



**AMENDED AND RESTATED  
CORPORATE BYLAWS**

**OF**

**AHIMA Foundation**

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**AMENDED AND RESTATED  
October 23, 2012**

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AHIMA Foundation

ARTICLE 1.  
CORPORATION

SECTION 1.1. Corporate Name. The name of the corporation shall be AHIMA Foundation (hereinafter, the "corporation"), an Illinois not-for-profit corporation.

SECTION 1.2. Corporate Purposes. The purposes of the corporation are to operate exclusively for charitable, scientific or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future United States internal revenue law (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Code. In the course of such operation:

(i) no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the corporation 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;

(ii) no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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;

(iii) notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under § 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code;

and in furtherance thereof:

(a) To function as a national resource center for health information management students, practitioners, other organizations, healthcare and non-healthcare related, as well as the interested public.

(b) To promote research and scholarship in the field of health information management.

(c) To provide educational opportunities for aspiring health information management professionals through the granting of scholarships.

(d) To demonstrate commitment to health information management resources and education by seeking, receiving and expending funds on behalf of the corporation.

(e) To promote the interests of the following organizations: AMERICAN HEALTH INFORMATION MANAGEMENT ASSOCIATION (“AHIMA”) and other organizations formally affiliated with the foregoing organization which are tax-exempt under the Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to support said organizations by donation, loan, or otherwise.

(f) To raise funds for any or all of the organizations described in subsection (a) of this section, from the public and from all other sources available; to receive, maintain and administer such funds and to expend principal and income therefrom in furtherance of these purposes.

(g) To own, lease, donate or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(h) To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

SECTION 1.3. Corporate Offices. The corporation 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 Illinois as the board of directors of the corporation (the “Board”) may from time to time determine.

SECTION 1.4. Corporate Dissolution. In the event of the dissolution of the corporation, the Board, after paying or making provision for the payment, satisfaction or discharge of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation 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 § 501(c)(3) of the Code, as the Board 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 the corporation 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.

### MEMBER

SECTION 2.1. Sole Member. The corporation shall have one member, which shall be AHIMA, an Illinois not-for-profit corporation. The sole member shall have reserved powers and voting rights to do the following:

- (a) To amend the articles of incorporation, corporate bylaws and mission statement, if any, of the corporation.
- (b) To appoint, subject to the provisions of Section 3.3 hereof, the directors of the corporation including the chair-elect.
- (c) To remove a director at any time, with or without cause.
- (d) To appoint the executive director of the corporation.
- (e) To approve all plans of merger, consolidation, joint venture or long-term affiliation with the corporation.
- (f) To establish from time to time the “corporate limit” referred to in these reserved powers, which may be expressed either as a dollar amount or as a percentage of a budget.
- (g) To approve annual operating budgets and multi-year capital budgets and strategic plans of the corporation before expenditures pursuant to such budgets and plans that may be made. Once the budgets are so approved, the Board may authorize expenditures within the corporate limit established from time to time by the sole corporate member.
- (h) To approve the non-budgeted sale, lease (capitalized or otherwise), exchange, mortgage, pledge or other disposition of property and assets of the corporation in any one fiscal year which is in excess of the corporate limit.
- (i) To approve all non-budgeted contracts obligating the corporation to expend or repay an amount in excess of the corporate limit.
- (j) To approve the creation or acquisition of majority-controlled or majority-owned subsidiaries or affiliates of the corporation.
- (k) To approve the corporation’s non-budgeted incurrence of long-term debt or other obligating of its assets in excess of the corporate limit.
- (l) To approve the appointment of independent certified public accountants for the corporation.
- (m) To approve any voluntary dissolution of any liquidation of corporate assets.
- (n) To approve all executive compensation arrangements, including incentive compensation, for the corporation.
- (o) To manage the treasury functions for the corporation.

SECTION 2.2. Action by Member. The member shall act by executing and delivering to the chair or the executive director of the corporation a written instrument or instruments, signed by an authorized officer of the member, setting forth the action taken and the applicable corporate authorizations or directions from the board of directors of the member. The action of

the member shall be deemed to have been taken on the dates the written instruments are so delivered unless the instruments provide otherwise.

ARTICLE 3.

BOARD OF DIRECTORS

SECTION 3.1. Powers. Except as provided in Article II, the Board shall manage the affairs of the corporation, shall exercise its powers and shall control its property. It shall determine compliance with the corporation's stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these bylaws or the corporation's articles of incorporation.

SECTION 3.2. Directors. The Board shall consist of at least twelve (12) but not more than twenty-two (22) persons. The Board shall at all times consist entirely of at-large directors, along with the President/Chair and the Chief Executive Officer of AHIMA serving as ex officio non-voting members. Other positions may be invited to serve as ex officio as determined by the Board. The Foundation Board prepares a slate of board members for approval by the AHIMA Board. At all times, at least five (5) at-large members of the Board must hold AHIMA credentials. All members of the Board must retain membership in AHIMA throughout their tenure on the Board. Any changes to the variable range of the number of members of the Board shall be by resolution of the board of directors of the sole member.

SECTION 3.3. Election and Removal. The Board shall recommend candidates to fill vacancies within the Board to the board of directors of the sole member, which will formally act on such recommendations. The sole member may remove a director at any time, with or without cause.

SECTION 3.4. Terms. All at-large directors shall serve a term of three (3) years or until their successors shall have been duly elected and qualified. There shall be a limit of two (2) consecutive three (3)-year terms for any appointed director; provided, however, a director who has served two (2) consecutive three (3)-year terms may be re-elected to the Board after a one (1) year absence from the Board. Terms shall be assigned to assure that approximately one-third (1/3) of the at-large seats shall become vacant each year.

SECTION 3.5. Vacancies. Vacancies due to death, resignation or other cause shall be filled by election of the sole member, such successor to serve for the remainder of the term of the vacant director.

SECTION 3.6. Annual Meeting. The annual meeting of the Board shall be held within one hundred eighty (180) days after the close of the fiscal year at the principal office of the corporation, or at such place and at such hour as may be designated by the Board.

SECTION 3.7. Regular Meetings. The Board shall hold regular meetings semi-annually at the principal office of the corporation or at such place and time as may be designated by the chair. The annual meeting may be counted as one of the semi-annual meetings. Members entitled to vote may participate in and act at any meeting through the use of conference telephone or other communications equipment by means of which all persons

participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 3.8. Special Meetings. Special meetings of the Board may be called by (i) the Board chair, (ii) the executive director or (iii) upon receipt of a written request of three (3) directors, by the chair-elect.

SECTION 3.9. Notice. Notice of any meeting of the Board shall be given at least five (5) but not more than thirty (30) days prior to the meeting by written notice delivered personally, by mail, telegram, facsimile, electronic mail or other electronic means to each director at his or her business address (or such other address as specified by that director). If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage paid thereon. If notice is given by telegram, such notice shall be deemed to have been delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile, electronic mail or other electronic means, such notice shall be deemed to have been delivered when transmitted without receipt of any indication that the notice did not reach the intended recipient. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3.10. Attendance at Board Meetings. Attendance at meetings of the Board is a requisite of service thereon. A director may be placed upon probationary status upon recommendation of the Chair of the Board, subject to approval of the board of directors of the sole member, after three (3) absences from meetings of the Board during one calendar year. Prior to removal, the delinquent Board member shall be given written notice and an opportunity to recommit attendance and service and shall be placed on probationary status. If on probationary status, upon an additional failure of attendance at the subsequent Board meeting, such delinquent director may be removed upon recommendation of the Chair of the Board, subject to approval of the board of directors of the sole member.

SECTION 3.11. Action by Unanimous Consent. Any action that may be taken at a Board meeting may be taken without a Board meeting if a unanimous written consent is executed as required by the Illinois General Not For Profit Corporation Act (the "Act"). A consent may be executed in one or more counterparts, all of which together shall constitute one unanimous consent of the Board. The consents shall be filed with the minutes of the meetings of the Board.

SECTION 3.12. Meeting by Conference Telephone. Directors or any committee of the Board may participate in and act at any meeting of the Board or a committee by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting.

SECTION 3.13. Quorum. For all meetings of the Board (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 3.14 Procedure. Roberts Rules of Order Revised (latest edition) shall govern procedure at all meetings of the Board and its committees where not covered expressly by these bylaws.

SECTION 3.15. Advisors to the Board. The Board may designate non-voting advisors to the Board, who shall be entitled to notice of and to attend all meetings of the Board, who may express their views, but who shall not be entitled to vote.

#### ARTICLE 4.

##### OFFICERS OF THE CORPORATION

- (a) SECTION 4.1. Designation of Corporate Officers. The officers of the corporation shall be a chair, chair-elect, past-chair, and executive director. The chair shall be succeeded by the chair-elect at the beginning of each calendar year.
- (b) The chair-elect shall be nominated annually by the Board in accordance with the *Nomination and Approval Process of the AHIMA Foundation Board of Directors* as approved by the Board and by reference incorporated herewithin. The names of the nominated individuals will be presented to the full Board of the Corporation for consideration, after which a list of the top candidates for the position will be forwarded to the sole member's board for finalization at its annual meeting per Section 2.1. The elected and qualified individual shall hold the position of chair-elect for a period of one (1) calendar year and then assume the position of chair at the beginning of the succeeding calendar year or until his or her successor shall have been duly elected and qualified.
- (c) The chair from the previous year shall simultaneously assume the role of past-chair for a period of one year.
- (d) The Chief Executive Officer of the sole member will appoint senior staff member to serve as the executive director, who shall be accountable to both the Board and the sole member's Chief Executive Officer. In the event of a conflict between the Board and the sole member's Chief Executive Officer regarding the performance of the executive director, the sole member's Chief Executive Officer shall prevail.

SECTION 4.2. Duties of the Board Chair. The Board chair shall be the chief policy officer of the corporation and shall have all the duties which that position would customarily require, including chairing all meetings of the Board and all other duties assigned to him or her under these bylaws or by Board resolution. He or she shall be an ex officio member of all Board committees.

SECTION 4.3. Duties of the Chair-elect and past-Chair. In the absence of the chair or in the event of his or her inability or refusal to act, the Chair-elect shall chair meetings of the Board and shall perform such other duties as may be delegated to him or her from time to time by the chair. In the absence of the both the chair and the chair-elect or in the event of their inability or refusal to act, the past-Chair shall chair meetings of the Board and shall perform such other duties as may be delegated to him or her from time to time by the chair.

SECTION 4.4. Duties of the Executive Director. The executive director shall be the chief executive officer and the direct representative of the Board in the management of the corporation, and shall have all the duties and authority which such position would customarily require, including, but not limited to the following:

- (a) Carrying out all policies established by the Board and advising on the formulation of these policies.
- (b) Developing and submitting to the Board for approval a plan of organization for the conduct of the various activities of the corporation and recommending changes when necessary.
- (c) Preparing written plans for the achievement of the corporation's specific objectives and periodically reviewing and evaluating such plans.
- (d) Preparing an annual budget showing the expected revenue and expenditures as required by the Board.
- (e) Selecting, employing, supervising, and discharging corporate agents and employees and developing and maintaining personnel policies and practices for the corporation.
- (f) Maintaining physical properties in a good and safe state of repair and operating condition.
- (g) Supervising the financial affairs to ensure that funds are collected and expended to the best possible advantage of the corporation.
- (h) Presenting to the Board, or its authorized committees, periodic reports reflecting the activities of the corporation and such other special reports as may be required by the Board.
- (i) Attending meetings of the Board, serving as an ex officio member on its committees, and coordinating the preparation of Board meeting materials.
- (j) Representing the corporation in its relationships with its affiliated organizations.
- (k) Delegate the functions of the secretary for the Board to staff or the corporation as appropriate.
- (l) Ensure that appropriate treasury functions are completed.



(m) Performing such other duties as may from time to time be assigned by the Board chair or by the Board.

SECTION 4.5. secretarial and /treasury Functions. The Executive Director shall ensure the following secretarial functions: sending of appropriate notices or waivers of notice regarding Board meetings; preparing agendas and other materials for all meetings of the Board; act as official custodian of all records, reports and minutes of the corporation, the Board and committees; keeping and reporting of adequate records of all meetings of the Board; and performance of such other duties as are customarily performed by or required of corporate secretaries.

The Executive Director shall ensure that appropriate treasury function are completed such as maintenance of the financial books of the organization, preparation of the yearly financial report (IRS Form 990) for Board review, and directing the development of the yearly operating budget. He or she shall ensure that a true and accurate accounting of the financial transactions of the corporation is made periodically, that reports of such transactions are presented to the Board, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.

## ARTICLE 5.

### COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1. Board Committees. A majority of the directors may create one or more Board committees and appoint directors or such other persons as the Board designates, to serve on the committee or committees. Each committee shall have two (2) or more directors, a majority of its memberships shall be directors, and all committee members shall serve at the pleasure of the Board.

SECTION 5.2. Advisory Task Forces. Advisory task forces may be created by resolution of the Board. An advisory task force may consist of any persons deemed appropriate by the Board and appointed by the Board and need not have a majority of its members be directors of the corporation. An advisory task force shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the tasks for which it was created, an advisory task force shall stand discharged.

SECTION 5.3. Committee Procedures. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the secretary of the corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the chair and the executive director, each of whom shall have the right to attend and participate in the deliberations of the committee. The chair, the executive director or the committee chair may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee.

ARTICLE 6.

FISCAL MATTERS

SECTION 6.1. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year.

SECTION 6.2. Contracts. The chair, the executive director and their expressed designees shall be authorized to execute contracts on behalf of the corporation subject to the approval of the sole member as required under Section 2.1. 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 the corporation, with such authority being either general or confined to specific instances.

SECTION 6.3. Loans and Indebtedness. No loans shall be contracted on behalf of the corporation 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 and subject to the approval of the sole member as required under Section 2.1.

SECTION 6.4. 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 the corporation or to the corporation, shall be signed or endorsed as established by Board policy by persons authorized as signatories on the accounts of the corporation by resolution of the Board 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 6.5. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

SECTION 6.6. Budgets. The Board of the corporation shall prepare or have prepared the annual capital and operating budgets of the corporation which shall be subject to approval by the sole member.

SECTION 6.7. Maintenance of Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, and shall keep at the principal office a record giving the name and address of the sole corporate member. All books and records of the corporation may be inspected by the sole corporate member for any proper purpose at any reasonable time.

SECTION 6.8. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE 7.

CONFLICTS OF INTEREST

SECTION 7.1. Conflicts of Interest Policy. The corporation shall at all times maintain a conflict of interest policy which shall comply with any requirements imposed by the Internal Revenue Service with regard to such policies of charitable organizations organized under § 501(c)(3) of the Code and which shall become effective when approved by the Board.

SECTION 7.2 Disclosure. Every director, officer, and volunteer, in a manner and form to be prescribed by the Conflict of Interest policy adopted by the members of the corporation and amended from time to time, shall be required, as a condition of the office, to disclose fully any conflict of interest as defined in this Article and said conflict of interest policy.

ARTICLE 8.

INDEMNIFICATION

SECTION 8.1. Basic Indemnification. The corporation shall, to the fullest extent to which it is empowered to do so by, and in accordance with the requirements of, the Act or any other applicable laws, as may from time to time be in effect, indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was a Trustee or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts incurred by him or her in connection with such action, suit or proceeding.

SECTION 8.2. Contract with the Corporation. The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Act or other applicable laws, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any state of facts then or theretofore existing or any action, suit or proceeding theretofore existing or thereafter brought or threatened based in whole or in part upon any such state of facts. The corporation further agrees that in the event a person entitled to indemnification under this Article claims indemnification, the corporation shall take all required action to bring about a prompt and good faith determination of such person's right to indemnification hereunder. Such determination shall involve members.

SECTION 8.3. Indemnification of Employees and Agents. Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the corporation, or are or were serving at the request of the corporation as employees or agents of another corporation, joint venture, partnership, trust or other enterprise, may be indemnified to the extent the corporation is empowered to do so by the Act or any other applicable laws, when and as authorized at any time from time to time by the Board in its sole discretion.

SECTION 8.4. Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a written agreement by or on behalf of a director and an officer to undertake to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this article. The provisions of this Section shall apply to employees or agents when the Board has authorized such indemnification under the provisions of these bylaws.

SECTION 8.5. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement or otherwise, and shall continue as to a person who ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 8.6. Liability Insurance. The corporation shall have the power to purchase and maintain, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, insurance against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

#### ARTICLE 9.

#### NON-DISCRIMINATION

The corporation 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 10.

#### AMENDMENTS

These bylaws may be amended by the sole corporate member upon no less than ten (10) days written notice to the Board.

ADOPTED by the Board on October 23, 2012 at Chicago, Illinois.

  
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William J. Rudman, PhD, RHIA; Secretary/Treasurer