

WEST MICHIGAN HEALTH INFORMATION MANAGEMENT ASSOCIATION BYLAWS

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ARTICLE I- NAME

The name of this component regional association of the Michigan Health Information Management Association shall be the West Michigan Health Information Management Association (herein “WMHIMA”). For legal and tax reporting purposes, the association shall be known as the Southwest Michigan Health Information Management Association.

ARTICLE II- PURPOSE

Section 1.

The purpose of this association shall be identical with that of the Michigan Health Information Management Association (herein “MHIMA”), namely, to the commitment to excellence in the management of health information for the benefit of patients and providers. Our mission is to lead the health informatics and information management community to advance professional practices and standards in the west Michigan region. WMHIMA and shall be a nonprofit corporation under the laws of the State of Michigan.

Section 2.

The association has an educational strategy, which the primary objective is to provide high quality educational programs that meet the needs of the WMHIMA membership. The association has a membership strategy, which the primary objective is to retain existing membership and recruit new members by 5% annually.

ARTICLE III- MEMBERSHIP

Section 1.

Members. WMHIMA shall have one or more types of members, as determined from time to time by the Executive Board. The members of WMHIMA shall be those qualifying individuals who support the purposes of WMHIMA, MHIMA, and the American Health Information Management Association (herein “AHIMA”), are willing to abide by the AHIMA Code of Ethics, apply for membership in WMHIMA, are approved for membership, and who timely pay their dues as established by WMHIMA. The officers and directors of WMHIMA shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of WMHIMA, if such individual fails to meet the qualifications for membership or fails to pay dues on a timely basis.

Section 2.

Right of Members. Membership shall entitle individuals to participate in the programs and services of WMHIMA with the rights and benefits accorded to members by MHIMA and AHIMA from time to time. Active members shall have the right to elect the Executive Board of WMHIMA, as set forth below.

Section 3.

Types of Members. The membership of WMHIMA shall include: Active, Affiliate, and Student members.

3.1 Active. Any professional in the health information management profession or its related fields, who meet the qualifications set forth in these bylaws is eligible for Active

membership. Active members in good standing shall be entitled to the full membership privileges including the right to vote on matters before the membership.

3.2 Affiliate. Any professional in the health information management profession or its related fields, who do not meet the qualifications set forth in these bylaws as eligible for Active membership. Affiliate members do not have the right to vote or run for elected office.

3.3 Student. Any full or part-time student, formally enrolled in a Commission on Accreditation for Health Informatics and Information Management Education (CAHIIM)-accredited or AHIMA-approved program, including those pending accreditation/approval, or enrolled in another course of study acceptable to AHIMA, who meets the qualifications set forth in these bylaws, is eligible for Student membership. A student may qualify for this type of membership until the first qualifying examination of an AHIMA-approved credential for which he/she is eligible, after which time, the student shall be transferred to Active membership. Student members shall have the have the same rights and privileges as Affiliate members.

Section 4.

Application for Membership. Application for membership shall be in an electronic form, approved by the Executive Board. An update to each member's credential(s) shall be required at the time of payment of annual dues.

Section 5.

Payment of Dues. Members shall pay their memberships dues to WMHIMA within thirty (30) days of their due date. Dues are to be paid on or before January 31 of each year. A statement of unpaid dues shall be sent by the Executive Board after February 1. If dues are no received by March 31, the member shall forfeit his/her Active membership. Any individual may be reinstated by WMHIMA upon payment of dues for the current year. If this occurs on or after April 1st, the member shall be reinstated as an Affiliate member.

Section 6

Expulsion. Any member who shall violate the bylaws of WMHIMA, MHIMA, or the standard of professional ethics as set forth by the Code of Ethics of AHIMA may be expelled from membership by a two-thirds vote of the Executive Board after a hearing.

Section 6

Quorum for Elections. A quorum for any election by member shall consist of not less than three percent (3%) of Active WMHIMA members, voting in the form of an electronic ballot.

ARTICLE IV- EXECUTIVE BOARD

Section 1.

Membership. The Executive Board shall be comprised of the President, President-Elect, Secretary, Treasurer, and three (3) directors. The President shall be the Chairperson of the Executive Board.

Section 2.

Officers. The officers of this association shall be President, President-Elect, Secretary, and Treasurer. The Treasurer will be elected for a two (2) year term, whereas the other officers will be elected for a one (1) year term.

Section 3.

Directors. The directors of this association shall be the Past-President, Publicity Director, and Program Director, who are all elected to a one (1) year term on the same ballot as the officers.

Section 4.

Eligibility. To be eligible for nomination as an officer or director of WMHIMA Executive Board, a candidate must be an Active member of WMHIMA, as well as, hold an AHIMA-approved certification, fulfilling the requirements under Article III, Section 3.1, Active.

Section 5.

Meetings. The Executive Board meetings shall be held at least once a year or at the discretion of the President.

Section 6.

Membership Recruitment. The Executive Board shall receive all applications for membership and determine eligibility of applicants.

Section 7.

Executive Board Nominations. Nominations and ballot preparation shall be the responsibility of the Executive Board.

Section 8.

Elections. Elected Executive Board members shall be decided by the majority of votes cast by Active members. In the event of a tie, the election shall be decided by vote of Active members present during the November Business Meeting.

8.1 Voting. Voting shall be completed by electronic ballot. Ballots and instructions for use shall be emailed to every Active member during the month of October by the Executive Board.

8.2 Election Results. The Executive Board will present ballot results during the November Business Meeting. All officers and directors shall assume office at the close of the November Business Meeting.

Section 9.

Duties of Officers and Directors. The Executive Board shall act for the association between meetings and shall report all business transactions through the President.

9.1 President-Elect. The President-Elect shall:

- Serve a three (3) year term:
 - First year as President-Elect
 - Second year as President
 - Third year as Past-President
- Serve as aide to the President

- Must have previously served on Executive Board for at least one (1) year
- Assume the duties of the President in his/her absence or inability to act
- Attends all Executive Board meetings and WMHIMA conferences
- Assist with program planning
- Transfer to his/her successor all records of the association which are in his/her possession immediately at the close of the November business meeting.

9.2 President. The President shall:

- Serve as chairperson of Executive Board
- Preside at all WMHIMA meetings/conferences, of the Executive Board, and at any special meeting he/shall may call
- Prepare the annual report to MHIMA
- Sign annual MHIMA/WMHIMA affiliation agreement on behalf of membership
- Represent WMHIMA at the MHIMA annual convention
- Attend MHIMA board meeting as a representative of WMHIMA to provide report of WMHIMA activities
- Assist with program planning
- Transfer to his/her successor all records of the association which are in his/her possession immediately at the close of the November business meeting.

9.3 Past-President. The Past-President shall:

- Serve as aide to the President
- Attends all Executive Board meetings and WMHIMA conferences
- Assist with program planning
- Transfer to his/her successor all records of the association which are in his/her possession immediately at the close of the November business meeting.

9.4 Secretary. The Secretary shall:

- Serve a one (1) year term
- Keep minutes of all meetings and email a copy to the Executive Board members
- Have custody of all records and papers of the association not belonging to other officers
- Attends all Executive Board meetings and WMHIMA conferences
- Assist with program planning
- Transfer to his/her successor all records of the association which are in his/her possession immediately at the close of the November business meeting.

9.5 Treasurer. The Treasurer shall:

- Serve a two (2) year term
- Must have previously served on the Executive Board for at least one (1) year
- Receive all incoming monies from dues and meetings and deposit money timely
- Responsible for timely and accurate disbursements
- Keep full and accurate accounts of all receipts and disbursements
- File a tax-exempt 990-N statement to the IRS annually
- Prepare annual financial report to the membership for approval
- Attends all Executive Board meetings and WMHIMA conferences
- Assist with program planning

- Transfer to his/her successor all records of the association which are in his/her possession immediately at the close of the November business meeting.

9.6 Publicity Director. The Publicity Director shall:

- Serve a one (1) year term
- Attends all Executive Board meetings and WMHIMA conferences
- Assist with program planning
- Transfer to his/her successor all records of the association which are in his/her possession immediately at the close of the November business meeting.

9.7 Program Director. The Program Director shall:

- Serve a one (1) year term
- Attends all Executive Board meetings and WMHIMA conferences
- Assist with program planning
- Transfer to his/her successor all records of the association which are in his/her possession immediately at the close of the November business meeting.

Section 10.

Vacancies. In the event of a resignation, incapacity, or death of an Executive Board member, the following steps shall occur:

10.1 Resignation. Any officer or director may resign by submitted his/her written resignation to the Executive Board, but such resignation shall not become effective until accepted by the Executive Board.

10.2 President. In the event of a resignation, incapacity, or death of the President, President-Elect shall assume the office of President and an election shall be held at the next regular business meeting to fill the vacancy of the President-Elect role for the balance of the term.

10.3 Non-President Executive Board Member. In the event of a resignation, incapacity, or death of any other officer or director, the position shall remain open or be filled at the discretion of the Executive Board.

Section 11.

Bylaws. Bylaws shall be review annually by the Executive Board. The Executive Board shall prepare and present the bylaws to the membership for further discussion and/or revision of said bylaws.

Section 12.

Quorum. A two-thirds majority of the members of the Executive Board shall constitute a quorum for the transaction of business.

ARTICLE V- ORDER OF BUSINESS

Section 1.

Order of Business. The order of business at each meeting shall include:

- Calling the meeting to order

- Educational Program
- Business Meeting
- Adjournment

ARTICLE VI- MEETINGS

Section 1.

Meetings. Unless otherwise ordered by the Executive Board, regular meetings shall be held in March, June, September, and November. The regular meeting in September shall be known as the Annual Meeting.

Section 2.

Majority. A majority shall consist of at least one (1) officer and fifty-one percent (51%) of Active members present at any business meeting. As majority will be necessary for transaction of business of all meetings of the association. Decisions shall be made by a majority of all Active members of the association present at said meeting.

Section 3.

Notice of Meeting. A notice, which includes the date, time, place, program, and speaker, shall be sent by the Executive Board to each member and the MHIMA Central Office no less than thirty (30) days prior to the meeting date.

Section 4.

Continuing Education Units. Continuing Education Units (herein CEUs) will be provided to all conference attendees that were present at the WMHIMA event. Conference attendees that only attended partial events, will be awarded CEUs based on how long they attended the event.

ARTICLE VII- FINANCES

Section 1.

Fiscal Year. The fiscal year shall be from January 1 through December 31.

Section 2.

General Expenses. Upon approval of the President, necessary expenses under five hundred dollars (\$500) incurred by the officers or directors in service of the association shall be funded by the treasury. Expenditures of five hundred dollars (\$500) or more that was not reimbursed to the treasury shall require membership approval.

Section 3.

Conference Expenses. Upon approval of the President, necessary expenses to conduct conference business shall be funded by the treasury, which shall include, but not limited to: venue, catering, programming, and parking.

Section 4.

MHIMA Annual Convention Expenses. Each year, the association will send the President, or another officer or director in place of the president, to the MHIMA Annual Convention.

Registration and hotel accommodations will be reimbursed, at the discretion of the Executive Board. Additional expenses will be covered at the discretion of the Executive Board.

Section 5.

Tax-Exempt Status. WMHIMA shall maintain its tax-exempt status by ensuring accurate record keeping and yearly timely filing of 990-N tax form with the Internal Revenue Service.

Section 6.

Earnings. No part of the monies of the association shall accrue to the benefit of the individual or be distributed to the members, officers, or directors of the association, apart from purposes of direct reimbursement of services paid on behalf of the association with direction of the Executive Board.

Section 7.

Cancellations. Registrants who find they are unable to attend a conference after submitting their registration may provide a substitute person for the event or cancel their registration. Written notice must be received no less than one week prior to the event. No refunds will be allowed after this without Executive Board approval. A twenty-five dollar (\$25) administrative fee will be deducted from the refund.

ARTICLE VIII- PARLIAMENTARY AUTHORITY

Section 1.

Robert's Rules of Order. Robert's Rules of Order shall govern this association in areas not covered by these rules.

ARTICLE IX- CONTRACTS, CHECKS, AND DEPOSITS

Section 1.

Contracts. The Executive Board may authorize any officer or director to enter into any contract or execute and deliver any instrument in the name of and on behalf of WMHIMA. Such authority may be general or confined to specific instances approved by the Executive Board.

Section 2.

Checks, Drafts, and Notes. All checks, drafts, or other order for payment of money, notes, or other evidence of indebtedness issued in the name of WMHIMA shall be signed by the officer or director so designated and in the manner so determined by the Executive Board.

Section 3.

Deposits. All funds of WMHIMA shall be deposited from time to time to the credit of WMHIMA in those banks selected by the Executive Board of WMHIMA.

ARTICLE X- BOOKS AND RECORDS

Section 1.

Books and Records. WMHIMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Board, which shall reside in the WMHIMA document repository. All files and records of WMHIMA may be inspected by any Executive Board member at any reasonable time.

ARTICLE XI- INDEMNIFICATION

Section 1.

Indemnification. WMHIMA may indemnify any director, officer, or other agent of WMHIMA to the maximum extent permitted by applicable law.

ARTICLE XII- LOANS, CONFLICTS OF INTEREST, COMPLIANCE

Section 1.

Loans. No loans shall be made by WMHIMA to the Executive Board or its membership.

Section 2.

Conflicts of Interest. WMHIMA shall adopt and abide by a conflicts of interest policy to protect WMHIMA's interest when contemplating entering into a transaction or arrangement that might benefit the private financial interest of the Executive Board or other disqualified person as defined by Section 4958 of the Internal Revenue Code. The policy shall address non-financial conflict that may be averse to the interests of WMHIMA. The conflicts of interest policy is intended to supplement, but not replace, any applicable state or federal laws governing conflict of interest to nonprofit and tax-exempt organizations.

ARTICLE XIII- AMENDMENTS

Section 1.

Amendments. Proposed amendments shall be submitted in writing to the Executive Board and sent to the membership at least fifteen (15) days prior to the meeting at which the amendments are to be considered. These bylaws may be amended at any regular meeting or at any special meeting called by a two-thirds vote of Active members, a majority being present.