minnesota 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 MNHIMA Board of Directors, which also may establish such other offices and agents, within or without the State of Minnesota, as may be deemed necessary.

Article III **PURPOSES**

3.1 **Purposes and Mission.**

The affairs and activities of MNHIMA 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 MNHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients and providers. Its mission is to lead the health informatics and information management community, to advance professional practice and standards in Minnesota, be committed to the development, connectivity and involvement of its members, and empower people to impact health. MNHIMA shall be and is a nonprofit corporation under the laws of the State of Minnesota.

Article IV **MEMBERS**

4.1 **Members.**

MNHIMA shall have one or more types of members, as shall be determined from time to time by the MNHIMA Board of Directors. The members of MNHIMA shall be those qualifying individuals who support the mission and purposes of MNHIMA and of the American Health Information Management Association (“AHIMA”) and are willing to abide by the AHIMA Code of Ethics; apply for membership in MNHIMA and in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The MNHIMA Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or

participation in the programs or services of MNHIMA, 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 MNHIMA, 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 MNHIMA and by AHIMA from time to time. Active Members shall have the right to elect the Board of Directors of MNHIMA, and certain Officers of MNHIMA, as set forth below.

4.3 Types of Members.

The membership of MNHIMA shall include Active, Student, Honorary, and Emeritus members.

4.3.1 Active.

Any professional in the health information management profession or its related fields who meets the qualifications set forth in these Bylaws is eligible for Active membership. Active Members in good standing shall be entitled to full membership privileges including the right to vote on matters before the members.

4.3.2 Student.

A student currently enrolled in a formal certificate or degree granting program directly relevant to AHIMA's Purposes, who meets the qualifications set forth in these Bylaws is eligible for Student membership. A student may retain this type of membership until graduation from that program, or for a maximum of four years or until registering for an AHIMA certification examination. After which 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 to serve in the House of Delegates.

4.3.3 Honorary.

Any individual who has made a significant contribution to health information management science or has rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in MNHIMA by the MNHIMA Board of Directors. Honorary Members shall have no formal responsibilities or voting rights and shall be exempt from the payment of dues. An Honorary Member may hold no other type of membership in AHIMA; however, Honorary Members who were Active Members at the time of their appointment shall retain their voting privileges.

4.3.4 Emeritus.

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

4.4 Application.

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

4.5 Failure to Pay Dues and Fees.

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

4.6 Expulsion.

Any member who violates the Bylaws of AHIMA or MNHIMA, the AHIMA Code of Ethics, the AHIMA Standards for Initial Certification, or the AHIMA Standards for Maintenance of Certification may be expelled from membership in MNHIMA under the procedures set forth in the AHIMA and/or the MNHIMA Policy and Procedure Manuals.

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 AHIMA Board of Directors.

4.8 Annual Meeting of the Members.

There shall be at least one meeting annually to be held prior to the AHIMA Annual Convention and Exhibit. The time and place of such meeting shall be determined by the MNHIMA Board of Directors and fourteen (14) days notice shall be given to all members of MNHIMA.

4.9 Special Meetings of the Members.

Special meetings may be called by the MNHIMA President, MNHIMA Board of Directors, or upon written request of at least 10% of active members of MNHIMA. Fourteen (14) days notice shall be given of such special meeting by the President.

4.10 Waiver of Notice.

A member may waive any notice requirement by signing a written waiver of notice and delivering it to MNHIMA 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 conducting business at any meeting of the membership, and for any elections by the members, shall consist of not less than three percent (3%) of the Active Members of MNHIMA.

Article V BOARD OF DIRECTORS

5.1 Powers and Duties.

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

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by MNHIMA's Board of Directors, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by MNHIMA to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of MNHIMA 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 MNHIMA's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;
- (g) To develop adequate resources to ensure financial stability for MNHIMA's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for MNHIMA;
- (i) To select, retain, support, evaluate the performance of, and discharge the Executive Director of MNHIMA;
- (j) To orient and evaluate the Directors and Officers of the MNHIMA Board of Directors; and
- (k) To render a full report on the financial status and activities of MNHIMA to its members.

5.2 Number and Composition.

The members of the MNHIMA Board of Directors shall be the President, President-Elect, Past President, Secretary, Treasurer, and three (3) Delegate Directors, and the Executive Director (a non-voting member). Committee Chairpersons, Key Focus Area Leaders, Regional Presidents, and student representative(s) are not Board members of MNHIMA, but may be invited to each Board meeting by the President for reporting/observations/communications but are not voting members. All members of the MNHIMA Board of Directors will be Active Members in good standing of AHIMA.

5.3 Regular Meetings.

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

5.4 Special Meetings.

Special meetings of the MNHIMA Board of Directors may be called by the MNHIMA President or upon request (verbal or written) of a quorum of the MNHIMA Board of Directors.

5.5 Notice of Special Meetings.

Written notice stating the place, day and hour of the meeting shall be provided to each Board member, Committee Chairpersons, Regional Presidents, and student representative(s) not less than seven (7) nor more than forty (40) days before the date of the meeting by the President.

5.6 Waiver of Notice.

A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Board of Directors of MNHIMA. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director 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.

5.7 Chairing Meetings.

In the absence of the MNHIMA President, the MNHIMA President-Elect shall assume the duties of President and act according to parliamentary procedures. In the absence of both the President and the President -Elect, a member of the MNHIMA Board of Directors shall be elected by that body to occupy the Chair.

5.8 Quorum.

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

5.9 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, but are not limited to webinars, chat rooms, conference calls, or any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

5.10 Procedure.

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

Article VI **OFFICERS**

6.1 Officers.

The elected officers of MNHIMA shall be the President, President-Elect, Past President, Secretary, Treasurer, and three (3) Delegate Directors. The Executive Director, a Board member, shall have a voice, but no vote, and will not count towards a quorum. 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 Eligibility.

Directors shall be committed to supporting and advancing the mission and purposes of MNHIMA. Directors must be Active Members in good standing of MNHIMA. The President-elect, President, Past President, and Delegate Directors will be AHIMA-Approved credential holders.

6.3 Terms of Board Members.

The Board Members of MNHIMA shall be the President, President-Elect, Past President, Secretary, Treasurer and three (3) Delegate Directors. The President, President-Elect, Past President and Secretary shall hold office for one year. The President shall serve for a term of one year, after having served as President-Elect during the previous year. The retiring President shall automatically become Past President for one year. The Treasurer and Delegate Directors shall hold office for two (2) years. The terms of the Treasurer and the three (3) Delegate Directors will be staggered to maintain continuity in the MNHIMA Board and the delegation to the AHIMA House of Delegates. Terms of office shall begin July 1 and end June 30.

6.4 Election.

The President-elect of MNHIMA shall be elected annually by the Active Members. The President-elect shall assume the office of the President upon the expiration of the President's term of office or in the event of a vacancy in the office. Elections shall be by electronic ballot at a time and under procedures set forth in the MNHIMA Policy and Procedure Manual. Electronic ballots shall be provided to all active members of MNHIMA to be returned within the time set forth by the MNHIMA Board of Directors. Elections shall be a plurality of the votes cast by the active members. In the case of a tie, the election shall be decided by lot. After the ballot has closed, the Executive Director shall report the results of the election to the Nominating Committee Chairperson. The results of the election shall be declared at the annual meeting of MNHIMA. The electees shall assume office July 1 following the annual meeting at which their election is declared. Each Officer shall hold office for the term specified in Section 6.3 of these Bylaws and until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve.

6.5 Resignation.

Any Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of MNHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice, and need not be accepted to be effective. Any Director who is absent from three (3) consecutive meetings of the MNHIMA Board of Directors without good cause acceptable to the MNHIMA Board of Directors shall be deemed to have resigned.

6.6 Removal.

One or more Directors may be removed at the recommendation of the MNHIMA Board of Directors whenever, in its judgment, the best interests of MNHIMA would be served thereby. A Director may be removed by the affirmative vote by the majority of the MNHIMA Board of Directors. Removal of a Director shall be without prejudice to the contract rights, if any, of the person so removed, but election of a Director shall not of itself create contract rights.

6.7 Vacancy of Board Members.

Any vacancy occurring in the MNHIMA Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

6.8 Compensation.

Directors may not be compensated for their services as Directors of MNHIMA, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending MNHIMA Board of Directors meetings or otherwise in connection with the performance of their duties as Directors.

6.9 Duties of Board Members.

The duties of Board Members shall be specified in the MNHIMA Procedure Manual or as specified in the Bylaws, Standing Rules of AHIMA, and the current edition of Robert's Rules of Order.

6.10 Duties of President.

The President shall be the chief elected officer of MNHIMA. The President shall preside at all business meetings of MNHIMA and at the MNHIMA Board of Directors. The President is the Chief Delegate of the MNHIMA delegation at the AHIMA House of Delegates. The President shall be an ex-officio member of all Committees except the Nominating Committee and the Audit Committee. The MNHIMA President will determine, in consultation with the Executive Director, the regular agenda of all meetings of the members, the MNHIMA Board of Directors, and the Executive Committee. The MNHIMA President shall present a report at an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the MNHIMA Board of Directors, act as liaison between MNHIMA's Executive Director and the MNHIMA Board of Directors, and perform such other duties as are inherent in the office of President or as authorized by the MNHIMA Board of Directors. The MNHIMA President must be an Active Member of MNHIMA as well as an AHIMA-approved certificant.

6.11 Duties of President-Elect.

The President-Elect shall assist the President as requested, and perform all presidential duties in the President's absence or inability to act. The President-Elect appoints Committee Chairpersons to serve the next membership year. The President-Elect shall serve as one of MNHIMA's delegates to the AHIMA House of Delegates.

6.12 Duties of Past President.

The Past President shall be responsible for assuring the annual review/revision of the MNHIMA Policy and Procedure Manual. The Past President also serves as Chair of the Nominating Committee.

6.13 Duties of Secretary.

The Secretary shall keep a permanent record of all meetings of the MNHIMA Board of Directors and the membership, as well as complete official correspondence for MNHIMA. The Secretary shall maintain a record of attendance of all MNHIMA Board Members at all MNHIMA Board of Directors meetings, noting absences as excused or unexcused. The Secretary shall notify the President when a member of the MNHIMA Board of Directors has unexcused absences resulting in attendance at less than 75% of the Board of Directors' meetings.

6.14 Duties of Treasurer.

The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of MNHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of MNHIMA, with such depositories as may be designated by the MNHIMA Board of Directors. The Treasurer shall render to the MNHIMA Board of Directors, upon request, an accounting of all financial transactions of MNHIMA and a statement of the financial condition of MNHIMA, and if requested by the MNHIMA Board of Directors, shall cause an annual audit of MNHIMA's financial affairs to be conducted. The Treasurer shall perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the MNHIMA Board of Directors. The Treasurer oversees the financial accounts including investments, oversees and monitors the income and expense practices and procedures to assure conformance with MNHIMA policy and procedure, and presents the financial report to the membership annually. The Treasurer serves as Chair of the Finance Committee and assists the MNHIMA Board of Directors in selecting an accounting firm.

6.15 Duties of Delegate Directors.

The three elected Delegate Directors shall serve as MNHIMA delegates to the AHIMA House of Delegates. The Delegate Directors shall assume responsibilities as defined in the MNHIMA Policy and Procedure Manual and as assigned by the President. The Delegate Directors shall represent MNHIMA to assigned regions of the State of Minnesota.

6.16 Executive Director.

The Executive Director shall be the chief executive officer of MNHIMA and shall be an active member of ~~MNHIMA-AHIMA~~ and hold an ~~AHIMA-approved credential~~. The Executive Director is responsible for monitoring MNHIMA affairs within the constraints of policies, goals, and priorities established by the MNHIMA Board of Directors. The Executive Director shall have the necessary authority and responsibility to operate MNHIMA in all its activities subject to the policies and directions of the MNHIMA Board of Directors. The Executive Director shall undertake his or her duties in accordance with a Job Description approved by the MNHIMA Board of Directors. The Executive Director shall act as the duly authorized representative of MNHIMA in all matters in which the MNHIMA Board of Directors has not formally designated some other person to so act. The Executive Director shall report periodically and as requested to the MNHIMA Board of Directors, and shall provide regular updates to Directors between Board meetings on MNHIMA's activities and finances. The Executive Director is charged with continuous responsibility for the management of MNHIMA, commensurate with the authority

conferred on him or her by the MNHIMA Board of Directors and consistent with the expressed aims and policies of the MNHIMA Board of Directors. The Executive Director is responsible for the application and implementation of established policies in the operation of MNHIMA. The Executive Director shall keep or cause to be kept appropriate records, and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements. The MNHIMA Board of Directors shall authorize reasonable compensation for the Executive Director. The Executive Director shall serve on the MNHIMA Board of Directors *ex officio* without vote.

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. No MNHIMA delegate shall serve more than two (2) consecutive terms.

7.3 Election and Term of Office.

The President and President-elect shall serve as the first two (2) delegates for MNHIMA. The remaining delegates representing MNHIMA are elected by and from the Active Members of MNHIMA. Only Active Members in good standing shall be eligible to serve as a delegate to AHIMA. The Active Members shall nominate and elect Delegates annually by electronic ballot at a time and under procedures set forth in the MNHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. The nominee receiving the next highest number of votes shall be called to serve as an alternate in case an elected delegate finds it impossible to serve during his or her term. In the event that no alternate finds it possible to serve, the President shall appoint a delegate to fill the unexpired term of the delegate from the current officers of MNHIMA. Delegates shall take office in accordance with the CSA Affiliation Agreement following their election.

Article VIII COMMITTEES

8.1 Establishment.

There shall be Standing Committees of MNHIMA of an Executive Committee, a Nominating Committee, a Finance Committee, and an Audit Committee. Other Committees will be identified based on the needs of MNHIMA, and at the discretion of the MNHIMA President and MNHIMA Board of Directors. The MNHIMA Board of Directors may create, combine or

dissolve the Committees, or change their composition or responsibility in support of the Strategic Plan or as the need may arise. Committees shall not preempt the authority of the MNHIMA Board of Directors in any matter.

8.2 Executive Committee.

The Executive Committee shall be comprised of the President, President Elect, and Past President. The Executive Committee shall make a report and recommendations to the full MNHIMA Board of Directors regarding the compensation of the MNHIMA Executive Director. The Executive Committee does not have the authority to make decisions on behalf of the MNHIMA Board of Directors.

8.3 Nominating Committee.

- A. Chairperson: The Chairperson of the Nominating Committee shall be the Past President.
- B. Members: The Nominating Committee shall consist of up to nine (9) members composed of active members including the president from each region or designee, and the Executive Director as a non-voting, ex-officio member.
- C. Vacancies: Vacancies shall be filled by action of the MNHIMA Board of Directors.
- D. Quorum: A majority of the members of the Committee shall constitute a quorum.
- E. Affirmative vote by a majority of members of the Committee shall be necessary for the adoption of any matter.
- F. Duties: The duties of the Nominating Committee shall be to propose at least two (2) candidates, when possible, for each elected position in accordance with the MNHIMA Policy and Procedure Manual.
- G. The term of the Nominating Committee is one year.

8.4 Finance Committee.

- A. Chairperson: The Chairperson of the Finance Committee shall be the Treasurer.
- B. Members: The Finance Committee shall consist of the following members: Treasurer, President, President-Elect, Past President, and the Executive Director.
- C. Vacancies: Vacancies shall be filled by action of the MNHIMA Board of Directors.
- D. Quorum: A majority of the members of the Committee shall constitute a quorum.
- E. Affirmative vote of a majority of the members shall be necessary for the adoption of any matter.
- F. Duties: The Finance Committee shall assist the Executive Director in oversight of all financial matters relevant to the fiscal management of MNHIMA and in accordance with the MNHIMA Policy and Procedure Manual.

8.5 Audit Committee.

- A. Chairpersons: The three elected members of the Audit Committee shall serve as Co-Chairs.
- B. Members: The Audit Committee shall consist of three (3) active members elected for a two-year term by the active membership. Elections are to be staggered, two (2) members one year and one (1) the next, to foster constancy of duties. No current MNHIMA Board member is eligible for election or appointment to the Audit Committee.
- C. Vacancies: Vacancies shall be filled by action of the MNHIMA Board of Directors.
- D. Duties: The Audit Committee will receive the financial records of MNHIMA from the Executive Director for the most immediate fiscal year ending. Audit procedures will be

completed per the MNHIMA Policies and Procedures. The audited report shall be submitted to the MNHIMA Board of Directors for review and approval at the conclusion of the audit.

MNHIMA

8.6 Eligibility.

Only active and student members in good standing shall be eligible to be a Committee Chairperson.

8.7 Term of Committee Chairperson.

A Committee Chairperson shall be appointed by the President-Elect for a one (1) year term. A Chair-Elect appointment is encouraged for continuity.

8.8 Appointments.

Committee Chairpersons are appointed by the President-Elect of MNHIMA except where these Bylaws designate otherwise. Committee members are appointed by the Committee Chairperson with the exception of the Audit Committee members who are elected by the active membership in good standing in MNHIMA.

8.9 Vacancies.

In the case of death and/or incapacity of any Committee Chairperson, the vacancy shall be filled in the same manner as the original appointment. Any Committee member may resign at any time by submitting a written resignation to the Committee Chairperson and the President.

8.10 Attendance at Meetings.

Each Committee Chairperson and Committee member shall attend 75% of the committee meetings. Attendance at less than 75% of the committee meetings, unless excused prior to the meetings, shall constitute resignation. It shall be the responsibility of the Committee Chairperson to maintain a record of attendance (excused and unexcused) for all Committee members.

8.11 Quorum.

The majority of the members of a committee shall constitute a quorum.

8.12 Ad Hoc Committees/Task Forces.

The President shall have the authority to appoint a Chairperson and members of Ad Hoc Committees and/or Task Forces whose function shall be outside the realm of the Standing Committees as directed by the MNHIMA Board of Directors.

8.13 Reports.

An annual report of the Committee, Ad Hoc Committee or Task Force shall be submitted to the President prior to the Annual Meeting.

Article IX -MINNESOTA REGIONAL
HEALTH INFORMATION MANAGEMENT
ASSOCIATIONS (herein designated as
"Regional Association(s)")

9.1 Boundaries.

Regional Associations consist of seven Regional Associations within MNHIMA that help carry on activities related to the mission and purpose of MNHIMA. Regional Associations consist of active, honorary, emeritus and student members.

9.2 Membership.

Membership of the Regional Associations shall be composed of four classes of MNHIMA members: active, emeritus, student, and honorary. Active, honorary, emeritus and student membership shall be in only one Regional Associations. The choice of Regional Association shall be at the discretion of the individual member.

9.3 Officers and Committee Chairmen.

The Officers of the Regional Association shall be President, President-Elect, Secretary and such other as is necessary to conduct the business of the Regional Association. The Officers and Committee Chairmen shall be active registered or active accredited members in good standing. Each Regional Association shall correspond with MNHIMA's term of office.

9.4 Representation.

Regional Association Presidents will represent the Regional Association at the Board of Directors meeting of MNHIMA as provided in Article V Section 5.2.

9.5 Voting Body.

The voting body of a Regional Association shall be limited to the active members in good standing.

9.6 Dues.

A Regional Association may determine in its own Bylaws the amount of Regional Association dues.

9.7 Regional Association Bylaws.

Bylaws and all amendments of each Regional Association shall be submitted for review to MNHIMA prior to submission to the members of the Regional Association for adoption. They shall incorporate the provision governing Regional Associations as provided in these Bylaws and shall not be in conflict with any provisions thereof. After adoption they shall be submitted to the President of MNHIMA for final signature of approval.

Article X **AFFILIATES**

10.1 Affiliates

MNHIMA may from time to time organize affiliates to carry on activities related to the mission and purposes of MNHIMA. Affiliates are organizations with separate legal status such as a corporation, limited liability company, or joint venture entity that are controlled by or under common control with MNHIMA, or in which MNHIMA has a material financial or governance interest. Affiliates may be created by action of the MNHIMA Board of Directors and dissolved in accordance with the terms of their organizing documents. Affiliates shall be governed and

operated in accordance with the terms of their organizing documents, e.g., articles of incorporation; Bylaws; their operating policies and procedures; and their business agreements. If any provision in any organizing document, policy or procedure, or business agreement of an affiliate requires or permits action by MNHIMA, such action may be taken by the MNHIMA Board of Directors or, if so delegated, by the Executive Director of MNHIMA.

Article XI CONTRACTS, CHECKS AND DEPOSITS

11.1 Contracts.

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

11.2 Deposits.

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

11.3 Checks, Drafts and Notes.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of MNHIMA shall be signed by the officer or agent of MNHIMA so designated and in the manner so determined by resolution by the MNHIMA Board of Directors. In the absence of a determination by the MNHIMA Board of Directors, those instruments shall be signed by the Executive Director of MNHIMA.

11.4 Auditing of Financial Records.

MNHIMA's financial records shall be audited at the close of each fiscal year under the direction of the elected MNHIMA Audit Committee, following the MNHIMA Policy and Procedure Manual. An external audit will be completed at least once every five (5) years. The audited report shall be submitted to the MNHIMA Board of Directors for review and approval at the conclusion of the audit.

Article XII EXPENDITURE OF FUNDS

12.1 Annual Budget.

Approval of the annual budget by the MNHIMA Board of Directors shall constitute authority for responsible members of MNHIMA to obligate association funds as provided for in the annual budget.

Article XIII FISCAL YEAR

13.1 Fiscal Year.

The fiscal year of MNHIMA shall be from 01 July through 30 June of the following year.

Article XIV **BOOKS AND RECORDS;
ELECTRONIC COMMUNICATIONS**

14.1 Books and Records.

MNHIMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the MNHIMA Board of Directors, and all committees, and shall keep at the principal office of MNHIMA a record of the names and addresses of the Directors. All books and records of MNHIMA may be inspected by any Director at any reasonable time.

14.2 Electronic Communications.

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

Article XV **CORPORATE/VENDOR
PARTNERS**

15.1 Corporate/Vendor Partners.

Any corporation/vendor interested in the purpose of MNHIMA is eligible for corporate/vendor partnership. Corporate/vendor partnership fees are determined by the MNHIMA Board of Directors and payable on an annual basis to the Central Office of MNHIMA. Such revenue does not represent endorsement of products by MNHIMA and no arrangement or expectation that such corporation will receive any substantial return benefit other than the use or acknowledgement of the name or logo of the person's trade or business, web site address, value- neutral descriptions of products or services, and lists of sponsor's products and services.

Article XVI **DISSOLUTION**

16.1 Dissolution.

MNHIMA 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 MNHIMA, any assets remaining after all obligations have been satisfied or provided, shall be transferred to a nonprofit entity determined by the MNHIMA Board of Directors.

Article XVII **INDEMNIFICATION**

17.1 Indemnification.

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

17.2 Liability Insurance.

MNHIMA's Board of Directors 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 MNHIMA.

Article XVIII **LOANS; CONFLICTS OF INTEREST; COMPLIANCE**

18.1 Loans.

No loans shall be made by MNHIMA to its Directors, Officers or any member/non-member of MNHIMA.

18.2 Conflicts of Interest Policy.

MNHIMA shall adopt and abide by a conflicts of interest policy to protect MNHIMA'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 MNHIMA. 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 XIX **AMENDMENTS**

19.1 Adoption of Amendments.

The power to alter, amend, or repeal the Bylaws of MNHIMA, or to adopt new Bylaws, is vested in the Active Members of MNHIMA. 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 the Active Members to amend the Bylaws may be initiated by the MNHIMA Board of Directors and/or any Active Member of MNHIMA 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 MNHIMA 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.

19.2 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, MNHIMA may restate the Bylaws in their entirety as amended.

Adopted: May 1, 2014

Amended: April 27, 2017

CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify:

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

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on March 28, 2014, by the MNHIMA Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of President this 29 day of April, 2014.



Danika Brinda, President, MNHIMA

