

# OHIMA

AHIMA Affiliate

Ohio Health Information  
Management Association

**PROPOSED** BYLAWS OF THE  
**OHIO HEALTH INFORMATION  
MANAGEMENT ASSOCIATION**

*ADOPTED:*

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**BYLAWS OF  
OHIO HEALTH INFORMATION MANAGEMENT ASSOCIATION**

**ARTICLE I  
NAME**

1.1 Name. The name of the organization is Ohio Health Information Management Association (hereinafter, "OHIMA").

**ARTICLE II  
OFFICES AND REGISTERED AGENT**

2.1 Offices and Agent. OHIMA shall have and maintain in the State of Ohio 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 Board of Directors, which also may establish such other offices and agents, within or without the State of Ohio, as may be deemed necessary.

**ARTICLE III  
PURPOSES**

3.1 Purposes and Mission. The affairs and activities of OHIMA 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 tax-exempt status as described in section 501(c)(6) of the Code. The primary purpose of OHIMA 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 empowering people to impact health in Ohio. OHIMA shall be and is a nonprofit corporation under the laws of the State of Ohio.

**ARTICLE IV  
MEMBERS**

4.1 Members. OHIMA shall have one or more types of members, as shall be determined from time to time by the Board of Directors. The members of OHIMA shall be those qualifying individuals who support the mission and purposes of OHIMA and of the American Health Information Management Association ("AHIMA") and are willing to abide by the AHIMA Code of Ethics; apply for membership in OHIMA and in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The 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 OHIMA, 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 OHIMA, 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 OHIMA and by AHIMA. Professional Members shall have the right to elect the Board of Directors of OHIMA as set forth below. Members with a preferred mailing address outside the United States may select a Component State Association (CSA). If a CSA is not selected, the member will be entitled to digital membership privileges.

4.3 Types of Members. The membership of OHIMA shall include Professional and Student.

4.3.1 Professional. Any professional in the health information profession or its related fields who meets the qualifications set forth in these Bylaws is eligible for Professional membership. Professional 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 Professional membership. Student Members shall have the same rights and privileges as Professional 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.

4.4 Failure to Pay Dues and Fees. Members shall pay membership dues and fees to AHIMA within thirty (30) days of their due date. Those who pay within the 30 days following their due date will incur a late fee. Failure to timely pay dues and fees shall cause a member to cease being in good standing.

4.5 Expulsion. Any member who violates the Bylaws of AHIMA or OHIMA, 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 OHIMA under the procedures set forth in the AHIMA and/or the OHIMA Policy and Procedure Manuals.

4.6 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 Board of Directors.

4.7 Annual Meeting of the Members. An annual meeting of the members shall be held each year for the purpose of education on matters of relevance to the health information profession and to OHIMA, professional networking, and for the transaction of such other business as may come before the meeting. Members may participate in the annual meeting, or any other membership meeting, by means of conference telephone or by other means by which all members participating are able to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are present at the meeting.

4.8 Special Meetings of the Members. Special meetings of the members of OHIMA or of any committees or teams of members may be held at any time or place upon call by the Chair of the Board of Directors.

4.9 Notice. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) business days nor more than sixty (60) days before the date of the meeting, to each member of record entitled to vote at such meeting. Notice may be delivered by regular mail, electronic mail or text message.

4.10 Waiver of Notice. A member may waive any notice requirement by signing a written waiver of notice and delivering it to OHIMA 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. A quorum for any elections by the members shall consist of not less than three percent (3%) of the Professional Members of OHIMA, voting in the form of an official electronic or written ballot in accordance with the OHIMA Policy and Procedure Manual. At any officially called meeting of the members, a quorum shall exist if seventy-five (75) active members are present.

## **ARTICLE V** **BOARD OF DIRECTORS**

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

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

5.2 Number and Composition. The Board of Directors is comprised of Officers and Directors of OHIMA. The total number of Directors of OHIMA, including the Officers, shall be nine (9). Seven Directors shall be elected at large by the Professional Members. The officers shall be elected pursuant Article VI of these bylaws. The President/Chair of the Board (hereinafter, the "President/Chair"), the President/Chair-elect, and the immediate Past President/Chair shall serve as *ex officio* Directors with vote and shall be counted toward the number of Directors required under this section and for purposes of determining a quorum. The Executive Director and staff of OHIMA, Committee Chairs, Project Leaders, Delegates and local Presidents shall serve as *ex officio* Directors without vote and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum.

5.3 Qualifications. Directors shall be committed to supporting and advancing the mission and purposes of OHIMA. Directors must be Professional Members in good standing of OHIMA and a majority of members of the Board of Directors must be AHIMA-approved certificants.

5.4 Nomination. Candidates for election as at-large Directors shall be nominated by the Nominating Committee in accordance with Section 8.2. Nominations may be made at or prior to the time at which an election of Directors is to be held.

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 OHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. Directors shall take office on a date specified in accordance with the CSA Affiliation Agreement following their election. At-large Directors shall hold office for a term of two (2) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. 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.

5.6 Resignation and Removal. Any Director may resign at any time by giving written notice of resignation to the Board of Directors of OHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of OHIMA will be served thereby. The removal of any Director shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal 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.

5.7 Vacancies. Any vacancy occurring in the 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.

5.8 Leave of Absence. A Director may take up to a one (1) year leave of absence from service as a Director for good cause subject to the approval of the Board. No vacancy shall be created as a result of a Director taking an approved leave of absence; however, the Board may designate another individual to serve as a Director, or another Director to serve in any office or on any committee in place of the Director on leave, until such time as the leave is completed. A Director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

5.9 Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding

of additional regular meetings of the Board of Directors without notice other than the resolution. The Board shall hold at least four (4) regular meetings each year. An Annual Meeting may be held at the same time and place as a regular meeting.

5.10 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President/Chair or by Directors constituting a majority of the entire Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.

5.11 Notice of Special Meetings. Five (5) days notice of any special meeting of the Board of Directors shall be given; except that, in the event of an emergency as determined by the President/Chair or Officers, the notice period may be waived. Notice may be delivered by regular mail, electronic mail or text message. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the Director at his or her address as shown in the records of OHIMA. If notice is given by electronic communication, the notice will be deemed to be delivered upon an effective transmission of the electronic communication to the Director at his or her electronic communication address as shown in the records of OHIMA. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting.

5.12 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 OHIMA. 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.

5.13 Manner of Voting. A majority of the votes of the Directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

5.14 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the 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.

5.15 Informal Action. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as an unanimous vote of the

Board of Directors for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

5.16 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 net meetings, 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.

5.17 Compensation. Directors may not be compensated for their services as Directors of OHIMA but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors. Directors may be compensated for their personal and professional services rendered to or on behalf of OHIMA if approved in advance by the Board and subject to compliance with OHIMA's conflicts of interest policy.

5.18 Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the rules of order established by the Board 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 OHIMA shall consist of a President/Chair, President/Chair-elect and a Past President/Chair. The Board shall appoint a Secretary and a Treasurer and may also appoint such other Officers, as, in its judgment, are necessary to conduct the affairs of OHIMA. 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. The Board of Directors shall select and retain an Executive Director who shall serve as the chief staff executive of OHIMA.

6.2 Election and Term of Office. The President/Chair-elect of OHIMA shall be elected annually by the Professional Members. The President/Chair-elect shall assume the office of the President/Chair upon the expiration of the President/Chair'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 OHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. Officers shall take office in accordance with the CSA Affiliation Agreement, following their election. Each Officer shall hold office for one (1) year 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.

6.3 Resignation and Removal. Any Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of OHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any Officer whenever in its judgment the best interests of OHIMA will be served thereby. The removal of any Officer shall be by an affirmative vote of the majority of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an Officer shall not of itself create contract rights. Vacancies among the Officers shall be filled by the Board of Directors.

6.4 Duties of President/Chair. The President/Chair shall be the chief elected officer of OHIMA. The President/Chair shall preside at all meetings of the members and the Board of Directors. The President/Chair will determine, in consultation with the Executive Director, the regular agenda of all meetings of the members, and the Board of Directors. The President/Chair shall present a report at an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between OHIMA's staff and the Board, represent OHIMA as a delegate in the AHIMA House of Delegates, and perform such other duties as are inherent in the office of President/Chair or as authorized by the Board of Directors. The President/Chair must be a Professional Member of OHIMA as well as an AHIMA-approved certificant.

6.5 Duties of President/Chair-elect. The President/Chair-elect shall act in place of the President/Chair in the event of the absence of the President/Chair and shall exercise such other duties as may be delegated to the office by the Board.

6.6 Duties of Secretary. The Secretary shall be official custodian of the records of OHIMA. OHIMA's Executive Director shall act as the Secretary. The Secretary shall certify and keep at the principal office of AHIMA and OHIMA the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date, as well as a book of minutes of all meetings of the members and the Board of Directors, and any committees having any of the authority of the Board of Directors. The Secretary shall perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

6.7 Finance Manager. The Finance Manager, shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of OHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of OHIMA, with such depositories as may be designated by the Board of Directors. Finance Manager shall render to the Board of Directors, upon request, an accounting of all financial transactions of OHIMA and a statement of the financial condition of OHIMA, and, if requested by the Board, shall cause an annual audit of OHIMA's financial affairs to be conducted. The Finance Manager shall perform any and all other duties incident to the office of a Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors. The Board of Directors shall authorize reasonable stipend for the Finance Manager. The Finance Manager shall serve on the Board of Directors *ex officio* without vote.

6.8 Executive Director. The Executive Director shall have the necessary authority and responsibility to operate OHIMA in all its activities subject to the policies and directions of the Board of Directors. The Executive Director shall undertake his or her duties in accordance with a Job Description approved by the Board. The Executive Director shall act as the duly authorized representative of OHIMA in all matters in which the Board of Directors has not formally designated some other person to so act. The Executive Director shall report periodically and as requested to the Board of Directors, and shall provide regular updates to Directors between Board meetings on OHIMA's activities and finances. The Executive Director is charged with continuous responsibility for the management of OHIMA, commensurate with the authority conferred on him or her by the Board of Directors and consistent with the expressed aims and policies of the Board of Directors. The Executive Director is responsible for the application and implementation of established policies and oversight of Central Office staff in the operation of OHIMA. 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 Board of Directors shall authorize reasonable compensation for the Executive Director. The Executive Director shall serve on the Board of Directors *ex officio* without vote.

## **ARTICLE VII** **DELEGATES**

7.1 Purpose. The AHIMA House of Delegates exists to govern the profession of health information by providing a forum for membership to discuss, review and, enhance profession-related 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 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. Delegates shall take office in accordance with the CSA Affiliation Agreement following their election. No OHIMA delegate shall serve more than two (2) consecutive terms.

7.3 Election. The President/Chair, Past President/Chair and Director of Advocacy shall serve as the first three (3) delegates for OHIMA. The remaining delegates representing OHIMA are elected by and from the Professional Members of OHIMA. Only Professional Members in good standing shall be eligible to serve as a delegate to AHIMA. The Professional Members shall nominate and elect Delegates annually by electronic ballot at a time and under procedures set forth in the OHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional 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/Chair shall appoint a delegate to fill the unexpired term of the delegate from the current officers or Committee Chairs of the State or Local Associations within OHIMA.

## **ARTICLE VIII** **COMMITTEES**

8.1 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more committees to carry on authorized activities of OHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The Board President/Chair shall select and appoint the members and the chairs of all committees, unless otherwise specified herein. Committee Chairs must be Professional Members of OHIMA. The Board President/Chair may attend and participate in meetings of any committees and shall have voting rights in committees to the extent provided for in the resolution or in these Bylaws. The Board President/Chair may, to the extent permitted by law, appoint members to a committee who are not Directors. Committee members who are not Directors may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. The Executive Director shall arrange for the staff of OHIMA to provide sufficient support for each committee to enable it to discharge its duties.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:

- (a) approve action that requires full Board approval;
- (b) fill vacancies on the Board of Directors or any of its committees;
- (c) amend the Articles of Incorporation;
- (d) adopt, amend, or repeal the Bylaws;
- (e) approve a plan of merger or consolidation; or
- (f) employ or discharge from employment the Executive Director of OHIMA.

Diversity is a core value of OHIMA which shall guide the activities of the Board and its committees. Each committee shall be responsible within its focus area for promoting broad diversity in the governance, staffing, outreach, and programs of OHIMA. This includes, but is not limited to, fostering links between OHIMA and other organizations serving various underrepresented populations, and reviewing OHIMA's programs, publications, and initiatives to assure multi-cultural sensitivity and inclusivity.

8.2 Nominating Committee. The Nominating Committee shall be comprised of no fewer than three (3) nor more than six (6) members appointed by the OHIMA Board of Directors, who shall serve for a two-year term. The Nominating Committee Chair shall be elected

annually by electronic ballot under the procedures set forth in the OHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. The Nominating Committee Chair shall serve for a one (1) year term. The Chair and the members of the Committee must be Professional Members of OHIMA. The Committee shall identify and recruit qualified individuals to serve on the Board of Directors and as Officers of OHIMA. The Committee shall nominate for election by the Professional Members in accordance with Section 5.2 candidates for open Director and Officer positions.

## **ARTICLE IX** **AFFILIATES**

9.1 Affiliates. OHIMA may from time to time organize affiliates to carry on activities related to the mission and purposes of OHIMA. 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 OHIMA, or in which OHIMA has a material financial or governance interest. Affiliates may be created by action of the 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 OHIMA, such action may be taken by the OHIMA Board of Directors or, if so delegated, by the Executive Director of OHIMA.

## **ARTICLE X** **CONTRACTS, CHECKS, AND DEPOSITS**

10.1 Contracts. The Board of Directors may authorize any officer or agent of OHIMA, 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 OHIMA. Such authority may be general or confined to specific instances.

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

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

**ARTICLE XI**  
**FISCAL YEAR**

11.1 Fiscal Year. The fiscal year of OHIMA shall be from July 1 to June 30.

**ARTICLE XII**  
**BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS**

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

12.2 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 OHIMA Policy and Procedure Manual.

**ARTICLE XIII**  
**INDEMNIFICATION**

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

**ARTICLE XIV**  
**LOANS; CONFLICTS OF INTEREST; COMPLIANCE**

14.1 Loans. No loans shall be made by OHIMA to its Directors or Officers or staff.

14.2 Conflicts of Interest Policy. OHIMA shall adopt and abide by a conflicts of interest policy to protect OHIMA'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 OHIMA. 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 XV** **AMENDMENTS**

15.1 Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of OHIMA, or to adopt new bylaws, is vested in the Professional Members of OHIMA. The affirmative vote of a two-thirds (2/3) majority of the votes of the Professional Members cast at a meeting at which a quorum is present shall be sufficient to effectuate such action. A proposal to the Board of Directors to amend the Bylaws may be initiated by the Board of Directors and/or any Professional Member of OHIMA 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 Board of Directors 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 Board of Directors 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 Professional Members cast at such meeting. Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of OHIMA 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.

15.2 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, OHIMA may restate the bylaws in their entirety as amended.

## **ARTICLE XVI** **DISSOLUTION**

16.1 Dissolution. In the event of the dissolution of OHIMA, the net distribution assets, after all liabilities and obligations of the Association have been satisfied, shall be distributed to one or more corporations, societies or organizations which are organized and operated nonprofit and in the judgment of a majority of the members of the Board of Directors then in office, are deemed to be engaged solely in educational activities advancing the causes of health information management and technology and the health of the public.

**Adopted:** \_\_\_\_\_

**CERTIFICATE OF PRESIDENT-CHAIR**

I, the undersigned, do hereby certify:

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

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on \_\_\_\_\_, by the OHIMA membership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_