

**BYLAWS
OF
NORTH DAKOTA HEALTH INFORMATION
MANAGEMENT ASSOCIATION**

Approved by Board: 9-21-16

Approved by Membership: 9-22-16

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**BYLAWS
OF
NORTH DAKOTA HEALTH INFORMATION MANAGEMENT
ASSOCIATION**

**ARTICLE I
NAME**

1.1 Name. The name of the organization is North Dakota Health Information Management Association (hereinafter, “NDHIMA”).

**ARTICLE II
OFFICES AND REGISTERED AGENT**

2.1 Offices and Agent. NDHIMA shall have and maintain in the State of North Dakota a registered office and a registered agent, whose office shall be the same as that of the Association. The location of this office and the designation of a registered agent shall be determined by the Board of Directors, which also may establish such other offices and agents, within or without the State of North Dakota, as may be deemed necessary.

**ARTICLE III
PURPOSES**

3.1 Purposes and Mission. The affairs and activities of NDHIMA shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the “Code”) affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c)(6) of the Code. The primary purpose of NDHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients and providers. Its mission is to lead the health informatics and information management community to advance professional practice and standards in North Dakota. NDHIMA shall be and is a nonprofit corporation under the laws of the State of North Dakota

**ARTICLE IV
MEMBERS**

4.1 Members. NDHIMA shall have one or more types of members, as shall be determined from time to time by the Board of Directors. The members of NDHIMA and of the American Health Information Management Association (“AHIMA”) and are willing to abide

by the AHIMA Code of Ethics; apply for membership in NDHIMA and in AHIMA; are approved for membership; and who timely pay the dues established by AHIMA. The Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of NDHIMA, if such individual fails to meet the qualifications for membership or fails to pay dues on a timely basis.

4.2 Rights of Members. Membership shall entitle individuals to participate in the programs and services of NDHIMA, and to be a member of a Component State Association as defined in the AHIMA Bylaws, with the rights and benefits that are accorded to members by NDHIMA and by AHIMA from time to time. Active Members shall have the right to elect the Board of Directors of NDHIMA as set forth below.

4.3 Types of Members. The membership of NDHIMA shall include Active, Student, Honorary, and Emeritus.

4.3.1 Active. Any professional in the health information management profession or its related fields who meets the qualifications set forth in these Bylaws is eligible for Active membership. Active Members in good standing shall be entitled to full membership privileges including the right to vote on matters before the members.

4.3.2 Student. A student currently enrolled in a formal certificate or degree granting program directly relevant to AHIMA's Purposes, who meets the qualifications set forth in these Bylaws is eligible for Student membership. A student may retain this type of membership until graduation from that program, or for a maximum of four years or until registering for an AHIMA certification examination. After which the student shall be transferred to Active membership. Student members shall have the same rights and privileges as Active members, except that, Student members shall not have any voting privileges or be eligible to serve as an Officer or Director of AHIMA or to serve in the House of Delegates.

4.3.3 Honorary. Any individual who has made a significant contribution to health information management science or has rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in NDHIMA by the Board of Directors. Honorary Members shall have no formal responsibilities or voting rights and shall be exempt from the payment of dues. An Honorary Member may hold no other type of membership in AHIMA; however, Honorary Members who were Active Members at the time of their appointment shall retain their voting privileges.

4.3.4 Emeritus. In recognition of their service to the profession, AHIMA members that are age 65 and over are eligible for recognition as a member Emeritus in AHIMA and in NDHIMA and shall be eligible for senior member dues status. Members Emeritus in good standing shall have all membership privileges available to Active Members, including the right to vote.

4.4 Application. All applications for membership in AHIMA shall be on a form approved by the AHIMA Board of Directors and shall be accompanied by the then applicable dues and fees for the relevant type of members.

4.5 Failure to Pay Dues and Fees. Members shall pay membership dues and fees to AHIMA within thirty (30) days of their due date. Failure to timely pay dues and fees shall cause a member to cease being in good standing and may be grounds for expulsion from membership in NDHIMA under the procedures set forth in the NDHIMA Policy and Procedure Manual.

4.6 Expulsion. Any member who violates the Bylaws of AHIMA or NDHIMA, the AHIMA Code of Ethics, the AHIMA Standards for Initial Certification, or the AHIMA Standards for Maintenance of Certification may be expelled from membership in NDHIMA under the procedures set forth in the AHIMA and/or the NDHIMA Policy and Procedure Manuals.

4.7 Reinstatement. A former member whose resignation has been accepted by AHIMA, or has been inactive, may be reinstated upon reapplication and payment of the current year's dues and fees. A former member who was expelled from membership for non-payment of dues or fees may be reinstated upon reapplication and payment of the current year's dues and fees as well as any reinstatement fee that may be specified by the Board of Directors.

4.8 Annual Meeting of the Members. An annual meeting of the members shall be held each year for the purpose of education on matters of relevance to the health information management profession and to NDHIMA, professional networking, and for the transaction of such other business as may come before the meeting.

4.9 Special Meetings of the Members. Special meetings of the members of NDHIMA or of any committees or teams of members may be held at any time or place upon call by the Chair of the Board of Directors. Notice shall be provided stating the time and place of the meeting and the purpose or purposes for which the meeting is called.

4.10 Waiver of Notice. A member may waive any notice requirement by signing a written waiver of notice and delivering it to NDHIMA for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting shall constitute waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

4.11 Quorum for Elections. A quorum for any elections by the members shall consist of not less than ten percent (10%) of the Active Members of NDHIMA, voting in the form of an official electronic or written ballot in accordance with the NDHIMA Policy and Procedure Manual.

ARTICLE V
BOARD OF DIRECTORS

5.1 Powers and Duties. The business and affairs of NDHIMA shall be managed by or under the direction of its Board of Directors. The Board of Directors shall hold and exercise all corporate authority and fiduciary duties of NDHIMA except as otherwise provided by law, NDHIMA's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing NDHIMA shall include, but not be limited to, the following:

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by NDHIMA's President, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by NDHIMA to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of NDHIMA to the members and to the public at large;
- (e) To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to NDHIMA's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;
- (g) To develop adequate resources to ensure financial stability for NDHIMA's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for NDHIMA;
- (i) To select, retain, support, evaluate the performance of, and discharge the President of NDHIMA;
- (j) To orient and evaluate the Directors and Officers of the Board of Directors; and
- (k) To render a full report on the financial status and activities of NDHIMA to its members.

5.2 Number and Composition. The total number of Directors of NDHIMA shall be no more than 9. Directors shall be elected at large by the Active Members; Secretary, Treasurer, Education Director or Co-Directors, Membership Director and the State Advocacy Coordinator. The President (hereinafter, the "President"), the President-elect, and the immediate

Past President shall serve as *ex officio* Directors with vote and shall be counted toward the number of Directors required under this section and for purposes of determining a quorum.

5.3 Qualifications and Nominations. Directors shall be committed to supporting and advancing the mission and purposes of NDHIMA. Directors must be Active Members in good standing of NDHIMA. Nomination. Candidates for election as at-large Directors shall be nominated by the Nominating Committee in accordance with Section 8.3. Nominations may be made at or prior to the time at which an election of Directors is to be held.

5.4 Election and Term of Office. The Active Members shall elect Directors annually by electronic ballot at a time and under procedures set forth in the NDHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. NDHIMA Directors shall take office in accordance with the CSA Affiliation Agreement, following their election. At-large Directors shall hold office for a term of two (2) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. 2 at-large Directors shall be elected each year, unless a different number is necessary in a given year in order to fill vacancies. *Ex officio* Directors shall serve as Directors for as long as they hold their office.

5.5 Resignation and Removal. Any Director may resign at any time by giving written notice of resignation to the President of NDHIMA. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of NDHIMA will be served thereby. The removal of any Director shall be by an affirmative vote of the majority of the entire Board of Directors of NDHIMA. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a Director shall not of itself create contract rights.

5.6 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.7 Leave of Absence. A Director may take up to a one (1) year leave of absence from service as a Director for good cause subject to the approval of the Board. No vacancy shall be created as a result of a Director taking an approved leave of absence; however, the Board may designate another individual to serve as a Director, or another Director to serve in any office or on any committee in place of the Director on leave, until such time as the leave is completed. A Director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

5.8 Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place for the

holding of additional regular meetings of the Board of Directors without notice other than the resolution. The Board shall hold at least three (_3_) regular meetings each year. An Annual Meeting may be held at the same time and place as a regular meeting.

5.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by Directors constituting a majority of the entire Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.

5.10 Notice of Special Meetings. Five (5) days' notice of any special meeting of the Board of Directors shall be given; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the Director at his or her address as shown in the records of NDHIMA. If notice is given by electronic communication, the notice will be deemed to be delivered upon an effective transmission of the electronic communication to the Director at his or her electronic communication address as shown in the records of NDHIMA. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting.

5.11 Waiver of Notice. A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary of NDHIMA. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

5.12 Manner of Voting. A majority of the votes of the Directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

5.13 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present, a majority of those present may adjourn the meeting to another time.

5.14 Informal Action. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as an unanimous vote of the Board of Directors for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

5.15 Use of Electronic Meeting and Notice Resources. Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include net meetings, webinars, chat rooms, conference calls, or any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

5.16 Compensation. Directors may not be compensated for their services as Directors of NDHIMA, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors. However, the Board may provide for payment by NDHIMA of a reasonable stipend to the President and the President-elect in recognition of the time commitment to NDHIMA required of service in these officer positions. Directors may be compensated for their personal and professional services rendered to or on behalf of NDHIMA if approved in advance by the Board and subject to compliance with NDHIMA's conflicts of interest policy.

5.17 Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the rules of order established by the Board from time to time, unless the conduct of a matter is otherwise governed by the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

ARTICLE VI **OFFICERS**

6.1 Officers. The elected Officers of NDHIMA shall consist of a President, a President-elect, a Secretary, and a Treasurer. The Board may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of NDHIMA. No Officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more Officers.

6.2 Election and Term of Office. The President-elect of NDHIMA shall be elected annually by the Active Members. The President shall assume the office of the President upon the expiration of the President's term of office or in the event of a vacancy in the office. Elections shall be by electronic ballot at a time and under procedures set forth in the NDHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Active Members. NDHIMA Officers shall take office in accordance with the CSA Affiliation Agreement, following their election. Each Officer shall hold office for one (1) year, except the Treasurer and Secretary, who shall hold office for two (2) years and until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve.

6.3 Resignation and Removal. Any Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of NDHIMA. Any resignation

shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any Officer whenever in its judgment the best interests of NDHIMA will be served thereby. The removal of any Officer shall be by an affirmative vote of the majority of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an Officer shall not of itself create contract rights. Vacancies among the Officers shall be filled by the Board of Directors.

6.4 Duties of President. The President shall be the chief elected officer of NDHIMA. The President shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President will determine the regular agenda of all meetings of the members, the Board of Directors, and the Executive Committee. The President shall present a report at an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between NDHIMA's staff and the Board, and perform such other duties as are inherent in the office of President or as authorized by the Board of Directors. The President must be an Active Member of NDHIMA as well as an AHIMA-approved certificant.

6.5 Duties of President-elect. The President-elect shall act in place of the President in the event of the absence of the President and shall exercise such other duties as may be delegated to the office by the Board.

6.6 Duties of Secretary. The Secretary shall be official custodian of the records of NDHIMA. The Secretary shall certify and keep the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date. The Secretary shall keep the official minutes of all meeting of the members and the Board of Directors and any committees having any of the authority of the Board of Directors. The Secretary shall perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by the Articles of Incorporation, these Bylaws, or the Board of Directors.

6.7 Duties of Treasurer. The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of NDHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of NDHIMA, with such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors, upon request, an accounting of all financial transactions of NDHIMA and a statement of the financial condition of NDHIMA, and, if requested by the Board, shall cause an annual audit of NDHIMA's financial affairs to be conducted. The Treasurer shall perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

ARTICLE VII
AHIMA HOUSE OF DELEGATES

7.1 Purpose. The AHIMA House of Delegates exists to govern the profession of health information management by providing a forum for membership and professional issues and to establish and maintain professional standards of the membership. The House of Delegates advises the AHIMA Board of Directors on matters of importance to the membership and to the health information management community at large.

7.2 Apportionment and Term of Office. Each Component State Association is represented by at least one (1) delegate. The number of delegates representing each component state association and term of office is determined in the AHIMA Bylaws. No NDHIMA delegate shall serve more than two (2) consecutive terms.

7.3 Election and Term of Office. The President, President-elect, and State Advocacy Coordinator shall serve as the three (3) delegates for NDHIMA. The Secretary and Treasurer shall be called to serve as alternates in case an elected delegate finds it impossible to serve during his or her term. In the event that no alternate finds it possible to serve, the President shall appoint a delegate to fill the unexpired term of the delegate from the current officers of Committee Chair of the State Association within NDHIMA. Delegates shall take office in accordance with the CSA Affiliation Agreement following their election.

ARTICLE VIII
COMMITTEES

8.1 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more committees to carry on authorized activities of NDHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The Board President shall select and appoint the members and the chairs of all committees, unless otherwise specified herein. Committee Chairs must be Active Members of NDHIMA. The Board President may attend and participate in meetings of any committees, and shall have voting rights in committees to the extent provided for in the resolution or in these Bylaws. The Board President may, to the extent permitted by law, appoint members to a committee who are not Directors. Committee members who are not Directors may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:

- (a) approve action that requires full Board approval;

- (b) fill vacancies on the Board of Directors or any of its committees;
- (c) amend the Articles of Incorporation;
- (d) adopt, amend, or repeal the Bylaws;
- (e) approve a plan of merger or consolidation.

Diversity is a core value of NDHIMA which shall guide the activities of the Board and its committees. Each committee shall be responsible within its focus area for promoting broad diversity in the governance, staffing, outreach, and programs of NDHIMA. This includes, but is not limited to, fostering links between NDHIMA and other organizations serving various underrepresented populations, and reviewing NDHIMA's programs, publications, and initiatives to assure multi-cultural sensitivity and inclusivity.

8.2 Executive Committee. The Executive Committee shall be comprised of the President, the President-elect, the immediate Past President, the Secretary, and the Treasurer. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of NDHIMA that lawfully may be exercised by the Executive Committee. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board, and may elect to do so in executive session.

8.3 Nominating Committee. The Nominating Committee shall be comprised of no fewer than two (2) nor more than five (5) members appointed by the NDHIMA Board of Directors, who shall serve for a two-year term. The Chair of the Committee shall be the Past President of the NDHIMA Board of Directors and shall serve for a one-year term. The Chair and the members of the Committee must be Active Members of NDHIMA. The Committee shall identify and recruit qualified individuals to serve on the Board of Directors and as Officers of NDHIMA. The Committee shall nominate for election by the Active Members in accordance with Section 5.3 candidates for open Director and Officer positions.

Article IX **AFFILIATES**

9.1 Affiliates. NDHIMA may from time to time organize affiliates to carry on activities related to the mission and purposes of NDHIMA. Affiliates are organizations with separate legal status such as a corporation, limited liability company, or joint venture entity that are controlled by or under common control with NDHIMA, or in which NDHIMA has a material financial or governance interest. Affiliates may be created by action of the Board of Directors and dissolved in accordance with the terms of their organizing documents. Affiliates shall be governed and operated in accordance with the terms of their organizing documents, e.g., articles of incorporation; bylaws; their operating policies and procedures; and their business agreements.

If any provision in any organizing document, policy or procedure, or business agreement of an affiliate requires or permits action by NDHIMA, such action may be taken by the NDHIMA Board of Directors.

ARTICLE X
CONTRACTS, CHECKS, AND DEPOSITS

10.1 Contracts. The Board of Directors may authorize any officer or agent of NDHIMA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NDHIMA. Such authority may be general or confined to specific instances.

10.2 Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NDHIMA shall be signed by the officer or agent so designated and in the manner so determined by resolution of the Board of Directors.

10.3 Deposits. All funds of NDHIMA shall be deposited from time to time to the credit of NDHIMA in those banks, trust companies, or other depositories selected by the Board of Directors.

ARTICLE XI
FISCAL YEAR

11.1 Fiscal Year. The fiscal year of NDHIMA shall be from July 1 to June 30.

ARTICLE XII
BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS

12.1 Books and Records. NDHIMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep a record of the names and addresses of the Directors. All books and records of NDHIMA may be inspected by any Director at any reasonable time.

12.2 Electronic Communications. Any act which must be taken in writing under these Bylaws, or which requires the signature of an individual, may in the alternative be taken in an electronic communication and with an electronic signature to the extent permitted by applicable law and in accordance with the NDHIMA Policy and Procedure Manual.

ARTICLE XIII
INDEMNIFICATION

13.1 Indemnification. NDHIMA may indemnify Directors, Officers, employees, and agents of NDHIMA to the maximum extent permitted by applicable law.

ARTICLE XIV
LOANS; CONFLICTS OF INTEREST

14.1 Loans. No loans shall be made by NDHIMA to its Directors or Officers.

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

ARTICLE XV
AMENDMENTS

15.1 Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of NDHIMA, or to adopt new bylaws, is vested in the Active Members of NDHIMA. The affirmative vote of a two-thirds (2/3) majority of the votes of the Active Members cast at a meeting at which a quorum is present shall be sufficient to effectuate such action. A proposal to the Board of Directors to amend the Bylaws may be initiated by the Board of Directors and/or any Active Member of NDHIMA at any time that is at least thirty (30) days prior to the meeting at which a vote on the proposal is to be taken. In the absence of such prior notice, the Board of Directors may still consider a proposal to amend the Bylaws upon the affirmative vote to do so if a two-thirds (2/3) majority of the votes of the Active Members cast at a meeting at which a quorum is present, and if the consideration is approved, may adopt the proposal upon the affirmative vote of at least ninety percent (90%) of the votes of the Active Members cast at such meeting. Notwithstanding the foregoing, any proposed revisions or amendment of the Bylaws of NDHIMA shall be submitted for review and approval to the AHIMA Board of Directors prior to adoption, and they shall comply with the provisions governing Component State Associations as provided for in the AHIMA Bylaws and in the AHIMA Policy and Procedure Manual.

15.2 Record of Amendments. Whenever an amendment or new Bylaw is adopted, a copy shall be appended to or noted at the appropriate place in the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be appended to or noted at the appropriate place in the original Bylaws. Alternatively, NDHIMA may restate the bylaws in their entirety as amended.

Adopted: 9-21-16 By the BOD; 9-22-16 By the Membership

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the North Dakota Health Information Management Association.
2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on, 9-21-16 update by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this 4 day of October, 2016.

Christel Welch, Secretary