

**Corporate Bylaws**

**Of**

**PENNSYLVANIA HEALTH INFORMATION MANAGEMENT ASSOCIATION (PHIMA)**

Adopted 1939

Approved by PMRA Membership, 04/30/81  
Approved by PMRA Membership, 07/22/81  
Approved by PMRA Membership, 07/31/84  
Approved by PMRA Membership, 05/23/85  
Approved by PMRA Membership, 05/08/85  
Approved by PMRA Membership, 05/14/87  
Approved by PMRA Membership, 05/19/88  
Approved by PMRA Membership, 05/10/90  
Approved by PMRA Membership, 05/14/92  
Approved by PMRA Membership, 05/13/93  
Approved by PMRA Membership, 05/18/95  
Approved by PMRA Membership, 05/09/96  
Approved by PMRA Membership, 05/21/97  
Approved by PMRA Membership, 05/06/98  
Approved by PHIMA Membership, 5/24/00  
Approved by PHIMA Membership, 5/10/01  
Approved by PHIMA Membership 5/6/04  
Approved by PHIMA Membership 5/9/07  
Approved by PHIMA Membership 5/5/08

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## **ARTICLE 1 CORPORATION**

### SECTION 1.1 Name

The name of the corporation shall be Pennsylvania Health Information Management Association (hereinafter, "PHIMA"), a Pennsylvania not-for-profit corporation.

### SECTION 1.2 Purpose

The purpose of PHIMA is to operate on a not-for-profit basis within the meaning of § 501(c) (6) of the Internal Revenue Code of 1986, as amended, in the course of which operation:

- a. To promote the professional development of individuals in the health information management profession by conducting continuing education programs, including education related to health information management practice topics, including coding;
- b. To conduct recruitment activities for members and students;
- c. To provide ongoing member communications (i.e., website, newsletter, or periodic releases of relevant news);
- d. To develop and participate in advocacy initiatives approved by the American Health Information Management Association, an Illinois not-for-profit corporation ("AHIMA") and to contribute programmatically to the mission of AHIMA;
- e. To convene an annual meeting of its members;
- f. To provide its members with an annual written financial report;
- g. To conduct such other activities as may be consistent with the purposes of the AHIMA;

No part of the net earnings of PHIMA shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that PHIMA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

No substantial part of the activities of PHIMA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and PHIMA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

Notwithstanding any other provisions of these bylaws, PHIMA shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)

### SECTION 1.3 Offices

PHIMA shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or outside the state of Pennsylvania as the Board of Directors may from time to time determine.

### SECTION 1.4 PHIMA Dissolution

In the event of the dissolution of PHIMA, the Board of Directors, after paying or making provision for the payment of all of the liabilities of PHIMA, shall distribute, in any proportions considered prudent, all of the assets of PHIMA to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under either § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or § 501(c)(6), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of PHIMA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE 2 MEMBERS**

### Section 2.1 Membership

Only AHIMA members are eligible for membership in the Pennsylvania Health Information Management Association. PHIMA shall be composed of three basic classes of membership:

- a. Active – Individuals interested in the AHIMA purpose and willing to abide by the Code of Ethics. Active members in good standing shall be entitled to membership privileges including the right to vote as specified below, to hold office and to serve as delegates to AHIMA.
- b. Student – Any student formally enrolled in an AHIMA accredited or approved program, including those pending accreditation/approval is eligible for student membership. A student may retain this class of membership until the first qualifying examination for which he or she is eligible, after which time he or she shall be transferred to active membership. Student members shall have all rights and privileges of membership, including that of serving on committees and subcommittees in designated student positions with voice but no vote. They shall not be entitled to other voting privileges, hold office, or serve as delegates.
- c. Honorary – 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 the PHIMA by the Board of Directors. These members shall be exempt from dues. An honorary member may hold no other class of membership in PHIMA. Honorary members shall also be eligible for a national appointment by AHIMA. Honorary members who were once active members shall retain their active membership rights.

## SECTION 2.2 Application

All applications for membership shall be in the approved format and shall be accompanied by the amount of annual dues, fee, and/or assessment.

## Section 2.3 Expulsion

Any member, who shall violate the bylaws of AHIMA, PHIMA, the Code of Ethics, the Standards for Initial Certification, or the Standards for Maintenance of Certification, may be expelled from membership as specified in the AHIMA Policy and Procedure Manual as from time to time in effect.

## SECTION 2.4 Forfeiture

Dues and assessments shall be paid no later than thirty (30) days after the renewal date. Membership shall be forfeited if dues and assessments are not paid by the payment deadline.

## SECTION 2.5 Resignation

Any member in good standing may resign by submitting a resignation in writing to PHIMA Executive Director.

## SECTION 2.6 Reinstatement

- a. A former member whose resignation has been accepted by PHIMA shall be reinstated upon application and payment of the current year's dues and assessments.
- b. A former member whose membership has been forfeited for non-payment of dues and/or assessments shall be reinstated upon application and payment of current year's dues and assessments, and any reinstatement fee that may be specified by the Board of Directors.
- c. An inactive member may be restored to the class of membership previously held upon application and payment of any difference in dues and assessments.

## Section 2.7 General Powers

All legislative and elective powers and authority to determine policies of PHIMA including the power to amend and repeal these bylaws and to adopt ethical standards to govern the professional conduct the members of PHIMA, are vested in and reside with the active members of PHIMA

## SECTION 2.8 Voting Body

The Voting Body of the members shall be limited to Active members.

## SECTION 2.9 Duties of Voting Body

The duties of the Voting Body, composed of active members only, present in person or in electronic vote per state law, shall be:

- a. to elect the officers and the at-large directors of PHIMA, and
- b. to elect the delegates of PHIMA to the AHIMA's House of Delegates,

At the meeting of the Voting Body as defined below. These voting rights and those specified above to student members shall be in lieu of all statutory voting rights of members.

## SECTION 2.10 Annual Meeting Procedure

Upon notice of no less than thirty (30) days, all members shall be notified of the annual meeting the date and location for which shall be set by the Board of Directors. Although only active members may vote at the annual meeting as the Voting Body, all members shall be encouraged to attend and otherwise participate.

## Section 2.11 Quorum

At any business meeting of members, a quorum shall exist if at least fifty active members are present. Except as these bylaws may otherwise specifically provide each meeting of members shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

## Section 2.13 Special Meeting

Special meetings of members may be called by the president upon written request by not less than fifteen percent of the active members in the Association.

Notice of Meeting – At the direction of the president or the Board of Directors written or printed notices stating the date, time and place of the meeting shall be delivered not less than five days before the date of the meeting to each member entitled to vote as such meeting by causing such notice to be published in an official publication of the Association, or otherwise delivered to the members entitled to vote.

# ARTICLE 3

## BOARD OF DIRECTORS

### SECTION 3.1 Powers

Except as provided in Article 2, PHIMA's Board of Directors shall govern and manage the affairs of PHIMA, shall exercise its powers and shall control its property. It shall determine compliance with PHIMA's stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these bylaws or PHIMA's articles of incorporation, including, but not limited to the following:

- a. Provide for representation of the membership of PHIMA on all matters internal and external;
- b. Establish the policies and procedures of PHIMA and approve proposed modification to PHIMA's Policy and Procedure manual, except as otherwise provided in these bylaws;
- c. Develop and oversee the implementation of PHIMA's strategic plan;
- d. Approve PHIMA's annual operating budget;
- e. Establish, oversee, and act on the recommendations of all Committees, as applicable, except as otherwise provided in these bylaws;
- f. Serve as custodian over all funds and property of PHIMA; and

- g. Render a full report on the financial status and activities of PHIMA to the membership of Pennsylvania Health Information Management Association annually.

SECTION 3.2 Boards of Directors

The members of the Board of Directors shall be the President, the President-Elect, and the Immediate Past President/Director, Secretary, Treasurer, two (2) Directors, and Executive Director. The Executive Director has opinion and input but no vote.

Section 3.3 Eligibility

Only active members in good standing shall be eligible to hold office. To be eligible for the office of president-elect, a member must have served in at least two of the following positions within the past seven years: on the Board of Directors or on an active committee of this Association or as an officer of a component regional association. The member shall fulfill the eligibility requirements for delegates prescribed elsewhere in these bylaws.

Section 3.4 Nomination

Nomination shall be made by the nominating committee as provided in Article 5.

Section 3.5 Election

Election shall be by a plurality or votes cast by the active members good standing. In case of a tie, the election shall be decided by lot at the annual meeting. Board Members shall assume office on July 1st, the first day of the fiscal year.

Voting shall be via an accessible, secure and verifiable method. Ballots shall be given to all active members at least thirty days prior to the annual meeting. In order to be counted, a ballot must be returned to the Credentials Committee Chairperson and must be received at least fourteen days prior to the annual meeting. The Credentials Committee shall meet prior to the annual meeting to tabulate the votes. Ballots received after the deadline will be destroyed.

Results of the election shall be announced at the annual business meeting and officers shall assume office on the first day of the fiscal year following the announcement of their election.

Section 3.6 Terms and Succession

Each Board Member shall hold office for the period of time stipulated below or until a successor has been elected and qualified or until earlier death, resignation or removal in the manner provided in these bylaws.

President            one term as President-Elect,  
                          Succeeded by one term as President,  
                          Succeeded by one term as Past-President Director.

Secretary:        one term with option to be placed on the ballot for second consecutive term of one year.

Treasurer:        one term to consist of two consecutive years.

Directors: (exclusive of the past-president director) one term to consist of two consecutive years.  
\* First Year Director is the first of the two year team  
\* Second Year Director is the second of the two year term.

Board Members cannot hold more than one office at a time, and cannot succeed themselves in the same capacity the following year, except as otherwise specified in these bylaws.

### SECTION 3.7 Vacancies

In the case of death, incapacity, or written resignation of any Board Member during his or her term of office, the vacancy shall be filled for the remainder of the term by action of the Board of Directors.

### Section 3.8 Expulsion

Any Board Member of the Board of Directors who fails to discharge honorably or who neglects the duties of his office may be expelled by a two-thirds vote of the remaining members of the Board of Directors.

### SECTION 3.9 Meetings

The Board shall meet not less than three times each year. At least one meeting shall be held during the annual meeting of the Association. Other meetings shall be held at a time specified by the president. Special meetings may be called by the President, or shall be called by the Executive Director upon the written request of four (4) or more members of the Board of Directors.

### Section 3.10 Special Meetings

Special meetings of the Board of Directors may be called by the president or shall be called by the Secretary upon the written request of any three members of the Board of Directors

### SECTION 3.11 Notices

Written notice of all Board of Directors meetings shall be mailed by first class mail, or such other means as authorized by statute in the applicable state, or delivered to each director not less than five (5) working days before the date of the meeting. For special meetings, notice shall state generally the nature of the business to be taken up at the meeting.

### SECTION 3.12 Quorums

For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum shall be a simple majority of the voting directors then serving, who shall be present in person. No proxies shall be permitted.

### SECTION 3.13 Meeting Media

Meetings may be conducted by the technology of preference, after determining that all PHIMA's Board of Directors has the media available and consent to the use of such media and that each director may thereby hear the debate of the others. Meetings may not be held by email. Follow state law for electronic meetings and/or vote.

## **ARTICLE 4**

### **OFFICERS OF PHIMA**

#### **SECTION 4.1 Designations of Corporate Officers**

The officers of PHIMA shall be a President, a President-Elect, an Immediate Past President, a Secretary, a Treasurer, and two (2) Directors and such officers as are necessary in the opinion of the Board of Directors to conduct the business of corporation. The President must be a RHIT or RHIA credential holder. All officers shall be active members of PHIMA. The officers shall be elected at the annual meeting by the Voting Body and may succeed themselves if nominated and elected. Their duties shall be those assigned ordinarily to such offices. The President shall be PHIMA's chief policy officer and shall chair all meetings of officers, of the Board of Directors and of the Voting Body.

#### **Section 4.2 Powers and Duties**

The powers and duties of the officers shall be as specified in these bylaws, the Association procedures, the latest edition of Robert's Rules of Order, and any standing rules adopted by the Board of Directors of the Association. All officers shall be responsible for transmitting their files to their successor no later than the close of the fiscal year in which their term expires.

- a. The President shall act as Chairperson and preside at all meetings of the Board of Directors and all Association meetings, shall act as co-treasurer, shall appoint the Chairperson of standing committees except as otherwise provided for in Article 5, shall be an ex-officio member of all committees, except the nominating committee, and shall render an annual report to the membership and serve as Association's first delegate to the House of Delegates of the American Health Information Management Association. The President empowered to conduct the business affairs of the association on behalf of its members between Board of Directors meetings. Such business transactions shall be summarized and ratified by the Board of Directors. The general arrangements for the annual meeting shall be under the direction of the president.
- b. The President-Elect shall develop the budget, shall act as the legislative liaison for the Association, shall perform all the duties of the president in the President's absence or inability to act, and serve as the Association's second delegate to the House of Delegates of the American Health Information Management Association, and shall perform such other duties as directed by the President or the Board of Directors.
- c. The Secretary shall keep a permanent record of the proceedings of all association meetings and shall perform such other duties as directed by the president or the Board of Directors. A transcript of the proceedings of the Board of Directors shall be recorded and transmitted to each board member within thirty days following the board meeting. These minutes shall be approved no later than the next board meeting.
- d. The Executive Director shall maintain the official membership roster.
- e. The Treasurer shall coordinate financial transactions carried out by the board chosen association management personnel and keep accurate records of same, shall coordinate disbursements with the approval of the president, shall provide quarterly reports to the Board of Directors and shall render an annual report.

- f. The Directors shall attend all meetings of the Board of Directors, shall assist as necessary with the business of the Association, and shall perform such other duties as directed by the president of the Board of Directors.

The Board shall present annually to the members, a report, verified by the President and Treasurer or by a majority of the Directors, giving appropriate details for the fiscal year of corporation, assets and liabilities; revenue or receipts for particular purposes; expenses and disbursements in general, including both restricted and unrestricted funds; and the number of members, including increases and decreases in said number for the immediate preceding year.

This annual report of the Board shall be filed with the minutes of the meetings of members.

## **ARTICLE 5**

### **COMMITTEES OF THE BOARD OF DIRECTORS**

#### **Section 5.1 Standing Committees**

There will be sufficient Standing Committees to conduct the work of PHIMA. The Board of Directors is empowered to create, combine or dissolve ad hoc committees, or to change their composition or responsibilities as the need may arise.

The composition of committees shall be determined by the Board of Directors and set down in the Association Procedures. Except as otherwise provided, Committee Chairperson shall be appointed by the President with the approval of the Board of Directors.

- a. Eligibility – Active members in good standing shall be eligible to chair committees. Active, associate and corporate members in good standing shall be eligible to serve on committees.
- b. Vacancies – Appointments to fill vacancies occurring in committees shall be by the same procedure as the original appointment, except as otherwise provided in these bylaws.
- c. Quorum – A majority of the members of the committee shall constitute a quorum.
- d. Reports – All committees shall report to the Board of Directors in writing. Reports to the board in person shall be at the discretion of the President.
- e. Files – All Committee Chairperson shall be responsible for maintaining the committee's procedures book and updating the procedures at the direction of the Board of Directors. Chairperson shall be responsible for transmitting committee files to their successors no later than the close of the fiscal year in which their term expires.

No committee shall have or exercise the authority of the Board of Directors in the management of the affairs of the Association.

#### **Section 5.2 Nominating Committee**

The President-Elect, with the approval of the Board of Directors, shall appoint the Chairperson. Pennsylvania Health Information Management Association shall select individuals from their respective region to represent their association on the nominating committee. Each representative will work with the Nominating Chairperson.

### Section 5.3 Filling Vacancies

When a vacancy occurs in the members of the Nominating Committee selected by a regional association, this vacancy shall be filled by the regional association which selected the committee member. The Board of Directors shall fill a vacancy in the chairperson of the committee.

The Nominating Committee shall prepare a ballot of at least two nominees for each office to be filled and for delegates to the House of Delegates of the American Health Information Management Association.

Ballots shall be submitted to the President at least sixty days prior to the date of the Annual Meeting and shall notify the active members at least thirty days prior to the date of the Annual Meeting.

The nomination of the members to the American Health Information Management Association Nominating Committee shall be a function of the state Nominating Committee. The Nominating Committee shall submit a ballot of nominees, accompanied by a resume of qualifications to the membership at least thirty days before the annual meeting in odd numbered years. The ballots shall indicate the membership classification of each nominee.

Election ballots of the nominee shall be provided to the active members. A plurality vote shall elect. The nomination shall be submitted to the Executive Director of the American Health Information Management Association in the odd numbered years.

## **ARTICLE 6**

### **FISCAL MATTERS**

#### Section 6.1 Fiscal Year

The fiscal year of the Association shall begin on the first day of July in each year and shall end on the thirtieth day of June the following year.

#### Section 6.2 Dues

- a. Assessments: Assessments may be made if additional services, over and above the core services, are offered. These services may be increasing the scope of the core service or increasing the number of the same core Service.
- b. Documentation of the additional services shall be forwarded to the association's members with the dues assessment notice.
- c. Assessments greater than 20.00 shall be submitted to the membership for approval at the PHIMA Annual Business Meeting.

#### SECTION 6.3 Contracts

The President and his/her express designee(s) shall be authorized to execute contracts on behalf of PHIMA. In addition, the board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of PHIMA, with such authority being either general or confined to specific instances. No loans shall be made to officers or directors of PHIMA.

#### SECTION 6.4 Loans and Indebtedness

No loans shall be contracted on behalf of PHIMA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board with such authority being either general or confined to specific instances.

#### SECTION 6.5 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of PHIMA or to PHIMA, shall be signed or endorsed as established by board policy by persons authorized as signatories, CSAs may list position titles on the accounts of PHIMA by resolution of the Board of Directors from time to time. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

#### SECTION 6.6 Deposits

All funds of PHIMA not otherwise employed shall be deposited from time to time to the credit of PHIMA in such banks, trust companies or other depositories as the board may select.

#### SECTION 6.7 Budgets

The Board of Directors of PHIMA shall prepare or have prepared the annual capital and operating budgets of PHIMA.

#### SECTION 6.8 Maintenance of Records

PHIMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees, and shall keep at the principal office a record giving the name and address of the directors. All books and records of PHIMA may be inspected by any active member or any director for any proper purpose at any reasonable time.

#### SECTION 6.9 Gifts

The Board of Directors may accept on behalf of PHIMA any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of PHIMA, but shall in each case disclose PHIMA's tax status and follow all applicable tax rules and regulations.

### **Article 7**

#### **National Representations**

##### Section 7.1 Number of Delegates

This Association shall be represented to the House of Delegates of the American Health Information Management Association. Representation shall be in accordance with the bylaws of the American Health Information Management Association.

##### Section 7.2 Qualifications

Only active members in good standing shall be eligible to serve as Delegates to the American Health Information Management Association in accordance with American Health Information Management Association bylaws. To be eligible for the position of Delegate, a member must

have served in at least two of the following positions with the past seven years; on the Board of Directors or on an active committee of this Association or as a component regional association.

#### Section 7.2 Nomination and Election

The President shall serve as the first Delegate and the President-Elect shall serve as the second Delegate. The Past-President shall serve as the third Delegate. Nominations for additional Delegates shall be made as provided on Section 7.2 of these bylaws. Voting shall be via an accessible, secure and verifiable method. The ballot shall indicate the membership classification of each nominee. The number of Delegates to be elected shall be determined as provided in the bylaws of the American Health Information Management Association.

A plurality vote shall select. The nominees receiving the next highest number of votes shall serve as alternates.

In case of a tie, the election of a delegate or the sequence of the alternates shall be decided by lot at the annual meeting, with the above restrictions applying.

In case of a vacancy during a delegate's two year term, the alternate who received the next highest number of votes in the election for that term, and who is able to serve, shall fill the vacancy for the unexpired term.

### **ARTICLE 8**

#### **CONFLICTS OF INTEREST**

##### SECTION 8.1 Statement of General Policy

These bylaws recognize that both real and apparent conflicts of interest and dualities of interest (hereinafter referred to as "conflicts") sometimes occur in the course of conducting the corporation's daily affairs. A conflict as used in these bylaws refers only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts occur because the many persons associated with PHIMA should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two or more organizations conducting similar activities.

Conflicts are undesirable because they potentially or apparently place the interests of others ahead of PHIMA's obligations to its corporate purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of PHIMA do not require the termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned.

Therefore, PHIMA's affirmative policy shall be to require that all actual or apparent conflicts be disclosed promptly and fully to all necessary parties and to prohibit specified involvement in the affairs of PHIMA by persons having such conflicts.

##### SECTION 8.2 Coverage of this Policy

This policy shall apply to all members of the Board of Directors and all corporate officers, agents and employees of PHIMA, including significant independent contractor providers of services and

materials. PHIMA's management shall have the affirmative obligation to publicize periodically this policy to all such parties.

### SECTION 8.3 Disclosure of all Conflicts

All persons to whom this policy applies shall disclose all real and apparent conflicts which they discover or have been brought to their attention in connection with PHIMA's activities. "Disclosure" as used in these bylaws shall mean providing promptly to the appropriate persons a written description of the facts comprising the real and apparent conflict. An annual disclosure statement shall be circulated to all persons to whom this policy applies to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts arise. The written disclosure notices of conflicts shall be filed with the President of PHIMA or any other person designated by him or her from time to time to receive such notifications. All disclosure notices received hereunder shall be noted for record in the minutes of a meeting of the Board of Directors.

### SECTION 8.4 Proscribed Activity by Persons Having Conflicts

When an individual director, officer, agent or employee believes that he or she or a member of his or her immediate family might have or does have a real or apparent conflict, he should, in addition to filing the disclosure notice required under Section 8.3, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of PHIMA where the conflict might pertain, but shall not be precluded from debate or other similar involvement on behalf of PHIMA. When any person requests in writing, or upon its own initiative, the board at any time may establish further guidelines consistent with the interests of PHIMA for the resolution of any real or apparent conflicts.

## ARTICLE 9

### INDEMNIFICATION

#### SECTION 9.1 Basic Indemnification

PHIMA may indemnify each of its officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been an officer or director, except in relation to matters as to which any such officer or director shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Indemnification shall be made only as authorized by a majority vote of disinterested directors or, if such a quorum is not obtainable, by independent legal counsel in a written opinion. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, board resolution, and agreement or otherwise.

#### SECTION 9.2 Insurance of Risk

PHIMA's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers, directors, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been officers, directors, employees or agents of PHIMA.

## **ARTICLE 10**

### **NON-DISCRIMINATION**

PHIMA recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, creed, color, handicap, sex, national origin or age.

## **ARTICLE 11**

### **MISCELLANEOUS**

#### **SECTION 11.1 Amendments**

Any amendment to corporation's bylaws must be approved by the AHIMA Board of Directors to become effective. PHIMA's bylaws must comply with the AHIMA bylaws at all times. All amendments must be approved by PHIMA's membership, as well as PHIMA's Board of Directors. The amendment shall then be forwarded to the AHIMA Board of Directors for approval or non-approval.

#### **SECTION 11.2 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.

#### **Section 11.3 Power and Voting**

The power to amend or repeal bylaws or to adopt new bylaws shall be vested solely in the active members. A two-thirds vote in the affirmative at a meeting at which a quorum is present shall be sufficient to amend or repeal any bylaws or adopt any new bylaws.

## **ARTICLE 12**

### **EXECUTIVE DIRECTOR**

#### **Section 12.1 Responsibilities**

The Executive Director shall be the Chief Executive Officer of the association. The duties of the Executive Director will be determined by the Board of Director of the Pennsylvania Health Information Management Association. Changes to the status, terms of employment, salary and other employment details of the Executive Director shall be by recommendation of the President with approval of the Board of Directors. The Board of Directors will appoint the Executive Director

#### **Section 12.2 Eligibility**

The Executive Director shall be an active member of the American Health Information Management Association and the Pennsylvania Health Information Management Association.