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2 **ASSOCIATION FOR HEALTHCARE DOCUMENTATION INTEGRITY**  
3

4 **AMENDED BYLAWS**  
5 **Adopted December 2018**  
6

7  
8 **Article I**

9 *Name*

10 The name of this California nonprofit mutual benefit corporation is the Association for Healthcare  
11 Documentation Integrity (formerly American Association for Medical Transcription), hereinafter  
12 referred to as the Association or AHDI.  
13

14 **Article II**

15 *Principal Office*

- 16 (a) The principal office for the transaction of business of the Association shall be located in the  
17 City of Modesto, County of Stanislaus, State of California, or at such place as the  
18 Association's board of directors (hereinafter referred to as the "Board of Directors," or simply  
19 the "Board") may designate. The principal office may be hereinafter referred to as the  
20 "Administrative Office."  
21 (b) The Association shall have and continuously maintain in the State of California an office and  
22 an agent and may have other offices within or without the State of California as the Board of  
23 Directors may determine.  
24

25 **Article III**

26 Section 1. Objectives and Purposes

27 Subject to the specific, primary and general purposes stated in the Articles of Incorporation, and  
28 as a supplement thereto, the objectives and purposes of this Association are:

- 29 (a) To advance and represent the profession of healthcare documentation and data capture  
30 through the promotion of quality healthcare documentation.  
31 (b) To promote general awareness of the field of healthcare documentation and data capture as  
32 an allied health profession.  
33 (c) To provide tools ensuring accuracy, privacy, and security of healthcare documentation to  
34 improve patient safety and quality of care.  
35 (d) To participate and collaborate with healthcare alliances, associations, governmental  
36 agencies, and professionals in the healthcare field in the development of standards and best  
37 practices for healthcare documentation, assuring risk management, compliance, and  
38 consumer privacy, security, and safety are at the forefront.  
39 (e) To advocate for legislation and regulations that protect the public's healthcare information.  
40 (f) To set standards of education and practice for the healthcare documentation and data  
41 capture profession.  
42 (g) To research, develop, and educate the industry in areas of concern regarding medicolegal  
43 responsibilities.  
44 (h) To carry on such other activities as are permissible for corporations exempt from  
45 federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as  
46 the same may be amended or supplemented ("IRC").  
47

48 Section 2.

49 Notwithstanding any other provision of these Bylaws, the Association shall not carry on  
50 any other activities not permitted to be carried on by a corporation exempt from federal  
51 income tax under IRC Section 501(c)(6), or a corporation formed under the California  
52 Nonprofit Corporation Law, as the same may be amended or supplemented (the "Act")."

1  
2 **Article IV**

3 *Membership*

4 Section 1. Classes of Membership

5 The membership of this Association shall be divided into eight (8) classes as follows:

- 6 (a) Individual Professional  
7 (b) Student  
8 (c) Postgraduate  
9 (d) Sustaining  
10 (e) Honorary  
11 (f) Educational  
12 (g) Corporate  
13 (h) Associate

14  
15 Section 2. Qualifications, Rights, and Privileges of Membership

16 An individual or institution may hold only one (1) class of membership at a time. The rights and  
17 privileges of all members shall be equal except as herein stated.

18 (a) Individual Professional Membership: Any person whose employment is or has been in the  
19 field of healthcare documentation and data capture is eligible for membership as an Individual  
20 Professional member. Any person holding Individual Professional membership in good  
21 standing shall have the right to vote both as a member of AHDI and as a member of any  
22 component association, to hold office and a committee appointment at the national level as  
23 well as at the component association level, and to serve as a member of the Board of  
24 Directors.

25 (b) Student Membership: Any person who is studying healthcare documentation and who is not  
26 paid to work in healthcare documentation is eligible for Student membership for two (2) years.  
27 Any person who is still enrolled in a healthcare documentation program after two (2) years  
28 may be eligible for a third year of Student membership upon verification of estimated  
29 completion date, Membership in the Student category may not exceed three (3) years.  
30 Student members shall be eligible to vote and hold office in a local chapter. Student members  
31 shall not be eligible to serve as members of the Board of Directors. Student members may  
32 vote in the State/Regional/Web-based and national association and may hold office in a  
33 State/Regional/Web-based association after having been an AHDI member for one (1) year.  
34 Student members may serve on or as chairpersons for chapter, State/Regional/Web-based,  
35 and/or national committees, with the right to vote on committee decisions.

36 (c) Postgraduate Membership: Any person who is verified as having graduated from a healthcare  
37 documentation course within the last 3 months, is eligible for Postgraduate membership, not  
38 to exceed one year. Postgraduate members shall be eligible to vote and hold office in a local  
39 chapter. Postgraduate members shall not be eligible to serve as members of the Board of  
40 Directors. Postgraduate members may vote in the State/Regional/Web-based and national  
41 association and may hold office in a State/Regional/Web-based association after having been  
42 an AHDI member for one (1) year. Postgraduate members may serve on or as chairpersons  
43 for chapter, State/Regional/Web-based, and/or national committees, with the right to vote on  
44 committee decisions.

45 (d) Sustaining Membership: Any person who has been an Individual Professional member for at  
46 least five (5) years who has left the healthcare documentation field is eligible for Sustaining  
47 membership. Sustaining members shall be eligible to vote and hold office in a local chapter.  
48 Sustaining members may vote and hold office in a State/Regional/Web-based association.  
49 Sustaining members may vote in national elections. Sustaining members may also serve on  
50 or as chairpersons of chapter, State/Regional/Web-based, and/or national committees, with  
51 the right to vote on committee decisions.

52 (e) Honorary Membership: Any person engaged in furnishing services to AHDI shall be eligible  
53 for Honorary membership, upon approval by the Board of Directors. Honorary members shall  
54 not be entitled to vote at the national level or at any component association level, to hold  
55 office or committee appointments as the national level or at any component association level,  
56 or to serve as members of the Board of Directors.

57 (f) Educational Membership: Any educational facility that trains healthcare documentation  
58 specialists shall be eligible for Educational membership. Educational members shall not be

- 1 entitled to vote at the national level or at any component association level, to hold office at  
2 the national level or at any component association level, or to serve as members of the Board  
3 of Directors. A representative from an Educational member company may serve as a  
4 nonvoting member of chapter, State/Regional/Web-based, and/or national committees.
- 5 (g) Corporate Membership: Any healthcare delivery facility, company or manufacturer, which  
6 employs healthcare documentation specialists or provides services or products to the field  
7 shall be eligible for Corporate membership. Corporate members shall not be entitled to vote  
8 or to hold office at the national level or at any component association level. A representative  
9 from a Corporate member company may serve as a nonvoting member of chapter,  
10 State/Regional/Web-based, and/or national committees.
- 11 (h) Associate membership: Anyone who has qualified for membership through an AHDI vendor  
12 contract offering shall be eligible for Associate membership. Associate members shall be  
13 eligible to vote and hold office in a local chapter and may also serve on or as chairperson of a  
14 committee in a local chapter with the right to vote on committee decisions. Associate  
15 members may serve as voting/nonvoting members on a State/Regional/Web-based or  
16 national committee but may not chair any such committee. Associate members shall not be  
17 eligible to vote or hold office in a State/Regional/Web-based association, vote at the national  
18 level, or serve on the Board of Directors.
- 19 (i) An application for membership may be rejected upon a finding by a majority of the Board of  
20 Directors that an applicant is not in compliance with the Association's Code of Ethics.
- 21 (j) Individual Professional, Student, Postgraduate, and Sustaining members (collectively, the  
22 "voting members") are members of the Association within the meaning of California  
23 Corporations Code Section 5056, and shall have the right to vote, as set forth in these  
24 Bylaws, on the election of Directors, on the disposition of all or substantially all of the  
25 Association's assets, on any merger of the Association with or into another entity, and on any  
26 election to dissolve the Association. In addition, the voting members shall be entitled to all  
27 rights afforded to members under the California Nonprofit Mutual Benefit Corporation Law.
- 28 (k) The Association may refer to persons or entities in the Honorary, Educational, Corporate,  
29 Associate, and Associate Student classes of membership as "members," even though those  
30 persons or entities are not voting members of the Association, but no such reference shall  
31 constitute any such person or entity as a member within the meaning of California  
32 Corporations Code Section 5056. Except as otherwise specifically provided, references in  
33 these Bylaws to "members" shall mean members as defined in California Corporations Code  
34 Section 5056; i.e., Individual Professional, Student, Postgraduate, and Sustaining members.

### 35 36 Section 3. Dues: Good Standing

- 37 (a) The Board of Directors shall determine the dues and assessments applicable to each class of  
38 membership, whether voting or nonvoting.
- 39 (b) Dues and Assessments shall be paid annually and are not refundable. The Administrative  
40 Office shall send each voting and nonvoting member a statement of dues/assessments prior  
41 to the due date, which shall be paid within a reasonable amount of time as outlined in policies  
42 and procedures. Any member who fails to pay dues/assessments within such time period  
43 shall be delinquent. The delinquency notice shall contain a statement that if the  
44 dues/assessments are not paid within a reasonable amount of time from the date of the  
45 notice, the membership of such member shall lapse.
- 46 (c) Members who have paid the required dues and assessments in accordance with these  
47 Bylaws and who are not suspended shall be members in good standing.

### 48 49 Section 4. Expulsion and Other Sanctions

- 50 (a) Association members, whether voting or nonvoting, and holders of all AHDI credentials may  
51 be subject to sanctions for violations of the Association's Code of Ethics. A written complaint  
52 alleging that a member violated the Association's Code of Ethics may be filed with the  
53 Association by any member or other person. The alleged violation shall be investigated  
54 according to policies and procedures of the Association's Ethics Committee. An investigation  
55 also may be commenced without a written complaint if the Ethics Committee determines that  
56 an investigation is warranted. After the investigation is complete, the Ethics Committee shall  
57 make a recommendation of action to the Board of Directors. The recommendation shall  
58 include the recommended sanctions or the recommendation for no action. Possible

1 sanctions for Ethics Code violations include, but are not limited to, censure, reprimand,  
2 expulsion from the Association, suspension or termination of Association membership, and  
3 suspension or revocation of credentials. A two-thirds (2/3) vote of the Board of Directors is  
4 required for any sanctions. Sanctions shall take effect upon notice of the affected member,  
5 but no earlier than five (5) days after the Board of Director's final decision. The affected  
6 member may appeal the decision of the Board of Directors by submitting a written statement  
7 of appeal to the Association's principal office no later than thirty (30) days after the effective  
8 date of sanctions. During the appeals process, the affected member may be represented by  
9 counsel and may examine documentation relating to the decision of the Board of Directors.  
10 However, no new documentation may be presented. If a member of the Ethics Committee or  
11 the Board of Directors is named in an ethics complaint, that individual must recuse himself  
12 from any discussion or vote concerning that complaint.

- 13 (b) Association members, whether voting or nonvoting, Officers, and Directors may be subject to  
14 sanctions for violations of the Association's Bylaws, policies, and/or rules ("Rules"). Any  
15 alleged violation of Association Rules that comes to the attention of the Board of Directors  
16 shall be investigated by a subcommittee of the Board of Directors designated for that  
17 purpose. If the subcommittee determines, after a preliminary investigation, that sanctions  
18 against the Association member, Officer, or Director may be appropriate, the full Board of  
19 Directors shall provide the individual with notice of the infraction, an opportunity to respond in  
20 writing, sixty (60) days' notice of the time and place of a hearing, and the opportunity to  
21 answer charges and present evidence at a hearing. Following the hearing, the full Board of  
22 Directors shall review the entire record of the case and render a final decision in the matter.  
23 Possible sanctions include, but are not limited to, expulsion from the Association or  
24 suspension or termination of Association membership. This subsection shall not apply to  
25 alleged violations of the Association's Code of Ethics.

#### 26 27 Section 5. Resignation

28 Any member may resign by sending a letter to the Administrative Office. No refunds of dues or  
29 assessments shall be given upon resignation.

#### 30 31 Section 6. Reinstatement

- 32 (a) A former member whose resignation has been accepted by the Association shall be  
33 reinstated upon application and payment of the current year's dues and assessments.  
34 (b) A former member whose membership has expired for nonpayment of dues shall be reinstated  
35 upon application and payment of the current year's dues and assessment. If a member fails  
36 to pay dues or otherwise allows membership to lapse during the pendency of a proceeding  
37 concerning possible sanctions for violation of the Code of Ethics of the Association, the Board  
38 of Directors, in its discretion, may require that this matter be resolved acceptably prior to  
39 reinstatement.  
40 (c) A Sustaining Member shall be restored to Individual Professional membership upon payment  
41 of any additional dues or assessments which may be required under the policies of the  
42 Association.

#### 43 44 Section 7. Property Rights

45 No member, whether voting or nonvoting, shall have any right, title, or interest in any of the  
46 property or assets, including the name of the Association or the AHDI logo, any earnings or  
47 investment income of this Association, nor shall any of such property or assets be distributed to  
48 any member on the dissolution or winding up thereof. Furthermore, no part of the net earnings of  
49 this Association shall inure to the benefit of any private member or individual.

#### 50 51 Section 8. Liability of Members and Employees

52 No member or employee of this Association shall be personally liable for any of its debts,  
53 liabilities, or obligations, nor shall any member be subject to any assessment except such  
54 assessments as may be adopted in the manner set forth in Section 3 of this Article.

#### 55 56 Section 9. Roster

57 A roster of the members of the Association shall be maintained by and under the control of the  
58 Administrative Office.

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2  
3  
4 **Article V**

5 *Meetings of Members and Voting*

6 Section 1. Annual Business Meeting

- 7 (a) An Annual Business Meeting of members of the Association shall be held each calendar year  
8 for the transaction of business. The exact time, date, and place of the Annual Business  
9 Meeting shall be designated by the Board of Directors.
- 10 (b) If a quorum is obtained pursuant to Section 6 of this Article, but the attendance at the Annual  
11 Business Meeting is less than one-third of the members in good standing, the members may  
12 vote only on matters as to which notice of their general nature was given pursuant to these  
13 Bylaws.

14  
15 Section 2. Special Meetings

- 16 (a) Special meetings of members may be called by the President, the Board of Directors, or not  
17 less than five (5) percent or more of the members.
- 18 (b) No business, other than the business that was set forth in the notice of the meeting, may be  
19 transacted at a special meeting.

20  
21 Section 3. Electronic Meetings

- 22 (a) If authorized by the Board of Directors in its sole discretion, and subject to the requirements  
23 of consent in California Corporations Code Section 20(b) and guidelines and procedures the  
24 Board of Directors may adopt, members not physically present in person at a meeting of  
25 members may, by electronic transmission by and to the Association or by electronic video  
26 screen communication, participate in a meeting of members, be deemed present in person,  
27 and vote at a meeting of members whether that meeting is to be held at a designated place  
28 or in whole or in part by means of electronic transmission by and to the Association or by  
29 electronic video screen communication, subject to the requirements of these Bylaws.
- 30 (b) A meeting of the members may be conducted, in whole or in part, by electronic transmission  
31 by and to the Association or by electronic video screen communication (1) if the Association  
32 implements reasonable measures to provide members a reasonable opportunity to  
33 participate in the meeting and to vote on matters submitted to the members, including an  
34 opportunity to read or hear the proceedings of the meeting substantially concurrently with  
35 those proceedings, and (2) if any member votes or takes other action at the meeting by  
36 means of electronic transmission to the Association or electronic video screen  
37 communication, a record of that vote or action is maintained by the Association.

38  
39 Section 4. General Notice Requirements

40 Whenever members are required or permitted to take any action at a meeting, a written notice of  
41 the meeting shall be given to each voting member. At the discretion of the Board of Directors,  
42 notice of the meeting may also be given to each nonvoting member. The notice shall specify the  
43 place, date, and hour of the meeting, and the means of electronic transmission by and to the  
44 Association or electronic video screen communication, if any, by which members may participate  
45 in the meeting. For the Annual Business Meeting, the notice shall state the matters that the  
46 Board of Directors, at the time notice is given, intends to present for action by the members. For  
47 a special meeting, the notice shall state the general nature of the business to be transacted and  
48 shall state that no other business may be transacted. The notice of any meeting at which  
49 Directors are to be elected shall include the names of all persons who are nominees when notice  
50 is given.

51  
52 Section 5. Time for Furnishing Notice

- 53 (a) Notice of the Annual Business Meeting and of any special meeting of the members called by  
54 the Board of Directors or the President shall be given at least 10 but no more than 90 days  
55 before the meeting date.
- 56 (b) A special meeting called by five (5) percent or more of the voting members shall be called by  
57 written request, specifying the general nature of the business proposed to be transacted, and  
58 addressed to the attention of and submitted to the President or the Secretary of the

1 Association. The Officer receiving the request shall cause notice to be given promptly to the  
2 voting members, stating that a meeting will be held at a specified time and date fixed by the  
3 Board of Directors. However, the meeting date shall be at least 35 but no more than 90 days  
4 after receipt of the request. If the notice is not given within 20 days after the request is  
5 received, the person or persons requesting the meeting may give the notice. Nothing in this  
6 paragraph shall be construed as limiting, fixing, or affecting the time at which a special  
7 meeting of members may be held when the meeting is called by the Board of Directors or the  
8 President.  
9

10 Section 6. Quorum

- 11 (a) Ten (10) percent of the voting members shall constitute a quorum for the transaction of  
12 business at any meeting of members (the "Initial Quorum"). If the Initial Quorum is not  
13 attained, the meeting can be adjourned as provided in Section 7 (Adjournment) of this Article,  
14 and five (5) percent of the voting members shall constitute a quorum for the transaction of  
15 business at the reconvened meeting.  
16 (b) The descending quorum rule set forth in paragraph (a) also applies to voting by written ballot,  
17 such that for the initially prescribed balloting period, the quorum shall be satisfied when  
18 ballots are received from ten (10) percent of the members to whom ballots were distributed,  
19 and that during any extension of the initially prescribed balloting period, the quorum shall be  
20 satisfied when ballots are received from five (5) percent of the members to whom ballots  
21 were distributed.  
22

23 Section 7. Adjournment; Notice

24 Any members' meeting, whether or not a quorum is present, may be adjourned from time to time  
25 by the vote of the majority of the members represented at the meeting. No meeting may be  
26 adjourned for more than 45 days. When a members' meeting is adjourned to another time or  
27 place, notice need not be given of the adjourned meeting if the time and place to which the  
28 meeting is adjourned (or the means of electronic transmission by and to the Association or  
29 electronic video screen communication, if any, by which members may participate) are  
30 announced at the meeting at which adjournment is taken. If after adjournment a new record date  
31 is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member  
32 who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the  
33 adjourned meeting, the Association may transact any business that might have been transacted  
34 at the original meeting.  
35

36 Section 8. Eligibility to Vote

37 Subject to the California Nonprofit Mutual Benefit Corporation Law, voting members in good  
38 standing on the record date as determined under Sections 15 and 16 of this Article shall be  
39 entitled to vote at any meeting of members.  
40

41 Section 9. Number of Votes

42 Each member entitled to vote may cast one vote on each matter submitted to a vote of the  
43 members.  
44

45 Section 10. Majority Approval

46 If a quorum is present, the affirmative vote of a majority of the voting power represented at the  
47 meeting, entitled to vote and voting on any matter, shall be deemed the act of the members  
48 unless the vote of a greater number, or voting by classes, is required by the California Nonprofit  
49 Mutual Benefit Corporation Law, the Articles of Incorporation, or these Bylaws.  
50

51 Section 11. No Voting By Proxy

52 Voting by proxy is not permitted.  
53

54 Section 12. Action by Written Ballot

55 Any action, including election of Directors, that voting members may take at any meeting of  
56 members may also be taken without a meeting by complying with Sections 13 and 14 of this  
57 Article.  
58

1 Section 13. Solicitation of Ballots

- 2 (a) The Association shall distribute one written ballot to each member entitled to vote on the  
3 matter. The ballot and any related material may be sent by electronic transmission by the  
4 Association that meets the requirements of Section 8 of this Article, and responses may be  
5 returned to the Association by electronic transmission that meets the requirements of the last  
6 sentence of paragraph (b) of Section 7 of Article VII (regarding electronic transmissions to the  
7 Association by Directors).
- 8 (b) All solicitations of votes by written ballot shall (1) state the number of responses needed to  
9 meet the quorum requirement; (2) state, with respect to ballots other than for election of  
10 Directors, the percentage of approvals necessary to pass the measure or measures; and (3)  
11 specify the time by which the ballot must be received in order to be counted. The initially  
12 prescribed balloting period may be extended for a reasonable time upon a determination by  
13 the Board of Directors that an extension is necessary.
- 14 (c) Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an  
15 opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable  
16 time in which to return the ballot to the Association.

17  
18 Section 14. Approval Requirements for Ballots

19 Approval by written ballot shall be valid only when (1) the number of votes cast by ballot  
20 (including ballots that are marked "withhold" or otherwise indicate that authority to vote is  
21 withheld) within the time specified equals or exceeds the quorum required to be present at a  
22 meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of  
23 votes that would be required for approval at a meeting at which the total number of votes cast  
24 was the same as the number of votes cast by written ballot without a meeting. A descending  
25 quorum rule shall apply to voting by written ballot, as described in paragraph (b) of Section 6 of  
26 this Article.

27  
28 Section 15. Record Date Fixed By Board

29 For purposes of establishing the members entitled to receive notice of any meeting, entitled to  
30 vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any  
31 lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed  
32 for:

- 33 (a) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date  
34 of the meeting;
- 35 (b) Voting at a meeting shall be no more than 60 days before the date of the meeting;
- 36 (c) Voting by written ballot shall be no more than 60 days before the day on which the first  
37 written ballot is mailed or solicited; and
- 38 (d) Taking any other action shall be no more than 60 days before that action.

39  
40 Section 16. Record Date If Not Fixed By Board

- 41 (a) If not otherwise fixed by the Board of Directors, the record date for determining members  
42 entitled to receive notice of a meeting of members shall be the next business day preceding  
43 the day on which notice is given or, if notice is waived, the next business day preceding the  
44 day on which the meeting is held. If not otherwise fixed by the Board of Directors, the record  
45 date for determining members entitled to vote at the meeting shall be the day on which the  
46 meeting is held.
- 47 (b) If not otherwise fixed by the Board of Directors, the record date for determining members  
48 entitled to vote by written ballot shall be the day on which the first written ballot is mailed or  
49 solicited.
- 50 (c) If not otherwise fixed by the Board of Directors, the record date for determining members  
51 entitled to exercise any rights with respect to any other lawful action shall be the date on  
52 which the Board of Directors adopts the resolution relating to that action, or the 60th day  
53 before the date of that action, whichever is later.
- 54 (d) For purposes of Sections 15 and 16, a person whose membership is in good standing at the  
55 close of business on the record date shall be a member of record.

56  
57 **Article VI**

58 *Board of Directors*

1 Section 1. Powers and Duties

- 2 (a) The Board of Directors shall be the governing body of the Association and shall be  
3 empowered to establish policies and manage the property, business, and affairs of AHDI,  
4 subject to the limitations of the Articles of Incorporation, of these Bylaws, and of the California  
5 Nonprofit Mutual Benefit Corporation Law and any other applicable laws. All Corporate  
6 Powers shall be exercised by or under the authority of the Board of Directors.
- 7 (b) In addition to having general authority to govern the organization, the Board of Directors shall  
8 be responsible for:
- 9 (1) Study, determination, and execution of the short- and long-range plans of the  
10 Association for the continued growth and financial stability of the Association,  
11 development of policies, and periodic assessment of the needs of the membership and  
12 response thereto, and surveillance of the affairs and funds of the Association.
  - 13 (2) Election of the Officers.
  - 14 (3) Employment of the Chief Executive Officer of the Association.
  - 15 (4) Decisions regarding the recommendations of committees.
  - 16 (5) Establishment of standing rules.
  - 17 (6) Creation and conferment of special awards.
  - 18 (7) Acceptance, on behalf of AHDI, of grants, contributions, gifts, bequests, or other  
19 property to further the purposes of AHDI.
  - 20 (8) Pursuant to rules of AHDI, ultimate decision of specified matters relating to complaints  
21 against members and sanction of members.
  - 22 (9) Discipline of any member for violation of professional ethics or the provisions of the  
23 Bylaws.
  - 24 (10) Expulsion of any member under circumstances described in Article IV, Section 4, of  
25 these Bylaws.
  - 26 (11) Establishment, merger, dissolution of a committee, or substantial change in the mandate  
27 of a committee.
  - 28 (12) Such other lawful action as is advisable to achieve the goals of AHDI.
- 29

30 Section 2. Number and Composition of Board of Directors

- 31 (a) The authorized number of directors ("Directors") of this Association shall be nine (9) to  
32 fourteen (14), elected by all the voting members.
- 33 (b) The Chief Executive Officer shall serve as an advisory, nonvoting member of the Board of  
34 Directors. The Chief Executive Officer shall not be counted towards the authorized number of  
35 Directors, or for quorum purposes.
- 36

37 Section 3. Eligibility

- 38 (a) Any person who has been an Individual Professional Member for at least one (1) year, is  
39 currently an Individual Professional Member in good standing, and meets such other criteria  
40 as may be set forth in the AHDI Nominating Committee Policies and Procedures shall be  
41 eligible to serve as a Director.
- 42 (b) Each Director must continue to be an Individual Professional Member in good standing.
- 43 (c) Directors shall not concurrently hold any office, committee chair, committee membership or  
44 any other official position in AHDI component associations.
- 45

46 Section 4. Term of Office

- 47 (a) Each Director shall be elected for a three (3)-year term. No Director shall serve for more than  
48 two (2) consecutive terms and no person shall be eligible for a further term until they have not  
49 been in office for a full one (1)-year period.
- 50 (b) The term of office for Directors shall begin on September 1.
- 51 (c) Each Director, including a Director elected to fill a vacancy, shall hold office until the  
52 expiration of the term for which elected and until a successor has been elected and qualified,  
53 unless such Director has been removed from office.
- 54

55 Section 5. Election Process

- 56 (a) Directors shall normally be elected by written ballot without a meeting. All ballots with respect  
57 to election of Directors shall comply with the provisions of this.
- 58 (b) The President shall cause ballots with respect to Director positions to be distributed to all



- 1 voting members, which ballots shall include a list of the candidates selected by the  
2 Nominating Committee for open Director positions, along with a summary of the candidates'  
3 qualifications. All ballots with respect to the election of Directors shall be distributed no later  
4 than July 1 of any given year. Member voting must be completed no later than 30 days  
5 following availability of ballots and all votes are subject to verification of the member's right to  
6 vote. The President shall appoint a teller (who may be an employee of the Association) to  
7 direct tabulation of the ballots and to report the results to the President.
- 8 (c) Director elections shall be determined by plurality vote. In the event of a tie vote, a run-off  
9 election shall be held and new ballots identifying the candidates who received the tie vote  
10 shall be distributed to the voting members entitled to vote.

#### 11 Section 6. Resignation

12 Any Director may resign at any time by submitting a written resignation to the Board of Directors.  
13 The resignation shall be effective when the notice is given unless it specifies a later time for the  
14 resignation to become effective. The vacancy shall be filled as stated in Section 8.

#### 15 Section 7. Removal from Office

16 A Director may be removed in any one (1) of the following circumstances:

- 17 (a) A Director shall be deemed to have resigned if he/she allows his/her Individual Professional  
18 membership to expire due to nonpayment of dues.
- 19 (b) A Director shall be deemed to have resigned if he/she is substantially absent for two (2) or  
20 more Board of Directors meetings in a calendar year, provided that the Board of Directors by  
21 majority vote may, for good cause shown, immediately reinstate such a Director.
- 22 (c) The Board may declare vacant the office of a Director who has been declared of unsound  
23 mind by a final order of the court, convicted of a felony, or, if the Association holds assets in  
24 charitable trust, found by a final order or judgment of any court to have breached a duty  
25 arising under California Corporations Code Section 7238.
- 26 (d) Upon the order of the court in response to any suit alleging fraudulent or dishonest acts,  
27 gross abuse of authority or discretion, or breach of the standard of conduct applicable to  
28 Directors, which suit may be brought by a Director, by 100 or more of the voting members if  
29 the Association has more than 5,000 voting members, or by 20 or more of the voting  
30 members if the Association has fewer than 5,000 voting members.
- 31 (e) A Director may be removed at any time by a majority vote of the members voting at a  
32 meeting or by written ballot. This would be accomplished by first presenting a petition to the  
33 Board of Directors. Such petition must be signed by five (5) percent of the voting members in  
34 order to require a vote. Then, with the required number of voting member signatures, the  
35 Chief Executive Officer would be directed to coordinate a vote of the members entitled to vote  
36 on the proposed removal.

#### 37 Section 8. Filling Vacancies

- 38 (a) Vacancies on the Board of Directors, including vacancies occurring by reason of the removal  
39 of a Director, shall be filled by a vote of the majority of the remaining Directors then in office,  
40 even though less than a quorum, or by the sole remaining Director.
- 41 (b) Nominations for filling such vacancies shall be made only for the purpose of maintaining the  
42 authorized number of Directors as established by Section 2, of this Article. A successor  
43 Director so elected shall serve the remainder of the three (3)-year term for the vacated  
44 position. Filling a vacancy for a period of less than two (2) years shall not constitute a term for  
45 purpose of counting permissible tenure in office.

#### 46 Section 9. Conflict of Interest

- 47 (a) A potential or actual conflict of interest exists if a Director might reasonably lack objectivity in  
48 his/her decision making or performance for AHDI because of any personal, professional,  
49 financial, or other interest or relationship he/she has. If any Director believes that a conflict of  
50 interest may arise or exist with respect to himself/herself or another person, at the earliest  
51 possible date he/she should disclose the situation to the President (and the Chief Executive  
52 Officer, in the case of the President). If, upon investigation, the potential for conflict appears  
53 clearly ill-founded or erroneous, and concerns a person other than himself/herself, the  
54 President need not present the matter to the Board of Directors. In all other cases, the  
55  
56  
57  
58

- 1 President shall promptly present the potential conflict to the Board which shall resolve the  
2 matter by majority vote of the disinterested Directors.
- 3 (b) Except as set forth in this paragraph (b), no Director may receive, directly or indirectly, any  
4 compensation for serving on the Board of Directors. Director may receive reimbursement  
5 from AHDI for reasonable expenses incurred in the performance of their duties as Directors.  
6 In addition, the Board of Directors may authorize the President to receive an annual stipend  
7 in excess of \$1,000 as compensation for services furnished to AHDI.  
8

9 **Article VII**

10 *Board Meetings*

11 Section 1. Meetings

- 12 (a) Regular meetings of the Board of Directors shall be held at least quarterly at any place which  
13 has been designated by resolution of the Board of Directors. In the absence of such  
14 designation, a regular meeting shall be held at the principal office of the Association. Written  
15 notice of the time and place of regular meetings shall be given to each Director at least ten  
16 (10) days prior to the time of holding such regular meetings by (1) first-class mail, postage  
17 prepaid; (2) facsimile; (3) electronic mail; or (4) other electronic means.
- 18 (b) Special meetings of the Board may also be held at such place as may be designated by the  
19 Board of Directors. A special meeting of the Board of Directors shall be held whenever called  
20 by the President, President-elect, or a majority of the Directors. Notice of the time and place  
21 of special meetings shall be given to each Director at least forty-eight (48) hours prior to the  
22 time of holding all such meetings if notice is given by telephone, facsimile, or electronic mail,  
23 or at least ninety-six (96) hours prior to such meeting if notice is made by first-class mail,  
24 addressed to such Director at the address as shown on the records of the Association, and  
25 shall include an agenda of the business to be considered. Official action may not be taken on  
26 any item which is not reasonably within the scope of the matters noticed on the agenda.
- 27 (c) Meetings of the Executive Committee of the Board shall be as outlined in Article VIII, Section  
28 4 of these Bylaws.  
29

30 Section 2. Waiver of Notice; Consent; Approval of Minutes

31 Notice of a meeting need not be given to a Director who provided a waiver of notice or consent to  
32 holding the meeting or an approval of the minutes thereof in writing, whether before or after the  
33 meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the  
34 lack of notice to that Director. These waivers, consents and approvals shall be filed with the  
35 corporate records or made a part of the minutes of the meetings.  
36

37 Section 3. Adjournment; Notice of Adjourned Meeting

- 38 (a) A majority of the Directors present, whether or not a quorum is present, may adjourn any  
39 meeting to another time and place.
- 40 (b) Notice of the time and place of holding an adjourned meeting need not be given unless the  
41 original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for  
42 more than 24 hours, notice of any adjournment to another time and place shall be given,  
43 before the time of the adjourned meeting, to the Directors who were not present at the time of  
44 the adjournment.  
45

46 Section 4. Meetings by Telecommunication

47 Any meeting of the Board may be held by conference telephone, video screen communication, or  
48 other communications equipment. Participation in a meeting under this Section shall constitute  
49 presence in person at the meeting if both the following apply:

- 50 (a) Each Director participating in the meeting can communicate concurrently with all other  
51 Directors.
- 52 (b) Each Director is provided the means of participating in all matters before the Board, including  
53 the capacity to propose or to interpose an objection to, a specific action to be taken by the  
54 Association.  
55

56 Section 5. Quorum

57 A majority of the Directors then in office shall constitute a quorum for the transaction of any  
58 business except adjournment. Every action taken or decision made by a majority of the Directors

1 present at a duly held meeting at which a quorum is present shall be an act of the Board, subject  
2 to the provisions of these Bylaws and the California Nonprofit Mutual benefit Corporation Law. A  
3 meeting at which a quorum is initially present may continue to transact business, despite the  
4 withdrawal of some Directors, if any action taken or decision made is approved by at least a  
5 majority of the required quorum for that meeting.

#### 6 7 Section 6. Voting

8 Each Director present and voting at a meeting shall have one (1) vote on each matter presented  
9 to the Board for action at that meeting. Cumulative voting shall not be allowed. There shall be no  
10 voting by proxy.

#### 11 12 Section 7. Action Without Meeting

- 13 (a) Any action that the Board is required or permitted to take at any meeting of the Board of  
14 Directors may be taken without such meeting if all Directors consent in writing to the action to  
15 be taken. Such action by written consent shall have the same force and effect as any other  
16 validly approved Board action. All such consents shall be filed with the minutes of the  
17 proceedings of the Board.
- 18 (b) "Consent in writing" includes consent given through electronic transmissions from and to the  
19 Association by a means that creates a record that can be retained, retrieved and reviewed,  
20 and that may later be transferred into a tangible and legible form. A written consent solicited  
21 by the Association may be delivered to a Director by (1) facsimile transmission or electronic  
22 mail when directed to the facsimile number or electronic mail address, respectively, for that  
23 Director on record with the Association, (2) posting on an electronic message board or  
24 network which the Association has designated for those communications, together with a  
25 separate notice to the recipient of the posting, or (3) other means of electronic  
26 communication; providing that such Director has provided an unrevoked consent to the use of  
27 those means of transmission for communication with such Director. A written consent  
28 returned by a Director to the Association may be delivered by (1) facsimile transmission or  
29 electronic mail when directed to the facsimile number or electronic mail address, respectively,  
30 which the Association has provided from time to time to Directors for sending  
31 communications to the Association, (2) posting on an electronic message board or network  
32 which the Association has designated for those communications, and which transmission  
33 shall be deemed validly delivered upon the posting, or (3) other means of electronic  
34 communication; providing that the Association has adopted reasonable measures to verify  
35 that the sender is the Director purporting to send the transmission.

### 36 37 **Article VIII**

#### 38 *Executive Committee*

##### 39 Section 1. Composition

40 The Executive Committee shall be comprised of the Officers of the Association. The Chief  
41 Executive Officer shall serve as an ex officio, nonvoting member of the Executive Committee.

##### 42 43 Section 2. Powers and Duties

- 44 (a) The Executive Committee shall be empowered to authorize expenditures within the AHDI  
45 policies set by the Board of Directors.
- 46 (b) To the extent permitted by law, the Executive Committee may conduct any business of the  
47 Association and take any action which would be proper if taken by the Board and which may  
48 be required between meetings of the Board of Directors, except those matters specifically  
49 reserved to the full Board by these Bylaws and the California Nonprofit Corporation Code.
- 50 (c) The Executive Committee shall have full power and authority to exercise judgment and make  
51 decisions as required to safeguard the Association.
- 52 (d) The Executive Committee shall report its actions to the Board by mail, fax, or electronic mail  
53 or at the next Board meeting.
- 54 (e) The Executive Committee shall perform such other duties as delegated by the Board of  
55 Directors.

##### 56 57 Section 3. Executive Committee meetings

- 58 (a) Executive Committee meetings can be called at the request of the President and one (1)

- 1 other member of the executive committee.  
2 (b) Notice of the time and place of the meetings of the Executive Committee shall be given to  
3 members of the Executive Committee and of the Board of Directors, setting forth the reason  
4 for the meeting, at least forty-eight (48) hours in advance of all such meetings if notice is  
5 given by telephone, facsimile, electronic mail, or at least ninety-six (96) hours prior to such  
6 meeting if notice is made by first-class or priority mail. The above required notice may be  
7 waived if every Board member agrees, in writing, prior to the scheduled meeting.  
8

9 Section 4. Quorum

- 10 (a) The presence in person or through telephonic or electronic means of a majority of the  
11 Executive Committee shall constitute a quorum for the transaction of business.  
12 (b) In the absence of a quorum, a majority of the Executive Committee present at any meeting of  
13 the Executive Committee may adjourn the meeting to another specified day and hour, upon  
14 due notice to all other members of the Committee.  
15

16 Section 5. Action Without Meeting

17 Any action required or permitted to be taken at any meeting of the Executive Committee may be  
18 taken without such meeting if all members of the Committee consent in writing to the action to be  
19 taken.  
20

21 Section 6. Voting

22 Voting shall be as approved and directed by the Board of Directors. If vote is by mail, email or  
23 online vote, the designated person to receive the vote shall tally the vote and call the President  
24 with the results. Cumulative voting shall not be allowed. Each member of the Executive  
25 Committee shall have one (1) vote. There shall be no voting by proxy.  
26

27 Section 7. Waiver of Notice; Consent; Approval of Minutes

28 The transactions of any meeting of the Executive Committee, however called and noticed and  
29 wherever held, shall be as valid as though the meeting were held after regular call and notice, if a  
30 quorum is present and if either before or after the meeting each of the Committee members  
31 present and each of the Committee members not present sign a written waiver of notice or a  
32 consent to hold the meeting or an approval of the minutes. All such waivers, consents, or  
33 approvals shall be filed with the Association records or made a part of the minutes of the meeting.  
34 A Committee member shall be deemed to have waived notice of a meeting if he/she participates  
35 in the meeting or either before or after the meeting, signs a waiver of notice in writing.  
36

37 **Article IX**

38 *Officers*

39 Section 1. Officers

- 40 (a) The Officers of this Association shall be a President, a President-elect, a Secretary, a  
41 Treasurer, and the Immediate Past President. One (1) person, other than the President, may  
42 hold more than one (1) of these offices.  
43 (b) The Board may appoint an assistant secretary, assistant treasurer, and other subsidiary  
44 officers to perform such functions as they direct.  
45 (c) All Officers are to be members of the Board of Directors and shall report to the President in  
46 their capacity as Officers.  
47

48 Section 2. Election and Term of Office

- 49 (a) All Officers (except the Immediate Past President, to which office the President shall  
50 automatically succeed upon completion of the term of office as President) shall be elected by  
51 the Board of Directors from among its members at a meeting of the Board of Directors to be  
52 determined by the President. Election of Officers shall be by secret ballot. Directors newly  
53 elected to the Board of Directors are eligible for candidacy but may not vote in the election  
54 since their term has not officially started.  
55 (b) The term of office for all Officers shall be one (1) 12 –month term. Terms of office shall  
56 commence at the third-quarter meeting of the Board of Directors.  
57 (c) A Director may not run for office in the third year of his or her term as a Director unless he or  
58 she has been re-elected to a three (3)-year term as a Director.

1 (d) Notwithstanding anything to the contrary in these Bylaws, (1) a President whose term of  
2 office as a Director simultaneously ends with the term of office as President shall serve one  
3 (1) additional year as a Director to enable that person to serve in the office of Immediate Past  
4 President, and (2) a President-elect whose term of office as a Director simultaneously ends  
5 with the end of office as President-elect may serve two (2) additional years, the first as  
6 President and the second as Immediate Past President.  
7

### 8 Section 3. Vacancies

9 In the case of death, incapacity, resignation, or removal of any Officer during a term of office, the  
10 vacancy shall be filled by vote of the Board of Directors. The fulfillment of a vacancy shall not  
11 constitute a term.  
12

### 13 Section 4. Removal

14 Any Officer elected by the Board of Directors may be removed from office by a two-thirds (2/3)  
15 vote of the Board of Directors whenever in its judgment the interests of the Association would  
16 thereby be best served.  
17

### 18 Section 5. Resignation

19 Any Officer may resign at any time by submitting a written resignation to the Board of Directors.  
20

### 21 Section 6. Duties of President

22 The President shall serve as the chair of the Board of Directors, and with the approval of the  
23 Board of Directors, shall appoint committee chairs, shall be an ex officio member of all  
24 committees except the Nominating Committee and Ethics Committee, and shall submit the  
25 annual report of the Board of Directors to the general membership. The President shall preside at  
26 all meetings of the members and Board of Directors at which he/she is present and shall have  
27 such other powers and duties as may be prescribed by the Board of Directors.  
28

### 29 Section 7. Duties of President-elect

30 The President-elect shall prepare to assume the presidency the following year. In the absence or  
31 disability of the President, the President-elect shall perform all the duties of the President, and in  
32 so acting shall have all the powers of the President. The President-elect shall have such other  
33 powers and duties as may be prescribed by the Board of Directors.  
34

### 35 Section 8. Duties of Secretary

36 The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the  
37 Board of Directors and shall submit them for correction and approval of the Board of Directors.  
38 The Secretary shall further keep or cause to be kept a full and complete record of meetings,  
39 proceedings, and actions of committees of the Board and of members. The Secretary shall have  
40 such other powers and duties as may be prescribed by the Board of Directors.  
41

### 42 Section 9. Duties of Treasurer

43 The Treasurer shall be the Chief Financial Officer of the Association. The Treasurer shall monitor  
44 the receipt and distribution of funds of the Association and shall present financial reports to the  
45 Board of Directors and the membership. The Treasurer shall have such other powers and duties  
46 as may be prescribed by the Board of Directors.  
47

### 48 Section 10. Chief Executive Officer

49 (a) The Association shall also have a Chief Executive Officer, who shall be a paid employee of  
50 the Association. The Chief Executive Officer shall be selected by the Board of Directors or by  
51 a duly appointed committee of the Board, with salary and benefits to be established by the  
52 Executive Committee, subject to review by the Board of Directors, and shall report to the  
53 Board of Directors. The Chief Executive Officer shall serve as an advisory, nonvoting  
54 member of the Board of Directors and the Executive Committee, and such other committees,  
55 whether committees of the board or advisory committees, as may be established. The Chief  
56 Executive Officer shall not be included in the authorized number of Directors, shall not be  
57 counted for quorum purposes at meetings of the Board of Directors or any committee, and  
58 shall not be considered an "Officer of the Association" as that term is used in these Bylaws.

- 1 (b) The duties of the Chief Executive Officer shall be as follows:  
2 (1) Attend all meetings of the Executive Committee and the Board of Directors.  
3 (2) Subject to the direction of the Board of Directors and the provisions of the Association's  
4 Bylaws, policies and procedures, be responsible for the day-to-day management and  
5 operation of the business affairs of the Association, including recruitment, hiring,  
6 supervision, and dismissal of staff.  
7 (3) Recommend and participate in the formulation of new policies and make decisions within  
8 existing policies as they have been approved by the Board of Directors or the members.  
9

10 **Article X**

11 *Indemnification of Directors, Officers, Employees, and Other Agents*

12 Section 1. Directors and Officers; Chairs, Vice Chairs and members of Commissions,

13 Committees, Projects, Programs, and Task Forces; Chief Executive Officer and Employees

- 14 (a) The Association shall indemnify any person who was or is a party, or is threatened to be  
15 made a party, to any threatened, pending or completed action, suit or proceeding, whether  
16 civil, criminal, administrative or investigative (other than an action by or in the right of the  
17 Association) by reason of the fact that such person is or was a Director or Officer of the  
18 Association, or a Chair, Vice Chair or member of any Commission, Committee, Project,  
19 Program, or Task Force of the Association, or the Chief Executive Officer or an employee of  
20 the Association, against expenses (including attorney's fees), judgments, fines and amounts  
21 paid in settlement, actually and reasonably incurred by such person in connection with such  
22 action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably  
23 believed to be in, or not opposed to, the best interests of the Association, and, with respect to  
24 any criminal action or proceeding, he/she had no reasonable cause to believe that his/her  
25 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order,  
26 settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,  
27 create a presumption that the person did not act in good faith and in a manner which he/she  
28 reasonably believed to be in, or not opposed to, the best interests of the Association, and,  
29 with respect to the criminal action or proceeding, had reasonable cause to believe that his/her  
30 conduct was unlawful.
- 31 (b) The Association shall indemnify any person who was or is a party, or is threatened to be  
32 made a party, to any threatened, pending or completed action, suit or proceeding by or in the  
33 right of the Association to procure a judgment in its favor by reason of the fact that he/she is  
34 or was a Director or Officer of the Association, or a Chair, Vice Chair or member of any  
35 Commission, Committee, Project, Program, or Task Force of the Association, or the Chief  
36 Executive Officer or an employee of the Association, against expenses (including attorney's  
37 fees) actually and reasonably incurred by him/her in connection with the defense or  
38 settlement of such action or suit, if he/she acted in good faith and in a manner he/she  
39 reasonably believed to be in, or not opposed to, the best interest of the Association. No  
40 indemnification shall be made in respect of any claim, issue or matter as to which such  
41 person shall have been adjudged to be liable for negligence or misconduct in the  
42 performance of his/her duty to the Association, unless, and only to the extent that, a court in  
43 which action or suit was brought shall determine upon application that despite the  
44 adjudication of liability, but in view of all the circumstances of the case, such person is fairly  
45 and reasonably entitled to indemnity for such expenses.
- 46 (c) To the extent that any person referred to in subsections (a) and (b) of this Section 1 has been  
47 successful on the merits or otherwise in defense of any action, suit or proceeding referred to  
48 therein or in defense of any claim, issue or matter therein, he/she shall be indemnified  
49 against expenses (including attorneys' fees) actually and reasonably incurred by him/her in  
50 connection therewith.
- 51 (d) Any indemnification under subsections (a) and (b) of this Section 1 (unless ordered by a  
52 court) shall be made by the Association only as authorized in the specific case upon a  
53 determination that indemnification of the person is proper in the circumstances because  
54 he/she has met the applicable standard of conduct set forth in subsections (a) and (b) of this  
55 Section 1. Such determination shall be made: (i) by the Board of Directors by a majority vote  
56 of a quorum consisting of Directors who were not parties to such actions, suit or proceeding;  
57 or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested  
58 Directors so directs, by independent legal counsel in a written opinion.

- 1 (e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by  
2 the Association in advance of the final disposition of such action, suit or proceeding if the  
3 Board so authorizes in light of all the circumstances, and upon receipt of an undertaking by or  
4 on behalf of the Director or Officer of the Association, or the Chair, Vice Chair or member of  
5 any Commission, Committee, Project, Program, or Task Force of the Association, or the  
6 Chief Executive Officer or an employee of the Association by or on behalf of whom such  
7 expenses are incurred to repay such amount unless it shall ultimately be determined that  
8 he/she is entitled to be indemnified by the Association as provided in this Section 1.
- 9 (f) The indemnification provided by this Section 1 shall not be deemed to preclude any other  
10 rights to which a person seeking indemnification may be entitled under any statute, bylaw,  
11 agreement, vote of members or disinterested Directors or otherwise, both as to action in  
12 his/her official capacity and as to action in another capacity while holding such office, and  
13 shall continue as to a person who has ceased to be a Director or Officer of the Association, or  
14 a Chair, Vice Chair or member of any Commission, Committee, Project, Program, or Task  
15 Force of the Association, or the Chief Executive Officer or an employee of the Association,  
16 and shall inure to the benefit of the heirs, executors, and administrators of such person.
- 17 (g) The Association shall have power to purchase and maintain insurance covering the  
18 Association and any person who is or was a Director or Officer of the Association, or a Chair,  
19 Vice Chair or member of any Commission, Committee, Project, Program, or Task Force or  
20 similar group of the Association, or the Chief Executive Officer or an employee of the  
21 Association, against liability asserted against such persons and incurred in any such  
22 capacity, or arising out of his/her status as such, whether or not the Association would have  
23 the power to indemnify him/her against such liability under the provisions of this Section 1.

## 24 25 Section 2. Agents

26 The Board of Directors may, by resolution, extend the indemnification provisions of the  
27 foregoing Section 1 to any person who was or is a party or is threatened to be made party to any  
28 threatened, pending or completed action, suit or proceeding by reason of the fact that he/she is or  
29 was the agent, or other officially designated representative of the Association.

## 30 31 **Article XI**

### 32 *Application of Robert's Rules of Order, Newly Revised*

33 Except as otherwise provided for in the Bylaws, the Articles of Incorporation, and the Association  
34 Policies and Procedures, in respect to meetings, elections, and procedural matters, Robert's  
35 Rules of Order, Newly Revised, are hereby adopted and govern in respect to meetings, elections,  
36 and procedural matters, unless for a given matter the President shall rule that strict adherence is  
37 infeasible.

## 38 39 **Article XII**

### 40 *Committees*

41 There shall be such standing committees as are required to carry on the work of the Association.  
42 The Board of Directors is empowered to create, combine, or dissolve committees, or to change  
43 their composition or responsibilities as the need may arise. The Executive Committee shall be  
44 subject to this Article only to the extent consistent with Article VIII.

## 45 46 Section 1. Composition

- 47 (a) Subject to the provisions of Article VIII and this Article, the composition of the committees  
48 shall be as determined by the Board of Directors. Committee chairs shall be appointed by the  
49 President, with the approval of the Board of Directors. Committee members shall be  
50 appointed by the committee chair and President. The President shall serve as an ex officio  
51 member of each committee with the exception that the President shall not serve on the  
52 Nominating Committee.
- 53 (b) Only Individual Professional, Students, Postgraduate, and Sustaining members in good  
54 standing shall be eligible to be appointed as committee chairs.
- 55 (c) The term of committee members is one (1) year, with the exception of the Ethics Committee  
56 as outlined in Section 6 of this Article.

## 57 58 Section 2. Authority

1 A Committee shall not preempt the authority of the Board of Directors in any matter. Committees  
2 shall present their policies, objectives, plan of action, budgets, and procedures to the Board of  
3 Directors for approval.

4  
5 Section 3. Voting

- 6 (a) Quorum. A majority of the Committee members of a committee shall constitute a quorum.  
7 Each Committee member shall have one (1) vote. Cumulative voting shall not be allowed.  
8 There will be no voting by proxy.  
9

10 Section 4. Nominating Committee

- 11 (a) The Board of Directors shall name a Nominating Committee to consist of at least one (1)  
12 Director and a minimum of four (4) Individual Professional members in good standing who  
13 shall identify candidates for vacancies occurring on the Board of Directors.  
14 (b) The president shall not be a member of the Nominating Committee.  
15 (c) All Voting Members may nominate a candidate. Only Individual Professional members may  
16 nominate a candidate to include himself or herself.  
17 (d) Nomination of Directors and final ballot shall be determined by the Nominating Committee.  
18

19 Section 5. Bylaws Committee

20 There shall be a Bylaws Committee comprised of members of the Board of Directors, Individual  
21 Professional, Student, Postgraduate, and Sustaining AHDI members. The Chair shall be  
22 appointed by the President, subject to approval of the Board of Directors. Members of the Bylaws  
23 Committee shall be appointed by the President. The Bylaws Committee Chair shall report  
24 activities and recommendations of the Committee to the Board of Directors.  
25

26 Section 6. Ethics Committee

- 27 (a) There shall be an Ethics Committee comprised of Individual Professional members in good  
28 standing who are not members of the Board of Directors. The Chair of the Ethics Committee  
29 shall be appointed by the President and approved by the Board of Directors. Other members  
30 of the Ethics Committee shall be appointed by the President. The Ethics Committee shall  
31 receive complaints, initiate proceedings, conduct investigations, hold hearings, and make  
32 recommendations to the Board of Directors concerning instances of possible misconduct and  
33 appropriate sanctions in such instances.  
34 (b) The term of Ethics Committee members shall be two (2) years. Ethics Committee members  
35 shall serve staggered terms, so that approximately half of the Ethics Committee is appointed  
36 each year.  
37

38 **Article XIII**

39 *Finances, Dues and Assessments*

40 Section 1. Fiscal Year

41 The fiscal year of this Association shall be from January 1 through December 31.  
42

43 **Article XIV**

44 *Local Chapters*

45 Section 1. General

- 46 (a) Local Chapters may be organized in any municipality or region where there has been  
47 demonstrated to be significant interest to engender a viable and stable chapter.  
48 (b) Organizations which deem there is sufficient interest demonstrated by a significant  
49 membership shall petition AHDI for official recognition as a Local Chapter.  
50 (c) All Local Chapters must comply with the policies, procedures, and rules of conduct  
51 prescribed by the Board of Directors.  
52 (d) State/Regional Associations shall have oversight over Local Chapters formed within their  
53 geographical boundaries in order to facilitate compliance with national guidelines and steer  
54 AHDI initiatives. Educational and corporate chapters do not reside under the geographical  
55 boundaries of a State/Regional Association and shall be exempt from state/regional  
56 oversight.  
57 (e) All chapters must support and promote a minimum of one AHDI initiative each year as  
58 defined in the policies and procedures.



- 1 (f) A Local Chapter within a State/Regional Association’s geographical boundaries shall have  
2 one representative from the Local Chapter as a voting member of the State/Regional  
3 Association board of directors. This representative will be chosen by the Local Chapter in a  
4 manner consistent with that chapter’s bylaws and/or policies and procedures.  
5

6 Section 2. Official Recognition

- 7 (a) An organized Local Chapter shall, within sixty (60) days after election of officers, submit a  
8 petition to the Administrative Office for recognition as an official chapter of AHDI. Recognition  
9 shall be granted upon meeting such requirements as the Board of Directors shall determine.  
10 (b) The official name of the Local Chapter shall conform to the pattern “(Name) Chapter of the  
11 Association for Healthcare Documentation Integrity” or “Association for Healthcare  
12 Documentation Integrity – (Name) Chapter.”  
13

14 Section 3. Membership

15 Individual Professional, Student, Postgraduate, Associate, or Sustaining members of the  
16 Association may join the Local Chapter in the same category, and the requirements for AHDI  
17 membership stated in Article IV, Section 2, of these Bylaws shall apply. Non-AHDI members may  
18 join the Local Chapter as nonvoting members.  
19

20 Section 4. Officers and Committee Members

- 21 (a) The officers of a Local Chapter shall be a President, Vice President and/or President-elect,  
22 Secretary, Treasurer, and such other officers as are necessary to conduct the business of the  
23 Local Chapter.  
24

25 Section 5. Voting Body

26 The voting body of the Local Chapter shall be limited to the Individual Professional, Student,  
27 Postgraduate, Associate, and Sustaining AHDI members in good standing of the Local Chapter.  
28

29 **Article XV**

30 *State/Regional/Web-based Associations*

31 Section 1. General

- 32 (a) State/Regional Associations shall have oversight over Local Chapters formed within their  
33 geographical boundaries in order to facilitate compliance with national guidelines and steer  
34 AHDI initiatives. Educational and corporate chapter do not reside under the geographical  
35 boundaries of a State/Regional Association and shall be exempt from state/regional  
36 oversight.  
37 (b) All State/Regional/Web-Based Associations must support and promote a minimum of one  
38 AHDI initiative each year as defined in the policies and procedures.  
39 (c) A Local Chapter within a State/Regional Association’s geographical boundaries shall have  
40 one representative from the Local Chapter as a voting member of the State/Regional  
41 Association board of directors. This representative will be chosen by the chapter in a manner  
42 consistent with that chapter’s bylaws and/or policies and procedures.  
43

44 Section 2. Membership

- 45 (a) Individual Professional, Student, Postgraduate, and Sustaining AHDI members within  
46 individual states (or equivalent geographic units) may form State Associations. Individual  
47 Professional, Student, Postgraduate, and Sustaining AHDI members in individual states may  
48 join with members in contiguous states to form regional associations.  
49 (b) An Individual Professional, Student, Postgraduate, and Sustaining AHDI Member shall belong  
50 to the State/Regional Association recorded in AHDI’s records as their mailing address. An  
51 Individual Professional, Student, Postgraduate, and Sustaining Member may also join a  
52 State/Regional in a geographic location other than the area in which they reside.  
53 (c) All State/Regional/Web-based Associations must comply with policies and rules of conduct  
54 prescribed by the Board of Directors.  
55 (d) Failure to maintain appropriate membership in AHDI shall result in termination of membership  
56 in the State/Regional or Web-based Association. The requirements for membership stated in  
57 Article IV, Section 2, of these Bylaws shall apply to membership in State/Regional/Web-  
58 based Associations or the Web-based Association.

1  
2 Section 3. Official Recognition

- 3 (a) There shall be only one (1) recognized association per State/Regional.  
4 (b) The officers of a proposed State/Regional/Web-based Association shall, within sixty (60)  
5 days after election of officers, submit to the Administrative Office a Petition for Recognition as  
6 a State/Regional/Web-based Association. Recognition shall be granted upon meeting the  
7 requirements as the Board of Directors shall determine.  
8 (c) The Petition for Recognition must be accompanied by a statement by the officers pro tem  
9 verifying that all Individual Professional, Student, Postgraduate, and Sustaining members of  
10 AHDI within the proposed State/Regional/Web-based Association were given the opportunity  
11 to vote by official ballot, that the majority of the respondents support the formation of the  
12 proposed society.  
13 (d) The procedures and criteria for recognition of a proposed State/Regional/Web-based  
14 Association shall be as determined by the Board of Directors.  
15 (e) Recognition shall be granted upon completion of the requirements as determined by the  
16 Board of Directors.  
17 (f) Within one (1) year of recognition as a State/Regional/Web-based Association, the bylaws of  
18 the association shall be submitted to AHDI.  
19 (g) The official name of a State/Regional/Web-based Association shall conform to the pattern  
20 "(State/Regional/Web-based name) Association for Healthcare Documentation Integrity" or  
21 "Association for Healthcare Documentation Integrity – (State/Regional/Web-based name)."  
22

23 Section 4. Officers

- 24 (a) The officers of a State/Regional Association shall be a President, a Vice President and/or  
25 President-elect, a Secretary, a Treasurer, and such other officers as are necessary to  
26 conduct the business of the State/Regional Association. Officers must be members of said  
27 State/Regional Association and reside within the boundaries of the State/Regional.  
28 (b) The officers of the Web-based Association shall be a President, a Vice President and/or  
29 President-elect, a Secretary, a Treasurer, and such other officers as are necessary to  
30 conduct the business of the Web-based Association. Officers must be members of the Web-  
31 based Association.  
32

33 Section 5. Voting Body

- 34 (a) The voting body of the State/Regional Association shall be limited to the Individual  
35 Professional, Student, Postgraduate, and Sustaining members in good standing who reside  
36 within the geographic boundaries of that State/Regional Association. Voting may be done by  
37 mail, email or online. Individual Professional may hold office. Student and Postgraduate  
38 members who have been a member of AHDI for at least one (1) year may hold office in the  
39 State/Regional/Web-based Association. Individual Professional, Student, Postgraduate, and  
40 Sustaining members may serve on or as chairpersons for State/Regional/Web-based  
41 Association committees with the right to vote on committee decisions.  
42

43 **Article XVI**

44 *Amendments*

45 Section 1. Amendments by Board of Directors

46 These bylaws may be amended by a vote of 2/3 of the Directors present at any regular or special  
47 meeting of the Board of Directors. Written notice conveying the full text of the proposed  
48 amendment[s] shall be provided to each director either with the notice of meeting required by  
49 Article VII Section 1 or in a separate communication to each director prior to distribution of the  
50 meeting notice.  
51

52 Section 2. Ratification by Members Generally

53 Any bylaw amendments for the following purposes must be ratified by 2/3 of the voting  
54 membership to become effective. Such approval may be obtained at any annual meeting, at a  
55 special meeting called for this purpose, or by written ballot.

- 56 (a) Decrease or increase the minimum or maximum number of directors authorized for the Board  
57 of Directors or to change from a variable number of directors to a fixed number.  
58 (b) Increase the quorum required for membership meetings.

- 1 (c) Increase or extend directors' terms of office.
- 2 (d) Permit members to vote by proxy or to authorize cumulative voting procedures.
- 3 (e) Materially and adversely affect members' existing voting rights in any manner not already
- 4 provided by these bylaws.
- 5 (f) Allow any Director to hold office by designation or selection rather than by election by the
- 6 Members, except for the filling of vacancies as provided by Article VI, Section 6.
- 7

8 Section 3. Ratification by Membership Classes

9 Any bylaw amendments that would materially and adversely affect the voting rights of one or  
10 more of the classes of membership delineated in Art. IV Sect.2(j) must also be approved by a  
11 majority vote of each of the classes affected. Such approval may be obtained at any annual  
12 meeting, at a special meeting called for this purpose, or by written ballot.

- 13
- 14 (a) Materially and adversely affects the voting rights of that class in a manner different than the
- 15 action affects another class;
- 16 (b) Materially and adversely affect the voting rights of that class by changing the voting rights of
- 17 another class;
- 18 (c) Deletes an existing class of voting membership;
- 19 (d) Authorizes a new class of voting membership.
- 20

21 Section 4. Statutory Requirement

22 Any provision of these Bylaws that requires the vote of a larger proportion of the members than  
23 otherwise is required by law may not be altered, amended, or repealed except by vote of that  
24 greater number.