



BYLAWS

REVISED
AUGUST 2009

BYLAWS
OF THE
GEORGIA HEALTH INFORMATION MANAGEMENT ASSOCIATION

ARTICLE I

NAME

This corporation shall be known as the GEORGIA HEALTH INFORMATION MANAGEMENT ASSOCIATION, INCORPORATED.

ARTICLE II

PURPOSE

The purpose of this Corporation is to promote the art and science of health information management and to improve the quality of comprehensive health information services for the welfare of the public in the state of Georgia.

ARTICLE III

MEMBERSHIP

Section 3.1 Classes of Membership - The membership of this corporation will be divided into three (3) classes:

- A. Active
- B. Student
- C. Honorary

Section 3.1(a) Active - The active membership of this Corporation shall be composed of the active members of the American Health Information Management Association employed and/or residing in the State of Georgia and non-employed members residing in the state who select Georgia for their state corporation membership. Active members in good standing shall be entitled to vote, to hold office, to serve as a member of the Executive Board and Board of Directors.

Section 3.1(b) Student - Any individual who holds STUDENT membership in the American Health Information Management Association and who is either formally enrolled in a program for Health Information Administrator or Health Information Technician in this state or resides in the state and is formally enrolled in a program in another state and selects Georgia for his corporation membership shall be a student member of the Corporation so long as his student membership in the American Health Information Management Association continues. A student member shall be entitled to attend only business and educational meetings of this Corporation without payment of a registration fee. Student members shall have all rights and privileges of membership, including that of serving on councils and sub councils in designated student positions with voice but no vote. They shall not be entitled to other voting privileges, hold office, or serve as delegates, or hold the elected office of Nominating Committee Member.

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Section 3.1(c) Honorary - Any person who is an HONORARY member of the American Health Information Management Association and resides in the State of Georgia shall be an honorary member of this Corporation. Honorary members shall possess none of the rights and privileges of other classes of membership and shall have no right, title, or interest in any property of the Corporation.

Section 3.2 Application for Membership and Initial Dues - Application for active, student and honorary membership shall be in writing on the form provided by the American Health Information Management Association and shall be sent by the applicant directly to the American Health Information Management Association. The total amount of initial dues and/or assessments as provided in the bylaws of the American Health Information Management Association shall accompany such an application.

Section 3.3 Cessation, Reinstatement, and Transfer of Membership - Resignation, forfeiture, expulsion, and reinstatement of an individual's membership in the corporation shall be effective upon receipt by this corporation of due notice of such action relative to such individual's membership in the American Health Information Management Association.

For purposes of membership in this corporation, transfer of an individual's membership(1) in this corporation to another component state association of the American Health Information Management Association shall be effective upon receipt by the corporation from the American Health Information Management Association of due notice of such transfer.

Any member may resign by submitting a resignation in writing to the American Health Information Management Association.

Section 3.4 Cessation of Property Interest - All rights, title, and interest both legal and equitable, of a member in and to the property of the corporation shall cease in the event of any the following:

- A. Transfer of membership from the state of Georgia.
- B. Resignation or death.
- C. Forfeiture of membership or expulsion.

ARTICLE IV

MEETING OF MEMBERS

Section 4.1 Annual Meeting - There shall be one meeting per year for the membership. The time and place of this meeting shall be determined by the Board of Directors.

Section 4.2 Special Meetings - Special meetings of members may be called by the President on approval of the Board of Directors, or by the Board of Directors, and shall be called by the President upon the written request of not less than fifteen (15) active members of the Corporation.

Section 4.3 Notice of Meeting - Written or printed notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered either personally or by mail or email to each member not less than five(5) or more than sixty(60) days before the date of the meeting, by or at the direction of the President or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited
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in the United States mail, with postage fully prepaid thereon, addressed to the member at his most recent address as it appears on the record of the Corporation. Publication of such notice in an official publication of this Corporation sent to each member shall be sufficient if it otherwise complies with this requirement of notice.

Section 4.4 Voting Rights - Each active member in good standing shall be entitled to one vote on each matter presented to a vote at any meeting of members. To be entitled to vote, an active member must be present at the meeting and vote in person and not by proxy, except as expressly provided in Article VI, Section 6.3 of these Bylaws.

Section 4.5 Quorum and Manner of Acting - At any meeting of members a quorum shall exist if at least thirty (30) active members are present in person. The affirmative vote of a majority of the active members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by these Bylaws, or by law. Except as these Bylaws may otherwise specifically provide, each meeting of members shall be conducted in accordance with the then current edition of Robert's Rules of Order.

Section 4.6 Cancellation - In the event of a national emergency or other circumstances prohibiting the holding of an annual meeting, the Board of Directors may cancel the meeting and prompt notice thereof shall be given to all members of the corporation. The Board of Directors will decide whether to reschedule the Annual Meeting and will provide prompt notice to all members of the corporation.

ARTICLE V

EXECUTIVE BOARD AND BOARD OF DIRECTORS

Section 5.1 Composition - The Executive Board shall consist of the President, President-Elect, Past President, Directors, and Regional Presidents of this Corporation. The Board of Directors shall consist of the Executive Board, the Delegates, Elected Nominating Committee Members, and Committee and Task Force Chairs. Only the Executive Board and 2nd Year Delegate have voting privileges.

Section 5.2 Powers and Duties - The property, business, and affairs of this Corporation shall be managed and controlled by the Executive Board. The Executive Board shall:

- A. Select the time and place for the Annual Meeting.
- B. Approve depository for Corporation funds.
- C. Approve Committee appointments.
- D. Fill vacancies in office.

Section 5.3 Qualifications - Only active members in good standing shall be eligible to serve as a member of the Executive Board. A majority of members of the Board of Directors will be AHIMA approved credential holders.

Section 5.4 Regular Meetings - Regular meetings of the Board of Directors shall be held at the discretion of the President.

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Section 5.5 Special Meetings - Special meetings of the Board of Directors may be called by the President and shall be called by the President upon the written request of a majority of the members of the Board of the Directors. The person or persons authorized to call such special meetings may fix any place within the state of Georgia as the place for holding any such meeting called by them.

Section 5.6 Business by Mail or Telephone - Matters requiring action between meetings of the Board of Directors which in the opinion of the President do not warrant a called meeting, may be decided by mail email, fax, conference calls, or telephone vote. All such actions shall be ratified at the next meeting.

Section 5.7 Notice of Meetings - Written or printed notice stating the place, day, and hour of any regular Board of Directors meeting shall be given at least five (5) days before such meeting, either personally or by mail, email, or fax to each member of the Board of Directors at his address as it appears on the records of the Corporation. Such notice shall be effective when the member has been notified. Neither the business to be transacted or the purpose of the meeting of the Board of Directors need be specified in the notice of such meeting, except as otherwise specifically provided by these Bylaws, or by law.

Section 5.8 Quorum and Manner of Acting - A majority of the members of the Board of Directors then in office shall constitute a quorum. The act or vote of a majority of members present at a meeting at which a quorum is present shall be the act or vote of the Board unless the act or vote of a greater number is required by these Bylaws, or by law.

ARTICLE VI

OFFICERS AND DIRECTORS

Section 6.1 Number and Tenure -

a. Officers - The officers of this Corporation shall be a President-Elect shall hold office for one year or until his successor has been elected and qualified. The President shall have served as President-Elect during the previous year.

b. Directors - Nine (9) directors shall serve each year and are seated as follows:

- (1) The retiring President shall automatically become a Director for one year.
- (2) Each year, two Directors shall be elected for a one year term.
- (3) The Presidents of the five (5) Regional Associations shall serve for the duration of their regional term

Section 6.2 Qualifications - Only Active Members shall be eligible to be an Officer or Director. The President-Elect, President and Past President will be AHIMA – approved credential holders

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Section 6.3 Nominations and Election - A ballot for Nominations for the office of President-Elect, two Directors, two Nominating committee members, and one Delegate shall be made available to each Active member in good standing in accordance with the timeframes specified by the Executive Board. The election of the nominee shall be made available to Active members, in good standing as determined by the GHIMA Board of Directors. The candidates shall be elected by the plurality of the votes cast by the active members in good standing. In case of a tie, the election shall be decided by lot. The results of the election shall be announced at the June Board of Directors Meeting by an Officer and the candidates shall assume office at the close of the current Fiscal Year.

Section 6.4 Resignation or Removal - Any officer or director may at any time resign by giving a written notice of such resignation to the President of the Corporation to be effective immediately or at the later time specified. Any officer may be removed from office by the affirmative vote of two-thirds of the active members present at any meeting of members at which a quorum is present whenever, in their judgment, the best interest of the Corporation will be served. Any vacancy created by the resignation, removal from office, disqualification, or death shall be filled as follows:

For President, Past President, and President-Elect, the vacancy shall be filled by majority vote of the Board of Directors by designating an active Executive Board member to serve for the remainder of the unexpired term. When a vacancy is created by the President-Elect, the Nominating Committee shall include a position on the next ballot for the election of a President for the term of office that the vacating President-Elect would have served. A Director vacancy shall be filled by the Director candidate with the next highest number of votes in the preceding election. A Nominating Committee Member vacancy shall be filled by the alternate Nominating Committee member, determined by the highest number of votes, if the vacancy occurs prior to the preparation of the ballot. If the vacancy occurs after the mailing of the ballot, the vacancy will not be filled.

Section 6.5 Duties of Officers -

a. The President shall preside at all meetings of the Board of Directors and all meetings of members, shall appoint, with the approval of the Board of Directors, the Chairperson of the standing committees except as otherwise provided in Article VI, shall be an officer member of the Board of Directors, shall be a member of all committees except the Nominating Committee, shall render an annual report, and shall perform such other duties as the Board of Directors may from time to time determine.

b. The President-Elect shall perform the duties pertaining to the office of President during his absence, disability, or inability to act, shall serve as an officer member of the Board of Directors, shall serve as a member of the Budget Committee, and shall perform such other duties as the Board of Directors may from time to time determine.

ARTICLE VII

COMMITTEES

Section 7.1 Qualifications and Business - There shall be such committees as necessary to conduct the business of the Corporation, including a Nominating Committee. The Board of Directors may create, combine, or dissolve committees or change their composition as the need may arise. The **GHIMA Bylaws cont'**

composition, size, and duties of the Committees shall be set forth in the Corporation's Policy and Procedure Manual and subject to approval by the Board of Directors.

a. Eligibility –Any member in good standing shall be eligible for appointment by the President as Chairperson of standing committees with the exception of the Nominating Committee Chairman who will be the immediate Past President. The Chairman of standing committees, except the Nominating Committee, may appoint any member in good standing as committee members.

b. Quorum - A majority of any Committee shall constitute a quorum and the act or vote of majority of the Committee members present at a meeting at which a quorum is present shall constitute the act or vote of the Committee.

c. Vacancies - Any Committee member or chairperson may resign at any time by giving written notice to the President of the Corporation to be effective immediately or at a later time stated therein. Committee chairpersons may be removed from their appointment at the discretion of the President after consultation with the Executive Board whenever, in his/her judgment the best interest of the Corporation will be served thereby. Committee members may be removed from their appointment at the discretion of the Committee Chairperson after consultation with the President whenever in his/her judgment the best interest of the Corporation will be served thereby. Appointment to fill Committee vacancies shall be made by the same procedure as the original appointment, whenever possible, otherwise, such appointment shall be made by the President of this Corporation.

c. Authority - No Committee shall have or exercise the authority of the Board of Directors in the management of the affairs of this Corporation.

Section 7.2 Nominating Committee - The Nominating Committee shall consist of three members, two of whom are elected annually by the membership. The immediate Past President shall serve as the Chairperson of the Nominating Committee. The Committee shall prepare a ballot of at least one nominee each for officers and a delegate to the American Health Information Management Association. The Committee shall prepare a ballot of at least one nominee each for the office of President-Elect and delegate to the American Health Information Management Association. The Committee shall prepare a ballot of at least two nominees each for the directors and members of the Nominating Committee. The proposed ballot shall be presented to the Executive Board in March of each year. A ballot will be mailed or emailed to each active member in good standing in accordance with the timeframes specified by the Executive Board. In odd numbered years the ballot may include at least one nominee with a summary of qualifications for the state's nomination for the Nominating Committee of the American Health Information Management Association. Election of the nominee shall be made available to Active members, in good standing, as determined by the Board of Directors. The ballots shall indicate the membership classification of each nominee. A plurality shall elect. The nominations shall be submitted in even numbered years to the Executive Director of the American Health Information Management Association as directed in the Bylaws of the American Health Information Management Association.

ARTICLE VIII

NATIONAL REPRESENTATION

Section 8.1 Number of Delegates - This corporation shall be represented in the House of Delegates of the American Health Information Management Association. If there are 150 or less active members of this corporation, then this corporation shall be represented by one delegate. Beginning with the one hundred and fifty-first active member and for each additional one hundred (100) active members, this Corporation will be represented by one additional delegate. In no event shall this Corporation be represented by more than five (5) delegates. The apportionment shall be based on active membership of the Corporation on record in the Executive Office of the American Health Information Management Association at the close of the business on December 31st of the immediate prior year. The current President, the Past-President, and the President-Elect shall serve this corporation as delegates. Additional delegates shall be elected as provided in Article VIII, Section 8.4.

Section 8.2 Term of Office - The term of delegate shall be for two years. Terms of delegates shall be staggered to maintain continuity in the House of Delegates and in this delegation. No delegate may serve more than two consecutive terms.

Section 8.3 Qualifications - Only active members in good standing shall be eligible to serve as delegates to the American Health Information Management Association.

Section 8.4 Nomination and Election - Nominations for delegate shall be made as provided in Article VII of these Bylaws. Election of delegate shall be by mail or email ballots of the active members in good standing. A plurality vote shall elect. In the event that, during the two-year term, a delegate finds it impossible to attend a national meeting or the delegate position is vacated, the alternate position shall be filled by one of the two elected Directors and shall be decided by lot.

Section 8.5 Resignation or Removal - Any delegate may at any time resign by giving a written notice of such resignation to the President of the Corporation to be effective immediately or at the later time stated therein. A delegate may be removed from office by the affirmative vote of two-thirds of the active members present at any meeting of members at which a quorum is present; whenever, in their judgment, the best interest of the Corporation will be served thereby. Any vacancy created by resignation, removal from office, disqualification, or death shall be filled in the following order as specified in Section 8.4. The removal of a delegate shall be without prejudice to the contract rights, if any, of the delegate so removed.

Section 8.6 Loss of Delegate Apportionment - In the event that the Corporation's current apportionment of five(5) delegates must be reduced based on the number of the active members of the Corporation on record in the Executive office of the American Health Information Management Association, then the Past-President/Director shall not represent the Corporation at the American Health Information Management Association House of Delegates.

ARTICLE IX

MISCELLANEOUS

Section 9.1 Dues - This Corporation shall receive from the American Health Information Management Association that portion of the dues paid to it by its members who are also members of this Corporation, as may from time to time be provided by the American Health Information Management Association in its Bylaws or otherwise. Such amounts received from the American Health Information Management Association may be augmented by such assessment against the members of this Corporation as from time to time may be established by vote of the membership at a duly constituted meeting, a quorum being present.

Section 9.2 Compensation - Members of the Board of Directors, Officers, Committee Chairperson, Committee members and delegates to the American Health Information Management Association shall serve without compensation. Nothing here; however, shall prevent the reimbursement of reasonable expenses incurred in connection with the Corporation's affairs. Each delegate attending the House of Delegates at the National Convention of the American Health Information Management Association shall receive financial assistance toward the expenses incurred.

Section 9.3 Fiscal Year - The fiscal year of the Corporation shall begin on the first day of July in each year and end on the thirtieth day of June each year.

Section 9.4 Contracts, Checks, and Depositories - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute delivery any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to special instances. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness shall be signed by such an officer or officers, agent or agents, of the Corporation not otherwise employed, and all funds received shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X

AMENDMENT OF BYLAWS

Section 10.1 Power and Voting - The power to alter, amend, or repeal Bylaws or to adopt new Bylaws shall be vested solely in the active members. The Affirmative vote of two-thirds of the active members present at a meeting at which a quorum is present shall be sufficient to alter, amend, or repeal any Bylaw or adopt any new Bylaw.

Section 10.2 Submission Procedure

a. A proposal for the alteration, amendment, or repeal of any Bylaws or adoption of new Bylaws may be initiated by (I) the Board of Directors, (II) the Bylaws Committee, or (III) any active member. The Board of Directors shall review each proposed Bylaw amendment and prepare it for submission with such (I) technical changes and conforming amendments to the proposal of any existing Bylaw and (II) explanatory comments or recommendations as the Board of Directors shall deem necessary or desirable. The Board of Directors may delegate such review and preparation to a
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Committee established pursuant to Article VII, of these Bylaws.

b. The Board of Directors (or a Committee established pursuant to Article VII of these Bylaws) shall submit the proposed Bylaw amendment and supporting documents in duplicate to the Executive Officer of the American Health Information Management Association for review and clearance. After such review and clearance, the proposed Bylaw shall be submitted to a vote of the members of this Corporation at any regular meeting, or at a special meeting of the members called for this purpose for which notice can be given as provided in Article X, Section 10.3

Section 10.3 Notice - Written or printed notice of a proposal for alteration, amendment, or repeal of any Bylaw, or adoption of any new Bylaw, shall be mailed or emailed to each member at least thirty(30) days prior to the meeting at which the proposal is to be submitted to the vote of the members. Such notice shall include the text of any Bylaw which it is proposed to alter, amend, or repeal reflecting the proposed alteration or amendment, the text of any proposed new Bylaw, the comments and recommendations of the Board of Directors, if any, and a statement that the proposal will be submitted to a vote of active members at the meeting to be held on the date specified in the notice.

Section 10.4 Effective Date - After due adoption of the active members as provided in Article X, Section 10.1 of these Bylaws, each alteration, amendment, or repeal of any Bylaw or adoption of any new Bylaw shall be submitted to the American Health Information Management Association for final signature of approval, and shall become effective upon receipt by this Corporation of such final signature of approval or at such later date as may be set forth in such alteration, amendment, repeal, or adoption.

ARTICLE XI

REGISTERED OFFICE AND AGENT AND CORPORATE SEAL

Section 11.1 The Central Office Coordinator of the Georgia Health Information Management Association, Incorporated will function as Registered Agent for the Corporation and his/her office will be the registered office out of which the Corporation's business is conducted.

Section 11.2 The corporate seal of this corporation shall have inscribed thereon "Georgia Health Information Management Association, Inc., Corporate Seal, Georgia."

ARTICLE XII

DISSOLUTION

Section 12.1 GHIMA shall make no distribution of its assets to any of its members during the period of its operation or upon its liquidation. Upon the dissolution of final liquidation of GHIMA, any assets remaining after all obligations have been satisfied or provided shall be transferred to a nonprofit entity determined by the Board of Directors

APPROVED BY THE GHIMA MEMBERSHIP – August 6, 2009

APPROVED BY AHIMA – September 10, 2009