



**PROPOSAL FOR AMENDMENT  
OF A MAIN MOTION, INCLUDING A PROPOSED BYLAW AMENDMENT**

**WE MOVE TO AMEND ARTICLE III PURPOSES, SECTION 3.1 PURPOSES AND MISSION:**

**Inserted words are underscored; Deleted words are struck; Bolded terms are for emphasis.**

**3.1 Purposes and Mission.** The affairs and activities of AHIMA 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** (emphasis added) of AHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients, providers, and other users of health information. ~~Its mission is:~~ AHIMA is a professional membership organization whose mission is to benefit its members, advocate for their professional interests and needs, and promote the advancement of the profession and the integrity of health information. ~~empowering people to impact health.~~ AHIMA shall be and is a nonprofit corporation under the laws of the State of Illinois.

**RATIONALE** (Does the motion support the AHIMA Mission, Vision and Strategic Plan? How does it impact the profession, existing programs, or CAs? Does the motion generate expense and/or revenue?):

AHIMA is a 501(c)(6) non-profit. A 501(c)(6) Trade or Professional Association is defined as an association **whose purpose is to improve conditions for their members.**

AHIMA is a professional association. A professional association is defined as “an organization consisting of mission, objectives, structures, and processes **centered about the education and development of a voluntary membership** situated in the intersecting contexts of specific fields of knowledge and practices, clientele, and values” (Rusaw 1995, p. 217).

To ensure that AHIMA’s mission, as a professional membership organization, represents and benefits its members, the following actions are proposed:

- A mission be created that:
  - a. Describes the Association’s responsibilities **to its members**
  - b. Is consistent in content with a professional association
  - c. Is supportive of the association’s legal status as a 501(c)6 organization
- To be supportive of the Association’s legal status: The mission of a 501c6 professional organization “is to aid in professional development through in-person conferences, online resources, and continued learning opportunities. When concerns arise, professional associations can also work alongside board members and industry lawmakers to advocate for policy changes to an organization’s bylaws, leadership updates, and stronger employee protections.” <https://joinit.com/membership-organizations-guide>



- AHIMA’s Current published Mission—“Our Mission: Empowering people to impact health®” does not describe the Association’s responsibilities to its member, is not consistent in content with a professional association (but rather a Social Advocacy group), and therefore, does not support the Association’s legal status.

**The proposed Mission is offered to clearly define the Association’s responsibilities to its members.**

**LIMITS ON AMENDMENTS TO A BYLAW AMENDMENT:**

1. **An amendment to a proposed Bylaw amendment must address the same subject matter as the bylaw amendment.**
2. **An amendment to a proposed Bylaw amendment must be WITHIN SCOPE OF NOTICE, meaning it may not propose a change that is greater than what the Bylaw amendment is proposing.**
3. **If uncertain as to compliance with these limits, consult with the Speaker and/or the Parliamentarian, who will work together to decide if the proposed amendment to the Bylaw amendment will be ruled in order, or not, and to let the proposer know in advance, if possible.**

**SIGNATURE:** See List Below **CA:** \_\_\_\_\_

**SECONDED BY:** See List Below **DATE:** 6/1/2024; 9/7/2024

**Submit by:** *Provide a copy to the Speaker of the HoD at [profession.governance@ahima.org](mailto:profession.governance@ahima.org) by September 26, 2024.*

**SIGNATURE LIST APPEARS ON NEXT PAGE**



**SIGNATURE LIST BELOW**

**SIGNATURE:** Charlotte S. Barrett RD  
Charlotte S. Barrett, MBA, RHIA, FACHE, Past AHIMA President 1983-1984

**SIGNATURE:** Melanie S. Brodnik RD  
Melanie S. Brodnik, Ph.D., MS, RHIA, FAHIMA, Past AHIMA President 2004

**SIGNATURE:** Claire R. Dixon-Lee  
Claire R. Dixon-Lee, Ph.D., CPH, RHIA, FAHIMA, Past AHIMA President 1999

**SIGNATURE:** Rose T. Dunn  
Rose T. Dunn, MBA, RHIA, FACHE, FAHIMA, Past AHIMA President 1993-1994

**SIGNATURE:** Barbara P. Fuller RD  
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**SIGNATURE:** Merida L. Johns RD  
Merida L. Johns, Ph.D., RHIA, Past AHIMA President 1997

**SIGNATURE:** Barbara Lee Peace RD  
Barbara Lee Peace, RHIA, Past AHIMA President 1989-1990



**PROPOSAL FOR AMENDMENT  
OF A MAIN MOTION, INCLUDING A PROPOSED BYLAW AMENDMENT**

**WE MOVE TO AMEND ARTICLE V BOARD OF DIRECTORS, SECTION 5.1:**

**Inserted words are underscored; Deleted words are struck.**

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

- (a) To establish in accordance with AHIMA's mission the ~~mission, purposes,~~ goals, and program priorities to be implemented by AHIMA's Chief Executive Officer and staff, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by AHIMA to carry out its mission;
- ~~(c) To determine and set overall policy;~~
- (d) To advocate the mission, values, accomplishments, and goals of AHIMA 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 AHIMA's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;
- (g) To develop adequate resources to ensure financial stability for AHIMA's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for AHIMA and its related entities, including but not limited to the creation of new affiliates and integrated commissions;
- (i) To select, retain, support, evaluate the performance of, and discharge the Chief Executive Officer of AHIMA;
- (j) To orient and evaluate the Directors and Officers of the Board of Directors; and
- (k) To render a year-to-date report on the financial status and activities of AHIMA to the House of Delegates at the AHIMA conference and a full report to the Members.

**RATIONALE** (Does the motion support the AHIMA Mission, Vision and Strategic Plan? How does it impact the profession, existing programs, or CAs? Does the motion generate expense and/or revenue?):

This proposed amendment further supports and clarifies the authority for adjusting the Bylaws of AHIMA. This change is required to be in accordance with the amendment of Article 7.1 and ensure consistency with Article 18.1.

Eliminates redundancy and overly broad statement. Requires re-numbering of the remaining clauses.

This proposed Amendment should result in no additional expense to AHIMA.



**LIMITS ON AMENDMENTS TO A BYLAW AMENDMENT:**

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**SIGNATURE:** See List Below **CA:** \_\_\_\_\_

**SECONDED BY:** See List Below **DATE:** August 16, 2024; September 7, 2024

**Submit by:** Provide a copy to the Speaker of the HoD at [profession.governance@ahima.org](mailto:profession.governance@ahima.org) by September 26, 2024.

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Barbara Lee Peace, RHIA, Past AHIMA President 1989-1990



**PROPOSAL FOR AMENDMENT  
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**WE MOVE TO AMEND ARTICLE VII HOUSE OF DELEGATES, SECTION 7.1 PURPOSE:**

**Inserted words are underscored.**

7.1 Purpose. The House of Delegates shall exist to govern the profession of health information by providing a forum for membership and to discuss, review, enhance profession-related issues and to establish and maintain the organization's mission and the professional standards of the membership.

The House of Delegates advises the Board of Directors on matters of importance to the Professional and Student Members and Delegates of AHIMA and to the health information community at large.

Core roles of the House of Delegates will include, but not be limited to, adopting and maintaining a code of ethics, adopting and maintaining standards governing the health information profession, and developing position statements and other professional papers.

The House of Delegates also makes recommendations to the Board of Directors on policy and strategic direction for AHIMA as provided for herein.

The House of Delegates shall have the authority to establish committees and similar bodies to address membership and professional issues, as well as rules and policies of House of Delegates operation, subject to the terms of these Bylaws.

**RATIONALE** (Does the motion support the AHIMA Mission, Vision and Strategic Plan? How does it impact the profession, existing programs, or CAs? Does the motion generate expense and/or revenue?):

This proposed amendment further supports and clarifies the authority for adjusting the Bylaws of AHIMA.

The House of Delegates is the member's voice, establishing the organization's mission and providing stewardship for the profession through the creation of policy and positions that support the purposes of AHIMA.

This proposed amendment does not create any additional expense to AHIMA.

**LIMITS ON AMENDMENTS TO A BYLAW AMENDMENT:**

1. **An amendment to a proposed Bylaw amendment must address the same subject matter as the bylaw amendment.**
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3. If uncertain as to compliance with these limits, consult with the Speaker and/or the Parliamentarian, who will work together to decide if the proposed amendment to the Bylaw amendment will be ruled in order, or not, and to let the proposer know in advance, if possible.

SIGNATURE: See List Below CA: \_\_\_\_\_

SECONDED BY: See List Below DATE: August 14, 2024; September 7, 2024

Submit by: Provide a copy to the Speaker of the HoD at [profession.governance@ahima.org](mailto:profession.governance@ahima.org) by September 26, 2024.

### SIGNATURE LIST BELOW

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## PROPOSAL FOR AMENDMENT OF A MAIN MOTION, INCLUDING A PROPOSED BYLAW AMENDMENT

### I MOVE TO AMEND ARTICLE VII COMMITTEES, SECTION 8.5 NOMINATING COMMITTEE: [Words inserted are underlined. Words removed are struck.]

**8.5 Nominating Committee.** The Nominating Committee shall be comprised of seven (7) ~~nine (9)~~ Professional Members who are AHIMA certified and/or AHIMA credentialed members. Six (6) members shall be elected by the House of Delegates in accordance with the AHIMA Policy and Procedure Manual and shall serve for a two (2)-year term. ~~Two (2) members will be appointed by the Board of Directors, one (1) each year, and shall serve for a two (2) year term.~~ The Chair of the Committee shall be appointed by the President/Chair-elect of the Board of Directors, shall not be sitting on the current Board of Directors in any capacity, shall not be an AHIMA staff member, and shall not be subject to the approval of the Board of Directors. ~~The Chair of the Committee shall serve for a one (1)-year term.~~ The Chair and the members of the Committee must be Professional Members who are AHIMA certified and/or AHIMA credentialed of AHIMA. ~~The Chief Executive Officer or designee shall serve as a non-voting, ex-officio member of the Committee. The Chief Executive Officer or designee shall not attend Committee meetings but shall be available to the Committee Chair upon request to provide background information on candidates or other information to aid in the Committee's decision-making or to ensure a smooth technical process.~~

The Committee shall identify and recruit qualified individuals to serve on the Board of Directors and as Officers of AHIMA based upon input from the Board of Directors as to the elements and profile for the ideal board member and skill sets required to augment current Board strengths. The Committee shall nominate for election by the Professional Members in accordance with Section 5.2 candidates for open Director and Officer positions, and certain candidates for the CEE and for CCHIIM in accordance with the terms of the CCHIIM Operating Code. The Committee shall ensure that no position on the ballot is uncontested. The ballot candidates must be Professional Members who are AHIMA certified and/or AHIMA credentialed. The Committee shall strive to have a ballot representative of the membership.

**RATIONALE** (Does the motion support the AHIMA Mission, Vision and Strategic Plan? How does it impact the profession, existing programs, or CAs? Does the motion generate expense and/or revenue?):

**Background:** The discussions of the Nominating Committee require privacy, open dialogue, without restriction or hesitation, and an atmosphere without bias or influence that allows the Committee to identify, recruit, and select the best candidates to lead and represent our profession.

**Situation:** The current Committee membership includes, at minimum, 2 individuals appointed/selected by the Board and the CEO. Each may have an interest in promoting an existing board member or board composition that is inconsistent with the composition of the membership or preferences of those elected to represent the membership, i.e., the House of Delegates (HOD).

Additionally, the definition of "Professional" in the Bylaws is vague and does not require an AHIMA certification (CCS, CHDA, etc.) or AHIMA credential (RHIA, RHIT).





**Analysis and Recommendations:** The CEO should not serve as an official or ex-officio member of the Committee. CEOs work for the Board, and they should not be in a position of identifying individuals that will be governing the CEO’s performance. The CEO should play a meaningful role in the board nominating process by providing advice to the Committee when asked that aids in the decision-making process or background information on candidates without unduly influencing the Committee and making the nomination and selection process run smoothly providing organizational technical, informational, and staff support (e.g. providing lists of prior individuals who appeared on the ballot or have served as elected state leaders, committee and council members or chairs, HOD speakers, etc.) Additionally, the staff should provide, but not be limited to providing, a composition table of current board membership and the current board year progression by state, professional role, and credential, etc.

**Analysis/Recommendations:** The Committee composing and defining our ballot for elected leaders should have intimate knowledge of our profession beyond an “interest” as is stated in the bylaws. The ballot shall consist of individuals that represent the profession (AHIMA certified and/or credentialed) as well as have an interest in the profession and thorough understanding of our profession.

**Situation:** The bylaws are silent on the role of the Board of Directors in assisting the Nominating Committee.

**Analysis/Recommendations:** The Board should create a profile of the skills and qualifications for board members and identify where there may be gaps in Board strengths for the Nominating Committee’s consideration.

The proposed bylaw amendment does not impose any additional expense on AHIMA and may, in fact, reduce expense since the size of the Committee is reduced and allows the Association staff to continue doing their daily work rather than attend meetings.

**LIMITS ON AMENDMENTS TO A BYLAW AMENDMENT:**

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**SIGNATURE:** See List Below **CA:** \_\_\_\_\_

**SECONDED BY:** See List Below **DATE:** 9/7/2024

**Submit by:** Provide a copy to the Speaker of the HoD at [profession.governance@ahima.org](mailto:profession.governance@ahima.org) by September 26, 2024.



**SIGNATURE LIST BELOW**

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Melanie S. Brodnik, Ph.D., MS, RHIA, FAHIMA, Past AHIMA President 2004

**SIGNATURE:** Bonnie S. Cassidy  
Bonnie S. Cassidy, MPA, RHIA, FAHIMA, FHIMSS, Past AHIMA President 2011

**SIGNATURE:** Claire R. Dixon-Lee  
Claire R. Dixon-Lee, Ph.D., CPH, RHIA, FAHIMA, Past AHIMA President 1999

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Barbara P. Fuller, JD, RHIA, FAHIMA, Past AHIMA President 2001

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Merida L. Johns, Ph.D., RHIA, Past AHIMA President 1997

**SIGNATURE:** Barbara Lee Peace *BLP*  
Barbara Lee Peace, RHIA, Past AHIMA President 1989-1990



## PROPOSAL FOR AMENDMENT OF A MAIN MOTION, INCLUDING A PROPOSED BYLAW AMENDMENT

**I MOVE TO AMEND ARTICLE X, 10.2 PROFESSIONAL ETHICS COMMITTEE BY:  
Inserting underscore words and deleting struck words.**

10.2 Professional Ethics Committee. The Board President/Chair shall annually appoint members to serve on a Professional Ethics Committee to consider and take action as appropriate on formal complaints filed against AHIMA Members and/or AHIMA certificants, for reasons including, but not limited to, violation of AHIMA's Bylaws, the Code of Ethics, the Standards for Initial Certification, the Standards for Maintenance of Certification or actions that reflect unfavorably upon the profession, ~~or activities which are contrary to the interests of AHIMA.~~ The Committee shall review and recommend to the House of Delegates revisions to the AHIMA Code of Ethics.

### **RATIONALE:**

The Professional Ethics Committee's focus should clearly be that of the profession and therefore should address the member's or certificant's compliance with the **profession's** Code of Ethics and standards of certification.

Without specific details of "**activities which are contrary to the interests of AHIMA**" violations could be considered for situations as absurd as (1) belonging to another professional association, volunteering for a competing association, or serving as an officer of that association; (2) purchasing educational programming or materials from an organization other than AHIMA; (3) authoring books for an organization that competes with AHIMA; (4) constructively criticizing AHIMA for actions taken or not taken; etc. Since each of these examples may be perceived as one's allegiance or activities **being contrary to the interests of AHIMA.**

This amendment allows the Professional Ethics Committee to focus on the profession and its Code of Ethics and will not generate any additional expense for the Association.

The following Association Ethics Committees and/or Bylaw documents were reviewed and none were found to have a statement similar to the one that is being proposed to be removed:

- American Nurses Association-Did include promoting the Association and promote shared values
- American Physical Therapy Association
- American Society for Clinical Laboratory Science
- ACDIS (Association of Clinical Documentation Integrity Specialists)- Does state performing association duties honorably
- Health Care Compliance Association (HCCA)
- NAMSS(National Association Medical Staff Services)-Did identify use of NAMSS content without authorization and NAMSS test related improprieties as actionable offenses

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3. If uncertain as to compliance with these limits, consult with the Speaker and/or the Parliamentarian, who will work together to decide if the proposed amendment to the Bylaw amendment will be ruled in order, or not, and to let the proposer know in advance, if possible.

SIGNATURE: Clark E. Chaffin, MBA, RHIA, CCS 2<sup>nd</sup> yr Delegate CA: MISSOURI

SECONDED BY:  1<sup>st</sup> yr Delegate DATE: September 8, 2024

Submit by: Provide a copy to the Speaker of the HoD at [profession.governance@ahima.org](mailto:profession.governance@ahima.org) by September 26, 2024.

**AMERICAN HEALTH INFORMATION MANAGEMENT ASSOCIATION  
Proposed Bylaw Amendment**

Current Bylaw AHIMA Bylaws 10/8/2023	Proposed Amendment <i>(underline changes)</i>	Rationale*
<p>12.6 Dues Payment to Component Associations. Twenty percent (20%) of the annual AHIMA member dues collected from the members of each Component Association by AHIMA shall be paid over annually to such Component Association for use in carrying out the purposes of AHIMA.</p>	<p>12.6 Dues Payment to Component Associations. Twenty-<u>six</u> percent (<del>20%</del> <u>26%</u>) of the annual AHIMA member dues collected from the members of each Component Association by AHIMA shall be paid over annually to such Component Association for use in carrying out the purposes of AHIMA.</p>	<p><b>Proposition of Bylaw Amendments by Collective Component Associations of AHIMA</b> We, the collective component associations representing Tennessee (list all others in support of proposed change) of AHIMA, hereby submit a formal proposition for the amendment of AHIMA Bylaw 12.6 concerning the dues payment to component associations. This proposal is driven by the significant economic impacts and organizational challenges currently faced by our associations, exacerbated by the abrupt discontinuation of the provisional rebate effective July 1, 2024.</p> <p><b>Background and Justification:</b> Since 2017, component associations have relied on a provisional rebate of 5.75% above the base rate of 20% of all membership dues revenue. This provisional rebate was implemented to address changes in the membership structure, which, according to an email memorandum from Dana Perrino, VP of Membership at AHIMA, dated January 18, 2024, "no longer exists." However, the abrupt removal of this rebate has imposed severe financial strain on component associations, many of which</p>

		<p>operate on a volunteer basis or with minimal staff due to limited revenue streams.</p> <p><b>Economic Impact:</b></p> <ol style="list-style-type: none"><li><b>1. Rising Operating Costs:</b> The economic landscape has significantly changed since 2017, with increased operational costs impacting the financial stability of component associations. The removal of the provisional rebate without a phased approach exacerbates this strain.</li><li><b>2. Declining Membership:</b> Membership at the national level has been declining due to increased market competition, insufficient membership benefits relative to costs, and a lack of strategic initiatives to ensure the organization remains relevant.</li><li><b>3. Financial Burden on Volunteer Leaders:</b> Component associations bear the complete cost of their elected volunteer leaders attending AHIMA events such as the House of Delegates annual meeting, AHIMA Advocacy Summit, Leadership Symposium, and the Annual Conference. These events, crucial for supporting the national organization, impose significant financial burdens on component associations.</li></ol>
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		<p>This proposed increase from 20% to 26% reflects an adjustment to accommodate the impact of the overall economic impacts since 2017. The formula in support of this increase:</p> <ul style="list-style-type: none"><li>• 20% of the dues currently goes to component associations.</li><li>• 30% of the component associations' revenue is at risk.</li><li>• <math>0.30 \times 20 = 6</math></li><li>• <math>20 + 6 = 26\%</math></li></ul> <p><b>Rationale:</b></p> <ol style="list-style-type: none"><li>1. <b>Sustainability of Component Associations:</b> The increase to 26% is necessary to ensure the financial sustainability of component associations, which are fundamental to AHIMA's grassroots operations and member engagement.</li><li>2. <b>Mitigating Financial Risk:</b> This adjustment helps mitigate the financial risks associated with the removal of the 5.75% provisional rebate, thereby stabilizing the revenue for component associations.</li><li>3. <b>Supporting Volunteer Efforts:</b> Enhanced financial support will allow component associations to better manage the costs associated with volunteer leader participation in essential AHIMA events.</li></ol> <p><b>Conclusion:</b></p>
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		<p>In light of the economic challenges and the critical role of component associations in achieving AHIMA's mission, we strongly urge the AHIMA Board of Directors to consider and approve this proposed amendment to Bylaw 12.6. This amendment will not only address the immediate financial concerns but also ensure the long-term sustainability and effectiveness of our collective efforts.</p>
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*\* Does the bylaws amendment support the AHIMA Mission, how does it impact the profession, existing programs, or CSAs, does the proposed amendment generate expense and/or revenue?*

**DATE:** 8/21/2024

**CSA:** Tennessee

**Signature List Below**



Kelly B. Whitaker, RHIA - Delegate  
 Submitting collectively on behalf of the  
 Tennessee Health Information Association





**PROPOSAL FOR AMENDMENT  
OF A MAIN MOTION, INCLUDING A PROPOSED BYLAW AMENDMENT**

**I MOVE TO AMEND Article XII - 12.6 BY:**

**[INDICATE EXACTLY WHICH WORDS ARE TO BE INSERTED/ADDED, STRUCK/DELETED, OR COMBINATION OF STRIKE AND DELETE]**

Strike "Twenty percent (20%)" and insert "Twenty-six percent (26%)"

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**RATIONALE** (Does the motion support the AHIMA Mission, Vision and Strategic Plan? How does it impact the profession, existing programs, or CAs? Does the motion generate expense and/or revenue?):

1. **Sustainability of Component Associations:** The increase to 26% is necessary to ensure the financial sustainability of component associations, which are fundamental to AHIMA's grassroots operations and member engagement.
2. **Mitigating Financial Risk:** This adjustment helps mitigate the financial risks associated with the removal of the 5.75% provisional rebate, thereby stabilizing the revenue for component associations.
3. **Supporting Volunteer Efforts:** Enhanced financial support will allow component associations to better manage the costs associated with volunteer leader participation in essential AHIMA events.

Please see attached for more information.

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**SIGNATURE:**  Kelly Whitaker  **CA:**  THIMA

**SECONDED BY:**  Michigan CA  **DATE:**  August 21, 2024

**Submit by:** Provide a copy to the Speaker of the HoD at [profession.governance@ahima.org](mailto:profession.governance@ahima.org) by September 26, 2024.



**PROPOSAL FOR AMENDMENT  
OF A MAIN MOTION, INCLUDING A PROPOSED BYLAW AMENDMENT**

**WE MOVE TO AMEND ARTICLE XII-COMPONENT ASSOCIATIONS, SECTION 12.6 DUES PAYMENT TO COMPONENT ASSOCIATIONS**

**[INDICATE EXACTLY WHICH WORDS ARE TO BE INSERTED/ADDED, STRUCK/DELETED, OR COMBINATION OF STRIKE AND DELETE]:** Words added are in **red**; words to be removed are in **blue** and struck.

12.6 Dues Payment to Component Associations. Twenty percent (20%) of the annual AHIMA member dues collected from the members of each Component Association by AHIMA shall be paid ~~ever~~ annually **in monthly increments** to such Component Association for use in carrying out the purposes of AHIMA.

**RATIONALE** (Does the motion support the AHIMA Mission, Vision and Strategic Plan? How does it impact the profession, existing programs, or CAs? Does the motion generate expense and/or revenue?):

Section 12.6 of the current AHIMA bylaws conflicts with the wording in the AHIMA/CA affiliation agreement. We are requesting consistent wording in the bylaws and affiliation agreement to avoid any misinterpretations and to ensure Component Associations will receive rebates on a monthly basis.

**Affiliation Agreement States:**

1.9 e

Twenty percent (20%) of the annual AHIMA member dues collected from the members of each CA shall be paid **annually in monthly increments** by direct deposit to a CA's bank account for use in carrying out the purposes of AHIMA – but only if CA has substantially complied with all of its obligations under this Agreement. AHIMA reserves the right to withhold or withdraw such annual dues rebate if AHIMA determines, in its sole discretion, that CA has failed substantially to comply with any material terms and conditions of this Agreement or is not otherwise cooperating with AHIMA. If a CA rebate is withheld, AHIMA will follow the CA process for **withholding a CA rebate**. In addition, if a CA elects to participate in optional services such as Forward Funding, the fee will be deducted from CA rebate dollars.

2.1

Annual Dues Rebate. AHIMA shall provide an annual dues rebate to CA in accordance with the percentage of annual dues collected by AHIMA from its members who are also members of CA, as set forth in the AHIMA Bylaws – but only if CA has substantially complied with all of its obligations under this Agreement. The annual dues rebate shall be paid to CA in **monthly installments** by direct deposit to CA's bank account. AHIMA reserves the right to withhold or withdraw such annual dues rebate if AHIMA determines, in its sole discretion, that CA has failed substantially to comply with any material terms and conditions of this Agreement or is not otherwise cooperating with AHIMA. If a CA rebate is withheld, notification will be distributed with thirty (30) days advance notice as outlined in the process for withholding a CA rebate.

**LIMITS ON AMENDMENTS TO A BYLAW AMENDMENT:**



1. **An amendment to a proposed Bylaw amendment must address the same subject matter as the bylaw amendment.**
2. **An amendment to a proposed Bylaw amendment must be WITHIN SCOPE OF NOTICE, meaning it may not propose a change that is greater than what the Bylaw amendment is proposing.**
3. **If uncertain as to compliance with these limits, consult with the Speaker and/or the Parliamentarian, who will work together to decide if the proposed amendment to the Bylaw amendment will be ruled in order, or not, and to let the proposer know in advance, if possible.**

**SIGNATURE:** Ashley Brown **CA:** MoHIMA

**SECONDED BY:** Courtney Simmons, RHIA **DATE:** 09.19.2024

**Submit by:** *Provide a copy to the Speaker of the HoD at [profession.governance@ahima.org](mailto:profession.governance@ahima.org) by September 26, 2024.*

# ART. VII. HOUSE OF DELEGATES:

## 7.5 Speaker of the House of Delegates

### Proposed Amendment

**7.5 Speaker of the House of Delegates.** The House of Delegates shall have a Speaker, whose function shall be to preside at any meeting of the House of Delegates and to serve as the primary liaison between the House of Delegates and the Board of Directors. The Speaker must be a Professional Member of AHIMA, an AHIMA-approved certificant, and a current or previous member of the House of Delegates. The Speaker shall serve, *ex officio* with vote, as a member of the Board of Directors **for a term of one (1) year**. The Speaker shall not be eligible for election as an Officer of the Board of Directors while serving as Speaker. **Upon completion of the term as Speaker, the outgoing Speaker will serve as Past Speaker for a term of one (1) year. If the outgoing Speaker is unable or unwilling to serve as Past Speaker, then the Speaker, after consultation with the President/Chair, shall either appoint a previous Speaker to the role for the duration of the term or direct that the role would remain vacant for the duration of the term. The Past Speaker shall not serve as a member of the Board of Directors. During their term as Past Speaker, the Past Speaker shall be eligible for election as an At-Large Director for a term to begin after their term as Past Speaker.**

# ART. VII. HOUSE OF DELEGATES:

## 7.6 Speaker-elect of the House of Delegates

### Proposed Amendment

**7.6 Speaker-elect of the House of Delegates.** The House of Delegates shall elect annually a Speaker-elect. The Speaker-elect must be a Professional Member of AHIMA, an AHIMA-approved certificant, and a current or previous member of the House of Delegates. The Speaker-elect shall act in place of the Speaker in the event of the absence of the Speaker and shall exercise such other duties as may be delegated to the office by the House of Delegates. The Speaker-elect **shall serve a term of one (1) year and** shall assume the office of the Speaker upon the expiration of the Speaker's term of office or in the event of a vacancy in the office.

# ART. VIII. COMMITTEES:

## 8.3 Finance and Audit Committee

**8.3 Finance and Audit Committee.** The Finance and Audit Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair-elect. The Treasurer shall serve as the Chair of the Committee. **While serving on the Finance and Audit Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from AHIMA; or (b) have participated in any other transactions with AHIMA in which he or she has a financial interest within the previous year.**

The Finance and Audit Committee shall be responsible for oversight of the financial operations of AHIMA. The Committee shall undertake the following responsibilities:

# ART. VIII. COMMITTEES:

## 8.3 Finance and Audit Committee

- a. Review, discuss and recommend changes to the proposed annual AHIMA budget and submit for approval to the Board of Directors;
- b. Review, discuss and accept the monthly financial statements for AHIMA;
- c. With the assistance of the Vice President, Financial Services, or equivalent senior financial personnel, present AHIMA's financial statements to the Board of Directors for approval at each meeting;
- d. Periodically, review and discuss the quality, quantity, substance, and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; ~~and~~

# ART. VIII. COMMITTEES:

## 8.3 Finance and Audit Committee

- e. Monitor the investments of AHIMA and develop and recommend to the Board of Directors' approval of changes to AHIMA's investment and endowment policies as appropriate;
- f. Be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by AHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee; and
- g. Establish procedures for: (a) the receipt, retention, and treatment of complaints received by AHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of AHIMA of concerns regarding questionable accounting, auditing or other financial matters.



# ARTICLE VIII. COMMITTEES

## 8.6 Audit Committee

~~**8.6 Audit Committee.** The Audit Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair. While serving on the Audit Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from AHIMA; or (b) have participated in any other transactions with AHIMA in which he or she has a financial interest within the previous year. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by AHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee. The Committee shall establish procedures for: (a) the receipt, retention, and treatment of complaints received by AHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of AHIMA of concerns regarding questionable accounting, auditing or other financial matters.~~

# ART. VI. OFFICERS

## 6.7 Duties of Treasurer

### Proposed Amendment

**6.7 Duties of Treasurer.** The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of AHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of AHIMA, with such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors, upon request, an accounting of all financial transactions of AHIMA and a statement of the financial condition of AHIMA, and, after consultation with the Board, shall cause an annual audit of AHIMA's financial affairs to be conducted. The Treasurer shall perform, or cause to be performed, 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 Board of Directors. The Treasurer shall also serve as the Chair of the Finance and Audit Committee, *ex officio* with vote.

## **Audit Committee Charter**

1. Serving on the Committee
  - a. *The Audit Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair.*
  - b. The Committee may also include a non-voting Board Mentor, Advisor, Consultant or Guest to provide expertise and advice to the committee members. This individual is selected by the Board President/Chair-elect in consultation with the Committee Chair.
  - c. *While serving on the Audit Committee, a member of the Committee shall not:*
    - i. *Accept any consulting fee, advisory fee, or other compensation or benefits from AHIMA;*
    - ii. *Have participated in any other transactions with AHIMA in which he or she has a financial interest within the previous year.*
2. *The Committee shall establish procedures for:*
  - a. *The receipt, retention, and treatment of complaints received by AHIMA regarding accounting, internal accounting controls, or auditing matters; and*
  - b. *The confidential, anonymous submission by employees of AHIMA of concerns regarding questionable accounting, auditing or other financial matters.*
3. Responsibility
  - a. *The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by AHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee.*
4. Authority
  - a. The Audit Committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors.
5. Meetings
  - a. The Audit Committee is to meet at least three times annually and as many additional times as the committee deems necessary. The committee chair should review the agenda for each meeting with AHIMA Chief Financial Officer. The committee is to meet separately with the outside auditors at least once annually and at other times when considered appropriate.
  - b. The Audit Committee is to facilitate the escalation of an audit findings session with the auditors and the Board of Directors.
6. Specific Duties
  - a. Pre-Audit
    - i. Establish an audit committee charter. Review the charter each year. Assess the appropriateness and completeness of the charter in light of the previous years' experience, new best practices, and new legal or regulatory requirements.
    - ii. Review with management the significance of bidding out audit services.
    - iii. Inquire as to the independence of the outside auditors and obtain from the outside auditors (at least annually) a formal written statement delineating all relationships between the outside auditors and the organization.

- iv. The committee's review should include an explanation from the outside auditors of the factors considered by the accountants in determining the audit scope, including major risk factors. The outside auditors should confirm to the committee that no limitations have been placed on the scope or nature of their audit procedures.
- b. During Audit
- i. During the internal audit review the outside auditors will meet with the CEO to discuss any "material" or "serious" recommendations. The CEO and outside auditors will also discuss the methods used to establish and monitor the organization's policies with respect to unethical or illegal activities by organization employees that may have a material impact on the financial statements.
  - ii. If needed, subject to the prior approval of the Board, arrange for and monitor special investigations noted during the audit.
- c. Post-Audit
- i. As part of the review of annual financial statements, receive oral confirmation from the auditors that the organization's general counsel provided a confirmation letter regarding legal and regulatory matters that may have a material impact on financial statements. The committee's discussion with outside auditors should include conversation regarding significant changes to the audit plan, if any, and any serious disputes or difficulties with management encountered during the audit. The committee should inquire about the cooperation received by the outside auditors during their audit, including access to all requested records, data, and information.
  - ii. The committee should discuss with the outside auditors the quality of the organization's financial and accounting personnel.
  - iii. The committee should ask the outside auditors if there have been any disagreements with staff that, if left unresolved, would have caused them to issue a nonstandard report on the organization's Financial Statements.
  - iv. The committee should review with the auditors significant accounting and reporting principles, practices, and procedures used by the organization in preparing its financial statements.
  - v. Discuss with the outside auditors their judgments about the quality--not just the acceptability--of the organization's accounting principles.
  - vi. The committee should review staff's responses to the letter of comments and recommendations from the outside auditors. Additionally, the committee should receive follow-up reports on action taken to resolve recommendations.
  - vii. Committee will have a private session with the outside auditors.
  - viii. Review and evaluate the professional relationship with the outside auditors, including continuity of partner, manager, and staff; and level of service provided by auditors.

## Finance Committee Charter

1. Serving on the Committee
  - a. *The Finance Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair-elect.*
  - b. The Committee may also include a non-voting Board Mentor, Advisor, Consultant or Guest to provide expertise and advice to the committee members. This individual is selected by the Board Chair-elect in consultation with the Committee Chair.
  - c. *The Treasurer shall serve as the Chair of the Committee.*
  - d. *The Finance Committee shall be responsible for oversight of the financial operations of AHIMA.*
2. Responsibilities: *The Committee shall undertake the following responsibilities:*
  - a. *Review, discuss and recommend changes to the proposed annual AHIMA budget and submit for approval to the Board of Directors;*
  - b. *Review and discuss the monthly financial statements for AHIMA;*
  - c. *With the assistance of the Vice President, Financial Services, or equivalent senior finance personnel, present AHIMA's financial statements to the Board of Directors for approval at each meeting;*
  - d. *Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and*
  - e. *Monitor the investments of AHIMA and develop and recommend to the Board of Directors approval of changes to AHIMA's investment and endowment policies as appropriate.*
  - f. Meet with investment advisors twice per year to assure investments are being managed optimally.

*Italicized language is taken directly from the AHIMA Bylaws.*

# ART. V. BOARD OF DIRECTORS:

## 5.5 Election and Term of Office

### Proposed Amendment

**5.5 Election and Term of Office.** The Professional Members shall elect Directors annually by electronic ballot at a time and under procedures set forth in the AHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. Directors shall take office in the month of January following their election. **Three (3) at-large Directors shall be elected each year, unless a different number is necessary in a given year in order to fill vacancies. *Ex officio* Directors shall serve as Directors for as long as they hold their office. At-large Directors shall hold office for a term of three (3) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. At-large Directors may serve a second term of three (3) years consecutively if elected by the Professional Members but may not serve more than two (2) consecutive terms of three (3) years except as provided below. At-large Directors, having served two (2) consecutive terms of three (3) years, may not apply to serve an additional term(s) as an At-large Director for at least three (3) years following the end of their second consecutive three (3) year term and in no event will an At-Large Director serve more than four (4) three (3) year terms in total. ~~Three (3) at-large Directors shall be elected each year, unless a different number is necessary in a given year in order to fill vacancies. *Ex officio* Directors shall serve as Directors for as long as they hold their office.~~**