

# Healthcare Information and Management Systems Society (HIMSS) Standardized Chapter Bylaws

**Bylaws of the:** *North Carolina HIMSS Chapter*

**Adoption Date:** *August 2002*

**Revised Date:** *May 2003*

## ARTICLE I NAME

**Section 1.1 Name.** The name of the Chapter shall be called North Carolina HIMSS Chapter.

And include, for purposes of uniformity, "Healthcare Information and Management Systems Society," hereinafter in these bylaws it will be identified as the "Chapter", a Chapter of the Healthcare Information and Management Systems Society ("HIMSS") and the Healthcare Information and Management Systems Society will be referred to as "HIMSS".

## ARTICLE II TERRITORIAL JURISDICTION

**Section 2.1 Territory:** The territory of the Chapter is the area defined in *Appendix A* Entire State of North Carolina.

The Chapter may accord membership to persons outside of this area, should a request be received. The territorial description must be well defined, by county and delineation by zip codes within the geographic boundaries defined for all areas that the chapter is requesting to serve.

## ARTICLE III PURPOSE

**Section 3.1 Purposes:** This Chapter exists for the purposes of:

1. Planning and scheduling meetings which would provide Chapter members and other interested persons an opportunity to share ideas and exchange experiences in the field of healthcare information and management systems;
2. To assist members of this Chapter and others in developing their knowledge, increasing their effectiveness, and maintaining high-quality standards of performance through continuing education;
3. Planning and conducting training and educational programs designed to promote an understanding of information and management systems work in healthcare;
4. Develop and maintain appropriate relationships with other local and national associations and societies

concerned with the improvement of information and management systems.

## ARTICLE IV MEMBERSHIP

**Section 4.1. Eligibility.** Membership in the Chapter shall be available to all individuals who are active and/or interested in the field of healthcare information and management systems, and agree to abide by the HIMSS Code of Ethics (*Appendix B*) and Chapter Bylaws.

**Section 4.2. Establishment of Membership.** Membership in this Chapter shall become effective when a completed formal application and when designated dues payment has been received by HIMSS.

**Section 4.3. Types of Membership.** Membership in this Chapter shall be consistent with the current HIMSS membership categories.

**Section 4.4. Resignation.** A member may resign at any time, by providing written notice to this Chapter and HIMSS.

**Section 4.5. Action of HIMSS Board.** The HIMSS Board may suspend or expel any member for cause after giving such member the opportunity to have a hearing. Membership may be terminated by action of the HIMSS Board as a result of violation of the HIMSS Code of Ethics, nonconformity with Bylaws, or conduct unbecoming a member, as determined by the HIMSS Board. The HIMSS Board may reinstate any member suspended or expelled.

## ARTICLE V DUES

**Section 5.1. Dues.** The HIMSS Board shall determine the dues to be charged. No portion of the dues paid by any member shall be refundable because his or her membership is terminated for any reason.

**Section 5.2. Nonpayment of Dues.** Membership shall be terminated for nonpayment of dues at a time consistent with and in accordance with, the policies and procedures of HIMSS.

## ARTICLE VI MEETINGS

**Section 6.1. Meetings of Members.** The Chapter Board shall adopt the initial rules and regulations for conducting

the meetings of the Chapter and may amend them from time to time by a majority vote of eligible members present and voting at a scheduled meeting. These regulations shall be in accord with *Robert's Rules of Order Newly Revised* (latest edition), when the latter are not in conflict with these bylaws or the Articles of Incorporation of Chapter.

**Section 6.2. Business Meetings.** The Chapter shall conduct an annual business meeting and such other meetings of members as determined by the Chapter Board.

**Section 6.3. Eligibility to Vote.** Only Regular Members and Members Emeritus shall have the right to vote. Members may not vote by proxy. Chapters may utilize any method of voting permitted by law.

**Section 6.4. Quorum.** A Quorum shall consist of a majority of the Chapter Board and a minimum of five other active members.

**Section 6.4 Special Business Meetings.** The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

**Section 6.5 Dispersed Meetings.** The Chapter Board may conduct business-requiring approval by mail.

## ARTICLE VII CHAPTER BOARD

**Sections 7.1. Directives.** So long as this Chapter remains a Chapter of the Healthcare Information and Management Systems Society (HIMSS), the Chapter Bylaws shall be in accordance with the requirements for affiliation. Said Chapter Bylaws shall be further enacted as necessary to satisfy any governmental regulations. As a Chapter of the Healthcare Information and Management Systems Society, no member, officer, or any person connected with the Chapter, shall receive, at any time, any pecuniary benefit from the operation of the Chapter. Any disbursement of funds shall be for services rendered to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

**Section 7.2. Administration.** The Administration of this Chapter shall be managed by an elected slate of officers that will be called the Chapter Board. The Chapter Board shall be elected from the general membership by the method of balloting. The Chapter Board shall have authority and responsibilities for supervising the general

operation of the Chapter Board in meeting its purpose as stated in Article III.

**Section 7.3. Eligibility.** Members, who are elected to the Chapter Board, must be dues paying members of National HIMSS who have completed one year of membership.

**Section 7.4. The Chapter Board** shall consist of at least two (2) elected Officers, who shall be President/Chair and President-elect/Chair-elect.

**Section 7.5. Chapter Board Meetings.** Regular meetings of the Chapter Board shall be held at least two (2) times during a year at such time, place, and mode of meetings as the President may determine.

**Section 7.6. Quorum.** One-half of the voting members of the Chapter Board shall constitute a quorum for any vote. In matters of conflict of interest in which a Chapter Board Officer is the subject, the Chapter Board Officer shall not be allowed to vote.

**Section 7.7. Action of the Chapter Board.** Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Chapter Board Officers present in person at a meeting, teleconference call or by electronic submission at which a quorum is present, shall be the action of the Chapter Board. The Chapter Board may not vote by proxy. In the event of a tie vote, the Chapter Board President shall break the tie.

**Section 7.8. Term of Office.** The tenure of elected Officers shall commence July 1st through an election process.

## ARTICLE VIII ELECTIONS

**Section 8.1 Elections for Officers of the Chapter Board.**

Chapter Board Officers shall be elected:

President-Elect:	Annually
Treasurer:	Two-Year Term
Secretary:	Two-Year Term

**Section 8.2 Nominations.** Chapter Board Officers shall be elected by secret ballot except when there is only one candidate for an office, in which case the Chapter Board President shall call for election of the candidate, by acclamation. When there are two or more candidates for an office, a majority vote of members shall constitute an election.

## ARTICLE IX CONFLICT OF INTEREST

**Section 9.1 General.** The Chapter Board and its Officers shall administer Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter. The Chapter Officers shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and fair dealings with the Chapter. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Chapter interest and that of the individual. *(Appendix C)*

**Section 9.2 Disclosure of Conflict of Interest.** Each nominee for a Chapter Board or committee position shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually thereafter. Such a written disclosure shall be made on such form or forms as may be adopted by the Chapter Board for that purpose. *(Appendix C)*

#### ARTICLE X COMMITTEES

**Section 10.1 General.** All committees, standing and/or ad hoc shall serve concurrently with the President who appointed them.

#### ARTICLE XI HEALTHCARE INFORMATION AND MANAGEMENT SYSTEMS SOCIETY (HIMSS) AFFILIATION

**Section 11.1 Requirements for Continued Affiliation with HIMSS.**

**Section 11.1.1 Membership.** HIMSS members will be assigned to a chapter in accordance with HIMSS Board defined procedures. HIMSS members will also be given the opportunity to choose his/her chapter. At the time of affiliation there shall be a minimum of twenty-five (25) HIMSS members in the chapter.

**Section 11.1.2 Types of Membership.** The types of membership in HIMSS shall be Regular, Student, Retired, Life and Emeritus.

**Section 11.1.3 Chapter Officers.** The Officers of the Chapter must be a member of National HIMSS.

**Section 11.1.4 Membership Criteria.** Membership in the Chapter must be open to all persons who meet the criteria for HIMSS membership.

**Section 11.1.5 Use of HIMSS Name.** Use of the HIMSS name and logo must comply with the current HIMSS policy and may not be used to promote, foster, or criticize any commercial product, vendor, or services, or to express views about issues.

**Section 11.1.6 Standards Compliance.** The Chapter shall comply with the existing Chapter Standards.

**Section 11.1.7 Chapter Web Site Compliance.** The Chapter shall comply with the HIMSS Chapter Web Site policies and procedures.

**Section 11.1.8 Affiliate Agreement.** A Chapter Officer must sign the Chapter Affiliate Agreement in order to operate as a separate legal entity and as a Chapter of HIMSS *(Appendix D)*.

#### ARTICLE XII ORGANIZATIONAL IDENTITY

**Section 12.1 Organizational Identity.** The Chapter is a distinct, separate entity from HIMSS. The Chapter is therefore responsible for maintaining the financial records, filing appropriate notices and forms with state and federal authorities, and maintaining necessary insurance coverage, similar items, for the Chapter. HIMSS shall not be liable for the debts and obligations of the Chapter. The Chapter shall not be liable for the debt and obligation of HIMSS.

#### ARTICLE XIII AMENDMENTS

**Section 13.1 Amendments.** The Bylaws may be altered or amended by satisfying all the following requirements.

**13.1.1 Written Petition.** A written petition shall be signed either by a least two (2) percent of the members or by a majority of the Chapter Board.

**13.1.2 Member Affirmation.** The petition shall receive an affirmative mail vote from two-thirds of all regular members voting.

#### ARTICLE XIV REVIEW OF BYLAWS

**Section 14.1 Review of Chapter Bylaws.** Prior to enactment or modification, Chapter Bylaws will be reviewed by HIMSS in accordance with existing policies and procedures. HIMSS shall convene an ad hoc committee to review the current Chapter Bylaws within three years of the last revision. HIMSS shall maintain a

record of all revisions to the Bylaws, including effective dates.

## ARTICLE XV DISSOLUTION

**Article 15.1 Dissolution of the Chapter determined by HIMSS.** According to Section 5 of the Affiliate Agreement. (*Appendix D*)

**Article 15.2 Termination Notice to HIMSS.** The HIMSS Chapter Relations Office must receive a written notice of Chapter dissolution at least 30 days prior to the meeting where such dissolution vote is taken.

**Article 15.3 Dissolution by the Chapter.** The Chapter may be dissolved at any general meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and provided each voting member at least 30 days prior to the meeting where such dissolution vote is taken.

**Article 15.4 Chapter Assets.** In the event of the dissolution of the Chapter, all assets shall be distributed to HIMSS, in accordance with the United States Internal Revenue Service Code governing dissolution of Non-Profit, Tax exempt or For-Profit corporations.

## ARTICLE XVI NONDISCRIMINATION

**Section 16.1 Nondiscrimination.** The Chapter recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and in receipt of services. The Chapter shall conduct its activities and shall offer its services to all persons equally, without discriminating against any employee, applicant for employment, director, officer, member, contractor or any other person with whom it deals, because of race, creed, color, national origin, handicap, sex, or age.

## ARTICLE XVII MISCELLANEOUS PROVISIONS

**Section 17.1 Inspection of Corporate Records.** The books of account and minute books shall be open to inspection upon written request by any Officer or member at any reasonable time and for any purpose reasonably related to his or her interest as an Officer or member. Such inspection may be made in person or by any agent or attorney designated by the Officer or member, and shall include the right to make extracts. Demands for inspection may be presented to the Chapter Board at any meeting or to any officer of the Chapter, whose obligation it will then be to facilitate review.

**Section 17.2 Execution of Contracts.** The Chapter Board may authorize any Officer or Officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless dully authorized by the Chapter Board.

**Section 17.4 Bylaws, Minutes, and Membership Records.** The original or a certified copy of the Bylaws, together with all amendments thereto, and the minute books, including membership records, shall be kept with the principle Officer of the Chapter and shall be subject to inspection as provided in Section 17.1.

**Section 17.5 Fiscal Year.** The fiscal year of the Chapter shall commence on July 1<sup>st</sup> of each calendar year.

**Section 17.6 Effect of Bylaws.** These Bylaws and subsequent model HIMSS Chapter Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the State, other applicable laws, and the Articles of Incorporation of the Chapter. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of the Chapter with respect to all matters to which they relate.

Chapter President: Jonathan Brown

Chapter Secretary: Kathy Birdsong

Date: 8/14/2002

HIMSS Staff: Susan M. Delhey

Title: Manager, Programs and Chapter Relations

Date: 8/14/2002