

# **NORTHWEST OHIO HEALTH INFORMATION MANAGEMENT ASSOCIATION BYLAWS**

## **ARTICLE I: NAME**

The name of this regional association of the Ohio Health Information Management Association (OHIMA) shall be the Northwest Ohio Health Information Management Association (NWOHIMA).

## **ARTICLE II: PURPOSE**

The purpose of the Northwest Ohio Health Information Management Association shall be to promote the Health Information Management profession and its current initiatives including e-health and other current trends; to create alliances within our community to promote the Health Information Management profession by providing a means of communication and exchange of ideas; to be proactive in Health Care Policy by impacting our profession; and to promote and conduct continuing education activities as we commit to excellence in the management of health information for the benefit of our patients and providers.

## **ARTICLE III: MEMBERSHIP**

Section 1. The membership of this Association shall be divided into two (2) classes:

- Active
- Student

Section 2. ACTIVE: Any approved American Health Information Management Association (AHIMA) certification including:

- RHIA (Registered Health Information Administrator)
- RHIT (Registered Health Information Technician)
- CCS (Certified Coding Specialist – Hospital)
- CCS-P (Certified Coding Specialist – Physician Based)
- CCA (Certified Coding Associate)
- CHP (Certified in Healthcare Privacy)
- CHS (Certified in Healthcare Security)
- CHPS (Certified in Healthcare Privacy and Security)
- CHDA (Certified Health Data Analyst)
- Other professionals affiliated/interested in HIM

The above are eligible for active membership upon application and payment of the annual dues.

Active members in good standing shall be entitled to all membership privileges including the right to vote; to hold office; to serve as a member of the Board of Directors; to serve as Committee Chairperson and Project Leaders.

Good standing is defined as having paid the annual dues outlined in Article IX.

Section 3. STUDENT. Any person formally enrolled in an American Health Information Management Association (AHIMA) approved health information management program shall automatically be granted student membership in this Association upon receipt of membership application. Students and credentialed student members continuing their education are eligible for this class of membership. Students are not eligible to vote or hold office.

Section 4. STUDENT LIASON. There will be a Student Liaison to the NWOHIMA Board of Directors from each Health Information Management Program or the students involved in the Program.

The Student Liaison will:

- Attend NWOHIMA Board of Directors' Meetings.
- Provide input to the Board of the needs/concerns of the student body organization(s)
- Communicate decisions/discussions of the Board of Directors to the student body.

Section 5. APPLICATION FOR MEMBERSHIP. Application for membership shall be in the approved format and shall be sent by the applicant directly to the Treasurer or brought in person to the NOWHIMA Annual Meeting. The total amount of annual dues as provided in the Bylaws of NWOHIMA shall accompany the application.

#### **ARTICLE IV: OFFICERS AND DIRECTORS**

Section 1. OFFICERS. The officers of this Association shall be: President, President-Elect, Secretary, and Treasurer. All officers (excluding Treasurer and Secretary) shall hold office for one year or until his/her successor has been elected and qualified. The Treasurer and Secretary shall hold office for two years, or until his/her successor has been elected and qualified.

Section 2. PROJECT LEADERS: There shall be a minimum of (2) Project Leaders

- a. The retiring President shall automatically become the Past President for one (1) year.
- b. Two (2) Project Leaders shall be appointed by the President for one (1) year term.

Section 3. ELIGIBILITY. Active members in good standing shall be eligible to hold office and serve as Project Leader of this Association. Unless otherwise expressly provided for in these Bylaws a member may be reappointed or re-elected to succeed himself/herself for not more than three (3) consecutive terms.

Section 4. NOMINATIONS. Nominations shall be made by the Nominating Committee as provided for in Article VIII, Section 2.

Section 5. ELECTIONS. Elections shall be by a plurality of votes cast by the active members in good standing. In case of a tie, the election shall be decided by lot.

Ballots with instructions for their use shall be available on the OHIMA Web site to all active members at least thirty (30) days before the Annual Meeting. In order to be counted, the ballot must be submitted either electronically or by U.S. Mail to the Nominating Committee Chairman and must be received at least ten (10) days before the Annual Meeting. Ballots submitted after the deadline shall be disregarded. Results of the election shall be announced at the Annual Meeting and Officers and

Section 6. RESIGNATION OR REMOVAL. Any Officer or Project Leader may resign at any time by submitting his/her resignation to the Board of Directors. Such resignation shall not become effective until accepted by the Board of Directors.

Their judgment, the best interest of the Association will be served by such action. Such Officer or Project Leader shall be able to request an Appeal Committee composed of five (5) active members, excluding Officers, Project Leaders and Nominating Committee members. The Appeal Committee shall be randomly selected by the Nominating Committee. A 2/3 vote is required to uphold the decision of the Board. If the removal is undisputed or upheld by the Appeal Committee, such removal from office shall become effective on the date of written notification to said Officer or Project Leader and the membership shall be notified, in writing, of the Board of Directors' decision.

Section 7. In case of death, incapacity, resignation or removal of any Officer or Project Leader during his/her term in office, the vacancy shall be filled by a 2/3 vote of the Board of Directors for the unexpired term, until the election of new officers.

## **ARTICLE V: DUTIES OF OFFICERS AND PROJECT LEADERS**

Section 1. PRESIDENT. Except as otherwise provided, the President shall preside at all meetings of the Association and Board of Directors. The President shall serve as member of and shall chair the Board of Directors. The President shall appoint, with the approval of the Board of "Project Leader, two (2) Project Leaders and chairpersons of standing and ad hoc committees. The President shall be an ex officio member of all committees and may serve as the Nominating Committee Chairperson. He/she shall perform other duties as the Board of Directors may from time to time, determine. He/she shall be the project leader for the annual symposium and annual meeting, training the President-elect in the operation and production of a CE symposium.

Section 2. PRESIDENT-ELECT. The President-Elect shall serve as a member of the Board of Directors. He/she shall serve as an aide to the President and shall assume the duties of the President in his/her absence or inability to act. The President-Elect shall be responsible for managing a strategy as assigned by the President at the start of the Association year. He/she shall serve alongside the President while learning the operation and production of a CE symposium.

Section 3. SECRETARY. The Secretary shall serve as a member of the Board of Directors and shall keep a permanent record of the meetings of the Association and of the Board of Directors' meetings and be responsible for the Communication Strategy. The Secretary shall perform other duties as the Board of Directors may, from time to time, determine.

Section 4. TREASURER. The Treasurer shall serve as a member of the Board of Directors and shall be custodian of the funds of the Association. He/she will be responsible for the Financial Strategy. The Treasurer shall perform other duties as the Board of Directors may, from time to time, determine.

Section 5. Project Leaders. Each Project Leader shall serve as a member of the Board of Directors and shall serve as manager for strategy as assigned by the President at the start of the Association year. He/she shall perform other duties as the Board of Directors, from time to time, determine.

## **ARTICLE VI: MEETINGS**

- Section1. MEETINGS. There shall be no less than three (2) meetings annually, including the annual meeting and annual Symposium with a portion of each meeting dedicated to a business meeting, as necessary. The date(s), time(s), location(s), and continuing education program(s) shall be determined by the Board of Directors.
- Section 2. ANNUAL MEETING. The annual meeting shall be held by the end of the current association year. New officers shall be announced at this meeting (following the election).
- Section 3. QUORUM. A majority of voting members attending shall constitute a quorum. Business transactions at all meetings shall be based on a majority vote.
- Section 4. MEETING NOTICES. Notice of regular meetings shall be sent out via email and posted on the NOWHIMA website at least fourteen (14) days prior to the scheduled meeting, when possible, and shall state the time and place of the meetings, as well as any details deemed advisable.

## **ARTICLE VII: BOARD OF DIRECTORS**

- Section1. The Board of Directors shall consist of the elected officers and appointed Project Leaders. The Board of Directors shall manage the business and affairs of the Association, shall report through the President at the Business Meetings and shall perform other duties as necessary.
- Section2. MEETINGS. Meetings of the Board of Directors may be called at the discretion of the President or a majority vote of the Board members to transact any business that may arise.
- Section 3. QUORUM. A majority of the members of the Board of Directors, then in office, shall constitute a quorum. The act or vote of majority of members attending a meeting, at which a quorum is attending, shall be the act or vote of the Board of Directors.

## **ARTICLE VIII: COMMITTEES, STRAEGY MANAGERS, AND PROJECT LEADERS**

- Section 1. COMMITTEES. There shall be such committees as deemed necessary to conduct the business of the Northwest Ohio Health Information Management Association, including a Nominating Committee and Bylaws Committee. The composition, size, and duties of the committees shall be set forth in the Association's Policy and Procedure Manual and subject to approval of the Board of Directors.
- Section2. NOMINATING COMMITTEE. The President may appoint a chairperson or serve as chairperson himself/herself. The chairperson may select two (2) members. A ballot of preferable two (2) or more nominees for each office vacancy for that term shall be prepared. The nominees must be active members in good standing and must consent to serve for the designated term if elected. The ballot shall be prepared and submitted to the Board of Directors at least sixty (60) days prior to the Annual Meeting.
- Section 3. BYLAWS COMMITTEE. The bylaws Committee will consist of the President and Board of Directors. This committee shall review/recommend revisions to the bylaws annually. The proposed revisions shall be distributed to the membership for vote.
- Section 4. STRATEGY MANAGERS. The Officers and Directors shall serve as Strategy Managers, as defined under Article V, with their respective assignments determined by the President

at the start of the Association year. Strategy Managers are accountable to the Board of Directors, through the President, for the implementation of their strategies as charged. The Treasurer shall act as Strategy Manager for the Financial Strategy; the Secretary shall as a Strategy Manager for the Communications Strategy. Each Officer shall appoint Project Leaders as necessary to carry out the activities of the strategy assigned. The responsibilities and duties of each Strategy Manager shall be set forth in the Association's Policy and Procedure Manual and strategic plan and shall be subject to the approval of the "Board of Directors.

- Section 5. PROJECT LEADERS. Project Leaders, as appointment by the Strategy Managers, shall be responsible to carry out the duties required by their assigned projects. Project Leaders may appoint such number of members as necessary to assist them in performance of their assignments.
- Section 6. SPECIAL PROJECT LEADERS. Other Special Project Leaders may be appointed by the President and Board of Directors as the need may arise.
- Section 7. STRATEGIC PLAN. The Board of Directors shall prepare a draft of the strategic plan for the next Association year prior to the Annual Meeting. Assigned projects for each Strategic Manager shall be outlined in the strategic plan. A finalized strategic plan will be approved by the incoming Board of Directors at the first Board meeting of the association year.
- Section 8. MEMBERSHIP AND QUALIFICATIONS. Active, and Student members in good standing shall be eligible for appointment as Project Leaders, members of standing ad hoc committees, and members of any project. Active members may also serve as Strategy managers and Committee Chairpersons. Unless otherwise expressly provided in these Bylaws a member may be reappointed or re-elected to succeed himself/herself for not more than (3) consecutive terms. Provisions for filling vacancies on committees and projects shall be set forth in the Association's Policy and Procedure Manual.
- Section 9. REPORTS. Each Committee Chairperson and Project Leader shall prepare and update procedures and present a written report to the appropriate Strategy Manager thirty (30) days prior to the Annual Meeting. Strategies should be developed at the beginning of the Association year and finalized at the closing of the Association year. Each Strategy Manager shall prepare and present same to the President three (3) weeks before the Annual Meeting.
- Section 10. QUORUM. A majority of the members attending serving on any project or committee shall constitute a quorum.

## **ARTICLE IX: FINANCE**

- Section 1. FISCAL YEAR. The fiscal year of this Association shall be from July 1<sup>st</sup> of one year to June 30<sup>th</sup> of the next year.
- Section 2. DUES. Dues shall be paid on an annual basis as follows:
- |           |         |
|-----------|---------|
| 1.Active  | \$15.00 |
| 2.Student | \$ 0.00 |

The membership shall be the same as the fiscal year. Notification of renewal shall be sent by electronic methods no less than three (3) weeks before the end of the fiscal year. Individuals joining or renewing membership any time during the fiscal year shall be required to pay full membership due.

Section 3.       AUDIT. An audit will be conducted by a CPA or other licensed accounting/financial professional at the end of the term of the Treasurer. At the end of the first year of the Treasurer's term in office, a review of the financial statements of the Association will be completed by two members of the Association.

#### **ARTICLE X: PARLIAMENTARY AUTHORITY**

Business within this Association shall be conducted and governed by the Robert's Rules of Order in the event of cases not covered by the Bylaws.

#### **ARTICLE XI: AMENDMENTS**

Proposals for the alteration, amendment, repeal, or adoption of new Bylaws may be submitted to the Board of Directors by any Committee or any active member of the Association.

The power to amend the Bylaws shall rest with the voting members at any regular meeting, at a special meeting called for this purpose, or via electronic vote by 2/3 vote of the active members responding.

#### **ARTICLE XI: RETENTION OF DOCUMENTS**

Being that there is not a statute of limitations in Ohio Law regarding a non-profit organization's retention of records, other than recommended retention of financial and legal documents the following schedule of retention for documents sets shall be followed:

- |                                    |  |
|------------------------------------|--|
| 1. Financial Records               | 7 years in any retrievable format  |
| 2. Legal Records                   | Permanently in any retrieval format  |
| 3. Minutes, Communication Records  | 3 years in any retrievable format  |
| 4. Policies and Procedures         | 7 years in any retrievable format  |
| 5. Other (emails, brochures, etc.) | At the direction of the Board Member. Project Leader, Committee Chairperson, or member unless it falls into one of the above categories. |

#### **ARTICLE XII: AWARDS**

The Association will award to one student from each American Health Information Management Association (AHIMA) approved health information management program in the Northwest Ohio region a one year CEU Award. The approved colleges include: Mercy College of Ohio, Owens Community College, Terra Community College and University of Toledo.

The criteria for the award will be determined by the respective HIT/HIM program Chair. The award will consist of one year complimentary CEU programs that are sponsored by NWOHIMA (Coding Roundtable, Symposium and Annual Meeting). The award must be used in the first year after receipt of the award.

The Association will award one Distinguished Member award annual to one deserving professional. The criteria for the award will be exemplary professional achievement in the health information management field and or exceptional service to the Association at any level. A letter of recommendation must be submitted on behalf of the candidate specifying reasons why the individual should be considered for the award. Active members may nominate NWOHIMA Distinguished Members. Students are not eligible to

vote. If recommendations are not submitted and received by the deadline, the award will not be given. Selection of the award recipient will be determined by a vote of the full Board.

### **ARTICLE XIII: DISSOLUTION**

The Association is organized for educational purposes and no part of its earnings shall inure to the benefit of the any private member, Officer, or other individual. In the event of a dissolution of this Association the net distribution of assets, after all liabilities and obligations of the Association have been satisfied, shall be distributed to one or more corporations societies, or organization which are organized and operated not for profit, which, in the judgment of a majority of the Board of Directors then in office, are deemed to be engage solely in education activities advancing the causes of health information management and public health.

## **ATTACHMENT A**

### **Conflict of Interest Policy**

#### **Article I Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Article II Definitions**

##### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Article III Procedures**

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

##### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.



### **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.