



**BYLAWS
OF
ARKANSAS HEALTH INFORMATION
MANAGEMENT ASSOCIATION**

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**Approved
December 10, 2021**

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DRAFT

**BYLAWS
OF
ARKANSAS
HEALTH INFORMATION MANAGEMENT ASSOCIATION**

**ARTICLE I
NAME**

- 1.1. Name. The name of the organization is Arkansas Health Information Management Association (hereinafter, “ArHIMA”).

**ARTICLE II
OFFICES AND REGISTERED AGENT**

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

**ARTICLE III
PURPOSES**

- 3.1. Purposes and Mission. The affairs and activities of ArHIMA 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 charitable tax-exempt status as described in section 501(c)(3) of the Code. The primary purpose of ArHIMA 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 Arkansas. ArHIMA shall be and is a nonprofit corporation under the laws of the State of Arkansas.

**ARTICLE IV
MEMBERS**

- 4.1. Members. ArHIMA shall have one or more types of members, as shall be determined from time to time by the Executive Board. The members of ArHIMA shall be those qualifying individuals who support the mission and purposes of ArHIMA and of the American Health Information Management Association (“AHIMA”) and are willing to abide by the AHIMA Code of Ethics; apply for membership in ArHIMA and in

AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The Executive Board shall have the right to deny or terminate the ArHIMA membership of any individual, or to deny access to or participation in the programs or services of ArHIMA, 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 ArHIMA, 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 ArHIMA and by AHIMA. Professional Members shall have the right to elect the Executive Board, Delegates, and members of Nominating Committee of ArHIMA 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 ArHIMA 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 ArHIMA 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 ArHIMA, 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 ArHIMA under the procedures set forth in the AHIMA and/or the ArHIMA 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 Executive Board.
- 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 ArHIMA, 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 simultaneously hear each other and be heard during the meeting, and such participation shall constitute presence in person at the meeting.
- 4.8. Special Meetings of the Members. Special meetings of the members of ArHIMA or of any committees or teams of members may be held at any time or place upon call by the President of the Executive Board.
- 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.
- 4.10. Waiver of Notice. A member may waive any notice requirement by signing a written waiver of notice and delivering it to ArHIMA 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 for Elections. A quorum for any elections by the members shall consist of not less than three percent (3%) of the Professional Members of ArHIMA, voting in the form of an official electronic or written ballot in accordance with the ArHIMA Policy and Procedure Manual.

ARTICLE V **EXECUTIVE BOARD**

- 5.1. Powers and Duties. The business and affairs of ArHIMA shall be managed by or under the direction of its Executive Board. The Executive Board shall hold and exercise all corporate authority and fiduciary duties of ArHIMA except as otherwise provided by

law, ArHIMA's Articles of Incorporation, or these Bylaws. The duties of the Executive Board in managing ArHIMA shall include, but not be limited to, the following:

To establish the mission, purposes, goals, and program priorities to be implemented by ArHIMA's President through a strategic planning process;

To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by ArHIMA to carry out its mission;

To determine and set overall policy;

To advocate the mission, values, accomplishments, and goals of ArHIMA to the members and to the public at large;

To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to ArHIMA's mission;

To establish fiscal policy, including budget authorization and oversight;

To develop adequate resources to ensure financial stability for ArHIMA's activities;

To establish, develop, and maintain an effective and responsive corporate structure for ArHIMA;

To select, retain, support, evaluate the performance of, and discharge the President of ArHIMA;

To orient and evaluate the Directors and Officers of the Executive Board; and

To render a full report on the financial status and activities of ArHIMA to its members.

5.2. Number and Composition. The total number of Directors of ArHIMA shall be six (6) to include President, President-Elect, Secretary, Treasurer, First Year Director, and Second Year Director. The President of the Board, the President-Elect, and the immediate Past President shall serve as ex officio Directors with vote and shall be counted toward the number of Executive Board Members required under this section and for purposes of determining a quorum.

5.3. Qualifications. The Executive Board shall be committed to supporting and advancing the mission and purposes of ArHIMA. The Executive Board must be Professional Members in good standing of ArHIMA and a majority of the members of the Executive Board must be AHIMA-approved certificants with the President holding an AHIMA-approved credential of RHIA or RHIT.

5.4. Nomination. Candidates for election shall be nominated by the Nominating Committee in accordance with the ArHIMA Policies and Procedures.

- 5.5. Election and Term of Office. The Professional Members shall elect the President-Elect, Secretary, Delegates, and members of the Nominating Committee annually and shall elect the Treasurer biennial by electronic ballot at a time and under procedures set forth in the ArHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. The Executive Board, Delegates, and members of the Nominating Committee shall take office in accordance with the ArHIMA Policy and Procedures and the AHIMA/CSA Agreement and remain 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.
- 5.6. Resignation and Removal. Any Executive Board Member may resign at any time by giving written notice of resignation to the Executive Board of ArHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Executive Board Member who is absent from three (3) consecutive meetings of the Executive Board without good cause acceptable to the Board shall be deemed to have resigned. The Executive Board may remove any Executive Board Member whenever in its judgment the best interests of ArHIMA will be served thereby. The removal of any Executive Board Member shall be by an affirmative vote of the majority of the Executive Board. 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. Vacancies among the Board shall be filled by the Executive Board.
- 5.7. Vacancies. Any vacancy occurring in the Executive Board may be filled by the affirmative vote of a majority of the remaining members of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 5.8. Regular Meetings. An Annual Meeting of the Executive Board shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Executive Board. The Executive Board may provide by resolution the time and place for the holding of additional regular meetings of the Executive Board 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.
- 5.9. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the President or by Directors constituting a majority of the entire Executive Board. The person or persons authorized to call special meetings of the Executive Board may designate the meeting's location.
- 5.10. Notice of Special Meetings. Five (5) days notice of any special meeting of the Executive Board shall be given; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. 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 member of the

Executive Board at his or her address as shown in the records of ArHIMA. 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 member of the Executive Board at his or her electronic communication address as shown in the records of ArHIMA. Neither the business to be transacted at, nor the purpose of, any special meeting of the Executive Board need be specified in the notice of the meeting.

- 5.11. Waiver of Notice. A member of the Executive Board may waive any notice requirement by signing a written or electronic waiver of the notice and delivering it to the Secretary of ArHIMA. Attendance of a member of the Executive Board at any meeting shall constitute a waiver of notice of the meeting except when a member of the Executive Board 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.
- 5.12. Manner of Voting. A majority of the votes of the Executive Board 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 Executive Board, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Executive Board members may not vote by proxy.
- 5.13. Quorum. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board. If less than a majority of the Executive Board are present, a majority of those present may adjourn the meeting to another time.
- 5.14. Informal Action. Any action required by law to be taken at a meeting of the Executive Board, or any action that may be taken at a meeting of the Executive Board, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the members of the Executive Board and the written consents are included in the minutes of the proceedings of the Executive Board or filed with the corporate records. The consents shall have the same effect as an unanimous vote of the Executive Board for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.
- 5.15. 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 the Executive Board 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.

- 5.16. Compensation. Members may not be compensated for their services as members of the Executive Board of ArHIMA, 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 members of the Executive Board.
- 5.17. Procedure. The proceedings and business of the Executive Board 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

DUTIES OF THE EXECUTIVE BOARD MEMBERS

- 6.1. Board Members. The elected Board Members of ArHIMA shall consist of a President, a President-Elect, a Secretary, and a Treasurer. Other Officers of ArHIMA shall consist of a First Year Director and a Second Year Director. The Board may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of ArHIMA. 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 Board Members.
- 6.2. Duties of President. The President shall be the chief elected officer of ArHIMA. The President shall preside at all meetings of the members and the Executive Board. The President will determine, in consultation with the Executive Board, the regular agenda of all meetings of the members and the Executive Board. The President shall present a report at an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Executive Board, act as liaison between ArHIMA's staff and the Board, and perform such other duties as are inherent in the office of President or as authorized by the Executive Board. The President must be a Professional Member of ArHIMA and hold an AHIMA-approved credential of RHIA or RHIT. He/She shall serve as the first delegate to the American Health Information Management Association House of Delegates.
- 6.3. Duties of President-Elect. The President-Elect shall act in place of the President in the event of the absence of the President. The President-Elect shall serve as an officer member of the Executive Board and shall exercise such other duties as may be delegated to the office by the Executive Board. He/She shall serve as the second delegate to the American Health Information Management Association House of Delegates.
- 6.4. Duties of Secretary. The Secretary shall be official custodian of the records of ArHIMA. The Secretary shall certify and keep at the principal office of AHIMA and ArHIMA 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 Executive Board,

and any committees having any of the authority of the Executive Board. 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 Executive Board.

- 6.5. Duties of Treasurer. The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of ArHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of ArHIMA, with such depositories as may be designated by the Executive Board. The Treasurer shall render to the Executive Board, upon request, an accounting of all financial transactions of ArHIMA and a statement of the financial condition of ArHIMA, and, shall cause an annual audit of ArHIMA's financial affairs to be conducted. The Treasurer shall perform 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 Executive Board. The Treasurer shall also serve as a member of the Budget and Finance Committee.
- 6.6. Duties of Directors. The Directors shall be available to assist ArHIMA by sharing the knowledge they have gained through prior service and experience on the Executive Board, of which they are voting members. Both are members of the Budget and Finance Committee, with the First Year Director serving as Chairman.

ARTICLE VII AHIMA HOUSE OF 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 Executive Board 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. No ArHIMA Delegate shall serve more than two (2) consecutive terms.
- 7.3. Election and Term of Office. The President and President-Elect shall serve as the first two (2) delegates for ArHIMA. The remaining delegates representing ArHIMA are elected by and from the Professional Members of ArHIMA. 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 ArHIMA 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 shall appoint a delegate to fill the unexpired term of the delegate from the current officers of ArHIMA. Delegates shall take office in accordance with the CSA Affiliation Agreement following their election.

ARTICLE VIII **COMMITTEES**

8.1. Committees. The Executive Board, by resolution adopted by a majority of the full Executive Board, may designate one or more committees to carry on authorized activities of ArHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The President shall select and appoint the members and the chairs of all committees, unless otherwise specified herein. Committee Chairs must be Professional Members of ArHIMA. The President 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 may, to the extent permitted by law, appoint members to a committee who are not members of the Executive Board. Committee members who are not members of the Executive Board may not have voting power on any committee permitted to act on behalf of the Executive Board 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 Executive Board, shall apply to committees and their members as well.

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

- approve action that requires full Executive Board approval;
- fill vacancies on the Executive Board or any of its committees;
- amend the Articles of Incorporation;
- adopt, amend, or repeal the Bylaws;
- approve a plan of merger or consolidation.

Diversity is a core value of ArHIMA which shall guide the activities of the Executive 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 ArHIMA. This includes, but is not limited to, fostering links between ArHIMA and other organizations serving various underrepresented populations, and reviewing ArHIMA's programs, publications, and initiatives to assure multi-cultural sensitivity and inclusivity.

There shall be the following standing committees with such others as the Executive Board may create:

- (a) Arrangements
- (b) Budget and Finance
- (c) Central Office
- (d) Coding Roundtable
- (e) Legislative
- (f) Marketing/Public Relations
- (g) Nominating
- (i) Professional Development
- (j) Program

8.2. Arrangements Committee. The Arrangements Committee shall consist of not less than two (2) members. The Chairman shall be a resident of the city in which the Annual Meeting is held, if possible, and shall be appointed by the President. Committee members shall make necessary arrangements for the meeting. The Chairman shall render an annual report.

8.3. Budget and Finance Committee. The Budget and Finance Committee shall be composed of the Treasurer, President-Elect, First Year Director and Second Year Director. The committee shall prepare the annual budget and submit it to the Executive Board prior to the Annual Meeting. It shall also perform an audit of ArHIMA's financial records and give a report of this audit during the annual business meeting. The First Year Director shall render an annual report.

8.4. Central Office Committee. The Central Office Committee shall consist of a Chairman appointed by the President, and such other members as deemed necessary by the Chairman to complete the business of the Committee. Functions of the Committee shall encompass maintenance of historical data of ArHIMA; compliance with requirements of AHIMA and ArHIMA in updating Bylaws and Policies and Procedures of ArHIMA; and maintenance of a current membership roster, to include notation of professional members eligible to vote and hold office. The Chairman shall render an annual report.

8.5. Coding Roundtable. The Coding Roundtable shall consist of not less than two (2) members. The Chairman shall be appointed by the President. It shall be responsible for educating members of current coding guidelines. The Chairman shall render an annual report.

8.6. Legislative Committee. The Legislative Committee shall consist of not less than two (2) members. The Chairman shall be appointed by the President and shall preferably have served as a member of the Legislative Committee previously. Committee members shall be appointed by the Chairman. It shall be responsible for keeping abreast of new legislation affecting the health information profession, keeping members of ArHIMA informed, and keeping a current legal handbook for ArHIMA. The Chairman shall render an annual report.

- 8.7. Marketing/Public Relations Committee. The Marketing/Public Relations Committee shall consist of a Chairman appointed by the President, and such other members deemed necessary by the Chairman to complete the functions of the Committee. The Committee shall be responsible for publicity for all ArHIMA meetings, annual and educational. It will coordinate publicity and recruitment programs in conjunction with AHIMA. The Chairman shall render a report.
- 8.8. Nominating Committee. The Nominating Committee shall consist of three (3) members. The President-Elect shall act as the Chairman or appoint the Chairman with the approval of the Executive Board. The members shall be elected by the Professional Members of ArHIMA. The Committee shall prepare a ballot of a minimum of two (2) nominees for each position for Officers and Delegates and nominees for the Nominating Committee. The two (2) Nominating Committee nominees receiving the highest number of votes shall comprise the Committee. The ballot shall be prepared and submitted to the President at least sixty (60) days prior to the Annual Meeting. The Chairman shall render an annual report.
- 8.9. Professional Development Committee. The Professional Development Committee shall consist of not less than three (3) members. The Chairman shall be appointed by the President and committee members shall be appointed by the Chairman. It shall be responsible for the planning, developing, and conduction of educational programs for the members of ArHIMA in compliance with requirements of AHIMA. The Chairman shall render an annual report.
- 8.10. Program Committee. The Program Committee shall consist of not less than three (3) members. The Chairman shall be appointed by the President and committee members shall be appointed by the Chairman. It shall prepare and arrange the program for the Annual Meeting. The proposed program shall be submitted to the Executive Board for approval. The Chairman shall render an annual report.

ARTICLE IX **AFFILIATES**

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

ARTICLE X
CONTRACTS, CHECKS, AND DEPOSITS

- 10.1. Contracts. The Executive Board may authorize any officer or agent of ArHIMA, 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 ArHIMA. 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 ArHIMA shall be signed by the officer or agent of ArHIMA so designated and in the manner so determined by resolution of the Executive Board.
- 10.3. Deposits. All funds of ArHIMA shall be deposited from time to time to the credit of ArHIMA in those banks, trust companies, or other depositories selected by the Executive Board.

ARTICLE XI
FISCAL YEAR

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

ARTICLE XII
BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS

- 12.1. Books and Records. ArHIMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Board, and all committees, and shall keep at the principal office of ArHIMA a record of the names and addresses of the Executive Board. All books and records of ArHIMA may be inspected by any member of the Executive Board 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 ArHIMA Policy and Procedure Manual.

ARTICLE XIII
INDEMNIFICATION

- 13.1. Indemnification. ArHIMA may indemnify the Executive Board, Committee Chairs, and Delegates of ArHIMA to the maximum extent permitted by applicable law.

ARTICLE XIV
LOANS; CONFLICTS OF INTEREST; COMPLIANCE

- 14.1. Loans. No loans shall be made by ArHIMA to its Executive Board, Committee Chairs, or Delegates.
- 14.2. Conflicts of Interest Policy. ArHIMA shall adopt and abide by a conflicts of interest policy to protect ArHIMA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a member of the Executive Board 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 ArHIMA. 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 ArHIMA, or to adopt new bylaws, is vested in the Professional Members of ArHIMA. 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 Professional Members to amend the Bylaws may be initiated by the Executive Board and/or any Professional Member of ArHIMA 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 Professional Members 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 Professional Members 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 ArHIMA shall be submitted for review and approval to the AHIMA Executive Board 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.

Adopted: December 10, 2021

CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify:

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

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on December 10, 2021, by the Executive Board.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of President this _____ day of _____, 20____.

Tina Cikanek, MBA, RHIA