

BYLAWS OF THE OREGON HEALTH INFORMATION MANAGEMENT ASSOCIATION

ARTICLE I: NAME

This organization shall be known as the Oregon Health Information Management Association, herein referred to as OrHIMA.

ARTICLE II: PURPOSE

The purpose of OrHIMA is to commit to excellence in the management of health information for the benefit of patients and providers within the state of Oregon.

ARTICLE III: MEMBERSHIP, RIGHTS AND PRIVILEGES

Section 1. *Composition.*

The membership of OrHIMA shall be divided into three (3) classes:

- A. Active
- B. Student
- C. Honorary

Section 2. *Active.*

Individuals interested in the OrHIMA 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.

Section 3. *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 (s)he 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.

Section 4. *Honorary*

Any person who made a significant contribution to health information management or rendered distinguished service in the health information management profession or its related fields may be elected to honorary membership in OrHIMA at the recommendation of the Board of Directors, and approved by a unanimous vote of the active members present and voting at an Annual Meeting. These members shall be exempt from dues. An honorary member may hold no other class of membership in OrHIMA.

Section 5. *Application for Membership and Fees*

All applications for national membership shall be in the approved format and shall be accompanied by the amount of annual dues, fee, and/or assessment as specified. State membership shall be automatic when joining the national association.

Section 6. *Expulsion*

Any member who shall violate the Bylaws, Code of Ethics, the Standards for Initial Certification, or the Standards for Maintenance of Certification may be expelled from membership. An individual's expulsion from OrHIMA membership shall be effective when AHIMA indicates such as was taken.

Section 7. Forfeiture

Dues and assessments shall be paid within thirty (30) days after the renewal date. Membership shall be forfeited if dues and assessments are not paid by the payment deadline. An individual's forfeiture of membership in OrHIMA shall be effective when AHIMA indicates such action was taken.

Section 8. Resignation.

Any member may resign by submitting a resignation in writing. An individual's membership in OrHIMA shall be effective upon notice directly received from AHIMA of such action.

Section 9. Reinstatement.

9.1 *Resigned former member:* A former member whose resignation has been accepted by AHIMA shall be reinstated upon application and payment of the current year's dues and assessments. An individual's reinstatement in OrHIMA shall be effective upon notice received from AHIMA of such action taken.

9.2 *Forfeited membership:* 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 AHIMA Board of Directors.

9.3 *Inactive Member:* An inactive member may be restored to the class of membership previously held upon application and payment of any difference in dues and assessments to AHIMA.

ARTICLE IV: MEMBERS' MEETINGS

Section 1. Annual Meeting.

The Annual Meeting shall be held at such place and time as the Board of Directors shall determine.

Section 2. Special Meetings.

Special meetings of the membership may be called by the President, or by written request to the President from at least fifteen percent (15%) of the active members of OrHIMA. The date, time and method shall be determined by the Board of Directors. The purpose of the special meeting shall be stated in the call to order and no other business shall be transacted.

Section 3. Official Call.

Written notice stating the place, date and hour of state meetings shall be provided by the Board of Directors to the membership not less than fifteen (15) days or more than sixty (60) days prior to the meeting date.

Section 4. Voting Rights.

Only Active Members shall be entitled to one vote on each issue presented for a vote. Proxy votes shall not be allowed.

Section 5. Quorum.

At any annual or special meeting, a quorum shall exist if at least fifteen (15%) of the active membership is present.

Section 6. New Business

The affirmative vote of two-thirds of the members present and voting shall be required to consider new business. An affirmative vote by a majority of the members present and voting shall be required to pass new business with prior notice.

Prior notice consists of written notice by a member to all OrHIMA members, provided at least 30 days prior to the meeting. In the event new business is presented to the members without prior notice, the

affirmative vote of ninety percent of the members present at the meeting shall be required to pass new business. The term "new business" does not include proposed Bylaw amendments.

Section 7. Cancellation.

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

ARTICLE V: BOARD OF DIRECTORS

Section 1. Composition.

The OrHIMA Board of Directors shall be comprised of ten (10) members, 4 Officers: A President, President-Elect, Secretary, and Treasurer, and six (6) Directors: one (1) Past President, four (4) elected Directors (Education, Public Relations, Legislation, and Communications) and one (1) appointed Director by the President-Elect. Nine of the ten Board members shall be elected by the membership of OrHIMA, except the one Director appointed by the President-Elect. A majority of the Board of Directors shall be AHIMA-approved credential holders.

Section 2. Powers and Duties.

The Board of Directors shall manage and control the property, business and affairs of OrHIMA and exercise all such power of OrHIMA as are by law, by these Bylaws, and the OrHIMA Policies and Procedures. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

Section 3. Meetings.

The Board of Directors shall conduct at least quarterly meetings. Special meetings may be called by the President, or at the request of a majority of the Board of Directors. Meetings may be conducted by the technology of preference, after determining that all Board of Directors have the media available and consent to the use of such media. 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 the Board of Directors voting via email, by mail or by telephone. All such actions shall be ratified at the next meeting.

Section 4. Quorum.

The majority of the membership of the Board of Directors constitutes a quorum. The affirmative vote of a majority of members present shall be necessary for the adoption of any matter unless otherwise required by law and these Bylaws. No proxies shall be permitted.

ARTICLE VI: OFFICERS AND DIRECTORS

Section 1. Officers.

The elected officers of OrHIMA shall be: President, President-Elect, Secretary, and Treasurer, who are responsible for the core operations of the organization.

Section 2. Directors.

There shall be ten (10) Directors serving on the Board: the four (4) elected officers and remaining six (6) Directors, [5 elected Directors and 1 appointed Director]. The Past President shall automatically become a Director during the last year in office.

Section 3. Term of Office.

3.1 *President Elect* shall serve for a term of three (3) years, continuing on as President, then Past President.

3.2 *Treasurer* shall serve for a term of two (2) years.

3.3 *Secretary* shall serve for a term of one (1) year.

3.4 *Elected Directors (4)* shall serve for a term of two (2) years.

3.5 *Appointed Director (1)* shall serve for a term of one (1) year.

Section 4. Eligibility.

Only Active Members shall be eligible to serve on the OrHIMA Board of Directors. The President-elect, President and Past President will be AHIMA-approved credential holders. Additional eligibility requirements are delineated in the OrHIMA Policy and Procedure Manual.

Section 5. Nomination.

Nominations for the OrHIMA Board of Directors shall be made by the Nominating Committee; as provided in Article IX: Standing Committees, Section 4. Nominating Committee.

Section 6. Election.

6.1 *Ballots* provided to all active members of OrHIMA are to be returned in the time set forth by the Board of Directors, which shall be at least 30 days prior to the annual meeting.

6.2 *Election* shall be by a plurality of the votes cast by the active members. In case of a tie, the election shall be decided by lot.

6.3 *Verification of the ballots* shall occur after the ballots have been received. Only those ballots received before the deadline shall be counted. The Credentials Committee shall meet within 15 days after the deadline for receipt of ballots to verify the votes and report to the Board of Directors.

6.4 *Results of the election* shall be declared to the membership within forty-five (45) days after the deadline for receipt of ballot. The elected individuals shall assume office July 1 of each year.

Section 7. Powers and Duties.

7.1 *President* shall preside at all Annual and special meetings of the general membership and the Board of Directors. The President shall be an ex-officio member of all Committees and Project task groups except the Nominating Committee. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

7.2 *President-Elect* shall perform all presidential duties in the President's absence or inability to act. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

7.3 *Secretary* shall record and keep the minutes of the Board of Directors, Annual and Special Meetings, and interim business addressed between Board of Directors meetings. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

7.4 *Treasurer* shall be in charge of all OrHIMA funds. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

7.5 *Directors: Past President (1), Elected Directors (4) and Appointed Director (1)*. Each Director shall complete specific goals and/or strategies as assigned by the Board of Directors. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

Section 8. Vacancies.

In case of death, incapacity, or written resignation of a Director during their term of office, the vacancy shall be filled by action of the Board of Directors.

Section 9. Removal.

Any of the ten (10) elected or appointed Directors of OrHIMA may be removed for cause by the Board of Directors, provided such action is taken by a majority vote of the members of the Board.

ARTICLE VII: OTHER VOLUNTEER LEADERS

Section 1. *Other Leadership Positions.*

- 1.1 *Project Managers:* As many Project Managers as needed shall be appointed and assigned duties by their supervising Board Director, with funds allocated to complete their responsibilities. The number of Project Managers may vary from year to year depending upon the goals of the organization. Not all Project Managers will have Project Appointees. All Project Managers shall be active members.
- 1.2 *Project Appointees:* All Project Appointees shall be appointed by a Project Manager. The number of appointees reporting to a Project Manager shall be determined by the responsibilities to be completed by each Project Manager. All Project Appointees shall be an OrHIMA member of any membership class.

Section 2. *Term of Office.*

- 2.1 *Project Managers* shall serve a one (1) year term, which may be renewed at the request of the President-Elect.
- 2.2 *Project Appointees* shall serve as needed throughout the year.

Section 3. *Eligibility.*

- 3.1 *Project Manager:* Only Active Members shall be eligible to serve as Project Managers. Additional eligibility requirements are delineated in the OrHIMA Policies and Procedures.
- 3.2 *Project Appointees:* Any member shall be eligible to serve as an appointee of a Project Manager.

Section 4. *Powers and Duties.*

- 4.1 *Project Managers:* Each Project Manager shall ensure that their assignments, as approved by the Board of Directors, are accomplished timely. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.
- 4.2 *Project Appointees:* These individuals shall complete specific projects and assignments pertaining to the organization's goals and long-range strategic plan as directed by their Project Manager. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

Section 5. *Meetings.*

Project Managers shall determine their meeting schedule with input from their appointees. Meetings may be called as frequently as needed by the Project Manager.

Section 6. *Vacancies.*

- 6.1 *Project Managers:* In case of death, incapacity, or written resignation of a Project Manager during their term of office, the vacancy shall be filled by action of the Board of Directors.
- 6.2 *Project Appointees:* In case of death, incapacity, or written resignation of a Project Appointee, the vacancy shall be filled by action of the appointing Project Manager.

Section 7. *Removal.*

- 7.1 *Project Manager:* A Project Manager may be removed for due cause and by a majority vote of the Board of Directors. A vacancy created by such removal may be filled for the remainder of the unexpired term by action of the Board of Directors.
- 7.2 *Project Appointee:* A Project Appointee may be removed by the Project Manager who appointed them. A replacement may be appointed to complete the project if the Project Manager deems necessary.

ARTICLE VIII: DELEGATES TO AHIMA

Section 1. *Delegates to AHIMA.*

All Delegates shall be elected, active members of the OrHIMA Board of Directors. The number of OrHIMA Delegates shall be as specified in AHIMA's Bylaws. The process for selecting OrHIMA Delegates is delineated in the OrHIMA Policy and Procedure Manual.

Section 2. *Powers and Duties.*

Delegates shall represent OrHIMA members through active participation in AHIMA's House of Delegates to conduct AHIMA business. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

ARTICLE IX: STANDING COMMITTEES

Section 1. *Establishment.*

There shall be a Nominating Committee, Credentials Committee, and other committees as deemed necessary by the Board of Directors. The composition, size and duties of committees, with the exception of the Nominating Committee, shall be set forth in OrHIMA's Policies and Procedures and subject to the approval of the Board of Directors.

Section 2. *Quorum.*

A majority of the members of any Committee shall constitute a quorum. Affirmative vote of a majority of members present shall be necessary for the adoption of any matter.

Section 3. *Powers and Duties*

Each Committee shall ensure that their assignments are accomplished timely. Additional powers and duties are delineated in the OrHIMA Policy and Procedure Manual.

Section 4. *Nominating Committee.*

- 4.1 *Nominating Committee Project Manager:* The Project Manager of the Nominating Committee shall be an Active Member. The President-Elect shall appoint the Project Manager with Board of Directors approval.
- 4.2 *Members:* The Nominating Committee shall consist of four (4) Active Members, and the Project Manager. The four (4) nominees elected by the Active members present at the Annual Meeting need not be present to be elected.
- 4.3 *Duties:* The duties of this Committee shall be to prepare a ballot consisting of at least two (2) candidates for each elected position in accordance with the OrHIMA Policy and Procedure Manual. The ballot shall include instructions for completion and be available to all Active Members at least forty-five (45) days prior to the Annual Meeting.

Section 5. *Credentials Committee.*

- 5.1 *Credentials Committee Project Manager* shall be an Active member. The President-Elect shall appoint the Project Manager with Board of Directors approval.
- 5.2 *Members* of the Credentials Committee shall consist of the Project Manager and at least four Active members appointed by the Project Manager.
- 5.3 *Duties* of the Credentials Committee shall be:
 - 5.3.1 Confirm the eligibility of the OrHIMA Nominating Committee nominees.
 - 5.3.2 Confirm the eligibility of those voting.
 - 5.3.3 Verify and count ballots.
 - 5.3.4 Provide a Teller's Report.

ARTICLE X: FINANCES

Section 1. *Fiscal Year.*

The Fiscal Year shall be July 1st through June 30th.

Section 2. *Responsibilities.*

The Board of Directors shall have the authority to establish such procedures as it considers appropriate to assure adequate budgetary and financial controls for OrHIMA. Approval of the annual budget by the Board of Directors shall constitute authority for responsible officials of OrHIMA to obligate organization funds as provided for in the annual budget.

Section 3. *Treasurer.*

The Treasurer of OrHIMA shall perform all duties that pertain to the office of the Treasurer and that may be assigned by the President or the Board of Directors. In the absence of the Treasurer, the Board of Directors has the authority to designate an acting Treasurer who shall perform all duties so associated.

Section 4. *Dues.*

AHIMA shall determine the dues associated for the various membership categories, which shall be paid by the members directly to AHIMA, and a portion of these dues shall be rebated to the Treasurer of OrHIMA.

Section 5. *Assessments.*

An assessment may be levied for a specific purpose upon recommendation of the Board of Directors and a two-thirds (2/3) vote of the active members present at an annual or special meeting at which the assessment will be considered, provided that prior notice of the proposed assessment has been communicated to all members at least forty-five (45) days prior to the meeting.

Section 6. *Depositories and Investments.*

All funds of OrHIMA not otherwise employed shall be deposited from time to time to the credit of OrHIMA in such depositories as the Board of Directors may designate. Unless otherwise specified by the term of a particular gift, bequest, grant or other instrument, the funds of OrHIMA may be invested in such a manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds.

Section 7. *Checks, Drafts, Notes, etc.*

All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness issued on the name of OrHIMA shall be signed by the Treasurer or other authorized Director as shall be from time to time determined by the Board of Directors.

ARTICLE XI: REGISTERED OFFICE AND AGENT

The organization 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 Oregon as the board of directors may from time to time determine.

ARTICLE XII: AMENDMENTS OF BYLAWS

Section 1. *Authority.*

The authority to amend these Bylaws shall be vested solely with the Active members. Two thirds of the votes cast shall be required to adopt any amendments.

Section 2. *Initiation.*

A proposal for the amendments of the Bylaws to be submitted to the Active members shall be initiated by the Board of Directors, the Bylaws Committee, and/or any Active member.

Section 3. *Submission.*

Proposed bylaw amendments shall be submitted in the prescribed three (3) column format: current bylaws, proposed amendment and rationale for change. Before being voted on by the OrHIMA Active members the proposed amendments shall be reviewed and approved as delineated in the OrHIMA Policy and Procedure Manual.

Section 4. *Notice.*

The Board of Directors shall provide the proposed bylaw amendments to the Active Members at least thirty (30) days prior to the vote at the Annual Meeting.

Section 5. *No Prior Notice.*

The affirmative vote of two-thirds of the Active members present and voting shall be required to consider a proposal to amend the Bylaws without prior notice. An affirmative vote by a ninety percent of the Active members present and voting shall be required to adopt such amendments.

ARTICLE XIII: DISSOLUTION

OrHIMA 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 OrHIMA, 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 XIV: INDEMNIFICATION OF DIRECTORS AND PROJECT MANAGERS

The organization will indemnify all Directors and Project Managers of OrHIMA to the full extent permitted by the Act and may indemnify other persons acting for and on behalf of the organization.