

**BYLAWS  
OF  
TEXAS HEALTH INFORMATION  
MANAGEMENT ASSOCIATION**

*Revised January 2017*

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**BYLAWS  
OF  
TEXAS HEALTH INFORMATION MANAGEMENT  
ASSOCIATION**

**ARTICLE I  
NAME**

1.1 Name. The name of the organization is Texas Health Information Management Association (hereinafter, “TxHIMA ”).

**ARTICLE II  
OFFICES AND REGISTERED AGENT**

2.1 Offices and Agent. TxHIMA shall have and maintain in the State of Texas 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 Texas, as may be deemed necessary.

**ARTICLE III  
PURPOSES**

3.1 Purposes and Mission. The affairs and activities of TxHIMA 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 tax-exempt status as described in section 501(c)(6) of the Code. The primary purpose of TxHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients and providers. Its mission is to lead the health informatics and information management community to advance professional practice and standards in Texas. TxHIMA shall be and is a nonprofit corporation under the laws of the State of Texas.

**ARTICLE IV  
MEMBERS**

4.1 Members. TxHIMA shall have one or more types of members, as shall be determined from time to time by the Board of Directors. The members of TxHIMA shall be those qualifying individuals who support the mission and purposes of TxHIMA and of the American Health Information Management Association (“AHIMA”) and are willing to abide by the AHIMA

Code of Ethics; apply for membership in TxHIMA and in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of TxHIMA, 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 TxHIMA, 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 TxHIMA and by AHIMA from time to time. Active Members shall have the right to elect the Board of Directors of TxHIMA as set forth below.

4.3 Types of Members. The membership of TxHIMA shall include Active, Student, Honorary, and Emeritus members.

4.3.1 Active. Any professional in the health information management profession or its related fields who meets the qualifications set forth in these Bylaws is eligible for Active membership. Active Members in good standing shall be entitled to full membership privileges including the right to vote on matters before the members, hold office as Director, serve as Committee Chairperson and as committee member, and serve as a member of the AHIMA House of Delegates.

4.3.2 Student. A student currently enrolled in a formal certificate or degree granting program directly relevant to AHIMA's Purposes, who meets the qualifications set forth in these Bylaws is eligible for Student membership. A student may retain this type of membership until graduation from that program, or for a maximum of four years or until registering for an AHIMA certification examination, after which the student shall be transferred to Active membership. Student Members shall have the same rights and privileges as Active members, except that, Student members shall not have any voting privileges or be eligible to serve as an Officer or Director of TxHIMA or to serve in the House of Delegates.

4.3.3 Honorary. Any individual who has made a significant contribution to health information management science or has rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in TxHIMA by the Board of Directors. Honorary Members shall have no formal responsibilities or voting rights and shall be exempt from the payment of dues. An Honorary Member may hold no other type of membership in TxHIMA; however, Honorary Members who were Active Members at the time of their appointment shall retain their voting privileges.

4.3.4 Emeritus. In recognition of their service to the profession, AHIMA members that are age 65 and over are eligible for recognition as a member Emeritus in AHIMA and in TxHIMA and shall be eligible for emeritus member dues

status. Members Emeritus in good standing shall have all membership privileges available to Active Members, including the right to vote.

4.4 Application. All applications for membership in AHIMA shall be on a form approved by the AHIMA Board of Directors and shall be accompanied by the then applicable dues and fees for the relevant type of members.

4.5 Failure to Pay Dues and Fees. Members shall pay membership dues and fees to AHIMA within thirty (30) days of their due date. Failure to timely pay dues and fees shall cause a member to cease being in good standing and may be grounds for expulsion from membership in TxHIMA under the procedures set forth in the TxHIMA Policy and Procedure Manual.

4.6 Expulsion. Any member who violates the Bylaws of AHIMA or TxHIMA, 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 TxHIMA under the procedures set forth in the AHIMA and/or the TxHIMA Policy and Procedure Manuals.

4.7 Reinstatement. A former member whose resignation has been accepted by AHIMA, or has been inactive, may be reinstated upon reapplication and payment of the current year's dues and fees. A former member who was expelled from membership for non-payment of dues or fees may be reinstated upon reapplication and payment of the current year's dues and fees as well as any reinstatement fee that may be specified by the Board of Directors.

4.8 Annual Meeting of the Members. An annual meeting of the members shall be held each year for the purpose of education on matters of relevance to the health information management profession and to TxHIMA, professional networking, and for the transaction of such other business as may come before the meeting.

4.9 Special Meetings of the Members. Special meetings of the members of TxHIMA or of any committees or teams of members may be held at any time or place upon call by the Chair of the Board of Directors. Notice shall be provided stating the time and place of the meeting and the purpose or purposes for which the meeting is called.

4.10 Waiver of Notice. A member may waive any notice requirement by signing a written waiver of notice and delivering it to TxHIMA 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 Active Members of TxHIMA, voting in the form of an official electronic or written ballot in accordance with the TxHIMA Policy and Procedure Manual.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

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

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by TxHIMA's Executive Director and staff, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by TxHIMA to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of TxHIMA to the members and to the public at large;
- (e) To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to TxHIMA's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;
- (g) To develop adequate resources to ensure financial stability for TxHIMA's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for TxHIMA;
- (i) To select, retain, support, evaluate the performance of, and discharge the Executive Director and staff of TxHIMA;
- (j) To orient and evaluate the Directors and Officers of the Board of Directors; and
- (k) To render a full report on the financial status and activities of TxHIMA to its members.



5.2 Number and Composition. The total number of Directors of TxHIMA shall be ten (10) to fifteen (15). Regional Directors shall be elected from their respective regions by the Active Members. The President/Chair of the Board (hereinafter, the “President/Chair”), the President/Chair-elect, and the immediate Past President/Chair shall serve as *ex officio* Directors with vote and shall be counted toward the number of Directors required under this section and for purposes of determining a quorum. The Executive Director shall serve as an *ex officio* Director without vote and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum.

The regions for TxHIMA are set in the map included in Appendix A. Regions and local chapters will affiliate with TxHIMA following guidance set forth by the TxHIMA Board of Directors. The TxHIMA Board of Directors will provide baseline support services to regions commensurate with the budget of TxHIMA. Additional support services may be negotiated by a region or local chapter via separate contract.

5.3 Qualifications. Directors shall be committed to supporting and advancing the mission and purposes of TxHIMA. Directors must be Active Members in good standing of TxHIMA.

5.4 Nomination. Candidates for election as Regional Directors shall be nominated by the Nominating Committee in consultation with any local chapters in the region. Nominations may be made at or prior to the time at which an election of Directors is to be held.

5.5 Election and Term of Office. The Active Members shall elect Directors annually by electronic ballot at a time and under procedures set forth in the TxHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. Directors shall take office in accordance with the CSA Affiliation Agreement following their election. At-large Directors shall hold office for a term of three (3) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. Four (4) Regional Directors shall be elected for 2 of the 3 year rotation, with 3 Regional Directors elected the third year, unless a different number is necessary in a given year in order to fill vacancies. *Ex officio* Directors shall serve as Directors for as long as they hold their office. The President/Chair-elect will serve a three year term as President/Chair-elect in the first year, President/Chair in the second year, and as the immediate Past President/Chair in the third year. The Secretary/Treasurer shall serve a three year term.

5.6 Resignation and Removal. Any Director may resign at any time by giving written notice of resignation to the Board of Directors of TxHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of TxHIMA will be served thereby. 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.

5.7 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.8 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.

5.9 Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution. The Board shall hold at least four (4) regular meetings each year. An Annual Meeting may be held at the same time and place as a regular meeting.

5.10 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President/Chair 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.

5.11 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, the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the Director at his or her address as shown in the records of TxHIMA. 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 TxHIMA. 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.

5.12 Waiver of Notice. A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary/Treasurer of TxHIMA. 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.

5.13 Manner of Voting. A majority of the votes of the 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 law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

5.14 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.

5.15 Informal Action. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are 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 an unanimous vote of the Board of Directors for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

5.16 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.

5.17 Compensation. Directors may not be compensated for their services as Directors of TxHIMA, 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. Directors may be compensated for their personal and professional services rendered to or on behalf of TxHIMA if approved in advance by the Board and subject to compliance with TxHIMA's conflicts of interest policy.

5.18 Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the rules of order established by the Board from time to time, unless the conduct of a matter is otherwise governed by the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

## **ARTICLE VI** **OFFICERS**

6.1 Officers. The elected Officers of TxHIMA shall consist of a President/Chair, a President/Chair-elect, and a Secretary/Treasurer. The Board may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of TxHIMA. 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 an Executive Director who shall serve as the chief staff executive of TxHIMA.

6.2 Election and Term of Office. The President/Chair-elect of TxHIMA shall be elected annually by the Active Members. The President/Chair-elect shall assume the office of the President/Chair upon the expiration of the President/Chair's term of office or in the event of a vacancy in the office. Elections shall be by electronic ballot at a time and under procedures set forth in the TxHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. The Secretary/Treasurer of TxHIMA shall be appointed by the Board of Directors from among the members of the Board at a regular meeting following receipt of the results of the election of Directors to serve a three (3) year term. Officers shall take office in accordance with the CSA Affiliation Agreement, following their election. Each Officer shall hold office for one (1) year and until his or her successor shall be elected and qualified, unless specified otherwise or unless he or she shall sooner resign or be removed or otherwise become disqualified to serve.

6.3 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 TxHIMA. 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 TxHIMA will be served thereby. The removal of any Officer shall be by an affirmative vote of the majority of the Board of Directors. Any Officer 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. 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.

6.4 Duties of President/Chair. The President/Chair shall be the chief elected officer of TxHIMA. The President/Chair shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President/Chair will determine, in consultation with the Executive Director, the regular agenda of all meetings of the members, the Board of Directors, and the Executive Committee. The President/Chair shall present a report at an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between TxHIMA's staff and the Board, and perform such other duties as are inherent in the office of President/Chair or as authorized by the Board of Directors. The President/Chair must be an Active Member of TxHIMA as well as an AHIMA-approved certificant.

6.5 Duties of President/Chair-elect. The President/Chair-elect shall act in place of the President/Chair in the event of the absence of the President/Chair and shall exercise such other duties as may be delegated to the office by the Board.

6.6 Duties of Secretary/Treasurer. The Secretary/Treasurer will review and approve the minutes of all meetings of the Board of Directors and will coordinate with the Executive Director to present minutes for approval by the Board of Directors. The Secretary/Treasurer shall coordinate with the Executive Director the receipt and disbursement of TxHIMA funds and will present a report of the financial state of TxHIMA at the Annual Meeting. The Secretary/Treasurer will be authorized to sign checks for TxHIMA for the normal conduct of TxHIMA business. At any time, the Secretary/Treasurer may review and audit the financial records. The Treasurer shall also serve as the Chair of the Finance Committee, *ex officio* with vote.

6.7 Executive Director. The Executive Director (the “ED”) shall have the necessary authority and responsibility to operate TxHIMA in all its activities subject to the policies and directions of the Board of Directors. The ED shall undertake his or her duties in accordance with a Job Description or contract for services approved by the Board. The ED shall act as the duly authorized representative of TxHIMA in all matters in which the Board of Directors has not formally designated some other person to so act. The ED shall report periodically and as requested to the Board of Directors, and shall provide regular updates to Directors between Board meetings on TxHIMA’s activities and finances. The ED is charged with continuous responsibility for the management of TxHIMA, 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 ED is responsible for the application and implementation of established policies in the operation of TxHIMA. The ED 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 may authorize reasonable compensation for the ED. The ED shall serve on the Board of Directors *ex officio* without vote.]

## **ARTICLE VII**

### **AHIMA HOUSE OF DELEGATES**

7.1 Purpose. The AHIMA House of Delegates exists 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 AHIMA Board of Directors on matters of importance to the membership and to the health information management community at large.

7.2 Apportionment and Term of Office. Each Component State Association is represented by at least one (1) delegate. The number of delegates representing each component state association and term of office is determined in the AHIMA Bylaws. No TxHIMA delegate shall serve more than two (2) consecutive terms.

7.3 Election and Term of Office. The President/Chair and President/Chair-elect shall serve as the first two (2) delegates for TxHIMA. The remaining delegates representing TxHIMA are appointed from the Board of Directors. The Board of Directors shall appoint Delegates annually at a time and under procedures set forth in the TxHIMA Policy and Procedure Manual. Delegates shall take office in accordance with the CSA Affiliation Agreement following their appointment.

## **ARTICLE VIII** **COMMITTEES**

8.1 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more committees to carry on authorized activities of TxHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. All committee terms of service will be outlined in TxHIMA policies and procedures. The Board President/Chair shall select and appoint the members and the chairs of all committees, unless otherwise specified herein. Committee Chairs must be Active Members of TxHIMA. The Board President/Chair may attend and participate in meetings of any committees, and shall have voting rights in committees to the extent provided for in the resolution or in these Bylaws. The Board President/Chair may, to the extent permitted by law, appoint members to a committee who are not Directors. Committee members who are not Directors may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. The TxHIMA Executive Director shall arrange for the staff of TxHIMA to provide sufficient support for each committee to enable it to discharge its duties.

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

- (a) approve action that requires full Board approval;
- (b) fill vacancies on the Board of Directors or any of its committees;
- (c) amend the Articles of Incorporation;
- (d) adopt, amend, or repeal the Bylaws;
- (e) approve a plan of merger or consolidation; or

- (f) employ or discharge from employment the Executive Director of TxHIMA.

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

[There shall at all times be standing committees as set forth in Sections [7.2-7.7.]]

8.2 Executive Committee. The Executive Committee shall be comprised of the President/Chair, the President/Chair-elect, the immediate Past President/Chair, and the Secretary/Treasurer. 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 TxHIMA that lawfully may be exercised by the Executive Committee, as specified in Section 5.1. 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 at least two (2) Directors appointed by the President. The President may also appoint up to 3 (three) additional members to the Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of TxHIMA.

The Committee shall undertake the following responsibilities:

- (a.) Review, discuss and recommend changes to the proposed annual TxHIMA budget and submit for approval to the Board of Directors;
- (b.) Review, discuss and approve the monthly financial statements for TxHIMA;
- (c.) Present TxHIMA's financial statements to the Board of Directors for approval at each meeting;
- (d.) 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
- (e.) Monitor the investments of TxHIMA and develop and recommend to the Board changes to TxHIMA's investment and endowment policies as appropriate.

8.4 Governance Committee. The Governance Committee shall be comprised of no fewer than three (3) nor more than five (5) Directors appointed by the Board Chair. The Governance Committee shall be responsible for oversight of the Board of Directors' governance activities and board development. The Governance Committee shall elect a chair at their first meeting. The Committee shall undertake the following responsibilities:

- (a) Orientation for new members of the Board;
- (b) Ongoing Board development, leadership development, and self-assessment;
- (c) Regular review of TxHIMA's bylaws to ensure compliance with law and suitability for the needs of TxHIMA, and preparation of proposed amendments to the bylaws and articles of incorporation when necessary and appropriate;
- (d) Monitoring of compliance by the Board of Directors with applicable law and best practices for nonprofit organizations;
- (e) Making recommendations to the Board regarding the removal of Directors from the Board;
- (f) Monitoring compliance by Directors with TxHIMA's conflict of interest policy, reviewing disclosure statements submitted by Directors, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy[.]; and
- (g) Recommending and overseeing procedures for the evaluation of the job performance of the Executive Director of TxHIMA and, as necessary, for succession planning for the Executive Director.]

8.5 Nominating Committee. The Nominating Committee shall be comprised of no fewer than three (3) nor more than seven (7) members appointed by the TxHIMA Board of Directors, who shall serve for a two-year term. The Chair of the Committee shall be the immediate past president of TxHIMA and shall serve for a one-year term. The Executive Director shall serve as a non-voting, *ex-officio* member of the Committee. The Committee shall identify and recruit qualified individuals to serve on the Board of Directors and as Officers of TxHIMA. The Committee shall nominate for election by the Active Members in accordance with Section 5.2 candidates for open Director and Officer positions. The Nominating Committee will manage elections including electronic voting and communication of election results to those who were on the ballot, and report the results to the TxHIMA Board and TxHIMA membership.

8.6 Audit Committee. The Audit Committee shall be comprised of at least one (1) director and two (2) TxHIMA members appointed by the President. The director shall serve as the chair of the Audit Committee. While serving on the Audit Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from TxHIMA; or (b) have participated in any other transactions with TxHIMA



in which he or she has a financial interest within the previous year. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by TxHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee. The Committee shall establish procedures for: (a) the receipt, retention, and treatment of complaints received by TxHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of TxHIMA of concerns regarding questionable accounting, auditing or other financial matters.

8.7 Member Relations Committee. The Member Relations Committee shall be comprised of at least one (1) Director and two (2) TxHIMA members. The director shall serve as the chair of the Member Relations Committee. The chair in collaboration with the President will select members. The members will serve a one-year term. The committee members will be responsible for outreach to promote membership and membership retention as well as overseeing and managing the selection of TxHIMA scholarships, scanning the environment for State and National awards for which TxHIMA members are eligible and submitting applications for receipt of awards. The Member Relations Committee may submit recommendations to the Board on awards and recognition for the membership. The goal of this committee will be to retain and recruit members and acknowledge the accomplishments of the TxHIMA membership.

8.8 Program/ Continuing Education Committee. The Program / Continuing Education Committee shall consist of at least (1) Director and two (2) TxHIMA Members. The TxHIMA President/Chair shall appoint the chair of the Program/Continuing Education Committee. The chair in collaboration with the President will select members. Members will serve a one (1) year term. The duties of the Committee shall be to select topics and conduct educational workshops and programs, including the annual convention, designed to meet continuing education needs of members. The Committee will publish a calendar describing the educational program plan at least annually. Notices of educational meetings will be sent via e-mail and posted on the TxHIMA webpage.

8.9 Special Projects Committee. The Special Projects Committee shall consist of at least of at least one (1) Director and two (2) TxHIMA members. The TxHIMA President/Chair shall appoint the chair of the Special Projects Committee. The chair in collaboration with the President will select members. Members will serve a one (1) year term. The duties of the Committee shall be to support research and resolution for any item which needs to be addressed outside the scope of the other Standing Committees.

8.10 Legislative/Advocacy Committee. The Legislative/Advocay Committee shall consist of at least one (1) Director and two (2) TxHIMA members. The TxHIMA President/Chair shall appoint the chair of the Legislative/Advocacy Committee. The chair in collaboration with the President will select members. Members will serve a one (1) year term. The duties of the Committee shall be to monitor legislation and policy development at the state and national levels which will impact the Health Information Management (HIM) profession, provide updates to the membership about legislative and policy changes and issues, and plan and implmenet any activities

of TxHIMA as it related to legislative advocacy. The Committee will provide periodic updates to membership on issues related to the HIM profession.

## **ARTICLE IX** **AFFILIATES**

9.1 Affiliates. TxHIMA may from time to time organize affiliates to carry on activities related to the mission and purposes of TxHIMA. Affiliates are organizations with separate legal status such as a corporation, limited liability company, or joint venture entity that are controlled by or under common control with TxHIMA, or in which TxHIMA has a material financial or governance interest (e.g. regions, chapters, etc.). Affiliates may be created by action of the Board of Directors and dissolved in accordance with the terms of their organizing documents. Affiliates shall be governed and operated in accordance with the terms of their organizing documents, e.g., articles of incorporation; bylaws; their operating policies and procedures; and their business agreements. If any provision in any organizing document, policy or procedure, or business agreement of an affiliate requires or permits action by TxHIMA, such action may be taken by the TxHIMA Board of Directors.

## **ARTICLE X** **CONTRACTS, CHECKS, AND DEPOSITS**

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

10.2 Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of TxHIMA shall be signed by the officer or agent of TxHIMA so designated and in the manner so determined by resolution of the Board of Directors.

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

## **ARTICLE XI** **FISCAL YEAR**

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

**ARTICLE XII**  
**BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS**

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

12.2 Electronic Communications. Any act which must be taken in writing under these Bylaws, or which requires the signature of an individual, may in the alternative be taken in an electronic communication and with an electronic signature to the extent permitted by applicable law and in accordance with the TxHIMA Policy and Procedure Manual.

**ARTICLE XIII**  
**INDEMNIFICATION**

13.1 Indemnification. TxHIMA may indemnify Directors, Officers, employees, and agents of TxHIMA to the maximum extent permitted by applicable law.

**ARTICLE XIV**  
**LOANS; CONFLICTS OF INTEREST; COMPLIANCE**

14.1 Loans. No loans shall be made by TxHIMA to its Directors or Officers.

14.2 Conflicts of Interest Policy. TxHIMA shall adopt and abide by a conflicts of interest policy to protect TxHIMA'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 TxHIMA. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

**ARTICLE XV**  
**AMENDMENTS**

15.1 Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of TxHIMA, or to adopt new bylaws, is vested in the Board of Directors of TxHIMA. The vote may be electronic or in person. A proposal to the Board of Directors to amend the Bylaws may be initiated by the Board of Directors and/or any Active Member of TxHIMA at any time that is at least thirty (30) days prior to the meeting at which a vote on the proposal is to be taken. In the absence of such prior notice, the Board of Directors may still consider a proposal to amend the Bylaws upon the affirmative vote to do so if a two-thirds (2/3) majority of the votes of the Board of Directors is cast at a meeting at which a quorum is present. Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of TxHIMA shall be submitted for review and approval to the AHIMA Board of Directors prior to adoption, and they shall comply with the provisions governing Component State Associations as provided for in the AHIMA Bylaws and in the AHIMA Policy and Procedure Manual.

15.2 Record of Amendments. Whenever an amendment or new Bylaw is adopted, a copy shall be appended to or noted at the appropriate place in the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be appended to or noted at the appropriate place in the original Bylaws. Alternatively, TxHIMA may restate the bylaws in their entirety as amended.

**Adopted: June 28, 2017**


**CERTIFICATE OF [SECRETARY][PRESIDENT-CHAIR]**

I, the undersigned, do hereby certify:

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

2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on June 28, 2017, by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this 28th day of June, 2017.

A handwritten signature in cursive script, reading "Susan H. Denton", is centered on the page. The signature is written in black ink on a light-colored background.

APPENDIX A

TxHIMA Regions 1 through 11

