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2 **ASSOCIATION FOR HEALTHCARE DOCUMENTATION INTEGRITY**
3

4 **AMENDED BYLAWS**
5 **Adopted July 2017**
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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," the
19 "National Leadership Board," or simply the "Board") may designate. The principal office may
20 be hereinafter referred to as the "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 National
24 Leadership Board.

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 National Leadership Board. Student
32 members may vote in the State/Regional/Web-based and national association and may hold
33 office in a State/Regional/Web-based association after having been an AHDI member for one
34 (1) year. Student members may serve on or as chairpersons for chapter,
35 State/Regional/Web-based, and/or national committees, with the right to vote on committee
36 decisions.

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

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

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

58 (f) Educational Membership: Any educational facility that trains healthcare documentation

1 specialists shall be eligible for Educational membership. Educational members shall not be
2 entitled to vote at the national level or at any component association level, to hold office at
3 the national level or at any component association level, or to serve as members of the
4 National Leadership Board. A representative from an Educational member company may
5 serve as a nonvoting member of chapter, State/Regional/Web-based, and/or national
6 committees.

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

38 39 Section 3. Dues: Good Standing

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

51 52 Section 4. Expulsion and Other Sanctions

- 53 (a) Association members, whether voting or nonvoting, and holders of all AHDI credentials may
54 be subject to sanctions for violations of the Association's Code of Ethics. A written complaint
55 alleging that a member violated the Association's Code of Ethics may be filed with the
56 Association by any member or other person. The alleged violation shall be investigated
57 according to policies and procedures of the Association's Ethics Committee. An investigation
58 also may be commenced without a written complaint if the Ethics Committee determines that

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

- 17 (b) Association members, whether voting or nonvoting, Officers, and Directors may be subject to
18 sanctions for violations of the Association's Bylaws, policies, and/or rules ("Rules"). Any
19 alleged violation of Association Rules that comes to the attention of the National Leadership
20 Board shall be investigated by a subcommittee of the National Leadership Board designated
21 for that purpose. If the subcommittee determines, after a preliminary investigation, that
22 sanctions against the Association member, Officer, or Director may be appropriate, the full
23 National Leadership Board shall provide the individual with notice of the infraction, an
24 opportunity to respond in writing, sixty (60) days' notice of the time and place of a hearing,
25 and the opportunity to answer charges and present evidence at a hearing. Following the
26 hearing, the full National Leadership Board shall review the entire record of the case and
27 render a final decision in the matter. Possible sanctions include, but are not limited to,
28 expulsion from the Association or suspension or termination of Association membership. This
29 subsection shall not apply to alleged violations of the Association's Code of Ethics.
30

31 Section 5. Resignation

32 Any member may resign by sending a letter to the Administrative Office. No refunds of dues or
33 assessments shall be given upon resignation.
34

35 Section 6. Reinstatement

- 36 (a) A former member whose resignation has been accepted by the Association shall be
37 reinstated upon application and payment of the current year's dues and assessments.
38 (b) A former member whose membership has expired for nonpayment of dues shall be reinstated
39 upon application and payment of the current year's dues and assessment. If a member fails
40 to pay dues or otherwise allows membership to lapse during the pendency of a proceeding
41 concerning possible sanctions for violation of the Code of Ethics of the Association, the
42 National Leadership Board, in its discretion, may require that this matter be resolved
43 acceptably prior to reinstatement.
44 (c) A Sustaining Member shall be restored to Individual Professional membership upon payment
45 of any additional dues or assessments which may be required under the policies of the
46 Association.
47

48 Section 7. Property Rights

49 No member, whether voting or nonvoting, shall have any right, title, or interest in any of the
50 property or assets, including the name of the Association or the AHDI logo, any earnings or
51 investment income of this Association, nor shall any of such property or assets be distributed to
52 any member on the dissolution or winding up thereof. Furthermore, no part of the net earnings of
53 this Association shall inure to the benefit of any private member or individual.
54

55 Section 8. Liability of Members and Employees

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

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2 Section 9. Roster

3 A roster of the members of the Association shall be maintained by and under the control of the
4 Administrative Office.
5

6 Section 10. Districts

- 7 (a) The National Leadership Board shall establish six (6) geographical subdivisions comprised of
8 groups of U.S. States and Canadian provinces, which geographical subdivisions shall be
9 known as "Districts." The boundaries of each District may be changed from time to time by
10 the National Leadership Board in accordance with such policies and procedures as it may
11 adopt.
12 (b) Each voting member of the Association shall be assigned to a District based on such
13 member's current mailing address on file with the Association. The voting members in each
14 District, voting as such, shall elect one (1) District Director to the National Leadership Board.
15 (c) The Districts will not have a leadership structure. The sole purpose of establishing the
16 Districts is to divide the voting members of the Association into geographic groupings for
17 purposes of election of District Directors.
18

19 **Article V**

20 *Meetings of Members and Voting*

21 Section 1. Annual Business Meeting

- 22 (a) An Annual Business Meeting of members of the Association shall be held each calendar year
23 for the transaction of business. The exact time, date, and place of the Annual Business
24 Meeting shall be designated by the National Leadership Board.
25 (b) If a quorum is obtained pursuant to Section 6 of this Article, but the attendance at the Annual
26 Business Meeting is less than one-third of the members in good standing, the members may
27 vote only on matters as to which notice of their general nature was given pursuant to these
28 Bylaws.
29

30 Section 2. Special Meetings

- 31 (a) Special meetings of members may be called by the President, the National Leadership
32 Board, or not less than five (5) percent or more of the members.
33 (b) No business, other than the business that was set forth in the notice of the meeting, may be
34 transacted at a special meeting.
35

36 Section 3. Electronic Meetings

- 37 (a) If authorized by the National Leadership Board in its sole discretion, and subject to the
38 requirements of consent in California Corporations Code Section 20(b) and guidelines and
39 procedures the National Leadership Board may adopt, members not physically present in
40 person at a meeting of members may, by electronic transmission by and to the Association or
41 by electronic video screen communication, participate in a meeting of members, be deemed
42 present in person, and vote at a meeting of members whether that meeting is to be held at a
43 designated place or in whole or in part by means of electronic transmission by and to the
44 Association or by electronic video screen communication, subject to the requirements of
45 these Bylaws.
46 (b) A meeting of the members may be conducted, in whole or in part, by electronic transmission
47 by and to the Association or by electronic video screen communication (1) if the Association
48 implements reasonable measures to provide members a reasonable opportunity to
49 participate in the meeting and to vote on matters submitted to the members, including an
50 opportunity to read or hear the proceedings of the meeting substantially concurrently with
51 those proceedings, and (2) if any member votes or takes other action at the meeting by
52 means of electronic transmission to the Association or electronic video screen
53 communication, a record of that vote or action is maintained by the Association.
54

55 Section 4. General Notice Requirements

56 Whenever members are required or permitted to take any action at a meeting, a written notice of
57 the meeting shall be given to each voting member. At the discretion of the National Leadership
58 Board, notice of the meeting may also be given to each nonvoting member. The notice shall

1 specify the place, date, and hour of the meeting, and the means of electronic transmission by and
2 to the Association or electronic video screen communication, if any, by which members may
3 participate in the meeting. For the Annual Business Meeting, the notice shall state the matters
4 that the National Leadership Board, at the time notice is given, intends to present for action by the
5 members. For a special meeting, the notice shall state the general nature of the business to be
6 transacted and shall state that no other business may be transacted. The notice of any meeting
7 at which Directors are to be elected shall include the names of all persons who are nominees
8 when notice is given.
9

10 Section 5. Time for Furnishing Notice

- 11 (a) Notice of the Annual Business Meeting and of any special meeting of the members called by
12 the National Leadership Board or the President shall be given at least 10 but no more than 90
13 days before the meeting date.
- 14 (b) A special meeting called by five (5) percent or more of the voting members shall be called by
15 written request, specifying the general nature of the business proposed to be transacted, and
16 addressed to the attention of and submitted to the President or the Secretary of the
17 Association. The Officer receiving the request shall cause notice to be given promptly to the
18 voting members, stating that a meeting will be held at a specified time and date fixed by the
19 National Leadership Board. However, the meeting date shall be at least 35 but no more than
20 90 days after receipt of the request. If the notice is not given within 20 days after the request
21 is received, the person or persons requesting the meeting may give the notice. Nothing in
22 this paragraph shall be construed as limiting, fixing, or affecting the time at which a special
23 meeting of members may be held when the meeting is called by the National Leadership
24 Board or the President.
25

26 Section 6. Quorum

- 27 (a) Ten (10) percent of the voting members shall constitute a quorum for the transaction of
28 business at any meeting of members (the "Initial Quorum"). If the Initial Quorum is not
29 attained, the meeting can be adjourned as provided in Section 7 (Adjournment) of this Article,
30 and five (5) percent of the voting members shall constitute a quorum for the transaction of
31 business at the reconvened meeting.
- 32 (b) The descending quorum rule set forth in paragraph (a) also applies to voting by written ballot,
33 such that for the initially prescribed balloting period, the quorum shall be satisfied when
34 ballots are received from ten (10) percent of the members to whom ballots were distributed,
35 and that during any extension of the initially prescribed balloting period, the quorum shall be
36 satisfied when ballots are received from five (5) percent of the members to whom ballots
37 were distributed.
38

39 Section 7. Adjournment; Notice

40 Any members' meeting, whether or not a quorum is present, may be adjourned from time to time
41 by the vote of the majority of the members represented at the meeting. No meeting may be
42 adjourned for more than 45 days. When a members' meeting is adjourned to another time or
43 place, notice need not be given of the adjourned meeting if the time and place to which the
44 meeting is adjourned (or the means of electronic transmission by and to the Association or
45 electronic video screen communication, if any, by which members may participate) are
46 announced at the meeting at which adjournment is taken. If after adjournment a new record date
47 is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member
48 who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the
49 adjourned meeting, the Association may transact any business that might have been transacted
50 at the original meeting.
51

52 Section 8. Eligibility to Vote

53 Subject to the California Nonprofit Mutual Benefit Corporation Law, voting members in good
54 standing on the record date as determined under Sections 15 and 16 of this Article shall be
55 entitled to vote at any meeting of members.
56

57 Section 9. Number of Votes

58 Each member entitled to vote may cast one vote on each matter submitted to a vote of the

1 members.

2
3 Section 10. Majority Approval

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

8
9 Section 11. No Voting By Proxy

10 Voting by proxy is not permitted.

11
12 Section 12. Action by Written Ballot

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

16
17 Section 13. Solicitation of Ballots

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

33
34 Section 14. Approval Requirements for Ballots

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

43
44 Section 15. Record Date Fixed By Board

45 For purposes of establishing the members entitled to receive notice of any meeting, entitled to
46 vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any
47 lawful action, the National Leadership Board may, in advance, fix a record date. The record date
48 so fixed for:

- 49 (a) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date
50 of the meeting;
- 51 (b) Voting at a meeting shall be no more than 60 days before the date of the meeting;
- 52 (c) Voting by written ballot shall be no more than 60 days before the day on which the first
53 written ballot is mailed or solicited; and
- 54 (d) Taking any other action shall be no more than 60 days before that action.

55
56 Section 16. Record Date If Not Fixed By Board

- 57 (a) If not otherwise fixed by the National Leadership Board, the record date for determining
58 members entitled to receive notice of a meeting of members shall be the next business day

1 preceding the day on which notice is given or, if notice is waived, the next business day
2 preceding the day on which the meeting is held. If not otherwise fixed by the National
3 Leadership Board, the record date for determining members entitled to vote at the meeting
4 shall be the day on which the meeting is held.

5 (b) If not otherwise fixed by the National Leadership Board, the record date for determining
6 members entitled to vote by written ballot shall be the day on which the first written ballot is
7 mailed or solicited.

8 (c) If not otherwise fixed by the National Leadership Board, the record date for determining
9 members entitled to exercise any rights with respect to any other lawful action shall be the
10 date on which the National Leadership Board adopts the resolution relating to that action, or
11 the 60th day before the date of that action, whichever is later.

12 (d) For purposes of Sections 15 and 16, a person whose membership is in good standing at the
13 close of business on the record date shall be a member of record.

14 **Article VI**

15 *Board of Directors*

16 Section 1. Powers and Duties

17 (a) The National Leadership Board shall be the governing body of the Association and shall be
18 empowered to establish policies and manage the property, business, and affairs of AHDI,
19 subject to the limitations of the Articles of Incorporation, of these Bylaws, and of the California
20 Nonprofit Mutual Benefit Corporation Law and any other applicable laws. All Corporate
21 Powers shall be exercised by or under the authority of the National Leadership Board.

22 (b) In addition to having general authority to govern the organization, the National Leadership
23 Board shall be responsible for:

24 (1) Study, determination, and execution of the short- and long-range plans of the
25 Association for the continued growth and financial stability of the Association,
26 development of policies, and periodic assessment of the needs of the membership and
27 response thereto, and surveillance of the affairs and funds of the Association.

28 (2) Election of the Officers.

29 (3) Employment of the Chief Executive Officer of the Association.

30 (4) Decisions regarding the recommendations of committees.

31 (5) Establishment of standing rules.

32 (6) Creation and conferment of special awards.

33 (7) Acceptance, on behalf of AHDI, of grants, contributions, gifts, bequests, or other
34 property to further the purposes of AHDI.

35 (8) Pursuant to rules of AHDI, ultimate decision of specified matters relating to complaints
36 against members and sanction of members.

37 (9) Discipline of any member for violation of professional ethics or the provisions of the
38 Bylaws.

39 (10) Expulsion of any member under circumstances described in Article IV, Section 4, of
40 these Bylaws.

41 (11) Establishment, merger, dissolution of a committee, or substantial change in the mandate
42 of a committee.

43 (12) Such other lawful action as is advisable to achieve the goals of AHDI.

44 Section 2. Number and Composition of National Leadership Board

45 (a) The authorized number of directors ("Directors") of this Association shall be twelve (12) to
46 fourteen (14), consisting of a minimum of six (6) Directors elected by the voting members,
47 voting by District (the "District Directors"), and a minimum of six (6) Directors elected by all
48 the voting members, voting together (the "At-Large Directors").

49 (b) Notwithstanding paragraph (a), for the initial transition to the National Leadership Board
50 model, the authorized number of Directors shall be fourteen (14) for the 2011-2012 one (1)
51 year term, consisting of the then-current Directors whose terms of office expire after 2011
52 (who shall become the At-Large Directors), and six (6) District Directors, who shall be elected
53 by the voting members, voting by District. Beginning in 2012, an election shall be held
54 annually for open At-Large and District Director positions.

55 (c) The Chief Executive Officer shall serve as an advisory, nonvoting member of the National
56 Leadership Board. The Chief Executive Officer shall not be counted towards the authorized
57
58

1 number of Directors, or for quorum purposes.

2
3 Section 3. Eligibility

- 4 (a) Any person who has been an Individual Professional Member for at least one (1) year, is
5 currently an Individual Professional Member in good standing, and meets such other criteria
6 as may be set forth in the AHDI Nominating Committee Policies and Procedures shall be
7 eligible to serve as an At-Large Director.
8 (b) Any person who has been an Individual Professional Member for at least one (1) year, is
9 currently an Individual Professional Member in good standing, and meets such other criteria
10 as may be set forth in the AHDI Nominating Committee Policies and Procedures, and lives
11 within their outlined District shall be eligible to serve as a District Director.
12 (c) Each Director must continue to be an Individual Professional Member in good standing.
13 (d) Directors shall not concurrently hold any office, committee chair, committee membership or
14 any other official position in AHDI component associations.
15

16 Section 4. Term of Office

- 17 (a) Each Director shall be elected for a three (3)-year term. No Director shall serve for more than
18 two (2) consecutive terms and no person shall be eligible for a further term until they have not
19 been in office for a full one (1)-year period.
20 (b) The term of office for Directors shall begin on September 1.
21 (c) Each Director, including a Director elected to fill a vacancy, shall hold office until the
22 expiration of the term for which elected and until a successor has been elected and qualified,
23 unless such Director has been removed from office.
24

25 Section 5. Election Process

- 26 (a) Directors shall normally be elected by written ballot without a meeting. All ballots with respect
27 to election of Directors shall comply with the provisions of this.
28 (b) The President shall cause ballots with respect to At-Large Director positions to be distributed
29 to all voting members, which ballots shall include a list of the candidates selected by the
30 Nominating Committee for open At-Large Director positions, along with a summary of the
31 candidates' qualifications. The President shall further cause ballots with respect to District
32 Director positions to be distributed to the voting members in each District. Each District ballot
33 shall include a list of the candidates selected by the Nominating committee for that District's
34 District Director position, along with a summary of the candidates' qualifications. All ballots
35 with respect to the election of Directors shall be distributed no later than July 1 of any given
36 year. Member voting must be completed no later than 30 days following availability of ballots
37 and all votes are subject to verification of the member's right to vote. The President shall
38 appoint a teller (who may be an employee of the Association) to direct tabulation of the
39 ballots and to report the results to the President.
40 (c) Director elections shall be determined by plurality vote. In the event of a tie vote, a run-off
41 election shall be held and new ballots indentifying the candidates who received the tie vote
42 shall be distributed to the voting members entitled to vote.
43

44 Section 6. Resignation

45 Any Director may resign at any time by submitting a written resignation to the National Leadership
46 Board. The resignation shall be effective when the notice is given unless it specifies a later time
47 for the resignation to become effective. The vacancy shall be filled as stated in Section 8.
48

49 Section 7. Removal from Office

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

- 51 (a) A Director shall be deemed to have resigned if he/she allows his/her Individual Professional
52 membership to expire due to nonpayment of dues.
53 (b) A Director shall be deemed to have resigned if he/she is substantially absent for two (2) or
54 more National Leadership Board meetings in a calendar year, provided that the National
55 Leadership Board by majority vote may, for good cause shown, immediately reinstate such a
56 Director.
57 (c) The Board may declare vacant the office of a Director who has been declared of unsound
58 mind by a final order of the court, convicted of a felony, or, if the Association holds assets in

1 charitable trust, found by a final order or judgment of any court to have breached a duty
2 arising under California Corporations Code Section 7238.

- 3 (d) Upon the order of the court in response to any suit alleging fraudulent or dishonest acts,
4 gross abuse of authority or discretion, or breach of the standard of conduct applicable to
5 Directors, which suit may be brought by a Director, by 100 or more of the voting members if
6 the Association has more than 5,000 voting members, or by 20 or more of the voting
7 members if the Association has fewer than 5,000 voting members.
- 8 (e) A Director may be removed at any time by a majority vote of the members voting at a
9 meeting or by written ballot, provided that a District Director may be removed only by the vote
10 of the voting members in the District that elected that District Director. This would be
11 accomplished by first presenting a petition to the National Leadership Board. Such petition
12 must be signed by five (5) percent of the voting members (or five (5) percent of the voting
13 members in the District, in the case of a District Director) in order to require a vote. Then,
14 with the required number of voting member signatures, the Chief Executive Officer would be
15 directed to coordinate a vote of the members entitled to vote on the proposed removal.

16
17 Section 8. Filling Vacancies

- 18 (a) Vacancies on the National Leadership Board, including vacancies occurring by reason of the
19 removal of a Director, shall be filled by a vote of the majority of the remaining Directors then
20 in office, even though less than a quorum, or by the sole remaining Director. District Director
21 vacancies shall be filled by an Individual Professional member residing in the corresponding
22 district.
- 23 (b) Nominations for filling such vacancies shall be made only for the purpose of maintaining the
24 authorized number of Directors as established by Section 2, of this Article. A successor
25 Director so elected shall serve the remainder of the three (3)-year term for the vacated
26 position. Filling a vacancy for a period of less than two (2) years shall not constitute a term for
27 purpose of counting permissible tenure in office.

28
29 Section 9. Conflict of Interest

- 30 (a) A potential or actual conflict of interest exists if a Director might reasonably lack objectivity in
31 his/her decision making or performance for AHDI because of any personal, professional,
32 financial, or other interest or relationship he/she has. If any Director believes that a conflict of
33 interest may arise or exist with respect to himself/herself or another person, at the earliest
34 possible date he/she should disclose the situation to the President (and the Chief Executive
35 Officer, in the case of the President). If, upon investigation, the potential for conflict appears
36 clearly ill-founded or erroneous, and concerns a person other than himself/herself, the
37 President need not present the matter to the National Leadership Board. In all other cases,
38 the President shall promptly present the potential conflict to the Board which shall resolve the
39 matter by majority vote of the disinterested Directors.
- 40 (b) Except as set forth in this paragraph (b), no Director may receive, directly or indirectly, any
41 compensation for serving on the National Leadership Board. Director may receive
42 reimbursement from AHDI for reasonable expenses incurred in the performance of their
43 duties as Directors. In addition, the National Leadership Board may authorize the President to
44 receive an annual stipend in excess of \$1,000 as compensation for services furnished to
45 AHDI.

46
47 **Article VII**

48 *Board Meetings*

49 Section 1. Meetings

- 50 (a) Regular meetings of the National Leadership Board shall be held at least quarterly at any
51 place which has been designated by resolution of the National Leadership Board. In the
52 absence of such designation, a regular meeting shall be held at the principal office of the
53 Association. Written notice of the time and place of regular meetings shall be given to each
54 Director at least ten (10) days prior to the time of holding such regular meetings by (1) first-
55 class mail, postage prepaid; (2) facsimile; (3) electronic mail; or (4) other electronic means. .
- 56 (b) Special meetings of the Board may also be held at such place as may be designated by the
57 Board of Directors. A special meeting of the Board of Directors shall be held whenever called
58 by the President, President-elect, or a majority of the Directors. Notice of the time and place

1 of special meetings shall be given to each Director at least forty-eight (48) hours prior to the
2 time of holding all such meetings if notice is given by telephone, facsimile, or electronic mail,
3 or at least ninety-six (96) hours prior to such meeting if notice is made by first-class mail,
4 addressed to such Director at the address as shown on the records of the Association, and
5 shall include an agenda of the business to be considered. Official action may not be taken on
6 any item which is not reasonably within the scope of the matters noticed on the agenda.
7 (c) Meetings of the Executive Committee of the Board shall be as outlined in Article VIII, Section
8 4 of these Bylaws.
9

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

11 Notice of a meeting need not be given to a Director who provided a waiver of notice or consent to
12 holding the meeting or an approval of the minutes thereof in writing, whether before or after the
13 meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the
14 lack of notice to that Director. These waivers, consents and approvals shall be filed with the
15 corporate records or made a part of the minutes of the meetings.
16

17 Section 3. Adjournment; Notice of Adjourned Meeting

- 18 (a) A majority of the Directors present, whether or not a quorum is present, may adjourn any
19 meeting to another time and place.
20 (b) Notice of the time and place of holding an adjourned meeting need not be given unless the
21 original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for
22 more than 24 hours, notice of any adjournment to another time and place shall be given,
23 before the time of the adjourned meeting, to the Directors who were not present at the time of
24 the adjournment.
25

26 Section 4. Meetings by Telecommunication

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

- 30 (a) Each Director participating in the meeting can communicate concurrently with all other
31 Directors.
32 (b) Each Director is provided the means of participating in all matters before the Board, including
33 the capacity to propose or to interpose an objection to, a specific action to be taken by the
34 Association.
35

36 Section 5. Quorum

37 A majority of the Directors then in office shall constitute a quorum for the transaction of any
38 business except adjournment. Every action taken or decision made by a majority of the Directors
39 present at a duly held meeting at which a quorum is present shall be an act of the Board, subject
40 to the provisions of these Bylaws and the California Nonprofit Mutual benefit Corporation Law. A
41 meeting at which a quorum is initially present may continue to transact business, despite the
42 withdrawal of some Directors, if any action taken or decision made is approved by at least a
43 majority of the required quorum for that meeting.
44

45 Section 6. Voting

46 Each Director present and voting at a meeting shall have one (1) vote on each matter presented
47 to the Board for action at that meeting. Cumulative voting shall not be allowed. There shall be no
48 voting by proxy.
49

50 Section 7. Action Without Meeting

- 51 (a) Any action that the Board is required or permitted to take at any meeting of the National
52 Leadership Board may be taken without such meeting if all Directors consent in writing to the
53 action to be taken. Such action by written consent shall have the same force and effect as
54 any other validly approved Board action. All such consents shall be filed with the minutes of
55 the proceedings of the Board.
56 (b) "Consent in writing" includes consent given through electronic transmissions from and to the
57 Association by a means that creates a record that can be retained, retrieved and reviewed,
58 and that may later be transferred into a tangible and legible form. A written consent solicited

1 by the Association may be delivered to a Director by (1) facsimile transmission or electronic
2 mail when directed to the facsimile number or electronic mail address, respectively, for that
3 Director on record with the Association, (2) posting on an electronic message board or
4 network which the Association has designated for those communications, together with a
5 separate notice to the recipient of the posting, or (3) other means of electronic
6 communication; providing that such Director has provided an unrevoked consent to the use of
7 those means of transmission for communication with such Director. A written consent
8 returned by a Director to the Association may be delivered by (1) facsimile transmission or
9 electronic mail when directed to the facsimile number or electronic mail address, respectively,
10 which the Association has provided from time to time to Directors for sending
11 communications to the Association, (2) posting on an electronic message board or network
12 which the Association has designated for those communications, and which transmission
13 shall be deemed validly delivered upon the posting, or (3) other means of electronic
14 communication; providing that the Association has adopted reasonable measures to verify
15 that the sender is the Director purporting to send the transmission.
16

17 **Article VIII**

18 *Executive Committee*

19 Section 1. Composition

20 The Executive Committee shall be comprised of the Officers of the Association. The Chief
21 Executive Officer shall serve as an ex officio, nonvoting member of the Executive Committee.
22

23 Section 2. Powers and Duties

- 24 (a) The Executive Committee shall be empowered to authorize expenditures within the AHDI
25 policies set by the National Leadership Board.
- 26 (b) To the extent permitted by law, the Executive Committee may conduct any business of the
27 Association, and take any action which would be proper if taken by the Board and which may
28 be required between meetings of the National Leadership Board, except those matters
29 specifically reserved to the full Board by these Bylaws and the California Nonprofit
30 Corporation Code.
- 31 (c) The Executive Committee shall have full power and authority to exercise judgment and make
32 decisions as required to safeguard the Association.
- 33 (d) The Executive Committee shall report its actions to the Board by mail, fax, or electronic mail
34 or at the next Board meeting.
- 35 (e) The Executive Committee shall perform such other duties as delegated by the National
36 Leadership Board.
37

38 Section 3. Executive Committee meetings

- 39 (a) Executive Committee meetings can be called at the request of the President and one (1)
40 other member of the executive committee.
- 41 (b) Notice of the time and place of the meetings of the Executive Committee shall be given to
42 members of the Executive Committee and of the National Leadership Board, setting forth the
43 reason for the meeting, at least forty-eight (48) hours in advance of all such meetings if notice
44 is given by telephone, facsimile, electronic mail, or at least ninety-six (96) hours prior to such
45 meeting if notice is made by first-class or priority mail. The above required notice may be
46 waived if every Board member agrees, in writing, prior to the scheduled meeting.
47

48 Section 4. Quorum

- 49 (a) The presence in person or through telephonic or electronic means of a majority of the
50 Executive Committee shall constitute a quorum for the transaction of business.
- 51 (b) In the absence of a quorum, a majority of the Executive Committee present at any meeting of
52 the Executive Committee may adjourn the meeting to another specified day and hour, upon
53 due notice to all other members of the Committee.
54

55 Section 5. Action Without Meeting

56 Any action required or permitted to be taken at any meeting of the Executive Committee may be
57 taken without such meeting if all members of the Committee consent in writing to the action to be
58 taken.

1
2 Section 6. Voting

3 Voting shall be as approved and directed by the National Leadership Board. If vote is by mail,
4 email or online vote, the designated person to receive the vote shall tally the vote and call the
5 President with the results. Cumulative voting shall not be allowed. Each member of the Executive
6 Committee shall have one (1) vote. There shall be no voting by proxy.
7

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

9 The transactions of any meeting of the Executive Committee, however called and noticed and
10 wherever held, shall be as valid as though the meeting were held after regular call and notice, if a
11 quorum is present and if either before or after the meeting each of the Committee members
12 present and each of the Committee members not present sign a written waiver of notice or a
13 consent to hold the meeting or an approval of the minutes. All such waivers, consents, or
14 approvals shall be filed with the Association records or made a part of the minutes of the meeting.
15 A Committee member shall be deemed to have waived notice of a meeting if he/she participates
16 in the meeting or either before or after the meeting, signs a waiver of notice in writing.
17

18 **Article IX**

19 *Officers*

20 Section 1. Officers

- 21 (a) The Officers of this Association shall be a President, a President-elect, a Secretary, a
22 Treasurer, and the Immediate Past President. One (1) person, other than the President, may
23 hold more than one (1) of these offices.
24 (b) The Board may appoint an assistant secretary, assistant treasurer, and other subsidiary
25 officers to perform such functions as they direct.
26 (c) All Officers are to be members of the National Leadership Board and shall report to the
27 President in their capacity as Officers.
28

29 Section 2. Election and Term of Office

- 30 (a) All Officers (except the Immediate Past President, to which office the President shall
31 automatically succeed upon completion of the term of office as President) shall be elected by
32 the National Leadership Board from among its members at a meeting of the National
33 Leadership Board to be determined by the President. Election of Officers shall be by secret
34 ballot. Directors newly elected to the National Leadership Board are eligible for candidacy,
35 but may not vote in the election since their term has not officially started.
36 (b) The term of office for all Officers shall be one (1) 12 –month term. Terms of office shall
37 commence at the third-quarter meeting of the National Leadership Board.
38 (c) A Director may not run for office in the third year of his or her term as a Director unless he or
39 she has been re-elected to a three (3)-year term as a Director.
40 (d) Notwithstanding anything to the contrary in these Bylaws, (1) a President whose term of
41 office as a Director simultaneously ends with the term of office as President shall serve one
42 (1) additional year as a Director to enable that person to serve in the office of Immediate Past
43 President, and (2) a President-elect whose term of office as a Director simultaneously ends
44 with the end of office as President-elect may serve two (2) additional years, the first as
45 President and the second as Immediate Past President.
46

47 Section 3. Vacancies

48 In the case of death, incapacity, resignation, or removal of any Officer during a term of office, the
49 vacancy shall be filled by vote of the National Leadership Board. The fulfillment of a vacancy shall
50 not constitute a term.
51

52 Section 4. Removal

53 Any Officer elected by the National Leadership Board may be removed from office by a two-thirds
54 (2/3) vote of the National Leadership Board whenever in its judgment the interests of the
55 Association would thereby be best served.
56

57 Section 5. Resignation

58 Any Officer may resign at any time by submitting a written resignation to the National Leadership

1 Board.

2
3 Section 6. Duties of President

4 The President shall serve as the chair of the Board of Directors, and with the approval of the
5 National Leadership Board, shall appoint committee chairs, shall be an ex officio member of all
6 committees except the Nominating Committee and Ethics Committee, and shall submit the
7 annual report of the National Leadership Board to the general membership. The President shall
8 preside at all meetings of the members and National Leadership Board at which he/she is present
9 and shall have such other powers and duties as may be prescribed by the National Leadership
10 Board.

11
12 Section 7. Duties of President-elect

13 The President-elect shall prepare to assume the presidency the following year. In the absence or
14 disability of the President, the President-elect shall perform all the duties of the President, and in
15 so acting shall have all the powers of the President. The President-elect shall have such other
16 powers and duties as may be prescribed by the National Leadership Board.

17
18 Section 8. Duties of Secretary

19 The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the
20 National Leadership Board and shall submit them for correction and approval of the National
21 Leadership Board. The Secretary shall further keep or cause to be kept a full and complete
22 record of meetings, proceedings, and actions of committees of the Board and of members. The
23 Secretary shall have such other powers and duties as may be prescribed by the National
24 Leadership Board.

25
26 Section 9. Duties of Treasurer

27 The Treasurer shall be the Chief Financial Officer of the Association. The Treasurer shall monitor
28 the receipt and distribution of funds of the Association and shall present financial reports to the
29 National Leadership Board and the membership. The Treasurer shall have such other powers
30 and duties as may be prescribed by the National Leadership Board.

31
32 Section 10. Chief Executive Officer

33 (a) The Association shall also have a Chief Executive Officer, who shall be a paid employee of
34 the Association. The Chief Executive Officer shall be selected by the National Leadership
35 Board or by a duly appointed committee of the Board, with salary and benefits to be
36 established by the Executive Committee, subject to review by the National Leadership Board,
37 and shall report to the National Leadership Board. The Chief Executive Officer shall serve as
38 an advisory, nonvoting member of the national Leadership Board and the Executive
39 Committee, and such other committees, whether committees of the board or advisory
40 committees, as may be established. The Chief Executive Officer shall not be included in the
41 authorized number of Directors, shall not be counted for quorum purposes at meetings of the
42 National Leadership Board or any committee, and shall not be considered an "Officer of the
43 Association" as that term is used in these Bylaws.

44 (b) The duties of the Chief Executive Officer shall be as follows:

- 45 (1) Attend all meetings of the Executive Committee and the National Leadership Board.
46 (2) Subject to the direction of the National Leadership Board and the provisions of the
47 Association's Bylaws, policies and procedures, be responsible for the day-to-day
48 management and operation of the business affairs of the Association, including
49 recruitment, hiring, supervision, and dismissal of staff.
50 (3) Recommend and participate in the formulation of new policies and make decisions within
51 existing policies as they have been approved by the National Leadership Board or the
52 members.

53
54 **Article X**

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

56 Section 1. Directors and Officers; Chairs, Vice Chairs and members of Commissions,
57 Committees, Projects, Programs, and Task Forces; Chief Executive Officer and Employees

58 (a) The Association shall indemnify any person who was or is a party, or is threatened to be

1 made a party, to any threatened, pending or completed action, suit or proceeding, whether
2 civil, criminal, administrative or investigative (other than an action by or in the right of the
3 Association) by reason of the fact that such person is or was a Director or Officer of the
4 Association, or a Chair, Vice Chair or member of any Commission, Committee, Project,
5 Program, or Task Force of the Association, or the Chief Executive Officer or an employee of
6 the Association, against expenses (including attorney's fees), judgments, fines and amounts
7 paid in settlement, actually and reasonably incurred by such person in connection with such
8 action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably
9 believed to be in, or not opposed to, the best interests of the Association, and, with respect to
10 any criminal action or proceeding, he/she had no reasonable cause to believe that his/her
11 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order,
12 settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,
13 create a presumption that the person did not act in good faith and in a manner which he/she
14 reasonably believed to be in, or not opposed to, the best interests of the Association, and,
15 with respect to the criminal action or proceeding, had reasonable cause to believe that his/her
16 conduct was unlawful.

- 17 (b) The Association shall indemnify any person who was or is a party, or is threatened to be
18 made a party, to any threatened, pending or completed action, suit or proceeding by or in the
19 right of the Association to procure a judgment in its favor by reason of the fact that he/she is
20 or was a Director or Officer of the Association, or a Chair, Vice Chair or member of any
21 Commission, Committee, Project, Program, or Task Force of the Association, or the Chief
22 Executive Officer or an employee of the Association, against expenses (including attorney's
23 fees) actually and reasonably incurred by him/her in connection with the defense or
24 settlement of such action or suit, if he/she acted in good faith and in a manner he/she
25 reasonably believed to be in, or not opposed to, the best interest of the Association. No
26 indemnification shall be made in respect of any claim, issue or matter as to which such
27 person shall have been adjudged to be liable for negligence or misconduct in the
28 performance of his/her duty to the Association, unless, and only to the extent that, a court in
29 which action or suit was brought shall determine upon application that despite the
30 adjudication of liability, but in view of all the circumstances of the case, such person is fairly
31 and reasonably entitled to indemnity for such expenses.
- 32 (c) To the extent that any person referred to in subsections (a) and (b) of this Section 1 has been
33 successful on the merits or otherwise in defense of any action, suit or proceeding referred to
34 therein or in defense of any claim, issue or matter therein, he/she shall be indemnified
35 against expenses (including attorneys' fees) actually and reasonably incurred by him/her in
36 connection therewith.
- 37 (d) Any indemnification under subsections (a) and (b) of this Section 1 (unless ordered by a
38 court) shall be made by the Association only as authorized in the specific case upon a
39 determination that indemnification of the person is proper in the circumstances because
40 he/she has met the applicable standard of conduct set forth in subsections (a) and (b) of this
41 Section 1. Such determination shall be made: (i) by the National Leadership Board by a
42 majority vote of a quorum consisting of Directors who were not parties to such actions, suit or
43 proceeding; or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of
44 disinterested Directors so directs, by independent legal counsel in a written opinion.
- 45 (e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by
46 the Association in advance of the final disposition of such action, suit or proceeding if the
47 Board so authorizes in light of all the circumstances, and upon receipt of an undertaking by or
48 on behalf of the Director or Officer of the Association, or the Chair, Vice Chair or member of
49 any Commission, Committee, Project, Program, or Task Force of the Association, or the
50 Chief Executive Officer or an employee of the Association by or on behalf of whom such
51 expenses are incurred to repay such amount unless it shall ultimately be determined that
52 he/she is entitled to be indemnified by the Association as provided in this Section 1.
- 53 (f) The indemnification provided by this Section 1 shall not be deemed to preclude any other
54 rights to which a person seeking indemnification may be entitled under any statute, bylaw,
55 agreement, vote of members or disinterested Directors or otherwise, both as to action in
56 his/her official capacity and as to action in another capacity while holding such office, and
57 shall continue as to a person who has ceased to be a Director or Officer of the Association, or
58 a Chair, Vice Chair or member of any Commission, Committee, Project, Program, or Task

1 Force of the Association, or the Chief Executive Officer or an employee of the Association,
2 and shall inure to the benefit of the heirs, executors, and administrators of such person.
3 (g) The Association shall have power to purchase and maintain insurance covering the
4 Association and any person who is or was a Director or Officer of the Association, or a Chair,
5 Vice Chair or member of any Commission, Committee, Project, Program, or Task Force or
6 similar group of the Association, or the Chief Executive Officer or an employee of the
7 Association, against liability asserted against such persons and incurred in any such
8 capacity, or arising out of his/her status as such, whether or not the Association would have
9 the power to indemnify him/her against such liability under the provisions of this Section 1.

10
11 Section 2. Agents

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

16
17 **Article XI**

18 *Application of Robert's Rules of Order, Newly Revised*

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

24
25 **Article XII**

26 *Committees*

27 There shall be such standing committees as are required to carry on the work of the Association.
28 The National Leadership Board is empowered to create, combine, or dissolve committees, or to
29 change their composition or responsibilities as the need may arise. The Executive Committee
30 shall be subject to this Article only to the extent consistent with Article VIII.

31
32 Section 1. Composition

- 33 (a) Subject to the provisions of Article VIII and this Article, the composition of the committees
34 shall be as determined by the National Leadership Board. Committee chairs shall be
35 appointed by the President, with the approval of the National Leadership Board. Committee
36 members shall be appointed by the committee chair and President. The President shall serve
37 as an ex officio member of each committee with the exception that the President shall not
38 serve on the Nominating Committee.
39 (b) Only Individual Professional, Students, Postgraduate, and Sustaining members in good
40 standing shall be eligible to be appointed as committee chairs.
41 (c) The term of committee members is one (1) year, with the exception of the Ethics Committee
42 as outlined in Section 6 of this Article.

43
44 Section 2. Authority

45 A Committee shall not preempt the authority of the National Leadership Board in any matter.
46 Committees shall present their policies, objectives, plan of action, budgets, and procedures to the
47 National Leadership Board for approval.

48
49 Section 3. Voting

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

53
54 Section 4. Nominating Committee

- 55 (a) The National Leadership Board shall name a Nominating Committee to consist of at least one
56 (1) Director and a minimum of four (4) Individual Professional members in good standing who
57 shall identify candidates for vacancies occurring on the National Leadership Board.
58 (b) The president shall not be a member of the Nominating Committee.

- 1 (c) All Voting Members may nominate a candidate. Only Individual Professional members may
2 nominate a candidate to include himself or herself.
3 (d) Nomination of Directors and final ballot shall be determined by the Nominating Committee.
4

5 Section 5. Bylaws Committee

6 There shall be a Bylaws Committee comprised of members of the National Leadership Board,
7 Individual Professional, Student, Postgraduate, and Sustaining AHDI members. The Chair shall
8 be appointed by the President, subject to approval of the Board of Directors. Members of the
9 Bylaws Committee shall be appointed by the President. The Bylaws Committee Chair shall report
10 activities and recommendations of the Committee to the Board of Directors.
11

12 Section 6. Ethics Committee

- 13 (a) There shall be an Ethics Committee comprised of Individual Professional members in good
14 standing who are not members of the National Leadership Board. The Chair of the Ethics
15 Committee shall be appointed by the President and approved by the National Leadership
16 Board. Other members of the Ethics Committee shall be appointed by the President. The
17 Ethics Committee shall receive complaints, initiate proceedings, conduct investigations, hold
18 hearings, and make recommendations to the National Leadership Board concerning
19 instances of possible misconduct and appropriate sanctions in such instances.
20 (b) The term of Ethics Committee members shall be two (2) years. Ethics Committee members
21 shall serve staggered terms, so that approximately half of the Ethics Committee is appointed
22 each year.
23

24 **Article XIII**

25 *Finances, Dues and Assessments*

26 Section 1. Fiscal Year

27 The fiscal year of this Association shall be from January 1 through December 31.
28

29 **Article XIV**

30 *Local Chapters*

31 Section 1. General

- 32 (a) Local Chapters may be organized in any municipality or region where there has been
33 demonstrated to be significant interest to engender a viable and stable chapter.
34 (b) Organizations which deem there is sufficient interest demonstrated by a significant
35 membership shall petition AHDI for official recognition as a Local Chapter.
36 (c) All Local Chapters must comply with the policies, procedures, and rules of conduct
37 prescribed by the National Leadership Board.
38 (d) State/Regional Associations shall have oversight over Local Chapters formed within their
39 geographical boundaries in order to facilitate compliance with national guidelines and steer
40 AHDI initiatives. Educational and corporate chapters do not reside under the geographical
41 boundaries of a State/Regional Association and shall be exempt from state/regional
42 oversight.
43 (e) All chapters must support and promote a minimum of one AHDI initiative each year as
44 defined in the policies and procedures.
45 (f) A Local Chapter within a State/Regional Association's geographical boundaries shall have
46 one representative from the Local Chapter as a voting member of the State/Regional
47 Association board of directors. This representative will be chosen by the Local Chapter in a
48 manner consistent with that chapter's bylaws and/or policies and procedures.
49

50 Section 2. Official Recognition

- 51 (a) An organized Local Chapter shall, within sixty (60) days after election of officers, submit a
52 petition to the Administrative Office for recognition as an official chapter of AHDI. Recognition
53 shall be granted upon meeting such requirements as the National Leadership Board shall
54 determine.
55 (b) The official name of the Local Chapter shall conform to the pattern "(Name) Chapter of the
56 Association for Healthcare Documentation Integrity" or "Association for Healthcare
57 Documentation Integrity – (Name) Chapter."
58

1 Section 3. Membership

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

6
7 Section 4. Officers and Committee Members

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

11
12 Section 5. Voting Body

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

15
16 **Article XV**

17 *State/Regional/Web-based Associations*

18 Section 1. General

- 19 (a) State/Regional Associations shall have oversight over Local Chapters formed within their
20 geographical boundaries in order to facilitate compliance with national guidelines and steer
21 AHDI initiatives. Educational and corporate chapter do not reside under the geographical
22 boundaries of a State/Regional Association and shall be exempt from state/regional
23 oversight.
- 24 (b) All State/Regional/Web-Based Associations must support and promote a minimum of one
25 AHDI initiative each year as defined in the policies and procedures.
- 26 (c) A Local Chapter within a State/Regional Association's geographical boundaries shall have
27 one representative from the Local Chapter as a voting member of the State/Regional
28 Association board of directors. This representative will be chosen by the chapter in a manner
29 consistent with that chapter's bylaws and/or policies and procedures.

30
31 Section 2. Membership

- 32 (a) Individual Professional, Student, Postgraduate, and Sustaining AHDI members within
33 individual states (or equivalent geographic units) may form State Associations. Individual
34 Professional, Student, Postgraduate, and Sustaining AHDI members in individual states may
35 join with members in contiguous states to form regional associations.
- 36 (b) An Individual Professional, Student, Postgraduate, and Sustaining AHDI Member shall belong
37 to the State/Regional Association recorded in AHDI's records as their mailing address. An
38 Individual Professional, Student, Postgraduate, and Sustaining Member may also join a
39 State/Regional in a geographic location other than the area in which they reside.
- 40 (c) All State/Regional/Web-based Associations must comply with policies and rules of conduct
41 prescribed by the National Leadership Board.
- 42 (d) Failure to maintain appropriate membership in AHDI shall result in termination of membership
43 in the State/Regional or Web-based Association. The requirements for membership stated in
44 Article IV, Section 2, of these Bylaws shall apply to membership in State/Regional/Web-
45 based Associations or the Web-based Association.

46
47 Section 3. Official Recognition

- 48 (a) There shall be only one (1) recognized association per State/Regional.
- 49 (b) The officers of a proposed State/Regional/Web-based Association shall, within sixty (60)
50 days after election of officers, submit to the Administrative Office a Petition for Recognition as
51 a State/Regional/Web-based Association. Recognition shall be granted upon meeting the
52 requirements as the National Leadership Board shall determine.
- 53 (c) The Petition for Recognition must be accompanied by a statement by the officers pro tem
54 verifying that all Individual Professional, Student, Postgraduate, and Sustaining members of
55 AHDI within the proposed State/Regional/Web-based Association were given the opportunity
56 to vote by official ballot, that the majority of the respondents support the formation of the
57 proposed society.
- 58 (d) The procedures and criteria for recognition of a proposed State/Regional/Web-based

- 1 Association shall be as determined by the National Leadership Board.
- 2 (e) Recognition shall be granted upon completion of the requirements as determined by the
3 National Leadership Board.
- 4 (f) Within one (1) year of recognition as a State/Regional/Web-based Association, the bylaws of
5 the association shall be submitted to AHDI.
- 6 (g) The official name of a State/Regional/Web-based Association shall conform to the pattern
7 “(State/Regional/Web-based name) Association for Healthcare Documentation Integrity” or
8 “Association for Healthcare Documentation Integrity – (State/Regional/Web-based name).”
9

10 Section 4. Officers

- 11 (a) The officers of a State/Regional Association shall be a President, a Vice President and/or
12 President-elect, a Secretary, a Treasurer, and such other officers as are necessary to
13 conduct the business of the State/Regional Association. Officers must be members of said
14 State/Regional Association and reside within the boundaries of the State/Regional.
- 15 (b) The officers of the Web-based Association shall be a President, a Vice President and/or
16 President-elect, a Secretary, a Treasurer, and such other officers as are necessary to
17 conduct the business of the Web-based Association. Officers must be members of the Web-
18 based Association.
19

20 Section 5. Voting Body

- 21 (a) The voting body of the State/Regional Association shall be limited to the Individual
22 Professional, Student, Postgraduate, and Sustaining members in good standing who reside
23 within the geographic boundaries of that State/Regional Association. Voting may be done by
24 mail, email or online. Individual Professional may hold office. Student and Postgraduate
25 members who have been a member of AHDI for at least one (1) year may hold office in the
26 State/Regional/Web-based Association. Individual Professional, Student, Postgraduate, and
27 Sustaining members may serve on or as chairpersons for State/Regional/Web-based
28 Association committees with the right to vote on committee decisions.
29

30 **Article XVI**

31 *Amendments*

32 Section 1. Power of National Leadership Board to Amend Bylaws

33 Subject to the members’ rights under Section 2 of this Article, the National Leadership Board may
34 adopt, amend, or repeal bylaws by the affirmative vote of two-thirds (2/3) of the Directors present
35 at a meeting at which a quorum is present, unless doing so would:

- 36 (a) Materially and adversely affect the members’ rights as to voting, dissolution, redemption, or
37 transfer;
- 38 (b) Increase or decrease the number of members authorized in total or for any class;
- 39 (c) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
40 (d) Authorize a new class of membership.
41

42 Section 2. When Members’ Approval Required

43 Without the approval of two thirds (2/3) of the voting members, the National Leadership Board
44 may not adopt, amend, or repeal any bylaw that would:

- 45 (a) Fix or change the authorized number of Directors;
- 46 (b) Fix or change the minimum or maximum number of Directors;
- 47 (c) Change from a fixed number of Directors to a variable number of Directors or vice versa;
- 48 (d) Increase or extend the terms of Directors;
- 49 (e) Allow any Director to hold office by designation or selection rather than by election by the
50 Members, unless in the situation of resignation per Article VI, Section 6;
- 51 (f) Increase the quorum for members’ meetings;
- 52 (g) Repeal, restrict, create, expand, or otherwise change proxy rights; or
53 (h) Authorize cumulative voting.
- 54 (i) Create a change in the structure of the State/Regional/Web-based Associations or Local
55 Chapters.
56

57 Section 3. Power of Members to Amend Bylaws

- 1 (a) New bylaws may be adopted or these Bylaws may be amended or repealed by approval of
2 two thirds (2/3) of the voting members provided, however, that any such adoption,
3 amendment, or repeal also requires approval by the members of a class if that action would:
4 (1) Materially and adversely affect the rights, privileges, preferences, restrictions, or
5 conditions of that class as to voting, dissolution, redemption, or transfer in a manner
6 different than the action affects another class;
7 (2) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer
8 by changing the rights, privileges, preferences, restrictions, or conditions of another
9 class;
10 (3) Increase or decrease the number of memberships authorized for that class;
11 (4) Increase the number of memberships authorized for another class;
12 (5) Effect an exchange, reclassification, or cancellation of all or part of the memberships of
13 that class; or
14 (6) Authorize a new class of memberships.
15 (b) Any provision of these Bylaws that requires the vote of a larger proportion of the members
16 than otherwise is required by law may not be altered, amended, or repealed except by vote of
17 that greater number.
18 (c) Any provision of these Bylaws providing for the designation or selection, rather than election,
19 of any Director or Directors may be adopted, amended, or repealed only by approval of the
20 voting members, subject to the consent of the person or persons entitled to designate or
21 select any such Directors.
22
23