

**CALIFORNIA HEALTH
INFORMATION ASSOCIATION
BYLAWS**

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

TABLE OF CONTENTS

Article I NAME	5
Article II OFFICES AND REGISTERED AGENT	5
Article III PURPOSE	5
Article IV MEMBERS	5
4.1 Members	5
4.2 Rights of Members	6
4.3 Types of Members	6
4.4 Failure to Pay Dues and Fees	6
4.5 Expulsion	7
4.6 Reinstatement	7
4.7 Annual Meeting of Members	7
4.8 Special Meetings of Members	7
4.9 Notice	7
4.10 Waiver of Notice	7
4.11 Quorum for Elections	8
Article V BOARD OF DIRECTORS	8
5.1 Powers and Duties	8
5.2 Number and Composition	9
5.3 Qualifications	9
5.4 Nomination	9
5.5 Election and Term of Office	10
5.6 Election	10
5.7 Resignation and Removal	10
5.8 Vacancies	11
5.9 Leave of Absence	11
5.10 Meetings	11
5.11 Special Meetings	11
5.12 Notice of Special Meetings	12
5.13 Waiver of Notice	12
5.14 Manner of Acting	12
5.15 Quorum	13
5.16 Informal Action	13
5.17 Use of Electronic Meeting and Notice Resources	13
5.18 Compensation	13
5.19 Indemnification	13

Article VI OFFICERS	14
6.1 Officers.....	14
6.2 Eligibility.....	14
6.3 Election and Term of Office	14
6.4 Nomination and Election of President-elect.....	14
6.5 Duties	15
6.6 Vacancies	16
6.7 Resignation and Removal	16
6.8 Bonds	16
Article VII HOUSE OF DELEGATES	16
7.1 Purpose	16
7.2 Meetings	17
7.3 Notice of meetings.....	17
7.4 Composition	17
7.5 Apportionment	17
7.6 Powers and Duties	18
7.7 Election of Delegates	18
7.8 Quorum	18
Article VIII STANDING COMMITTEES	19
8.1 Standing Committees.....	19
8.2 Executive Committee	19
8.3 Finance Committee	19
8.4 Nominating Committee	20
8.5 Other Committees/Task Forces	20
8.6 Chair	20
8.7 Members.....	20
8.8 Meeting Attendance	20
8.9 Vacancies	21
8.10 Quorum	21
8.11 Eligibility.....	21
8.12 Duties	21
8.13 Reports.....	21
Article IX COMPONENT LOCAL ASSOCIATION.....	21
9.1 Formation.....	21
9.2 Boundaries	22
9.3 Membership.....	22

9.4	Officers	22
9.5	Financial Records	22
9.6	Rules and Regulations	22
9.7	Representation	22
9.8	Dissolution	22
9.9	Due Process.....	23
Article X NATIONAL REPRESENTATION		23
10.1	Representation	23
10.2	Qualification, Nomination, and Election of Delegates	23
Article XI FINANCE.....		23
11.1	Fiscal Year.....	24
11.2	Dues and Assessments.....	24
11.3	Expenditure of Funds	24
11.4	Contracts	24
11.5	Checks, Drafts, and Notes	25
11.6	Deposits	25
Article XII LOANS, CONFLICTS OF INTEREST; COMPLIANCE.....		25
12.1	Loans	25
12.2	Conflicts of Interest Policy	25
Article XIII BOOKS, RECORDS, AND COMMUNICATIONS		25
13.1	Books and Records.....	25
13.2	Electronic Communications	26
13.3	Journal.....	26
Article XIV PARLIAMENTARY AUTHORITY		26
Article XV AMENDMENTS		26
15.1	Authority	26
15.2	Proposals.....	26
15.3	Format and Timing.....	27
15.4	Form and Notice	27
15.5	Amendments at the House of Delegates.....	27
15.6	Conformance with AHIMA Bylaws.....	27
Article XVI Dissolution.....		27

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(c)(3). The primary purpose of *CHIA* is to: commit to excellence in the management of health information for the benefit of patients and providers. *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. 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 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 State 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.

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 State Association. A Professional member in good standing 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, member of the House of Delegates, or Delegate to AHIMA.

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 State Association. A Student (Emerging Professional) member in good standing shall be entitled to serve as a committee member in a designated student position, with voice but not vote. They shall not be entitled to other voting privileges, hold office or serve as delegates.

4.4 *Failure to Pay Dues and Fees.*

Members shall pay membership dues and fees to AHIMA within thirty (30) days following their due date. *CHIA* members shall pay membership dues to *CHIA* within thirty (30) days following their due date under the procedures set forth in the *CHIA* Policy and Procedure manual. Failure to pay AHIMA and *CHIA* dues and fees timely shall cause a member to cease being in good standing. Those who pay AHIMA dues within 30 days following their due date will incur a late fee.

4.5 Expulsion.

Any 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.

4.6 Reinstatement.

A former member whose resignation has been accepted by AHIMA shall be reinstated upon application and payment of the current year's AHIMA and CHIA dues and assessments. A former member whose membership has been forfeited for non-payment of dues and/or assessments shall be reinstated upon application and payment of the current year's AHIMA and CHIA dues and assessments, and any reinstatement fee that may be specified by the Board of Directors.

4.7 Annual Meeting of 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 CHIA, professional networking, and for the transaction of such other business as may become before the meeting. Members who participate in the annual meeting or any other membership meeting by means of conference or by other means by which all members participating are able to simultaneously hear each other and be heard during the meeting, and such participating shall constitute presence in person at the meeting.

4.8 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 or place upon call by the President of the Board of Directors.

4.9 Notice

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

4.10 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 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 *CHIA*, voting in the form of an official electronic or written ballot in accordance with the *CHIA* Policy and Procedure Manual.

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* and the Component Local Associations.
- E. Approve Rules and Regulations of all Component Local Associations.
- F. Fill vacancies in office.
- G. Approve the annual budget and present it at the meeting of the House of Delegates for informational purposes. Render a full report on the financial status and activities of *CHIA* to the House of Delegates.
- H. Establish, oversee, and act on the recommendations of all Committees/Task Forces, 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 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.

5.2 Number and Composition.

The total number of Directors of *CHIA* shall be seven (7):

- A. The President
- B. The President-elect
- C. The Immediate Past-President
- D. Four (4) at-large Directors

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

The Chief Executive Officer has the right to attend and participate at all meetings of the board, except when the board enters into executive session, but shall not have voting powers.

5.3 Qualifications.

Only Professional members in good standing 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.

Directors shall be elected by the plurality of the total votes cast by the Professional Members in good standing.

5.6 Election.

Voting for directors shall be by official ballot only.

- A. Ballots with instructions for their use shall be sent according to the method outlined in the *CHIA* Policy and Procedure manual to all Professional members in good standing.
- B. In order to be counted, a ballot must be returned by methods specified in the *CHIA* Policy and Procedure Manual to the Executive Office and must be received by the announced deadline date.
- C. The Chief Executive Officer or designee shall have the responsibility of tabulating the ballots. Ballots received after the deadline shall be destroyed.
- D. In case of a tie, the election shall be decided by lot by the Executive Office Staff at the time of the tabulation of ballots.
- E. Results of the election shall be announced at a meeting of the House of Delegates.
- F. Directors shall assume office on July 1 of each year.

5.7 Resignation and Removal.

- A. 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 receipt of the notice or upon any later time specified in the notice.
- B. The Board of Directors may remove any Director whenever in its judgment the best interests of *CHIA* will be served thereby.
- C. Any director, with the exception of the Chief Executive Officer, may be removed from office without cause by a four-fifths (4/5) vote of the House of Delegates at a regular or special meeting.
- D. In the event any Director(s) may be so removed, new Director(s) may be elected at the same meeting to fill the remaining term(s) of the Director(s) so removed.

5.7.1 Resignation.

Any director may resign at any time by giving a written notice of such resignation to the President of CHIA to be effective upon acceptance by the Board of Directors. The President, President-Elect, or Past President shall be deemed to resign from the Board of Directors when he/she resigns the office by which he/she became a director. 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.

5.7.2 Removal.

- A. The removal of any Director shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a Director shall not of itself create contract rights.
- B. Any director may be removed from office without cause by a four-fifths (4/5) vote of the House of Delegates at a regular or special meeting. Such special meeting shall require notice to all delegates. The notice shall comply with the notice requirements in Section 5.12

5.8 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.

5.9 Leave of Absence.

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

5.10 Meetings.

The Board of Directors shall meet as needed to conduct the business of the association with at least one annual meeting. Prior to July 1, the in-coming President shall schedule regular meetings of the Board of Directors. 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.

5.11 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.

5.12 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.

5.13 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, and does not thereafter vote for or assent to action taken at the meeting.

5.14 Manner of Acting.

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.

5.15 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.

5.16 Board Action Without a Meeting.

Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes. Written consents and signatures may be in electronic form according to the provisions set forth in the *CHIA Policy and Procedure Manual*.

5.17 Use of Electronic Meeting and Notice Resources.

Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include net meetings, webinars, chat rooms, conference calls, or any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

5.18 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 meetings or otherwise in connection with the performance of their duties as Directors.

5.19. Indemnification.

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

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 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 or more Officers. The Board of Directors shall select and retain a Chief Executive Officer.

6.2 Eligibility.

The President, President-elect, Immediate Past President, and Chief Executive Officer shall be Professional members in good standing of CHIA.

6.3 Election and Term of Office.

- 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 of CHIA.
- D. The Secretary will be a member of the Board of Directors elected for a one-year term by the Board of Directors.
- E. The Treasurer will be a member of the Board of Directors elected for a one-year term by the Board of Directors.

6.4 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.

6.5. Duties.

- 6.5.1 President. The President shall be the chief elected officer of *CHIA* and shall preside at all meetings of the Board of Directors, the Executive Committee, and the House of Delegates. The President shall be an ex officio 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 the House of Delegates, 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, and perform such other duties as are inherent in the office of President or as authorized by the Board of Directors.
- 6.5.2 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.
- 6.5.3 Secretary. The Secretary shall keep, or cause to keep, minutes of meetings of the Board of Directors, House of Delegates, and Committees. The Secretary also shall ensure that proper notice is given of meetings, as required by these Bylaws.
- 6.5.4 Treasurer. The Treasurer shall serve as *CHIA*'s 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 Directors and shall render an accounting of such deposits and disbursements to the Board of Directors upon request.
- 6.5.5 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. 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 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 at all meetings of the board, except when the board enters into executive session, but shall not have voting powers.

6.6 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.

6.7 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

6.8 Bonds.

The Board of Directors shall require that all Officers and agents of CHIA responsible for the receipt, custody, or disbursement of funds to furnish bonds for the faithful performance of their duties in such amount and with such sureties as the Board of Directors shall approve. The cost of such bonds shall be paid by CHIA.

ARTICLE VII HOUSE OF DELEGATES

7.1 Purpose.

The House of Delegates shall exist to govern the profession of health information management by providing a forum for membership and professional issues and to establish and maintain

professional standards of the membership. The House of Delegates advises the Board of Directors on matters of importance to the *CHIA* members and Delegates of *CHIA* and to the health information management community at large. Core roles of the House of Delegates will include, but not be limited to, adopting and maintaining standards governing the health information management profession, and developing position statements and other professional papers. The House of Delegates abides by the AHIMA Code of Ethics and makes recommendations to the Board of Directors on policy and strategic direction for *CHIA* as provided for herein.

7.2 Meetings.

The Board of Directors shall convene the House of Delegates on a year-round basis at such time as the Board shall determine. An Annual Meeting of the House of Delegates shall be held in conjunction with the annual meeting of *CHIA* whenever possible. The meeting may be held in person or by such telephonic or other electronic means as the Board may deem appropriate, provided that all Delegates have an opportunity to hear each other and to participate in the proceedings. The House of Delegates shall take advantage of the technological resources available to *CHIA* to facilitate communications throughout the year.

7.3 Notice of meetings.

The Board of Directors shall ensure that each Delegate receives notice of the meeting. Notice shall give the place, date, and time of the meeting and shall provide the agenda. Notice shall be by personal delivery, by first-class mail, by telephone (including a voice messaging system), or by other system or technology designed to record and communicate messages (including facsimile, electronic mail, or other electronic means). Notice shall be sent at least ten days prior to the meeting.

7.4. Composition.

Members of the Board of Directors, the Presidents of Component Local Associations or their alternates, and Delegates or their alternates shall constitute the House of Delegates and each Delegate shall have one vote. There shall be no voting by proxy. Only Professional *CHIA* members in good standing may serve as Delegates.

7.5. Apportionment.

- A. The *CHIA* House of Delegates will be represented by 40 CLA delegates, or their alternates, plus the seven elected *CHIA* board members. The apportionment for each CLA of the 40 CLA representatives in the House of Delegates will be equal to the CLA's percentage of the total Professional and Student (Emerging Professional) membership of *CHIA*. The total number of CLA representatives in the House of Delegates may be plus or minus one

delegate due to rounding. There shall be at least one representative from each CLA regardless of the percentage calculation and its rounding.

- B. The first delegate for each Component Local Association shall be President of the Component Local Association or his/her alternate.

7.6. Powers and Duties.

The House of Delegates shall be the legislative and policy-making body of CHIA. It shall advise CHIA on all matters involving the professional and administrative policies of CHIA. The House of Delegates has all authority to:

- A. Approve CHIA Bylaw amendments and amend the Articles of Incorporation as provided herein.
- B. Vote on a merger or dissolution of CHIA and therefore vote on the disposition of all or part of the assets of CHIA.
- C. Advise the Board of Directors on the development and modification of Association plans.
- D. Approve resolutions.

7.7. Delegate Representation.

Delegates shall be from the Professional members in good standing of the Component Local Associations. Delegates shall serve for a term of one year or as otherwise stated in the CLA Rules and Regulations.

7.8 Quorum.

- A. At the meeting, delegate representation from a majority of the Component Local Associations shall constitute a quorum.
- B. The act of a majority of Delegates present at a meeting at which a quorum is present shall constitute the act or vote of the House of Delegates unless the act or vote of a greater number of Delegates is required by the Articles of Incorporation, Bylaws, by parliamentary authority stipulated in Article XV or by law.
- C. Any requests from among the delegates for discussion of or action on new business shall be made to the President in writing at least thirty (30) days prior to any meeting of the House of Delegates at which such business would be proposed. The Board of Directors may propose new business to the House of Delegates without prior notice. In the event new business is presented by a delegate at a meeting of the House of Delegates without at least thirty (30) days prior written notice, the affirmative vote of two-thirds (2/3) of the

delegates present and voting shall be required to take up the new business and to pass any such new business items.

ARTICLE VIII

COMMITTEES

8.1 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.

8.2 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 full 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 and may elect to do so in executive session.

8.3 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 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 changes to CHIA's investment and endowment policies as appropriate.

8.4 Nominating Committee.

- A. Membership. The Nominating Committee shall consist of a chairperson, one representative from each Component Local Association and two members appointed by the Board of Directors. The Chief Executive Officer is an Ex Officio member. Each Component Local Association shall elect/select a member to serve on the Nominating Committee.
- B. Duties. The duties of this Committee shall be to propose at least two candidates for each elected position in accordance with the *CHIA* Policy and Procedure Manual.
- C. Vacancies. In the event a Component Local Association elected/selected member is unable to serve, the Component Local Association that elected/selected the member shall elect/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.

8.5 Other Committees/Task Forces.

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

The composition, size and duties of the Committees/Task Forces shall be set forth in the *CHIA* Policy and Procedure Manual and subject to approval by the Board of Directors. All policies and procedures with respect to the establishment or dissolution of the Committees/Task Forces shall be set forth in the *CHIA* Policy and Procedure Manual as approved by the Board of Directors.

8.6. Chair.

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

8.7. Members.

The President shall appoint members to all Committees according to the provisions set forth in the *CHIA Policy and Procedure Manual* and with the approval of the Board of Directors.

8.8. 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 Manual.

8.9. Vacancies.

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

8.10. Quorum.

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

8.11. 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.

8.12. Duties.

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

8.13. Reports.

Reports of Committees shall be submitted to the Board of Directors.

ARTICLE IX

COMPONENT LOCAL ASSOCIATION

9.1. Formation.

- A. A group of fifty or more Professional members may petition for 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 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 will be made. The 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 *CHIA* 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 Manual*.

9.7. Representation. In accordance with CLA Rules and Regulations, the Professional members of the Component Local Associations shall represent them in the House of Delegates of *CHIA*.

9.8. 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.

9.9. *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 Manual* will be followed.

ARTICLE X

NATIONAL REPRESENTATION

10.1. *Representation.*

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

10.2. *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 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 Delegates shall be two years. Terms of Delegates shall be staggered to maintain continuity in the House of Delegates in the State Delegation.
- C. Nomination for additional Delegates shall be made by the Nominating Committee from among Professional members in good standing.
- D. Election shall be by official ballot of the 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 XI

FINANCE

11.1. *Fiscal Year.*

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

11.2. 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 state association into *CHIA* shall be determined by using the Dues Proration Schedule in the *CHIA* Policy and Procedure Manual. 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 shall be rebated to the Treasurers of the Component Local Associations.
- D. The 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* Policy and Procedure Manual.

11.3. 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 called 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 equal to one times the annual operational expense.

11.4 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.

11.5 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 accordance with the CHIA Policy and Procedure Manual.

11.6 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

12.1 Loans.

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

12.2 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

13.1 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.

13.2 *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 *CHIA* Policy and Procedure Manual.

13.3 *Journal.*

There shall be an official journal of *CHIA* published.

ARTICLE XIV

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 latest edition of Robert's Rules of Order.

ARTICLE XV

AMENDMENTS

15.1. *Authority.*

The authority to amend the Bylaws and the Articles of Incorporation shall be vested solely in the House of Delegates. Two-thirds (2/3) of the votes cast shall be required to adopt any amendment. Proxy votes shall not be permitted.

15.2. *Proposals.*

A proposal for the amendment of Bylaws or adoption of new Bylaws to be submitted to the House of Delegates shall be initiated by (a) the Board of Directors or (b) a committee appointed by the Board of Directors for that purpose or (c) by any individual member through his or her Component Local Association provided such proposal has been approved by the affirmative vote of a majority of members of the Component Local Association present at a duly convened meeting at which a quorum was present.

15.3. Format and Timing.

Proposal to be submitted by the Board of Directors or a Component Local Association shall be in such form as the Board of Directors or a committee appointed by the Board of Directors may prescribe and each proposal shall be filed with it at least three months prior to a meeting at which the proposal is to be submitted to the House of Delegates.

15.4. Form and Notice.

The Board of Directors or a committee appointed by the Board of Directors shall present each proposal to members substantially in the form presented to it with such technical changes and conforming amendments to the proposal or existing Bylaws as it shall deem necessary or desirable. Notice shall be sent by the Executive Office to all CHIA HOD Delegates at least forty-five days prior to the convening a meeting of the House of Delegates or at least thirty days prior to a special meeting of the House of Delegates. Such special meeting shall require written notice to all Delegates which complies with the time limits and mailing requirements of Article VII, Section 7.3.

15.5. Amendments at the House of Delegates.

A proposal to amend the Bylaws may be made and acted upon at a meeting of the CHIA House of Delegates without prior notice, as defined in Article XV, Section 15.2. Such amendment(s) shall require a two-thirds (2/3) vote of the House of Delegates in order to be considered, and a ninety percent (90%) vote of the members of the House of Delegates shall be required for adoption of such amendment(s).

15.6. Conformance with AHIMA Bylaws.

These Bylaws shall automatically conform to any provisions of the Bylaws of the AHIMA affecting the CHIA to the extent permitted by California law. Such provisions shall be binding upon CHIA when voted by the AHIMA House of Delegates and the CHIA House of Delegates as provided herein.

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 House of Delegates