

MISSOURI HEALTH INFORMATION MANAGEMENT ASSOCIATION

BYLAWS

ARTICLE I: NAME

This association shall be known as the Missouri Health Information Management Association.

ARTICLE II: PURPOSE

The Missouri Health Information Management Association is committed to serving its membership by increasing, promoting, and perpetuating the visibility of its members by the following means:

Education – to provide educational opportunities by which members may achieve and sustain professional excellence;

Communication – to disseminate pertinent information to its members by maintaining effective databases and communication linkages; and

Advocacy – to influence issues which impact the collection and use of health information at the state and/or national level.

ARTICLE III: MEMBERSHIP

Section 1. **Membership Classes** – The membership of the Association shall be divided into four classes: (a) Active; (b) Associate; (c) Student; and (d) Affiliate.

Section 2. **Active** – Any American Health Information Management Association (AHIMA) active member in good standing who is employed in or resides in the state of Missouri and selects this State for their State Association membership shall become an active member of this Association upon receipt by this Association of due notice that such individual is an active member of AHIMA. An active member in good standing shall be entitled to vote, to hold office, and to serve as a member of the Board of Directors, Director, Project Manager, Project Team or AHIMA Delegate.

Section 3. **Associate** – The associate membership of this Association shall be composed of the associate members of the American Health Information Management Association who are 1) employed and residing in the state or 2) non-employed associate members residing in the State or 3) associate members living in the State but employed in another State or 4) employed in the State but residing in another State who select Missouri for their State membership by the American Health Information Management Association. They shall be eligible to serve on project teams with voice and vote. They shall not be entitled to other voting privileges, hold office or serve as delegates.

Section 4. **Student** – Any individual who holds student membership in the American Health Information Management Association and who is 1) formally enrolled in a program for Health Information Management or Health Information Technology in this

State and resides in the State or 2) formally enrolled in a program in another State and resides in this State or 3) formally enrolled in a program in this State and resides in another State or 4) formally enrolled in a program in another State and resides in another State and selects this State for Association Membership, shall be a student member of this Association as long as student membership in the American Health Information Management Association continues. A student member shall be entitled to attend only business and educational meetings of this Association without payment of registration fees, but shall not be entitled to vote, to hold office or serve as a member of the Board of Directors, Director, Project Manager, Project Team, or Delegate to the American Health Information Management Association.

Section 5. Application for Membership

- a) All applications for membership shall be in writing on the form provided by the American Health Information Management Association. Total amount of the annual dues, fees and any assessment as provided by the American Health Information Management Association shall accompany the application.

Section 6. Transfer of Active, Associate, or Student Membership – For purposes of membership in this Association, transfer of an individual's membership in this Association to another State Association of the American Health Information Management Association or from such other Component State Association to the Association shall be effective upon receipt by this Association from the American Health Information Management Association of due notice of such transfer.

Section 7. Resignation, Forfeiture, Expulsion, Reinstatement -

- a) Cessation, reinstatement, resignation, forfeiture, or expulsion of an individual's membership shall be effective in this Association upon notice of such action from the Executive Director of the American Health Information Management Association.

Section 8. Cessation of Property Interest - All right, title, and interest, both legal and equitable, of a member in and to the property of this Association shall cease in the event of either of the following: (a) resignation or death; (b) forfeiture of membership or (c) expulsion.

ARTICLE IV: OFFICERS AND DIRECTORS

Section 1. Officers - The officers of this Association shall be the President and President-Elect. The President shall serve for a term of one year having served as President-Elect the previous year or until a successor has been elected/selected and qualified.

Section 2. Directors - There shall be five directors. The retiring President shall automatically become a Director for one year. There shall be two Directors elected for a two year term each year or until a successor has been elected/selected and qualified.

Section 3. Executive Committee - The Executive Committee shall consist of the President, the President-Elect, and the Past-President/Director. The Executive Committee shall act on behalf of the Board of Directors between meetings, make recommendations for all appointed Directors and approve the annual report summary submitted by the President.

Section 4. Directors - The four elected Directors shall be appointed annually by the Executive Committee for assignments based on the strategic plan of the MHIMA.

Section 5. Eligibility - Only active members in good standing shall be eligible to serve as Officers and Directors. The duties of the Officers and Directors are outlined in Article V and Article VII. Each Officer and Director must physically reside or be employed in the State of Missouri for the entire term of each office or succession of offices.

Section 6. Nominations - Nominations shall be made by a Nominating Project Team as provided for in Article VIII, Section 1. Only individuals who meet the eligibility requirements for Officer and Director as outlined in Article IV, Section 5 and the qualifications for Officers and Directors as defined in the Nominating Project Team procedures may be nominated for office.

Section 7. Election - Voting for Officers and Directors shall be by a plurality of the votes cast by the active members in good standing. In case of a tie, the election shall be decided by lot. Voting may be electronic or by mail ballot. Officers and Directors shall assume office on July 1 following their election with the exception of the President who shall assume office on July 1 the following year, having served as President-Elect for the preceding year.

Section 8. Vacancies - In case of death, incapacity, written resignation or ineligibility as outlined in Article IV, Section 5 of any Officer or Director during his term of office, the vacancy shall be filled as outlined in Article V, Section 2 and Section 3. All other vacancies may be filled or left unfilled at the discretion of the Board of Directors.

Section 9. Removal from Office - Any elected or appointed Officer or Director of this Association may be removed for cause by the Board of Directors provided each action is taken by a majority vote of the members of the Board of Directors. Any elected or appointed Officer or Director of this Association will automatically be removed from his position upon cessation of meeting eligibility requirements set forth in Article IV, Section 5.

ARTICLE V, DUTIES OF OFFICERS

Section 1. The President shall become familiar with the Procedures for Component State Associations established by the American Health Information Management Association and be guided by these procedures in directing the activities of the Officers, Directors, Project Managers, and Project Teams. The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee, and shall appoint with the approval of the Executive Committee, the Directors and Project Managers except as otherwise provided. The President shall be an ex-officio member of all project teams except the Nominating Project Team, and shall perform such other duties as the Board of Directors and the Executive Committee may determine. The President shall serve as Chief Delegate.

Section 2. The President-Elect shall perform duties as assigned by the President and assume the duties of the President in his temporary absence or temporary inability to serve. The President-Elect shall select the time and place of the next Annual meeting.

In the event of the death or permanent inability of the President to act, the President-Elect will succeed to the Office of President. He shall serve for the remaining term of the replaced President as the "Acting President" and the one year term of office as President to which he would have succeeded if the current President had fulfilled his term of office.

Section 3. Succession - If the office of President-Elect becomes permanently vacated, the President shall choose one of the Directors to succeed to the office of President-Elect with the right of succession to the Office of President except as is outlined in Article V, Section 2. The Board of Directors must make final approval of the President-Elect.

ARTICLE VI: MEETINGS

Section 1. The annual meeting of this Association shall be held at a time and place designated by the President-Elect and approved by the Board of Directors.

Section 2. Official Call - The Board of Directors shall authorize circulation of a printed notice stating the place, day, and hour of the annual meeting. Such notice shall be circulated at least thirty (30) days in advance of said meeting, and shall be published in the official State bulletin, or otherwise delivered to each member.

Section 3. Special meetings may be called by the President or by a majority of the Board of Directors, or upon written request of not less than eight percent (8%) of the active members of this Association. Thirty (30) days notice shall be given of the special meeting. The purpose of the meeting shall be stated in the call and no other business shall be transacted.

Section 4. Voting Body - Each active member in good standing shall be entitled to 1 one vote on each matter presented to a vote at any meeting of the membership. To be entitled to vote, active members must be present at the meeting and vote in person and not by proxy,

Section 5. Quorum - Eight percent (8%) of the active members in good standing shall constitute a quorum for the transaction of business at all meetings of the Association. The affirmative vote of the majority of the members present at a meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the members unless a greater proportion is required by these bylaws.

Section 6. Cancellation - In the event of a national emergency or other circumstances prohibiting the holding of an Annual Meeting, the Board of Directors may cancel the Meeting and prompt notice thereof shall be given to all members of the Association.

ARTICLE VII: THE BOARD OF DIRECTORS

Section 1. Board of Directors - There shall be a Board of Directors composed of the President, President-Elect, the Past-President/Director, four elected Directors, and the elected Delegates.

Section 2. 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 these bylaws, directed or required to be exercised by

the Board of Directors, including but not limited to: (a) provide for an audit of the Association's financial accounts; (b) approve depository for Association funds; (c) approve appointments of Directors and/or Project Managers made by the Executive Committee; (d) fill vacancies in office as outlined in Articles IV and V; (e) report through the President at the Annual Meeting; and (f) set dues annually for corporate and affiliate memberships.

Section 3. Strategic Plan - The Board of Directors shall prepare and oversee the implementation of a long range strategic plan for the Missouri Health Information Management Association. The strategic plan is developed by the Board of Directors in with input from the Directors, Delegates, Project Managers, and Regional representatives. The plan is updated annually by the Board of Directors and posted to the MHIMA webpage for member information.

Section 4. Meetings - The Board shall meet immediately preceding the Annual Meeting, and on call of the President at such times as may be deemed advisable during the year, or at the written request of four members of the Board of Directors. Ten (10) days notice shall be given.

Section 5. Business by Electronically or by mail - Matters requiring action between meetings of the Board of Directors, which in the opinion of the President do not warrant a call meeting, may be decided by electronic or mail vote. All such action shall be ratified at the next meeting.

Section 6. Quorum - A majority of the members of the Board of Directors shall constitute a quorum.

Section 7. Regional Representation - Regional associations who have been recognized by the MHIMA Board of Directors by January 1st shall select/elect an Active Member of AHIMA in good standing to represent their association at meetings of the MHIMA Board of Directors with voice but without vote.

ARTICLE VIII: COMMITTEES, STRATEGY MANAGERS AND PROJECT MANAGERS

Section 1. Establishment - There shall be a Nominating Project Team and other such Project Teams as necessary to conduct the business of the Association, Such composition, size and duties of the Project Teams shall be set forth in the Association's Policy and Procedure Manual subject to approval of the Board of Directors.

Section 2. Directors/Project Managers - All other functions shall be performed by teams of Directors and their subordinates "Project Managers", accountable to the Executive Committee.

Section 3. Directors/Delegates - Directors and Delegates are accountable to the Board of Directors through the Executive Committee for the implementation of their strategies as charged. The four elected Directors and elected Delegates shall be appointed with their respective assignments to be determined by the Executive Committee. The responsibilities and duties of each Director and Delegate shall be set forth in the Association's Policy and Procedure Manual subject to approval of the Board of Directors.

Section 4. Project Managers - The Project Managers, appointed by the appropriate Directors with approval of the Board of Directors, shall be responsible for carrying out the duties required by their assigned projects. The Project Manager may appoint such number of members as necessary to assist them in the performance of their assignments. The responsibilities and duties of the Project Managers shall be set forth in the Association's Policy and Procedure Manual subject to approval of the Board of Directors.

Section 5. Eligibility - Active, associate, and corporate members in good standing shall be eligible to serve as members of project teams except as otherwise provided for by these bylaws.

Section 6. Reports - Each Project Manager shall present a written report to his respective Director five (5) weeks prior to the Annual Meeting. The Director will verify the reports submitted by their Project Managers and submit them to the President three (3) weeks prior to the Annual Meeting for presentation.

Section 7. Vacancies - The provisions for the filling of vacancies on project teams shall be set forth in the Association's Policy and Procedure Manual.

Section 8. Quorum - A majority of the members of any project team constitute a quorum.

ARTICLE IX: FINANCE

Section 1. The fiscal year shall be from January 1 through December 31. The association year shall be from July 1 through June 30.

Section 2. Dues - Dues for active, associate, 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 designated Director or agent of this Association.

Section 3. Checks, drafts, etc. - All checks, drafts, or other orders for payment of money issued in the name of this Association shall be signed by individuals as authorized by the Board of Directors.

Section 4. Financial Plan – The President shall oversee the development of a long range financial plan for the Missouri Health Information Management Association. The financial plan shall be developed annually in consultation with the Board of Directors and submitted for review at the Association Annual meeting.

Section 5. Treasurer-The MHIMA treasure will be appointed by the President and shall be a member of MHIMA. The Board of Directors must make the final approval of the treasurer.

ARTICLE X: REPRESENTATION

Section 1. House of Delegates - This Association shall be represented in the House of Delegates of the American Health Information Management Association by a minimum of one Delegate. If there are 150 or less active members of this Association, then this Association shall be represented by one Delegate. Beginning with 151 active members and for each additional 100 active members, this Association shall be represented by one additional Delegate. In no event shall this Association be represented by more than five Delegates. The appointment shall be based on active membership of this Association on record in the Executive Office of the American Health Information Management Association at the close of business on June 30 of the current year.

Section 2. Nomination and Election - The President-Elect shall automatically serve as one of the delegates. Nominations for additional delegates shall be made by the Nominating Project Team and election shall be by electronic ballot of active members in good standing. The ballot shall indicate the member classification of each nominee. A plurality vote shall elect. If a delegate finds it is impossible to attend, the alternate with the next highest number of votes shall serve. In the event the alternate also cannot attend, the Executive Board shall select a member who fulfills the eligibility requirements to serve.

Section 3. Term of Office - The delegate term of office shall be two years and shall be staggered to maintain continuity in the House of Delegates and in the State Delegation. The alternate delegates also serve a concurrent two year term of office. No delegate may serve more than two consecutive terms. The delegate term of office shall begin on July 1 following their election.

Section 4. Eligibility and Qualifications - Only active members in good standing who designate membership in the State of Missouri, at the time of the MHIMA Annual Meeting may serve as delegates to the American Health Information Management Association. All delegates should attend the Annual Business Meeting or shall be subject to forfeiture of their right as a delegate, pending the final decision of the President.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The latest edition of **Robert's Rule of Order Newly Revised** shall govern this Association in all cases not covered by these bylaws or those of the American Health Information Management Association.

ARTICLE XII: AMENDMENTS

Section 1. Authority - The authority to amend these bylaws shall be vested solely in the active members of this Association. Two-thirds of the votes cast by the active members shall be sufficient to alter, repeal, or adopt any new bylaw amendment, provided that a copy of the proposed amendment has been sent to the members at least thirty (30) days before the meeting at which it is to be presented.

Section 2. Initiation - A proposal for the alteration, repeal, or adoption of new bylaw amendments may be initiated by the Board of Directors or any active member. The Bylaw Project Team shall review each bylaw amendment and prepare it for submission to the active members with any technical changes in conforming amendments to the proposal and any explanatory comments or recommendations as the Board of Directors shall deem necessary.

Section 3. 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 4. Conformance - The bylaws shall not conflict with any provisions of the bylaws of the American Health Information Management Association affecting State Associations. Such provisions shall be binding upon this Association and shall be presented to the membership for formal adoption as amendments at the **first** meeting of the State Association following the meeting of the American Health Information Management Association.

Section 5. Notice - Written or printed notice of any proposal for alteration, repeal or adoption of any new bylaw shall be mailed to the members 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 the current bylaw, the proposed bylaw, and any comments or recommendations of the Bylaw Project Team and Board of Directors.

Section 6. Without Notice - By a ninety percent (90%) vote of the active members present, a proposal to amend the bylaws may be made and acted upon at the same meeting without prior notice, as defined in Article XII, Section 1 and Section 5. A ninety percent (90%) vote of the active members present shall likewise be required for adoption of such amendments.

ARTICLE XIII: DISSOLUTION

This association 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 this Association, any assets remaining after all obligations have been satisfied or proved for, shall be transferred to a nonprofit entity determined by the Board of Directors.

Dates of Review/Revision

Adopted: 09/19/91
Revised: 05-92, 11-93, 09-94, 04-95, 04-97, 05-02, 04-2003, 4-2005, 4-2010
AHIMA Approval: 5/15/97, 07/01/02, 3-2005