

FLORIDA HEALTH INFORMATION MANAGEMENT ASSOCIATION BYLAWS

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FHIMA'S MISSION:

*“FHIMA fosters professional development for its members, promotes privacy and quality of health information through education, communication and advocacy.”*

ARTICLE I. NAME

The name of this Association shall be the Florida Health Information Management Association, Inc., hereafter referred to as FHIMA.

ARTICLE II. PURPOSE

Section 1. Purpose

The purpose of this association shall be identical with that of the American Health Information Management Association (AHIMA) - to commit to excellence in the management of health information for the benefit of patients and providers.

ARTICLE III. MEMBERSHIP

Section 1. Categories

The membership of this Association shall be divided into three (3) classes:

- a. Active
- b. Student
- c. Honorary

Section 2. Active Membership

Any AHIMA active member who is employed and residing in the State of Florida, or who is employed or residing in another state and selects this state for association membership, shall become an active member of this Association. Active members in good standing shall be entitled to vote, to hold office as Directors; serve as Committee Chairmen or committee members; and serve as members of the AHIMA House of Delegates; or serve as a member of the FHIMA House of Delegates.

Section 3. Student Membership

Any individual who holds student membership in AHIMA and is formally enrolled in an AHIMA accredited or approved including those pending accreditation/approval and selects this state for his association membership shall be a student member of FHIMA as long as the student membership in AHIMA continues. A student member may attend business and education meetings of the association. A student member shall not be entitled to vote, hold office or serve as a Committee Chairman or to serve as a member of the AHIMA or FHIMA House of Delegates.

Student members shall have all rights and privileges of membership, including that of serving on committees in designated student positions with voice but no vote.

Section 4. Honorary Membership

Any person who made a significant contribution to health information management science or rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in AHIMA by the Board of Directors or by simple majority vote of the House of Delegates. These members shall be exempt from dues. An Honorary member may hold no other class of membership in AHIMA. Honorary members shall be eligible for a national appointment. Honorary members who were Active Members shall retain their Active Membership rights. Any FHIMA member who receives Honorary Membership in AHIMA shall be an Honorary Member in FHIMA.

Section 5. Application for Membership

Application must be in writing on the form provided by AHIMA, and shall be sent by the applicant directly to the Membership Department of AHIMA. Total amount of dues as provided in the AHIMA Bylaws shall accompany the application. Transfer of membership from another state shall be automatic when notice of such transfer is received from AHIMA.

Section 6. Transfer of Active, Student or Inactive AHIMA Membership

When an employed member changes his place of employment to another state or a non-employed member changes his residence to another state, or a student transfers to a school in another state, or upon graduation changes his residence to another state, he shall notify the Membership Department of AHIMA and transfer of the membership out of the State of Florida shall be automatic as provided in the Bylaws of AHIMA.

Section 7. Conflict of Interest

Each individual acting in any capacity for the FHIMA shall disclose to the Board any situation which might be construed as placing the individual in a position of having an interest that may in any way conflict with his or her duties to the Association.

Section 8. Indemnification

This Association shall indemnify any person to the fullest extent authorized or permitted by the corporation laws of the State of Florida any person made, or threatened to be made, a party to an action, suit or proceeding by reason of the fact that said person is or was an officer, employee or member acting in good faith in behalf of this Association.

Section 9. Resignation, Forfeiture, Expulsion or Reinstatement

All AHIMA Membership types in this Association shall be automatically canceled or reinstated upon notice from the Executive Director of AHIMA as provided in the Bylaws of AHIMA.

Section 10. Cessation of Property Interest

All rights, title and interest, both legal and equitable, of a member in and to the property of this Association shall cease in the event of either of the following:

- a. transfer of membership out of the State of Florida
- b. resignation or death
- c. forfeiture of membership or expulsion

ARTICLE IV. OFFICERS AND DIRECTORS

Section 1. Officers

The officers of FHIMA shall be a President and President-Elect. The President shall serve for a term of one year, after having served as President-Elect during the previous year. The President-Elect and President must be active members in good standing who hold a valid AHIMA credential.

Section 2. Directors

There shall be seven (7) Directors.

- a. The retiring President shall automatically become a Director for one year.
- b. Three Directors shall be elected each year for a two-year term.

Section 3. Directors

The six elected Directors shall be assigned annually as Board Liaison to each of the Committee Chairmen (except the Nominating Committee) and each of the regional associations.

The President-Elect shall serve as the Board Liaison for Regional Relationships.

Section 4. Eligibility

Only Active members shall be eligible to hold office or to serve as Director.

Section 5. Nominations

Nominations shall be made by a Nominating Committee as provided for in Article IX, Section 2.

Section 6. Elections

Election shall be a plurality of the votes cast by the Active Members. In case of a tie, the election shall be decided by lot.

Voting shall be by ballot only. Ballots with instruction for their use shall be distributed to all Active Members at least 30 days prior to the Annual Meeting. In order to be counted, the ballot must identify the voter member by name and/or AHIMA ID number, and be received prior to the close of the election polls. Ballots received after the deadline shall be considered invalid and will not be counted in the tabulation. When paper ballots are used, the Chief Teller shall meet with all appointed tellers prior to the Annual Meeting to tabulate votes. Ballots not valid shall be destroyed by the Chairman of the Tellers in the company of all tellers, who shall verify ballot validity. When electronic voting is used, the Executive Director shall provide access to the electronic ballot to one designee as appointed by the Management Steering Committee, who shall verify ballot results along with the Executive Director. Results of the election shall be announced at the Annual State Convention, with number received, the number valid and the number destroyed reported, if applicable.

Officers and Directors and AHIMA Delegate shall assume office immediately following the Annual Convention at which their election is declared, with the exception of the President, who shall assume office after the Annual Convention in the following year, having served as President-Elect for the preceding year.

Section 7. Vacancies

In the event any officer or director leaves during his term of office, the President will propose a replacement and the replacement must be approved by a majority vote of the BOD.

Any officer or director may resign at any time by submitting a written resignation to the Board of Directors, but such resignation shall not become effective until accepted by the Board of Directors.

Section 8. Removal

Any of the elected or appointed officers or directors of FHIMA or Committee Chairmen may be removed for cause by the Board of Directors, providing such action is taken by a majority of the members of the Board.

ARTICLE V. DUTIES OF OFFICERS

Section 1. Duties

The Duties of the officers shall be specified in these Bylaws and in such Standing Rules as may from time to time be adopted, or as specified in the Policies and Procedures. Such duties may be also specified in the Bylaws and Standing Rules of AHIMA and the latest edition of Robert's Rules of Order.

Section 2. President

The President shall become familiar with the Procedures for Component State Associations established by AHIMA and be guided by these procedures in directing the activities of the officers and committees. He or she shall preside at all the meetings of the Board of Directors, the Management Steering Committee and the FHIMA House of Delegates. He or she shall appoint, with the approval of the Management Steering Committee, the Committee Chairmen as provided in these Bylaws. He or she shall serve as an ex officio member of all committees, with the

exception of the Nominating Committee. The President shall distribute the annual report of the Board of Directors at the Annual FHIMA House of Delegates.

Section 3. President-Elect

The President-Elect shall serve as an aide to the President and shall assume the duties of the President in his absence or inability to act. He or she shall work with the Immediate Past-President and the Executive Director on the proposed budget for the upcoming year. He or she shall also be the Board Liaison for Regional Relationships.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 1. Appointment

The Executive Director shall be appointed by the Board of Directors, following recommendation by the Management Steering Committee. The appointment and terms of the contract shall be reviewed annually by the Board of Directors, following evaluation of performance by the Management Steering Committee.

Section 2. Duties

The Executive Director shall act as the Secretary and Treasurer of the FHIMA. This person shall be a member of the Board of Directors with voice and vote. The Executive Director shall oversee the completion of all of the duties of the Secretary and of the Treasurer, as established by AHIMA.

The Executive Director shall be assigned such other duties as determined by the Management Steering Committee.

ARTICLE VII. MEETINGS

Section 1. Annual State Convention

The Annual State Convention of this Association shall be held at a time and place designated by the Board of Directors. The membership shall be notified of the date, time and location of the meeting by a program and registration packet distributed to the entire membership.

Section 2. Special Meetings

Special meetings may be called by the President, the Management Steering Committee or by a majority of the Board of Directors. Thirty (30) days notice shall be given of a special meeting. The purpose of the meeting shall be stated in the call and no other business shall be transacted.

Section 3. Voting Body

The voting body at all Annual State Conventions shall be the House of Delegates.

The annual business meeting of the House of Delegates shall be held in conjunction with the state convention of the members whenever possible. The time and place of the meeting shall be determined by the Board of Directors. The date, time and method of other meetings may be determined by the Board of Directors or a simple majority of the House of Delegates.

Section 4. Cancellation of Meetings

In the event circumstances prohibit the holding of an Annual State Convention, the Board of Directors may cancel the Annual State Convention and prompt notice thereof shall be given to all members of the Association.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Composition

The members of the Board of Directors shall be the President, the President-Elect, the Past-President/Director and elected Directors. The Chief Delegate/Advocate and the Executive Director shall be members with a voice and vote.

## Section 2. Duties

The Board of Directors shall manage and control the property, and the business affairs of the Association between meetings of the House of Delegates and shall report through the President at the Annual State Convention.

The Board of Directors shall prepare and oversee the implementation of a long-range strategic plan for the FHIMA. The strategic plan is developed by the Board of Directors and Regional Presidents or representatives every two years. The plan is submitted for annual review at the House of Delegates following adoption by the Board of Directors. The plan is reviewed periodically by the Board of Directors and revised as necessary.

The Board of Directors shall:

- a. Select the time and place of the Annual State Convention
- b. Provide for audit of the Association's financial accounts
- c. Approve depository for the Association funds
- d. Fill vacancies in office

## Section 3. Meetings

The Board of Directors shall meet preceding and following the Annual State Convention, and on call of the President at such time as may be deemed advisable during the year. Meetings may be called by the President-Elect upon request of two (2) or more members of the Board. Thirty (30) days notice shall be given

## Section 4. Quorum

A majority of members of the Board of Directors shall constitute a quorum.

## Section 5. Business by Mail or Email

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 vote. A response from a majority of the members of the Board must be received for the voting to be considered valid. All such action shall be ratified at the next meeting.

## ARTICLE IX. COMMITTEES, COMMITTEE CHAIRMEN AND BOARD LIAISON

### Section 1. Committees

There shall be such committees as necessary to conduct the business of the Association, including a Nominating Committee.

### Section 2. Nominating Committee

The committee shall consist of a chairman and one (1) member appointed by the Management Steering Committee and one member from each region.

Regional Associations may submit one (1) nomination for the Nominating Committee. Nominations shall be sent to the Executive Director at least ninety (90) days in advance of the Annual State Convention. Names and their respective Regional Associations shall be included in the delegate packet mailed in advance.

This committee shall prepare a list of nominees from those consenting to serve if elected. The ballot shall also list nominees for AHIMA delegate.

### Section 3. Board Liaison

Committee functions shall be performed by teams, composed of Committee Chairmen and their appointees as committee members subordinate to the Directors assigned as Board Liaison and accountable to the Management Steering Committee.

The elected Directors shall be assigned annually to each of the Committee Chairmen as Board Liaison (except the Nominating Committee) and each of the regional associations. The President-Elect shall serve as the coordinator

for Board Liaisons for the regional associations. The responsibilities and duties of each Board Liaison Director shall be set forth in the FHIMA Policy and Procedure Manual.

#### Section 4. Committee Chairmen

The Management Steering Committee shall be responsible for the appointment of Committee Chairmen who in turn are responsible for carrying out the duties required by their assignments as set forth in the FHIMA Policy and Procedure Manual.

Each Committee Chairman shall present a written report to his respective Board Liaison Director five (5) weeks prior to the Annual State Convention. The Board Liaison Directors will verify the report submitted by their Committee Chairmen and submit them to the President three (3) weeks prior to the Annual State Convention, for presentation.

#### Section 5. Special Committees

Other Special Committee Chairmen may be appointed by the Management Steering Committee as the need may arise.

#### Section 6. Organizational Structure Plan

The Management Steering Committee shall prepare an outline of the organizational plan for FHIMA prior to the Annual State Convention. Assigned Committees for each Board Liaison Director shall be outlined in the Organizational Plan.

The Management Steering Committee shall prepare an outline of the organizational plan for FHIMA prior to the Annual State Convention. Assigned duties for each Committee Chairman shall be outlined in the organizational plan.

#### Section 7. Eligibility

Only active members shall be eligible for appointment as a Committee Chairman, except as otherwise specified in these Bylaws.

#### Section 8. Vacancies

A vacancy in a Committee Chairman shall be appointed by the President.

#### Section 9. Quorum

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

### ARTICLE X. FINANCES

#### Section 1. Fiscal Year

The fiscal year of the Association shall be the same as the Association year.

#### Section 2. Dues

Dues for Active and Student members shall be as provided in the Bylaws of AHIMA and shall be paid by the member directly to AHIMA as instructed via the application process. The state's portion of the dues is rebated to the Executive Director of FHIMA.

#### Section 3. Expense Authorization

Necessary expenses incurred in service to the Association may be refunded by the Executive Director from the treasury by order of the President and Past-President/Director.

Section 4. Proposed Budget

The proposed budget shall be developed by the Immediate Past President, President-Elect and the Executive Director. The immediate Past President will coordinate the preparation of the proposed budget for the upcoming year.

ARTICLE XI. REPRESENTATION TO AHIMA HOUSE OF DELEGATES

Section 1. Representation in the AHIMA House of Delegates

This association shall be represented in the AHIMA House of Delegates as provided in the bylaws of AHIMA.

Section 2. Election of Delegates

Only Active members shall be eligible to serve as delegates to AHIMA.

The FHIMA President, AHIMA Delegate, Chief Delegate, President-Elect and immediate Past President at the time of the AHIMA Annual Convention shall be delegates. The Executive Director shall be sent as a first alternate if a delegate listed above finds it impossible to serve. If necessary, the non-elected AHIMA Delegate candidates shall be called to serve as alternate delegates in order according to the highest number of votes each received. Nominations of any additional delegates shall be made by the Nominating Committee and election shall be by ballot of Active members. The ballot shall indicate the membership classification of each nominee. A plurality vote shall elect. The

Section 3. Term of Office

The term of office for elected delegates shall be two (2) years. Terms of delegates shall be staggered to maintain continuity in the AHIMA House of Delegates and in the Florida State Delegation. No elected delegate may serve more than two (2) consecutive terms.

ARTICLE XII. FHIMA HOUSE OF DELEGATES

The FHIMA House of Delegates shall be the legislative and policy-making body of the Association and shall have full authority to determine the professional and administrative policies of the Association.

Section 1. Composition

Each member of the Board of Directors and elected FHIMA State Delegates shall constitute the FHIMA House of Delegates and each shall have one vote.

Section 2. Election of Delegates

Delegates shall be elected by or appointed from the Active AHIMA members of regional associations. Each regional association of ten (10) Active members or less shall be entitled to two (2) delegates. Regional associations of more than twenty (20) Active members shall be entitled to one (1) additional delegate for each additional twenty (20) members or major portion thereof, but no regional association shall be entitled to more than ten (10) delegates. The apportionment of delegates shall be based on Active membership of the AHIMA on the last day of February of the current year.

A list of delegates from each region must be submitted to the FHIMA Executive Director by a date to be determined by the Management Steering Committee.

Section 3. Quorum

A simple majority of delegate representation shall constitute a quorum for the FHIMA House of Delegates.

ARTICLE XIII. REGIONAL ASSOCIATIONS

Regional Associations who have been recognized by the FHIMA Board of Directors by January 1<sup>st</sup> are eligible to send delegates to the FHIMA House of Delegates meeting. FHIMA has the authority to recognize the existence of regional associations and determine regional association boundaries

#### ARTICLE XIV. MEMBERSHIP COMMUNICATION

The FHIMA publication will be produced for FHIMA Membership no less than 2 times a year.

#### ARTICLE XV. PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order shall govern this Association in all cases not covered by these Bylaws or the Bylaws of AHIMA.

#### ARTICLE XVI. AMENDMENTS

##### Section 1. Power to Amend

The power to amend the FHIMA Bylaws and Articles shall be vested solely in the FHIMA House of Delegates. Two-thirds votes cast shall be required to adopt. All proposed amendments shall be submitted for prior approval as directed in the AHIMA Bylaws, before they are submitted to the membership for adoption. The FHIMA Bylaws shall automatically conform to any provisions of the AHIMA Bylaws affecting State Associations.

The House of Delegates may be asked to vote during the year. All proposed amendments must be published 60 days prior to delegate voting.

##### Section 2. Submission

A proposal for amendment of bylaws or adoption of new bylaws may be submitted by the Board of Directors, the Bylaws Chairman, any Active member or any Regional Association. Proposals must be submitted at least 90 days prior to the House of Delegates meeting at which they are to be presented. Proposed changes will be disseminated to the membership at least 60 days prior to the House of Delegate meeting at which they are to be presented.

##### Section 3. Format and Typing

Proposals to be submitted shall be in the format as prescribed by the Board of Directors and each proposal shall be filed with the Board of Directors in accordance with the schedule determined by the Board of Directors.

##### Section 4. Form and Mailing

The Bylaws Chairman shall present each proposal to members substantially in the form presented to the Board of Directors with technical changes and conforming amendments to the proposals or existing bylaws as may be deemed necessary or desirable.

##### Section 5. Amendments at the House of Delegates

By a ninety percent (90%) vote of the FHIMA House of Delegates, a proposal to amend the Bylaws may be made and acted upon at the same meeting without prior notice. A ninety percent (90%) vote of the members of the House of Delegates shall likewise be required for adoption of such amendments.

Inclusion of an amendment not having prior AHIMA approval may only be incorporated in and take effect upon receipt of formal AHIMA approval.

##### Section 6. Conformance with AHIMA Bylaws

These Bylaws shall automatically conform to any provisions of the bylaws of AHIMA affecting the FHIMA. Such provisions shall be binding upon FHIMA when voted by the AHIMA House of Delegates and the FHIMA House of Delegates.

All FHIMA originated bylaws will be submitted to AHIMA for prior approval as directed by the AHIMA Bylaws, before they are submitted to the membership of FHIMA.

Section 7.           Effective Date

Amendments shall be effective following affirmation by the FHIMA House of Delegates upon receipt of AHIMA final approval or at such time as described in the amendment.

ARTICLE XVII. DISSOLUTION

FHIMA 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 or final liquidation of the FHIMA, any assets remaining after all obligations have been satisfied or provided for shall be transferred to a nonprofit entity determined by the Board of Directors.

Revised July 2006