

Bylaws of the Louisiana Health Information Management Association  
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## **ARTICLE I**

This corporation shall be known as Louisiana Health Information Management Association.

## **ARTICLE II**

Purposes

The purposes of this corporation shall be to promote the art and science of health information management in the State of Louisiana, and to improve the quality of comprehensive health information services for the welfare of the public.

## **ARTICLE III**

Members

Section 3.1: Classes of Members.

There shall be three classes of membership: Active, Student and Honorary. The Honorary membership category is optional, but must reflect the qualifications and limitations specified in this Section of the bylaws.

Active: Any American Health Information Management Association (AHIMA) Active members in good standing who are employed or who reside in the state of Louisiana and select Louisiana for their state association membership shall become an active member of this Association. Active members in good standing shall be entitled to vote, to hold office, to serve as a member of the Board of Directors, Strategy Manager, Project Manager, Committee Chairman, committee members or delegate to the American Health Information Management Association.

**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 Management in this state or resides in the state and is formally enrolled in a program in another state and selects this state for his association membership shall be a student member of this association as long as his student membership in the American Health Information Management Association continues. A student member shall be entitled to serve on committees in designated student positions with voice but no vote. A student member shall be entitled to attend business and educational meetings of this association with a minimal registration fee as determined by the Board of Directors, but shall not be entitled to vote, to hold office or serve as a member of the Board of Directors, Strategy Manager, Project Manager, Committee Chairman, or delegate to the American Health Information Management Association.

**Honorary:** Any person who is an honorary member of this corporation as of the date of adoption of these bylaws and any person who thereafter receives an honorary membership in the American Health Information Management Association shall be honorary members 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 and student 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 Executive Director of the American Health Information Management Association. The total amount of initial dues/or assessments as provided in the Bylaws of the American Health Information Management Association shall accompany such application

**Section 3.3: Cessation, Reinstatement and Transfer of Membership.**

Resignation, forfeiture, expulsion and reinstatement of an individual's membership in this 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 or (2) from such other component state association of this corporation shall be effective upon receipt by this corporation from the American Health Information Management Association of due notice of such transfer.

## **ARTICLE IV**

**Meeting of Members**

**Section 4.1: Annual Business Meeting.**

An annual business meeting of members shall be held at such time and place as the Board of Directors may determine.

**Section 4.2: Special Meetings.**

Special meetings of members may be called by the President or by the Board of Directors, and shall be called by the President upon the written request of not less than 10% of the 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 of which such meeting is called, shall be electronically mailed to each member not less than five (5) days and not more than forty(40) days before the date of the meeting, by or at the discretion of the President, or the Secretary, or the officer or persons calling the meeting. 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.

#### Section 4.5: Quorum and Manner of Acting.

At any meeting of members a quorum shall exist if at least 10% of the 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 the Articles of Incorporation, 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.

### **ARTICLE V**

#### Board of Directors

##### Section 5.1: Powers and Duties.

The property, business and affairs of this corporation shall be managed and controlled by the Board of Directors.

##### Section 5.2: Number and Tenure.

The Board of Directors shall consist of the President, the President-elect, the Secretary, the Treasurer and the Immediate Past-President, all designated herein as officer members, six Strategy Managers (appointed by the incoming President), the elected first and second year delegate, and six district representatives (one from each LHIMA district: Central, Greater New Orleans, Northeast, Northwest, Southeast, and Southwest) elected at large from those active members of each respective district who are not officers of the Board of Directors. The President shall act as a chairman of the Board of Directors, and the Secretary shall act as Secretary of the Board of Directors. The President, President-elect and Immediate Past President shall be AHIMA approved credential holders.

##### Section 5.3: Qualification.

Only active members in good standing shall be eligible to serve as members of the Board of Directors. No officer member of the Board of Directors may, at the same time, be a district representative member of the Board of Directors. A person who has served a full term as a district representative member of the Board of Directors may not be re-elected to succeed himself as a district representative member of the Board of Directors.

##### Section 5.4: Nomination & Election.

Each LHIMA District will elect a district representative to the LHIMA Board of Directors. The name of each elected district representative will be forwarded to the Board of Directors by February 1st of each year. These district representatives will serve on the Board of Directors of

the LHIMA for a period of one year beginning July 1.

#### Section 5.5: Resignation.

An officer member of the Board of Directors who ceases to fill the office to which he was elected shall cease to be a member of the Board of Directors automatically without further notice. Any district representative member of the Board of Directors may resign at any time by giving written notice of such resignation to the Secretary of this corporation to be effective immediately or at a later time stated herein.

#### Section 5.6: Vacancies.

Vacancies created by the death, resignation, disqualification, or election to an office of a district representative member of the Board of Directors may be filled until the next annual election of district representative by affirmative vote of a majority of the active members in the affected district. The district representative so elected will fill the vacancy until June 30th. This district representative filling a vacancy that is not regarded as a full-term may be re-elected to succeed himself as a district representative member of the Board of Directors.

#### Section 5.7: Regular Meetings.

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may from time to time prescribe at which any business of the corporation within the power of the Board to transact may be conducted. The Board of Directors shall meet not less than four times each year.

#### Section 5.8: Special Meetings.

Special meetings of the Board of Directors may be called by the President and shall be called by the President upon written request of any four (4) members of the Board of Directors. The person or persons authorized to call such special meetings may fix any place within the State of Louisiana as the place for holding any such meeting called by them.

#### Section 5.9: Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting shall be given at least five (5) and no more than forty (40) days before the day of such meeting, by electronic mail addressed to each member of the Board of Directors. Such notice shall be effective when given to the member by electronic mail. A waiver of notice in writing, signed by the number of members entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted or the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as may otherwise specifically be provided by the Articles of Incorporation, by these Bylaws or by law.

#### Section 5.10: 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 of Directors unless the act of a greater number is required by the Articles of Incorporation, by these Bylaws, or by law.

## **ARTICLE VI**

### Officers

#### Section 6.1: Number and Designation.

The officers of the corporation shall be President, President-elect, Secretary, Treasurer, and Immediate Past President. The President, President-elect and immediate Past President shall be AHIMA approved credential holders.

#### Section 6.2: Qualifications.

Only active members in good standing shall be eligible to hold office.

#### Section 6.3: Term and Succession of Office.

The President, President-elect, and Immediate Past-President shall hold office for one year or until their successor has been elected and qualified or until their earlier death, resignation or removal in a manner hereinafter provided. The Secretary shall hold office for two years or until his successor has been elected and qualified or until his earlier death, resignation or removal in a manner hereinafter provided. The Treasurer shall hold office for two years or until his successor has been elected and qualified or until his earlier death, resignation or removal in a manner hereinafter provided. The election of the offices of Secretary and Treasurer shall be held in alternating years. The Board of Directors may fill any vacancy in an elected office created by death, resignation or disqualification by designating an acting officer to serve for the remainder of the unexpired term. After serving in such office for one year, the President-elect shall succeed to the office of President, automatically without further action.

#### Section 6.4: Nominating and Election.

Nominations for the office of President-elect, Treasurer (in odd-numbered years), and Secretary (in even numbered years) and for President, should the office of President-elect become vacant, shall be made by the Nominating Committee at least 60 days prior to the annual business meeting. Voting for officers shall be by electronic ballot. Ballots will be posted on the AHIMA Website to all active members at least forty-five (45) days prior the annual business meeting. In order to be counted, the member must log onto the AHIMA Website using their member ID number to cast their vote and must do so in the time frame allotted. The Election Project Committee will tally the votes using the electronic voting system by AHIMA. The officers shall be elected by the plurality of the votes cast by the active members in good standing. In the cases of a tie, the election shall be decided by a lot. Results of the election shall be announced at the annual business meeting and the officers shall assume office on July 1.

#### Section 6.5: Resignation or Removal.

Any officer may at any time resign by filing a written notice of such resignation to the Secretary of the corporation to be effective immediately or a later time stated therein. Any officer may be removed from office by the affirmative vote or 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 such removal shall be filled for the remainder of the unexpired term by designating an active officer to serve. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

#### Section 6.6: Duties of Officers.

(A) The President shall preside at all meetings of the Board of Director and all meetings of the members, shall send out notices of the Board of Directors meetings to everyone invited, shall appoint members and chairmen of standing committees except as otherwise provided in ARTICLE VII, shall be an officer member of the Board of Directors, shall be a member of all committees except the Nominating Committee, and shall perform such other duties as the Board of Directors may from time to time determine. The President shall serve as a delegate to the American Health Information Management Association House of Delegates.

(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 and shall perform such other duties as the Board of Directors may from time to time determine. The President-elect shall automatically serve as a delegate to the American Health Information Management Association House of Delegates.

(C) The Secretary shall serve as an officer member of the Board of Directors and keep a permanent record of the meetings of the corporation and of the Board of Directors and submit such records for approval at the following meeting of the respective groups; shall carry on the official correspondence of the corporation under the direction of the President; shall transcribe the minutes of the meetings of the corporation and the Board of Directors, and preserve such minutes; shall prepare and give, or cause to be prepared and given, in the manner prescribed by these Bylaws, notices of all such meetings except for the Board of Director meetings; shall be custodian of the seal of the corporation; shall attest such instruments as the Board of Directors may determine and shall perform such other duties as the Board of Directors may from time to time determine

(D) The Treasurer shall serve as an officer of the Board of Directors and have charge of all funds belonging to the corporation; **shall coordinate and provide oversight of financial transactions carried out by the Central Office Coordinator (COC)**; shall make financial reports as may be requested by the President; shall present an annual financial report at the annual business meeting of members; and shall perform such other duties as the Board of Directors may from time to time determine.

(E) The Immediate Past-President shall serve in an advisory capacity, serve as chairman of the Budget Committee, and shall perform such other duties as the Board of Directors may from time to time determine.

### **ARTICLE VII**

#### Committees/Projects

##### Section 7.1: Establishment.

There shall be such committees and projects as necessary to conduct the business of the Association. The composition, size and duties of the committees, with the exception of the Nominating Committee shall be set forth in the Association's Strategic Plan/Action Plans and subject to the approval of the Board of Directors.

##### Section 7.2: Eligibility.

Active members in good standing shall be eligible for appointment as chairmen of committees and strategy and project managers.

##### Section 7.3: Term of Office and Vacancies.

The term of office and provision for filling of vacancies on committees and projects shall be set forth in the Association's Strategic Plan/Action Plans.

#### Section 7.4: Duties.

The duties, operational policies and procedures shall be set forth in the Association's Strategic Plan/Action Plans. Committees/Projects shall not preempt the authority of the Board of Directors in any matter.

#### Section 7.5: Reports.

Each committee chairman/project manager shall present a written report to the President prior to each Board meeting and an annual report to the Newsletter Project Manager for the Interval Note Annual Report (June/July issue).

#### Section 7.6: Quorum.

A majority of the members of any committee shall constitute a quorum.

#### Section 7.7: Nominating Committee.

(A) Membership: The Nominating Committee shall consist of three active members. The President with the approval of the Board of Directors shall appoint the Project Manager and shall announce his appointment at the annual business meeting, at which time two active members shall be elected by the members.

(B) Duties: This Committee shall prepare and post to the AHIMA Website at least forty-five (45) days prior to the annual business meeting, the ballots for officers of the Board of Directors, and the delegates to the American Health Information Management Association. When elections are in even-numbered years, the Committee shall include on the ballots nominees with summaries of qualifications for the State's nomination for the Nominating Committee of the American Health Information Management Association. Election of the nominee shall be by electronic voting of the active members in good standing using the AHIMA tool through the Communities of Practice. The ballots shall indicate the membership classification of each nominee. A plurality vote shall elect. The AHIMA nomination shall be submitted in even-numbered years to the Executive Director of the American Health Information Management Association as directed by the Bylaws of the American Health Information Management Association.

## **ARTICLE VIII**

### National Representative

#### Section 8.1: Number of Delegates.

This corporation shall be represented in the House of Delegates of the American Health Information Management Association by a minimum of one delegate. If there are 150 or less active members of the Association, then this Association will be represented by one delegate. Beginning with 151 active members and for each additional 100 active members this Association will be represented by one additional delegate. In no event shall this Association be represented by more than 5 delegates. The apportionment shall be based on active membership of the Association on record in the Executive Office of the American Health Information Management Association at the close of business on December 31 of the immediate prior year.

#### Section 8.2: Term of Office.

The term of delegates shall be two years. Terms of delegates shall be staggered to maintain continuity in the House of Delegates and in this Component State 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 delegates shall be made as provided in Section 7.7 (d) of these Bylaws. The President and President-elect shall automatically serve as delegates and additional delegates shall be elected as provided in Section 8.1 of this Article. 5th delegate position, if required by membership size, shall be filled by second year Secretary or second year Treasurer in alternate years. Election of delegates shall be by electronic ballots, using the AHIMA Website, of the active members in good standing. The ballots shall indicate the membership certification of each nominee. A plurality vote shall elect. The one receiving the next highest number of votes shall be called to serve as an alternate in case an elected delegate finds it impossible to serve during the two years

### **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 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 may from time to time be established by 3/4 vote of the membership at a duly constituted meeting.

##### Section 9.2: Waiver of Notice and Informal Action.

Whenever any notice is required to be given to any person a waiver thereof in writing signed by such person, whether before or after the time stated therein, shall be equivalent to giving such notice. Any action which could be taken at any meeting of members of the Board of Directors or committee may be taken by unanimous written consent in lieu of a meeting signed by each person who would be entitled to be present and vote at such meeting.

##### Section 9.3: A Nonprofit Corporation Dissolution.

This corporation is organized under the General Not for Profit Corporation Act of Louisiana and is organized for scientific and educational purposes and no part of its net earnings shall inure to the benefit of any private member, director, officer, or other individual. In the event of a dissolution of this corporation, the net distributable assets, after all liabilities and obligations of the corporation have been paid, satisfied and discharged, or adequate provisions have been made therefore, and after assets held upon conditions requiring return, transfer or conveyance, which condition occurs by; reason for the dissolution have been returned, transferred, or conveyed in accordance with such requirements, shall be distributed to one or more

corporations, societies or organizations which are organized and operated not for profit and which in the judgment of a majority of the members of the Board of Directors, then in office, are deemed to be engaged solely in scientific and educational activities advancing the causes of health information management and technology and the health of the public.

#### Section 9.4: Compensation.

Members of the Board of Directors, officers, strategy/project managers, committee chairmen, committee members and delegates to the American Health Information Management Association shall serve without compensation. Nothing herein, however, shall prevent the reimbursement of reasonable expenses incurred in connection with the corporation's affairs. The Central Office Coordinator (COC) will be compensated by LHIMA based upon the terms of the Contract.

#### Section 9.5: Location.

The location of the principal office of the corporation shall be in the city of the Central Office Coordinator's residence, State of Louisiana, or such other place as the Board of Directors may from time to time select.

#### Section 9.6: 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 in each year.

#### Section 9.7: Contracts, Checks and Depositories.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instance. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness shall be signed by such 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.

#### Section 9.8: Central Office Coordinator

The Central Office Coordinator, herein referred to as COC, under direction of the LHIMA Board of Directors and through its' President, coordinates the delegated professional and support staff functions of the LHIMA within the constraints of the contractual agreement established between the Association and the COC

### **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 the meeting at which a quorum is present shall be sufficient to alter, amend or repeal any Bylaw.

##### Section 10.2: Submission Procedure.

(A) A proposal for the alteration, amendment or repeal of Bylaws or adoption of new Bylaws

may be initiated by (1) the Board of Directors, (2) the Bylaws Project Manager, or (3) any active member. The Board of Directors shall review each proposed Bylaw amendment and prepare it for submission with such (1) technical changes and conforming amendments to the proposal of any existing Bylaws and (2) 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 committee established pursuant to Section 7.1 of these Bylaws.

(B) The Board of Directors (or a committee established pursuant to Section 7.1 of these Bylaws) shall submit the proposed Bylaw amendment and supporting documents to 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 the next annual business meeting of members of which notice can be given as provided in 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 posted to the LHIMA Website 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 recommendation 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 on the notice.

#### Section 10.4: Effective Date.

After due adoption by the active members as provided in 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 or 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.

#### Section 10.5: Conformance with AHIMA Bylaws.

Conformance with AHIMA Bylaws. These Bylaws shall automatically conform to any provisions of the Bylaws of the AHIMA affecting the CSA to the extent permitted by state law.

### **ARTICLE XI**

#### Component District Associations

Six component District Associations shall be organized. The boundary for each district shall coincide with the boundaries established by the Louisiana Hospital Association for its districts.

#### Section 11.1: Purpose of District Associations.

The purpose of the District Associations shall be (1) to promote the art and science of health information management at the local level, and (2) to strengthen the Louisiana Health Information Management Association and the American Health Information Management

Association by (a) providing a forum for discussion of the affairs of the state and national organizations, (b) by developing local leaders who may serve as leaders at the state and national levels, and (c) by providing a means of communication between the members of the local districts and the state association's Board of Directors.

#### Section 11.2: Representation.

Each district association shall elect an active registered or active accredited member to represent its members on the Louisiana Health Information Management Association Board of Directors, as provided in Article V, Section 5.2. The name of each representative shall be submitted to the Board of Directors not later than February 1 of each year.

#### Section 11.3: Officers and Bylaws.

Each District Association shall adopt bylaws which shall provide for the election of district officers. The name of each district officer shall be submitted to the Board of Directors of the Louisiana Health Information Management Association before February 1.

#### Section 11.4: Assessments.

Assessments levied by the Louisiana Health Information Management Association, as provided in ARTICLE IX, Section 9.1 shall be paid directly to the Treasurer of the Louisiana Health Information Management Association by each member.

#### Section 11.5: Registration of Districts.

This association recognizes that as the need of the Louisiana Health Information Management Association and its members change, the re-designation of district boundaries may be necessary to fulfill the purposes of the organization. Should any active member of this organization feel that a re-designation of districts is necessary, that member shall follow the procedure for amendment of Bylaws as provided in ARTICLE X. In addition, for an amendment to the Bylaws affecting the re-designation of districts to be enacted, it must be approved by a majority of the active members in the district(s) concerned, as well as by the two-thirds vote of the active members of the Louisiana Health Information Management Association as provided in ARTICLE X, Section 10.1.

Revised April 2009