

WYOMING HEALTH INFORMATION MANAGEMENT ASSOCIATION

BYLAWS

ARTICLE I NAME

The name of this component state association of the American Health Information Management Association shall be known as the Wyoming Health Information Management Association, herein referred to as WHIMA or Association.

ARTICLE II PURPOSE

SECTION 1. PURPOSE

The purpose of the Association shall be identical with that of the American Health Information Management Association, namely, to commit to excellence in the management of health information for the benefit of patients and providers.

SECTION 2. PROMOTE

To promote this purpose, the Association shall:

- a. Establish and maintain standards for educational programs for health information management professionals throughout the State of Wyoming.
- b. Maintain a complete and current listing of certified health information management professionals.
- c. Promote the professional development of individuals in the health information management profession.
- d. Publish a newsletter of information, ideas, and experience, which will serve the interest of WHIMA members and advance the health information management profession.
- d. Convene meetings of the membership for the purpose of continuing education and professional development of health information management professionals.
- e. Conduct such other activities as may be consistent with the purpose of WHIMA as stated herein.

ARTICLE III MEMBERSHIP

SECTION 1. CATEGORIES

The membership of this Association shall be divided into five (5) classes:

- a. Active
- b. Associate
- c. Student
- d. Inactive
- e. Honorary

NOTE: Persons holding active, associate, student, or inactive membership in the component state association must hold this same classification of membership in the American Health Information Management Association.

SECTION 2. ACTIVE MEMBERSHIP

Any individual with an AHIMA certification who selects this state for his/her state association membership, shall become an active member of this Association upon receipt by this Association of due notice that such individual is an active member of the American Health Information Management Association. An active member shall be entitled to vote, to hold office, and to serve as a member of the Executive Board, committee chairman or member, or delegate to the American Health Information Management Association.

SECTION 3. ASSOCIATE MEMBERSHIP

The associate membership of this Association shall be composed of the associate members of the American Health Information Management Association who have all the privileges accorded to this class of membership by the American Health Information Management Association. They shall be eligible to serve on committees and councils with voice and vote. They shall not be entitled to other voting privileges or hold office or serve as delegates.

SECTION 4. STUDENT MEMBERSHIP

Any individual who holds student membership in the American Health Information Management Association and who is either formally enrolled in a program for Health Information Administrator or Health Information Technician and selects this state for his/her association membership shall be a student member of this Association as long as his/her student membership in the American Health Information Management Association continues. A student member shall be entitled

to attend only business and educational meetings of the Association without payment of a registration fee, but shall not be entitled to vote, to hold office, or to serve as a member of the Board of Directors, committee chairman, committee member, or, delegate to the American Health Information Management Association.

SECTION 5. INACTIVE MEMBERSHIP

The inactive membership of this Association shall be composed of the inactive members of the American Health Information Management Association. Inactive members shall not be entitled to hold office or committee appointment or vote or serve as delegates.

SECTION 6. HONORARY MEMBERSHIP

The honorary membership of this Association shall be composed of any persons who have made a significant contribution to medical record science or rendered distinguished service in the medical record profession or its related fields. Election to honorary membership of this state association is by a unanimous vote of the active members present and voting at any meeting, the name having been recommended by the Executive Board. Honorary members shall possess none of the rights and privileges of other classes or membership and shall have no right, title, or interest in any property of the Association. An honorary member may hold no other class of membership in the Association.

SECTION 7. APPLICATION FOR AHIMA MEMBERSHIP

Application for active, associate, 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. Total amount of dues as provided in the bylaws of the American Health Information Management Association shall accompany the application.

SECTION 8. TRANSFER OF MEMBERSHIP

For purposes of membership in this Association, transfer of an individuals membership in this Association to another component state Association of the American Health Information Management Association, shall be effective upon receipt by this Association from the American Health Information Management Association.

**SECTION 9. RESIGNATION, FORFEITURE, EXPULSION OR
REINSTATEMENT**

Active, associate, student or inactive membership in this Association shall be automatically canceled or reinstated upon notice from the Executive Director of the American Health Information Management Association as provided in the bylaws of the American Health Information Management Association.

SECTION 10. CESSATION OF PROPERTY INTEREST

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

- a. Resignation or death
- b. Forfeiture of membership or expulsion

ARTICLE IV OFFICERS AND DIRECTORS

SECTION 1. OFFICERS

The officers of this Association shall be president, vice-president, who shall be considered the president-elect and secretary-treasurer. Each officer shall hold office for one (1) year or until a successor has been elected and qualified.

SECTION 2. DIRECTORS

There shall be two (2) directors. The retiring president shall automatically become a director for one (1) year. Every year, one (1) director shall be elected for a one (1) year term.

SECTION 3. ELIGIBILITY

Only active members shall be eligible to hold office or to serve as directors.

- a. No credentialed member will be considered a member until AHIMA dues have been paid in full for the current year.

SECTION 4. NOMINATIONS

Nominations shall be made by a nominating committee as provided for in Article VIII, Section 6.

SECTION 5. ELECTIONS

Elections shall be a plurality of the votes cast by the active members. In case of a tie, the election shall be decided by lot. Ballots shall be provided to all active members of WHIMA to be returned in the time set forth. Ballots with instructions for their use shall be sent to all active members at least thirty (30) days prior to the annual Spring meeting. In order to be counted, the ballots must be returned by at least ten (10) days prior to the Spring meeting to the secretary-treasurer who shall deliver them, sealed or unopened, to the chairman of the tellers. Ballots received after the deadline shall be destroyed unopened. If the members of the nominating committee are not present at the meeting to act as tellers, the presiding officer shall appoint tellers to count the ballots. Results of the election shall be announced at the spring meeting and the officers shall assume office on July 1 following the spring meeting.

SECTION 6. VACANCIES

In case of death, incapacity or resignation of any officer or director during term of office, the vacancy shall be filled by vote of the Executive Board.

SECTION 7. RESIGNATIONS

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

ARTICLE V DUTIES OF OFFICERS

SECTION 1. DUTIES

The duties of officers shall be as specified in these bylaws or as specified in the bylaws and standing rules of the American Health Information Management Association and the latest edition of Roberts Rules of Order.

SECTION 2. PRESIDENT

The president shall become familiar with the Procedures for component State Associations established by the American Health Information Management Association and be guided by these procedures in directing the activities of the officers and committees. The president shall preside at all meetings of the Association and shall be an ex-officio member of all committees except the nominating committee.

SECTION 3. VICE-PRESIDENT

The vice-president shall serve as an aide to the president, and shall assume the duties of the president in his/her absence or inability to act.

SECTION 4. SECRETARY-TREASURER

The secretary-treasurer shall keep a permanent record of the meetings of the association and the Executive Board and shall submit them for approval at the next meeting of the respective group. The secretary-treasurer shall maintain an accurate membership roster and shall send notices of meetings to the membership and carry on official correspondence of the Association under the direction of the president. The secretary-treasurer shall be custodian of the funds of the Association and maintain an account of the dues received from the Executive Director of the American Health Information Management Association. The secretary-treasurer shall make monthly reports as requested by the president and shall render an annual report.

SECTION 5. REMOVAL

Any of the elected or appointed officers or directors of this Association may be removed for cause by the Board of Directors provided such action is taken by a majority vote of the members of the board.

ARTICLE VI MEETINGS

SECTION 1. REGULAR MEETINGS

The Association shall hold at least two meetings per year. The exact date and place of the meetings shall be determined by the Executive Board. At least thirty (30) days notice of the meeting shall be given to all members.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the president or by a majority of the Executive board or upon written request of not less than twenty percent (20%) of the active members of this Association. The special meetings of the WHIMA shall be held at such time and place as determined by the Board of Directors.

The meeting method shall be open. The Association can use modern communication methods such as electronic meetings and teleconferencing to promote time and cost savings and to provide for a judicious response across the organization.

Publication of such notice in an official publication (including electronic notification) of this Association shall be sent to each member and shall be sufficient if it otherwise complies with this requirement. The notice shall include the place, date, and hour of any meeting and shall be provided to the membership not less than five (5) nor more than 60 days prior to the date of the meeting.

SECTION 3. VOTING BODY

Each active member shall be entitled to one vote on each matter presented to a vote at any meeting of the members. To be entitled to vote, active members must be present at the meeting to vote in person and not by proxy, except as expressly provided in Article IV, Section 5.

SECTION 4. QUORUM

Twenty percent (20%) of the active members shall constitute a quorum for the transaction of business at all meetings of the Association.

SECTION 5. CANCELLATION OF MEETINGS

In case of a national emergency or other circumstances prohibiting the holding of a meeting, the Executive Board may cancel the meeting and prompt notice thereof shall be given to all members of the Association.

ARTICLE VII EXECUTIVE BOARD

SECTION 1. MEMBERS

The members of the Executive Board shall be the president, president-elect, secretary-treasurer, past president (director), and one elected director. The Executive board shall carry on the business of the Association between meetings of the Association and shall report through the president at the biannual meetings. The Executive Board shall:

- a. elect the exact time and place for meetings.
- b. Provide for bonding of the secretary-treasurer.
- c. Provide for audit of the treasurers accounts.
- d. Approve depository for Association funds.
- e. Approve committee appointments.
- f. Fill vacancies in office.
- g. Approve proposed modification to the WHIMA Policy and Procedure Manual except as otherwise provided in the bylaws.

SECTION 2. MEETINGS

The Executive Board shall meet immediately preceding the biannual meetings, and on call of the president at such time as may be deemed advisable during the year. Ten (10) days notice shall be given.

SECTION 3. BUSINESS BY MAIL, EMAIL OR CONFERENCE CALL

Matters requiring action between meetings of the Executive Board, which, in the opinion of the president, do not warrant a called meeting, may be decided by vote through the mail, email or a conference call. All such actions shall be ratified at the next meeting.

SECTION 4. QUORUM

A majority of the members three (3) of the Executive Board shall constitute a quorum.

SECTION 5. DIRECTOR

The one director shall be elected for a one (1) year term every year.

ARTICLE VIII COMMITTEES

SECTION 1. COMMITTEES

There shall be such committees as necessary to conduct the business of the Association, including a Nominating Committee. The composition, size and duties of the committees shall be set forth in the Associations Policy and Procedure Manual and subject to the approval of the Executive Board.

SECTION 2. ELIGIBILITY

Members will be appointed chairpersons by the President with the exception of the Nominating Committee, which are elected positions.

SECTION 3. TERM OF OFFICE AND VACANCIES

The term of office and provision for filling of vacancies on committees will be defined in the Associations Policy and Procedure Manual.

SECTION 4. DUTIES

The duties, operational policies and procedures will be defined in the Associations Policy and Procedure Manual. Committees will not pre-empt the authority of the Executive Board in any manner.

SECTION 5. REPORTS

Each committee chairperson will present a written report to the president thirty (30) days prior to the fall meeting.

SECTION 6. QUORUM

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

SECTION 7. NOMINATING COMMITTEE

The nominating committee shall consist of three (3) members elected on the same ballot as the officers. This committee shall prepare a ballot with one (1) or more names for a position from those consenting to serve, if elected, for offices and/or directors, delegate, and members of the next nominating committee. The ballots shall be mailed according to Article IV of the Bylaws. The President-elect shall appoint the chairman of the nominating committee.

ARTICLE IX FINANCE

SECTION 1. FISCAL YEAR

The fiscal year of this Association shall be from January 1 of one (1) year through December 31 of the same year.

SECTION 2. DUES

Dues for active, associate, student and inactive members shall be as provided in the bylaws of the American Health Information Management Association and shall be paid by the member directly to the Executive Director of the American Health Information Management Association and shall be paid by the member directly to the Executive director of the American Health Information Management Association. The state Associations portion of dues is rebated to the secretary-treasurer of the state Association.

SECTION 3. EXPENDITURE OF FUNDS

No member shall expend funds in excess of the amount approved by the president and the secretary-treasurer.

SECTION 4. EXPENSE AUTHORIZATION

Any expenditure in excess of \$10.00 but less than \$50.00 must have the approval of the Executive Board. The first \$10.00 spent does not require prior approval of the Executive Board.

SECTION 5. EXPENDITURE EXCESS

Any expenditure in excess of \$50.00 and the expenses paid by the Association for delegates to the American Health Information Management Association meeting must have prior approval of the Executive Board and the Wyoming Health Information Management Association.

ARTICLE X REPRESENTATION

SECTION 1. REPRESENTATION IN THE AHIMA HOUSE OF DELEGATES

This Association shall be represented in the House of Delegates of the American Health Information Management Association as provided for in the bylaws of the American Health Information Management Association.

SECTION 2. ELIGIBILITY

- a. The president of this Association will serve as delegate
- b. The vice-president of this Association will serve as the alternate delegate to the American Health Information Management Association House of Delegates in the absence or inability of the president to act.

SECTION 3. TERM OF OFFICE

The term of office for the delegate shall be one (1) year or until a successor has been elected or qualified.

ARTICLE XI AUTHORITY

SECTION 1. PARLIAMENTARY AUTHORITY

The latest edition of Roberts Rules of Order shall govern this Association in all cases not covered by these bylaws or the bylaw of the American Health Information Management Association.

SECTION 2 BUSINESS CONDUCTED ELECTRONICALLY

All Association business conducted electronically by any of its members will comply with Wyoming State law.

ARTICLE XII AMENDMENTS

SECTION 1 AUTHORITY

These bylaws may be amended at any regular meeting, or at a special meeting called for this purpose, by a two-thirds (2/3) vote of the active members, a quorum being present, provided that a copy of the proposed amendments has been sent to every member at least thirty (30) days before the meeting at which the vote is to be taken.

SECTION 2 INITIATION

These bylaws shall automatically conform to any provisions of the bylaws of the American Health Information Management Association affecting state associations. Such provisions shall be binding upon this Association when voted by the House of Delegates of the American Health Information Management Association, and shall be presented to the membership for formal adoption as amendments at the first meeting of the state Association following the meeting of the American Health Information Management Association.

SECTION 3 SUBMISSION

All proposed amendments shall be sent to the executive office of the American Health Information Management Association for approval before being presented to the membership.

ARTICLE XIII ASSETS

This Association 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 this Association, any assets remaining after all obligations have been satisfied or provided for shall be transferred to a nonprofit entity determined by the Executive Board.

**ARTICLE XIV INDEMNIFICATION OF DIRECTORS, OFFICERS,
 EMPLOYEES AND SPECIALLY DESIGNATED AGENTS.**

SECTION 1 BASIC INDEMNIFICATION

To the maximum extent permitted by the law of Wyoming, WHIMA shall indemnify all directors and officers, who serve without compensation for their board duties, and all employees and specifically designed agents, against any and all liability and reasonable 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 having been directors, officers, employees or specifically designated agents, except in relation to matters as to which any such director, officer, employee or specifically designated agent shall be adjudged in such action, suit or proceeding to be guilty or of nolo contendere, or its equivalent, or its equivalent, shall not create a presumption that such person did not meet the Wyoming standard of conduct set forth in the AHIMA and/or WHIMA Policy and Procedures on Indemnification, as amended for time to time. 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, agreement or otherwise.

SECTION 2 ADVANCE OF EXPENSES

Legal expenses incurred with respect to any civil or criminal action, suit, or other proceeding of the character described in Section 1 of this Article may be advanced by WHIMA prior to the final disposition thereof upon receipt of a written undertaking in addition to the written affirmation by or on behalf of the director, officer, employee or specifically designated agent to repay such amount, unless it shall ultimately be determined by WHIMA that he or she did not meet the Wyoming standard of conduct as described in the AHIMA/WHIMA Policy and Procedures on Indemnification, as amended for time to time.

SECTION 3 INSURANCE OF RISK

The board of directors of WHIMA shall have the authority to purchase and maintain policies of insurance on behalf of any and all of its present and former directors, officers, employees and specifically designated agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been directors, officers, employees or specifically designated agents of WHIMA.