

Spacing, font, lines, TOC and section numbering, etc., will be corrected in a future version.

**ROUND THREE**  
**PROPOSED REVISIONS TO THE CURRENT CHIA BYLAWS – HOD**  
**Focused/Related Changes after HOD Approved previous changes**  
**10/19/23 (Round One)**  
**3/21/24 (Round Two)**

**CALIFORNIA HEALTH  
INFORMATION ASSOCIATION  
BYLAWS**

Approved by the CHIA House of Delegates: October 21, 2021

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CALIFORNIA HEALTH INFORMATION ASSOCIATION  
BYLAWS

ARTICLE I

NAME

The name of this corporation shall be: CALIFORNIA HEALTH INFORMATION ASSOCIATION (hereinafter referred to as "*CHIA*").

ARTICLE II

**OFFICES AND AGENT**

*CHIA* shall have and maintain in the State of California 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 California.

ARTICLE III

PURPOSE(S)

The affairs and activities of *CHIA* 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 501©(3). The primary purpose of *CHIA* is to: commit to excellence in the management of health information for the benefit of patients, providers and other users of health information to empower people to impact health in California. *CHIA* shall be and is a nonprofit corporation under the laws of California.

ARTICLE IV

MEMBERS

4.1 Members

CHIA shall have one or more types of Members, as shall be determined from time to time by the Board of Directors (BOD). The Members of CHIA shall be those qualifying individuals who support the mission and purposes of CHIA and of the American Health Information Association ("AHIMA") and are willing to abide by the AHIMA Code of Ethics; apply for membership in CHIA and in AHIMA; are approved for membership and who timely pay the dues established by AHIMA and by CHIA. The Board of Directors shall have the right to deny or terminate membership of any individual, or to deny access to or participation in the programs or services of CHIA, if such individual fails to meet the qualifications for membership or fails to pay AHIMA and CHIA dues on a timely basis.

#### 4.2 Rights of Members.

Membership shall entitle individuals to participate in the programs and services of CHIA, and to be a member of a Component Association as defined in the AHIMA Bylaws, with the rights and benefits that are accorded to Members by CHIA and by AHIMA from time to time. CHIA Professional Members shall have the right to elect the Board of Directors of CHIA, as set forth below.

#### 4.3 Types of Members.

The membership of CHIA shall include: *Professional*, *Student* (Emerging Professional)

4.3.1 *Professional*. The Professional Members of CHIA shall be composed of the Professional Members of the *American Health Information Management Association* (AHIMA) who have designated California as their Component Association. A CHIA Professional Member in good standing, as defined in Section 4.1, shall be entitled to serve as a committee member, to vote in any election or other matter, and to hold any office, including Committee Chair, member of the Board of Directors, Officer or Delegate to AHIMA.

Commented [A1]: To clarify 'good standing'

4.3.2 *Student (Emerging Professional)*. Student (Emerging Professional) Members of CHIA shall be the Student (Emerging Professional) Members of the *American Health Information Management Association* (AHIMA) and who have designated California as their Component Association. A Student (Emerging Professional) Member in good standing shall have the same rights and privileges as a Professional Member, except that, Student Members shall not have any voting privileges or be eligible to serve as an Officer or Director of CHIA. They shall be entitled to serve as a volunteer member in a designated student position, with voice but not vote.

4.3.3 Hereinafter, any reference to "Members" means both Professional Members and Student (Emerging Professional) Members, unless otherwise noted.

Commented [A2]: Added for clarification of "Members"

#### 4.4 Expulsion.

Any Professional Member who violates the Bylaws of AHIMA or CHIA, 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 CHIA under the procedures set forth in the AHIMA and/or the CHIA *Policy and Procedure Manuals* and AHIMA Recertification Guide.

#### 4.5 Annual Meeting of Members.

An Annual Meeting of the Members of CHIA shall be held each year for the purpose of education on matters of relevance to the health information profession and to CHIA, professional networking and for the transaction of such other business as may become before the meeting. if such other business requires voting, only the CHIA Professional Members may vote. Members may participate in the Annual Meeting or any other membership meeting, 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, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participation in a meeting by such means shall constitute presence in-person at the meeting.

**Commented [A3]:** Added to further clarify that only CHIA Professional members (not students) have the right to vote, as defined by AHIMA bylaws

#### 4.6 Special Meeting of Members.

Special meetings of the Members of CHIA or of any committees or teams of Members may be held at any time, place or manner upon call by the President of the Board of Directors.

#### 4.7 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, by mail or electronic means, not less than seven (7) business days nor more than sixty (60) days before the date of the meeting, to each CHIA Professional Member of record entitled to vote at such meeting.

#### 4.8 Waiver of Notice.

A Member may waive any notice requirement by signing a written waiver of notice and delivering it to CHIA for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting shall constitute a waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

#### 4.9 Quorum for Elections and Voting.

A quorum for any elections by the CHIA Professional Members or any other matter submitted by the membership for a vote shall consist of not less than three percent (3%) of the Professional Members of CHIA, voting in the form of an official electronic or written ballot in accordance with the CHIA Policy and Procedure Manuals.

#### 4.10 Use of Electronic Meeting and Notice Resources.

The Board of Directors of CHIA, at its discretion, may allow any meeting of the membership to 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, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in-person at the meeting.

#### 4.11 Definition of Delivered

If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelop with postage thereon prepaid, addressed to the Member at his or her address as shown in the records of CHIA.

#### 4.11—12 Action by Ballot.

Any action required or permitted to be taken at an Annual Meeting of the Members, may be taken without a meeting if a written ballot is distributed in writing by mail, email, or any other electronic means pursuant to which the Members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Members casting votes (or such larger number as may be required by these Bylaws); provided, that the number of Members casting entitled to cast votes as of the most recent AHIMA membership roster would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than ten (10) days from the date the ballot is delivered, unless otherwise required by law. Additionally, such an action shall become effective only if, at least ten (10) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter of the vote.

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**Commented [A5]:** Added to assist in defining how the number for a quorum is determined

## ARTICLE V

### BOARD OF DIRECTORS

#### 5.1 Powers and Duties.



The business and affairs of *CHIA* 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 *CHIA* except as otherwise provided by law, *CHIA*'s Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing *CHIA* shall include, but not be limited to, the following:

- A. Provide for representation of the membership of *CHIA* on all matters internal and external.
- B. Ensure that appropriate governance and operational policies have been developed, adopted, and implemented by *CHIA* to carry out its mission.
- C. Establish the mission, purposes, goals, and program priorities to be implemented by *CHIA*'s Chief Executive Officer, through a strategic planning process.
- D. Serve as custodian over all funds and property of the *CHIA*.
- E. Fill vacancies in office.
- F. Establish fiscal policy, including budget authorization and oversight.
- G. Render a full report on the financial status and activities of *CHIA* to its Members at the Annual Meeting of Members.
- H. Establish, oversee and act on the recommendations of all Committees, except as otherwise provided in these Bylaws.
- I. Employ qualified staff needed to carry out duties assigned by the Board of Directors, including the Chief Executive Officer.
- J. Create, direct, and dissolve Board of Directors subcommittees as deemed necessary to carry out the duties and responsibilities of the Board of Directors.
- K. Establish the dues for all membership classes.
- L. Advocate the mission, values, accomplishments, and goals of *CHIA* to the members and public at large.
- M. Develop adequate resources to ensure financial stability for *CHIA* activities.
- N. Establish, develop, and maintain an effective and responsive corporate structure for *CHIA*.
- O. Orient and evaluate the Directors and Officers of the Board of Directors.

P. To determine, monitor and strengthen programs that are responsive to the needs of the Members and are central to *CHIA*'s mission.

Q. To determine and set overall policy.

#### 5.2 Number and Composition.

The total number of Directors of *CHIA* shall be nine (9):

- A. The President
- B. The President-elect
- C. The Immediate Past-President
- D. Six (6) at-large Directors

Directors shall be elected at large by the *CHIA* Professional Members; may vote; and shall be counted toward the number of Directors for the purposes of determining the Board of Directors a quorum. A majority of members of the Board of Directors will be AHIMA-approved Credential holders.

**Commented [A6]:** Added for clarification to note the 'quorum for the Board of Directors' at a meeting.

The Chief Executive Officer has the right to attend and participate in all meetings of the Board of Directors, except when the Board of Directors enters into executive session but shall not have voting powers or be counted toward the number of Directors permitted under this section for purposes of determining a quorum.

#### 5.3 Qualifications.

Directors shall be committed to supporting and advancing the mission and purposes of *CHIA*. Only *CHIA* Professional Members in good standing as defined in *CHIA* Policy and Procedure Manuals, shall be eligible to serve as members of the Board of Directors. The President-elect, President and Past-President will be AHIMA-approved credential holders.

#### 5.4 Nomination.

Nomination for President-elect and At-large directors shall be made by a Nominating Committee as provided in Section 8.4.

#### 5.5 Election and Term of Office.

The Professional Members of *CHIA* shall elect Directors annually by electronic ballot at a time and under procedures set forth in the *CHIA Policy and Procedure Manuals*. Election shall be by a plurality of votes cast by the *CHIA* Professional Members. Alternatively, Directors may be elected by voting on a slate of proposed Directors in accordance with the *CHIA Policy and Procedure*

*Manuals.* The total number of Directors of CHIA shall be nine (9). Six At-large Directors shall hold office for a term of three (3) years and until their successor is elected and qualified or until their earlier death, resignation, or **removal or otherwise disqualified to serve.** Two (2) 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. Directors shall be elected by the plurality of the total votes cast by the CHIA Professional Members in good standing.~~ The term of office for the At-large Directors shall be three (3) years. ~~; with two (2) being elected annually. Directors shall be elected by the plurality of the total votes cast by the CHIA Professional Members in good standing. Ex officio Directors shall serve as Directors for as long as they hold their office.~~

**Commented [A7]:** Verbiage inadvertently left off in Round Two.

**Commented [A8]:** Redundant phrase removed. Word smithed for better flow

#### 5.6 Resignation and Removal

Any Director may resign at any time by giving written notice of resignation to the Board of Directors of CHIA. Any resignation shall take effect upon the receipt of the notice or upon any later time specified in the notice **and need to be accepted to be effective.** 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 judgement the best interests of CHIA will be served thereby.

**Commented [A9]:** Verbiage inadvertently left off in Round Two

Alternatively, the removal of any Director shall be by an affirmative vote of the **majority-two thirds (2/3)** of the CHIA Professional Members voting at a meeting where a quorum is present, unless otherwise provided by state law. 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.

**Commented [A10]:** AHIMA template reflects two thirds (2/3) which is correct for CHIA as well. Majority was stated inadvertently in Round Two

#### 5.7 Vacancies.

Vacancies in the Director positions shall be filled until the next election of such members by a Professional Member in good standing chosen by the affirmative vote of a majority of the remaining members of the Board of Directors then in office.

#### 5.8 Meetings.

The Board of Directors shall meet as needed to conduct the business of the association with at least one Annual Meeting, without other notice than these Bylaws, at any place, time and manner as shall be determined by the Board of Directors. Prior to July 1, the in-coming President shall schedule regular meetings of the Board of Directors with the place, time and manner provided without additional notice. In addition, within fifteen days of an oral or written request of a majority of the Board of Directors, the President and/or Chief Executive Officer must convene a meeting of the Board of Directors.

#### 5.9 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President 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.

#### 5.10 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 Executive Committee, notice of a lesser time may be given. 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 CHIA.

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 CHIA. 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.

#### 5.11 Waiver of Notice.

A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Chief Executive Officer or to the Board of Directors of CHIA. 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, states such objection at the outset and does not thereafter vote for or assent to action taken at the meeting.

#### 5.12 Manner of Voting.

A majority of the members of the Board of 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 the Articles of Incorporation, by these Bylaws, by parliamentary authority stipulated in Article XIV, or by law. Directors may not vote by proxy.

#### 5.13 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.

5.14 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 approved in writing 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 a unanimous vote of the Board of Directors for all purposes. Written consents may be in electronic form according to the provisions set forth in the *CHIA Policy and Procedure Manuals*, to the extent permitted by applicable law.

5.15 Use of Electronic Meeting and Notice Resources.

The Board of Directors of CHIA, at its discretion, may allow any meeting of the Board of Directors to 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 sections, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in-person at the meeting.

5.16 Compensation.

Directors may not be compensated for their services as Directors of CHIA but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board of Directors meetings or otherwise in connection with the performance of their duties as Directors.

5.17. Indemnification.

Directors, Officers, employees, and agents will be indemnified to the fullest extent allowable by law.

5.18 Procedure.

The proceeding and business of the Board of Directors shall be conducted in accordance with the rules of order established by the Board of Directors 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 Officers of CHIA shall be a President, a President-elect, the Immediate Past President, the Chief Executive Officer, a Secretary, and a Treasurer. The Board of Directors may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of CHIA. 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 (2) or more Officers. The Board of Directors shall select and retain a Chief Executive Officer who shall serve as the chief staff executive of CHIA.

#### 6.2 Election and Term of Office.

The President-elect of CHIA shall be elected annually by the CHIA Professional Members. The President-elect shall assume the office of the President upon expiration of the President's term of office or in the event of a vacancy in the office (except as provided in this Section 6.2 below). Elections shall be by electronic ballot at a time and under procedures set forth in the CHIA Policy and Procedure Manuals. Election shall be by a plurality of the votes cast by the Professional Members. Alternatively, Officers may be elected by voting on a slate of proposed Officers in accordance with the CHIA Policy and Procedure Manuals. The Secretary and Treasurer of CHIA shall be appointed annually by the Board of Directors from among the members of the Board. Officers shall take office in accordance with the CA Affiliation Agreement, following their election. Each Officer shall hold office for one (1) year and until his or her successor has been elected and qualified unless he or she shall sooner resign or be removed or otherwise become disqualified to serve.

- A. The President shall be the immediate past President-elect. The President shall serve a term of one year.
- B. The President-elect shall be elected annually by the membership as set forth in Section 5.3, 5.4, and 5.5 and upon election shall serve one-year consecutive terms in the offices of President-elect, President, and Immediate Past President. Upon completion of the term of office of Immediate Past President, such person shall not be eligible to serve again as a Director until one year has elapsed.

- C. The Chief Executive Officer shall be an employee of *CHIA*, chosen by the Board of Directors and subject to the terms of his/her employment arrangement with *CHIA*; and shall be a member in good standing of *CHIA*.
- D. The Secretary will be a member of the Board of Directors appointed for a one-year term by the Board of Directors.
- E. The Treasurer will be ~~a member~~ the President of the Board of Directors appointed for a one-year term by the Board of Directors.

6.3 *Nomination and Election of President-elect.*

The President-elect shall be nominated and elected at the same time and according to the same procedures as set forth in Sections 5.3, 5.4 and 5.5 for at-large Directors.

64. *Duties.*

- 6.4.1 *President.* The President shall be the chief elected officer of *CHIA* and shall preside at all meetings of the Members, of the Board of Directors and the Executive Committee. The President shall be non-voting member of all Committees except the Nominating Committee. The President will determine, in consultation with the Chief Executive Officer, the regular agenda of all meetings of the Members, the Board of Directors, and the Executive Committee. The President shall present an annual report to Membership at the Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between *CHIA*'s staff and the Board of Directors, and perform such other duties as are inherent in the office of President or as authorized by the Board of Directors. The President shall serve as the Treasurer and Chair of the Finance Committee.
- 6.4.2 *President-elect.* The President-elect shall act in place of the President in the event of the absence of the President and shall exercise such other duties as may be delegated to the office by the Board of Directors.
- 6.4.3 *Secretary.* The Secretary shall keep, or cause to keep, minutes of meetings of the Board of Directors, Membership meetings and Committees. The Secretary also shall ensure that proper notice is given of meetings, as required by these Bylaws.
- 6.4.4 *Treasurer.* The Treasurer shall serve as *CHIA*'s Chair of the Finance Committee and Chief Financial Officer and, in that capacity, shall keep and maintain, or cause to be kept and maintained, *CHIA*'s financial statements and records. The Treasurer also shall deposit and disburse, or cause to be deposited and disbursed, *CHIA*'s funds in accordance with the

policies or instructions of the Board of Director's and shall render an accounting of such deposits and disbursements to the Board of Directors upon request.

6.4.5 Chief Executive Officer. The Chief Executive Officer (the "CEO") shall have the necessary authority and responsibility to operate CHIA in all its activities subject to the policies and directions of the Board of Directors. The CEO shall undertake his or her duties in accordance with a job description approved by the Board of Directors. The CEO shall act as the duly authorized representative of CHIA in all matters in which the Board of Directors has not formally designated some other person to so act. The CEO shall report periodically and as requested to the Board of Directors and shall provide regular updates to Directors between Board of Directors meetings on CHIA activities and finances. The CEO is charged with continuous responsibility for the management of CHIA, 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 CEO is responsible for the application and implementation of established policies in the operation of CHIA. The CEO 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 CEO. The Chief Executive Officer has the right to attend and participate in all meetings of the Board or Directors, except when the Board of Directors enters into executive session, but shall not have voting powers.

6.5 Vacancies.

- A. A vacancy in the office of the President shall be filled by the President-elect.
- B. A vacancy in the office of the President-elect shall result in an election under Sections 6.2, 6.3 and 6.4 to fill the office of President for the succeeding term. Until the election of a new President, the Immediate Past President shall serve as President.
- C. A vacancy in the office of Chief Executive Officer, Secretary, or Treasurer shall be filled by the Board of Directors.

6.6 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 CHIA. 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 CHIA 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

## ARTICLE VII

### COMMITTEES

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

#### 7.1 Standing Committees.

There shall be such standing Committees as are necessary to conduct the business of CHIA including an Executive Committee, a Finance Committee and a Nominating Committee.

The use of the term *Committee* throughout these Bylaws should be recognized to include groups such as Task Force, Teams, Collaboratives, Consortium as per CHIA *Policy and Procedure Manuals*.

#### 7.2 Executive Committee

The Executive Committee shall be comprised of the President, the President-elect, and the immediate Past President. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of CHIA. The Executive Committee shall make a report and recommendations to the Board of Directors regarding the compensation and benefits of CHIA's Chief Executive Officer. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board of Directors and may elect to do so in executive session.

#### 7.3 Finance Committee

The Finance Committee shall be comprised of President, the President-elect, and the immediate Past President. The Finance Committee shall be responsible for the oversight of the financial operations of the CHIA. The President/Treasurer shall serve as the Chair of the Finance Committee.

The Committee shall undertake the following responsibilities:

- a) Review, discuss and recommend changes to the proposed annual *CHIA* budget and submit for approval to the Board of Directors;
- b) Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and
- c) Monitor the investments of *CHIA* and develop and recommend to the Board of Directors' approval of changes to *CHIA*'s investment and endowment policies as appropriate.

#### 7.4 Nominating Committee.

- A. Membership and Term. The Nominating Committee shall consist of no fewer than three (3) nor more than six (6) members appointed by the *CHIA* Board of Directors who shall serve for a two-year term in accordance with *CHIA* Policy and Procedure Manuals. Terms of members shall be staggered to maintain continuity on the Nominating Committee. The Nominating Committee Chair shall be the Immediate Past President of *CHIA*, appointed by the *CHIA* President-elect who shall serve for a one-year term. The Committee shall identify and recruit qualified individuals to serve on the Board of Directors as Officers of CHIA. The Committee shall nominate for election by the CHIA Professional Members in accordance with Section 5.2 candidates for open Director and Officer positions. The Chief Executive Officer is a non-voting member. The Chair and the members of the Committee must be Professional Members of *CHIA*, in good standing.
- B. Duties. The duties of this Committee may be to propose at least two candidates for each elected position in accordance with the *CHIA* Policy and Procedure Manuals.
- C. Vacancies. In the event a member is unable to serve, the Board of Directors shall select another member.
- D. Quorum. A majority of members of the Committee shall constitute a quorum.
- E. Reports. The ballot constitutes the annual report of this Committee unless there are other recommendations.

**Commented [A11]:** Recommended addition from the AHIMA Bylaws template

#### 7.5 Other Committees

There shall be other Committees as necessary to implement the business of *CHIA*.

The composition, size and duties of the Committees shall be set forth in the *CHIA* Policy and Procedure Manuals and subject to approval by the Board of Directors. All policies and procedures

with respect to the establishment or dissolution of the Committees shall be set forth in the *CHIA Policy and Procedure Manuals* as approved by the Board of Directors.

7.6. Chair.

The Chair of a Committee shall be selected according to the provisions set forth in the *CHIA Policy and Procedure Manuals*.

7.7. Members.

The President shall appoint members to all Committees in order to fill vacancies during their term, according to the provisions set forth in the *CHIA Policy and Procedure Manuals* and with the approval of the Board of Directors. The President-elect shall identify and appoint Committee Chairs and all Committee members for their incoming term with subsequent approval by the Board of Directors.

**Commented [A12]:** To better clarify how committee volunteers are selected and appointed

7.8. Meeting Attendance.

Committee members are required to attend Committee meetings and participate fully in Committee activities according to the provisions set forth in the *CHIA Policy and Procedure Manuals*.

7.9. Vacancies.

The CHIA President shall fill vacancies in Committees during the member's term of appointment or may delegate appointment to the Committee Chair.

7.10. Quorum.

A majority of members of any Committee shall constitute a quorum.

7.11. Eligibility.

Professional members in good standing shall be eligible to be appointed as Committee Chair. Professional and Student (Emerging Professional) members may be appointed as members of Committees.

7.12. Duties.

A Committees duties, operational policies and procedures shall be set forth in the *CHIA Policy and Procedure Manuals*. Committees shall not pre-empt the authority of the Board of Directors in any matter.

7.13. Reports.

Reports of Committees shall be submitted to the Board of Directors as set forth in the *CHIA Policy and Procedure Manuals*.

ARTICLE VIII

COMPONENT GROUPS

9.1 Component Group.

- A. A Component Group is a sub-unit of the CHIA Professional and/or Student (*Emerging Professional*) Membership and may be formed through an application process, evaluated and approved by the Board of Directors.
- B. Component Groups may be realigned or dissolved as per *CHIA's Policy and Procedure Manuals* by the Board when it determines it is in the best interest of the CHIA.

9.2 Purpose.

The purpose of a Component Group is to provide a structure for a sub-unit of CHIA to advance CHIA's mission and vision and to promote value to our members. Each Component Group shall be formed for at least two of the following purposes:

- A. Enhance communication and networking opportunities for members in the Component Group.
- B. Serve as a primary impetus to identify CHIA continuing education opportunities to promote professional development.
- C. Contribute to digital content designed to meet the needs of California's health information professionals and provides information for publication, including papers, articles and leading practices.
- D. Foster a culture of volunteer collaboration and engagement while promoting leadership development opportunities.
- E. Assist with grassroots advocacy.

9.3 Formation, Governance and Funding.

- A. Per *CHIA Policy and Procedure Manuals*, an application to form a Component Group shall be submitted to the Board of Directors for consideration and approval.
- B. Each application shall include:

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a. The purpose of the Component Group describing its alignment with the mission of CHIA.

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b. Description of its proposed component governance structure, including minimum size and identification of a group facilitator per CHIA Policy and Procedure Manuals as approved by the Board of Directors.

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c. How the Component Group will leverage CHIA's technology

d. A set of Guiding Principles including determination of member value, potential funding requirements and method and frequency of meeting(s)

e. Additional application requirements shall be per CHIA's Policy and Procedure Manuals.

C. The Board of Directors may fund each Component Group in accordance with CHIA Policy and Procedure Manuals. Each Component Group shall be financially accountable to CHIA for all income and expenses.

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D. Establishment of a new Component Group shall be by action of the Board of Directors and may coincide with the fiscal year of CHIA.

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## ARTICLE IX

### COMPONENT LOCAL ASSOCIATION

#### 9.1. Formation.

A. ~~A group of fifty or more Professional Members may petition for the formation of a geographic Component Local Association.~~

B. ~~A petition for forming a new Component Local Association shall be signed by members of the petitioning group and shall be submitted along with the proposed Rules and Regulations to the CHIA Board of Directors for review and approval.~~

C. ~~Establishment of a new Component Local Association shall be by action of the Board of Directors and shall coincide with the fiscal year of CHIA.~~

#### 9.2. Boundaries.

~~The boundaries of the Component Local Associations shall follow the natural county boundary lines whenever possible. The boundaries of each Component Local Association shall be stated in its Rules and Regulations.~~

~~9.3. — Membership.~~

~~At the time of payment of CHIA assessments, members shall declare membership in one Component Local Association to which appropriate rebate may be made. The Professional Member shall have voting privileges only in the Component Local Association to which he has declared membership. No member shall belong concurrently to more than one Component Local Association.~~

~~9.4. — Officers.~~

~~The Officers of a Component Local Association shall be such officers as are necessary to conduct the business of the Component Local Association.~~

~~9.5. — Financial Records.~~

~~The financial records of the Component Local Associations shall be kept according to the procedure approved by the CHIA Board of Directors. Each Component Local Association shall be held financially accountable to CHIA for all income and expenses.~~

~~9.6. — Rules and Regulations.~~

~~The Rules and Regulations of each Component Local Association and all revisions shall be submitted for review and approval by the CHIA Board of Directors before adoption. They shall conform with the provisions governing Component Local Associations as provided for in the CHIA Bylaws and in the CHIA Policy and Procedure Manuals.~~

~~9.7. — Dissolution.~~

~~Dissolution of a Component Local Association may occur by either of the following:~~

- ~~A. — Submission of a petition for dissolution to the CHIA Board of Directors signed by a simple majority of the remaining Professional Members of the Component Local Association.~~
- ~~B. — Action of the CHIA Board of Directors based upon the inability of a Component Local Association to comply with the provisions of its Rules and Regulations and CHIA Bylaws.~~
- ~~— Final dissolution of a Component Local Association shall be by action of the CHIA Board of Directors.~~

~~9.8. — Due Process.~~

~~Following the initiation of action by the CHIA Board of Directors for dissolution as outlined under Section 9.8, the appropriate measures as prescribed by the CHIA Policy and Procedure Manuals will be followed.~~

## ARTICLE IX

### NATIONAL REPRESENTATION

#### 940.1. Representation.

CHIA shall be represented in the AHIMA House of Delegates as provided in the Bylaws of AHIMA.

#### 109.2. Qualification, Nomination, and Election of Delegates.

- A. The CHIA shall be represented in the AHIMA House of Delegates as provided by the Bylaws of AHIMA. Only CHIA Professional Members in good standing shall be eligible to serve as Delegates to the AHIMA. The President shall be the First Delegate. The President-elect shall serve as an automatic Delegate.
- B. The term of a Delegate shall be two years. Terms of Delegates shall be staggered to maintain continuity in the AHIMA House of Delegates in the State Delegation.
- C. Nomination for additional Delegates shall be made by the CHIA Nominating Committee from among CHIA Professional Members in good standing.
- D. Election shall be by official ballot of the CHIA Professional Members in good standing. The ballot shall indicate the credentials ~~and the Component Local Association~~ of each nominee.
- E. A plurality vote of those voting shall elect the appropriate number of Delegates to fill the vacant positions that CHIA is allocated minus the two Delegate positions held by the President and President-elect. The candidate receiving the next highest number of votes shall be designated an Alternate.

## ARTICLE X

### FINANCE

#### 104.1. Fiscal Year.

The fiscal year of CHIA shall be from July 1 of any year through June 30 of the following year.

#### 104.2. CHIA Dues and Assessments.

- A. Dues for Professional and Student (Emerging Professional) Members shall be as provided in the Bylaws of AHIMA and shall be paid by the member directly to AHIMA. The State's portion of dues is rebated to CHIA.

- B. Assessments for new member(s) transferring from another component association into CHIA shall be determined by the *CHIA Policy and Procedure Manuals*. This assessment shall not exceed the current annual assessment.
- C. ~~CHIA and Component Local Association~~ Assessments for Professional and Student (Emerging Professional) Members shall be paid by the member to CHIA. ~~The Component Local Association portion of the assessments for Professional Members and Student (Emerging Professional) Members may be rebated to the Treasurers of the Component Local Associations.~~
- D. The CHIA Board of Directors shall have the authority to establish dues and/or assessments for all membership classes. Procedures for payment shall be set forth in the *CHIA Board Of Directors Policy*.

11.3. CHIA Expenditure of Funds.

- A. Control. No Officer or Committee shall expend any money not provided in the budget allotment except by approval of the Board of Directors and no Officer or agent of this Corporation shall contract for any expenditure of money not specifically allocated in the budget except by approval of the Board of Directors. Unexpended balances remaining in the budget allotment at the end of the business year are automatically canceled.
- B. Expenses. When attending the State Convention or in-person meetings of the Board of Directors, all members of the Board of Directors shall be reimbursed for reasonable expenses, in accordance with policies approved by the Board of Directors.
- C. Earnings. No part of the net earnings of CHIA shall be distributable to members or Officers of CHIA, nor accrue to the benefit of any individual.
- D. Goal. The financial goal of CHIA shall be to have assets in reserve according to the CHIA Board of Directors Investment Policy.

~~104~~.4 Contracts.

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

~~104~~.5 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 CHIA shall be signed by the officer or agent of CHIA so designated and in accordance with the *CHIA Policy and Procedure Manuals*.

101.6 Deposits.

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

ARTICLE XII

LOANS, CONFLICTS OF INTEREST; COMPLIANCE

112.1 Loans.

No loans shall be made by CHIA to its Directors or Officers.

112.2 Conflicts of Interest Policy.

CHIA shall adopt and abide by a conflicts of interest policy to protect CHIA'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 CHIA. 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 XIII

BOOKS, RECORDS, AND COMMUNICATIONS

123.1 Books and Records.

CHIA 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 CHIA a record of the names and addresses of the Directors. All books and records of CHIA may be inspected by any Director at any reasonable time.

123.2 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 any communication transmitted or received through electronic means to the extent permitted by applicable law and in accordance with the *CHIA Policy and Procedure Manuals*.

ARTICLE ~~XIV~~XIII

PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws, all meetings of the members, Board of Directors, or Committees of *CHIA* shall be governed by the rules of order established by the Board of Directors from time to time as defined in *CHIA Policy and Procedure Manuals*, unless the conduct of a matter is otherwise governed by the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

ARTICLE XI

AMENDMENTS

~~15~~14.1. Adoption of Amendments.

The power to alter, amend, or repeal the Bylaws of *CHIA*, or to adopt new bylaws, is vested in the Professional Members of *CHIA*. 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 as defined in Section 4.9, is present shall be sufficient to effectuate such action. A proposal to the Membership to amend the Bylaws may be initiated by the Board of Directors and/or any professional Member of *CHIA* 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 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 as defined in Section 4.9, is present, and if the consideration is approved, mad adopt the proposal upon the affirmative vote of at least ninety percent (90%) of the votes of the Professional Members cast at such a meeting. Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of *CHIA* 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 Associations as provided for in the AHIMA Bylaws and in the AHIMA Policy and Procedure Manual.

~~1514~~.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, CHIA may restate the Bylaws in their entirety as amended.

ARTICLE XVI

DISSOLUTION

CHIA shall make no distribution of its assets to any of its members during the period of its operation or upon its liquidation. Upon the dissolution or final liquidation of CHIA, any assets remaining after all obligations have been satisfied or provided shall be transferred to a nonprofit entity having a similar or identical purpose, as determined by the Board of Directors and as approved by the CHIA Professional Membership.

Any CLA that dissolves shall return any and all assets to CHIA when the decision to dissolve has been made.

**BYLAWS ADOPTED (Date):** \_\_\_\_\_

**CERTIFICATE OF ADOPTION:**

**I, the undersigned, do hereby certify:**

1. That I am the duly elected and acting President of the California Health Information Management Association.
2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on \_\_\_\_\_, by the Board of Directors.

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

Signature of the President: \_\_\_\_\_