

**BYLAWS OF THE
NEW YORK HEALTH INFORMATION MANAGEMENT ASSOCIATION, INC.**

June, 2009

Adopted by the House of Delegates 06.07.09 / Approved by AHIMA 07.10.09

**ARTICLE I
NAME**

This Association shall be known as the New York Health Information Management Association, Incorporated, herein referred to as NYHIMA or Association, a section 501(c)(3) not-for-profit corporation.

**ARTICLE II
PURPOSE**

To promote the art and science of health information management in the State of New York, through education, and to improve the quality of comprehensive health information services for the welfare of the public.

To encourage HIM practitioners in the State of New York to attain the highest degree of competence possible through continuing education.

To sponsor continuing education programs for the purpose of promoting optimal health care and containment of health care costs in the State of New York to the extent that HIM practitioners may contribute toward this goal.

To provide an educational medium for the sharing of experiences, problems and their solutions in the HIM field, to educate HIM practitioners concerning current and impending legislation, issues of confidentiality in HIM practice, and medicolegal aspects of HIM practice.

To maintain contact with educational institutions in the State of New York offering HIM programs for the purpose of continuing professional and educational support for their students.

To foster communication with all health care institutions in State of New York to keep them informed of educational programs and the experienced professional assistance available to their HIM personnel.

To participate actively in research and other programs related to the HIM profession.

To promote the HIM profession through educational concepts and good interpersonal and public relations.

To maintain and encourage adherence to a stated code of ethics, through education.

To do all other acts and exercise all powers necessary or expedient in connection with the administration of the affairs of this corporation which operates exclusively for non-profit, charitable, scientific and educational purposes.

ARTICLE III **MEMBERSHIP**

Section 3.1: Classes of Membership

There shall be three classes of membership: Active, Student, and Honorary.

(a) Active Membership. Any American Health Information Management Association (AHIMA) Active member in good standing who selects New York State for their 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 in good standing shall be entitled to all the rights and privileges including the right to vote and hold office, to serve as a director on the Board of Directors, as a committee chair or committee member, and may also serve as a delegate to the American Health Information Management Association.

(b) Student Membership. Any individual who holds student membership in the American Health Information Management Association and who is enrolled in a program located in this state or who resides in this state and is formally enrolled in a program in another state and selects New York State for their association membership, shall be a STUDENT member of this Association so long as their student membership in the American Health Information Management Association continues. Student members shall have all rights and privileges of membership including that of serving on councils and subcouncils in designated student positions with voice but not vote. They shall not be entitled to other voting privileges, hold office or serve as delegates. They shall be entitled to receive reduced rates for all products and services offered by this Association.

(c) Honorary Membership. Any person who made a significant contribution to health information management science or rendered distinguished service in the health information management profession or its related fields may be awarded honorary membership in the association by the Board of Directors. These members shall be exempt from dues. An honorary member may hold no other class of membership in the association. Honorary members shall also be eligible for a national appointment by AHIMA. Honorary members who were once active members shall retain their active membership rights.

Section 3.2: Application for Membership and Initial Dues Application for active 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 Vice President/CEO of the American Health Information Management Association. The total amount of initial dues and/or assessments as provided in the Bylaws of the American Health Information Management Association shall accompany such application.

Section 3.3: Cessation, Reinstatement and Transfer of Membership following resignation, forfeiture or expulsion, reinstatement of an individual membership in this Association shall be effective upon receipt by this Association of due notice of such action relative to such individual's membership in the American Health Information Management Association and payment of NYHIMA dues and reinstatement fee. For purposes of membership in this Association, transfer of an individual's membership in this Association to another component state association of the American Health Information Management Association or from such other component state association to this Association shall be effective upon receipt by this Association from the American Health Information Management Association of due notice of such transfer and payment of NYHIMA dues.

Section 3.4: Status.

A member in good standing in the American Health Information Management Association is automatically a member in good standing in this Association, provided any special assessment approved by the House of Delegates of this Association has been paid. An ACTIVE member not in good standing shall be ineligible to hold office, vote, serve as delegate, committee member or chair, receive periodicals and general membership mailings, and shall pay non-member registration fees at educational programs and annual meetings.

Section 3.5: Affiliation with the American Health Information Management Association (AHIMA).

New York Health Information Management Association (NYHIMA) is affiliated with the American Health Information Management Association (AHIMA), an Illinois not-for-profit corporation. Despite such affiliation, AHIMA is not a statutory member of NYHIMA and disclaims any types of corporate controls outside the express and voluntary terms of the affiliation agreement.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1: Powers and Duties.

The Board of Directors shall manage and control the property, business and affairs of this Association including the central office between meetings of the House of Delegates and shall report through the President at the Annual Meeting.

Section 4.2: Composition.

The Board of Directors shall consist of the Officers and Directors of this Association.

(a) Officers. The officers of this Association shall be a President and a President-Elect.

(b) Directors. There shall be five (5) directors, one of whom shall be the retiring President who shall automatically become a Director for one (1) year upon the expiration of the term as President. Every other year two (2) Directors shall be elected; one (1) Finance Director for a two- year term and one (1) Education/Programs Director for a two-year term. On the alternate year, two (2) Directors shall be elected; one (1) Legislative Director for a two-year term and one Perspectives Editor Director for a two-year term.

Section 4.3: Qualifications.

Only active members in good standing shall be eligible to serve as members of the Board of Directors. Employees of the Association as Central Office staff members may not serve as members of the Board of Directors.

Section 4.4: Term and Succession of Office.

Each officer and Director shall hold office for one (1) year with the exception of the Education/Program Director, the Perspectives Editor Director, the Finance Director, and the Legislative Director who shall serve for two (2) years, or until a successor has been elected or until the earlier death, resignation or removal in the manner hereinafter provided.

Section 4.5: Assumption of Office.

Members of the Board of Directors shall assume their offices on July 1st following the annual meeting at which their election is announced.

Section 4.6: Resignation.

Any member of the Board of Directors may resign at any time by giving a written notice of such resignation to the Board of Directors of this Association, but such resignation shall not become effective until accepted by the Board of Directors.

Section 4.7: Removal.

Any member of the Board of Directors may be removed from office, with prior written notice to the affected Director, by the affirmative vote of two-thirds of the Board of Directors present at any meeting at which a quorum is present, whenever, in their judgment, the best interest of the Association shall be served thereby.

Section 4.8: Vacancies.

Any vacancies created by death, resignation, or removal during a term of office may be filled by the action of the Board of Directors for the remainder of the unexpired term.

Section 4.9: Meetings.

The Board of Directors shall conduct at least one (1) business meeting annually, special meetings may be called by the President, or shall be called by the President-Elect upon the written request of four (4) or more members of the Board of Directors.

Section 4.10: Quorum and Manner of Acting.

The majority of the membership of the Board of Directors constitutes a quorum. The affirmative vote of a majority of members present shall be necessary for the adoption of any matter unless otherwise required by law and these Bylaws.

Section 4.11: Meeting Media.

Meetings may be conducted by the technology of preference after determining that all members of the Board of Directors have the media available and consent to the use of such media, and as long as all persons participating are able to hear one another at the same time.

ARTICLE V
NOMINATIONS AND ELECTIONS

Section 5.1: Nominating Committee.

The Nominating Committee shall be comprised of the Local Presidents. The Chair shall be the immediate Past President. It shall be the duty of the Nominating Committee to prepare a ballot with at least two candidates for each position to be filled for the election of each Officer, Director and Delegate, and provide ballots to all active members in good standing, on or before November 15th.

Section 5.2: Voting and Election Procedures.

Voting shall be by ballot provided to or accessible by all active members in good standing as of November 1, to be returned so that they are received no later than 5:00 pm on the date set forth by the Board of Directors. Elections shall be by plurality of the votes cast by active members in good standing. In case of a tie, the election(s) in question shall be decided by lot by the Board of Directors. After the ballots have been received, the President shall appoint a Committee of Tellers who shall meet within 15 days after the deadline for receipt of ballots in a manner prescribed by the Board of Directors to verify the tabulation of votes cast and certify the results. Results of the election shall be declared to the membership within 45 days after the deadline for the receipt of ballots and electees shall assume office the following July 1.

Section 5.3: Nominations for Elections to AHIMA Nominating Committee.

In odd numbered years, the active members of the New York Health Information Management Association shall be eligible to submit a nominee for election to the American Health Information Management Association Nominating Committee. Each local president will ask its active members to submit a completed qualification form for each member they wish to nominate. These will be sent to the Nominating Committee of NYHIMA by March 1 of the odd numbered year. The Nominating Committee shall include at least two (2) nominees on the ballot. The ballot shall indicate the professional credentials of each nominee. A plurality vote shall elect. The Nomination shall be submitted by the President in the odd numbered years to the Executive Vice President/CEO of AHIMA in accordance with AHIMA Bylaws.

Section 5.4: Nomination and Election of Delegates to AHIMA House of Delegates.

The Nominating Committee shall also arrange for the nomination and election of delegates, in addition to those provided for in Article XII Section 12.4, to the House of Delegates of the American Health Information Management Association, in accordance with the voting and election procedures outlined above. A plurality vote shall elect. In the event a delegate finds it impossible to serve, the one receiving the next highest number of votes in the same election as that of the aforementioned delegate shall be called as an alternate.

ARTICLE VI
MEETING OF MEMBERS

Section 6.1: Annual Meeting.

The annual meeting of this Association shall be held in the spring of the year. The definite time and place shall be determined by the Board of Directors.

Section 6.2: Notice of Meeting.

A notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose(s) for which such meeting is called, shall be provided to each member. Publications of such notice by this Association shall be sufficient if it otherwise complies with this requirement of notice.

Section 6.3: Special Meetings.

Special meetings may be called by the President or by a majority of the Board of Directors. Thirty (30) days notice shall be given of a special meeting. The purpose of the meeting shall be stated in the call, and no other business shall be transacted.

Section 6.4: Voting Rights.

The voting body at all meetings shall be the House of Delegates.

Section 6.5: Cancellation.

In the event of a national emergency or other circumstance prohibiting the holding of an annual meeting, the Board of Directors may cancel the annual meeting and prompt notice thereof shall be given to all members of the Association.

ARTICLE VII
HOUSE OF DELEGATES

The House of Delegates shall be the legislative and policy-making body of the Association and shall have full authority to determine the professional and administrative policies of the Association.

Section 7.1: Composition.

Members of the Board of Directors and elected delegates shall constitute the House of Delegates and each shall have one vote.

Section 7.2: Election of Delegates.

Each component local association may elect delegates from their active members in good standing. These active members must have paid AHIMA and NYHIMA dues by March 31 and their local association dues prior to their election as delegates.

Each local association of ten active members or less shall be entitled to one delegate. Local associations of more than ten active members shall be entitled to one additional delegate for each additional ten active members or major portion thereof, but no local association shall be entitled to more than ten delegates. The apportionment of delegates shall be based on active membership in good standing of AHIMA and NYHIMA as of March 31 of the current year, those active members in good standing having paid AHIMA and NYHIMA dues by that date.

Section 7.3: Quorum.

Delegate representation from at least a majority of the component local associations shall constitute a quorum for the House of Delegates.

ARTICLE VIII
COMMITTEES AND TASK FORCES

Section 8.1: Establishment.

There shall be such committees and task forces as necessary to conduct the business of NYHIMA including an Education Committee, a Legislative Committee, a Nominating Committee, a Finance Committee and a Membership Committee.

(a) Education. This committee shall consist of a chair who shall be the Education/Programs Director, and at least two (2) members, appointed by the Chair. One member should preferably be a faculty member of a health information technology or health information administration program within this State.

(b) Legislative. This committee shall consist of a chair who is appointed by the President, and at least two (2) members, who are the current Legislative Director and the immediate past Legislative Director.

(c) Nominating. The composition of this Committee is detailed in Article V, Section 5.1.

(d) Finance. This committee shall consist of a chair, who shall be the Finance Director, and two (2) members appointed by the Chair.

(e) Membership. This committee shall consist of a chair, who shall be appointed by the President, and one (1) representative member from each local association.

A majority of the directors may create one or more standing or special board committees and shall appoint persons to serve on such committees. All committee members shall serve at the pleasure of the board. The President shall appoint each committee chair. Each committee will serve pursuant to a written charge adopted by the Board of Directors.

Section 8.2: Committee and Task Force Qualifications.

Subject to the provisions of Section 8.1 active members in good standing shall be eligible for appointment as chair or members of Committees and Task Forces. The composition of task forces shall be set forth in the NYHIMA Policy and Procedure Manual and subject to the approval of the Board of Directors. Unless otherwise expressly provided in these Bylaws, the President may appoint the chair of any committee or task force whose members the President may appoint but upon failure or refusal to do so, the committee or task force members shall elect one (1) of their number as chair. Members shall serve for such term as they may be appointed to or elected.

Section 8.3: Vacancies.

Any committee or task force member or chair may resign at any time by giving written notice to the Board of Directors of this Association to be effective immediately or at a later time stated therein. Appointments to fill vacancies occurring in committees or task forces shall be made by the same procedure as the original appointment whenever possible, otherwise such appointment shall be made by the President of this Association.

Section 8.4: Quorum and Voting Requirement.

A majority of membership of a committee or task force shall constitute its quorum. The vote of a majority of the committee or task force members present during a meeting at which a quorum is declared shall be required.

ARTICLE IX
FINANCE

Section 9.1: Fiscal Year.

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

Section 9.2: Dues.

This Association shall receive from the American Health Information Management Association that portion of the dues paid to it by its members who are also members of this Association as may from time to time be provided by the American Health Information Management Association in its Bylaws or otherwise.

(a) AHIMA - Annual dues shall be as determined by the Board of Directors of that Association.

(b) NYHIMA - Annual dues shall be as follows: Active Members, \$50; Active Senior members, \$25.

(c) Payment. Dues shall be paid on a fiscal year basis and shall be due by July 31. Payment shall be made by each member directly to the NYHIMA Central Office.

1. Any new member joining from January 1 to March 31 shall pay only one half of the annual dues. Any new member joining from April 1 to May 31 shall not pay any dues.

2. Any member who has served as President of this Association or the American Health Information Management Association and who has retired from active employment shall be exempt from payment of any dues.

Section 9.3: Expenditure of Funds.

(a) CONTROL - No officer, committee, or task force shall expend any money not provided in the budget as adopted, or spend any money in excess of the budget allotment, except by order of the Board of Directors; and no office or agent of the Association shall contract for any expenditures of money in excess of amount budgeted not specifically allocated in the budget except by order of the Board of Directors. Unexpended balances remaining in the budget allotment at the end of the business year are automatically cancelled.

(b) EXPENSES - All expenses of the Members of the Board of Directors incidental to the business affairs of this Association shall be paid as provided in the budget. Delegates to the annual convention of the American Health

Information Management Association, as well as individuals authorized to travel on Association business, shall be reimbursed for actual transportation cost plus a per diem rate for additional expenses. The per diem rate shall be prescribed by the Board of Directors. Reimbursement method will be governed by criteria established from time to time by the Board of Directors and set down in the Procedure Manual.

ARTICLE X **SECTIONS**

Section 10.1: Establishment.

A Section is an organization interested in a particular area of specialization in the health information management field. The House of Delegates may establish or dissolve a Section as needed. The process for establishing a Section shall be outlined in the NYHIMA Procedure Manual.

Section 10.2: Purpose.

A Section shall provide a forum for exchange of information, plan and conduct educational programs for its specialty members, and serve as a specialty resource for NYHIMA.

Section 10.3: Authority.

A Section shall not preempt the authority of the Board of Directors in any matter. Sections shall present their objectives, plans of action, and procedures to the Board of Directors for approval.

ARTICLE XI **COMPONENT LOCAL ASSOCIATIONS**

Seven or more active and associate members employed within a district may form a component local association. The boundaries of each local district shall be approved by the Board of Directors and shall be set down in the Bylaws of the local association. No member shall belong concurrently to more than one local association as an Active member.

Section 11.1: Membership.

(a) The membership of a component local association shall be composed of members of the New York Health Information Management Association employed or residing within the component local district or who have submitted written notification to the Central Office of NYHIMA identifying the component local association with which they wish to become affiliated. Any local association may have supporting members and may confer honorary membership in the local association provided the same qualifications and limitations in the State Association shall apply.

(b) A supporting member is any person who does not meet the qualifications for active, or student membership in the State Association who is employed in the boundary of the local district or who is not employed but who resides in the boundary of the local district and who is interested in promoting the purposes of the local association.

Section 11.2: Officers and Committee Members; Assumption of Office.

The Officers of the component local association shall be a President, and such others as are necessary to conduct the business of the association. Officers shall assume their offices on July 1 following their election. The Officers shall be active members in good standing of the State Association.

Section 11.3: Voting Body.

The voting body of a local association shall be limited to active members in good standing.

Section 11.4: Representation.

Local associations shall elect active members in good standing to represent them in the House of Delegates of the State Association. Appointment of and election of delegates shall be as provided in Section 7.2 of these Bylaws.

Section 11.5: Dues.

A local association may provide in its own Bylaws for amount of and method of payment of local association dues.

Section 11.6: Bylaws.

The Bylaws of each component local association and all amendments thereto shall be submitted for review and clearance to the Bylaws Committee of this Association before adoption. They shall incorporate the provisions governing local associations as provided in these Bylaws and shall not be in conflict with any provisions thereof. After adoption they shall be submitted to the Bylaws Chair of this Association for the final signature of approval.

ARTICLE XII
NATIONAL REPRESENTATION

Section 12.1: Number of Delegates.

This Association shall be represented in the House of Delegates of the American Health Information Management Association by at least the President, President-Elect, and Past President. If there are no more than one hundred (100) active members of this Association on June 30, then this Association shall be represented at the American Health Information Management Association for the then current year by no more than one (1) delegate. If there are more than one hundred (100) active members of this Association on June 30, then this Association shall be represented at the American Health Information Management Association for the then current year by one (1) additional delegate for each additional 100 active members or major portion thereof, but in no event shall this Association be represented by more than five (5) delegates.

Section 12.2: Qualifications.

Only active members in good standing shall be eligible to serve as delegates to the American Health Information Management Association.

Section 12.3: Term of Office.

The term of elected delegates in addition to those provided for in Section 12.1 shall be two (2) years and elected delegates may serve no more than two (2) consecutive terms. Terms of delegates shall be staggered to maintain continuity in the House of Delegates. Replacement of a delegate for the balance of an unexpired term of any delegate who is unable to serve will be in accordance with Article V, Section 5.4.

Section 12.4: Nomination and Election of Delegates.

Nomination and election of delegates in addition to those provided for in Section 12.1 shall be conducted in accordance with the provisions of Article V, Section 5.4.

ARTICLE XIII
CONFLICT OF INTEREST

Section 13.1: Statement of General Policy.

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

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

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

Section 13.2: Coverage of this Policy.

This policy shall apply to all members of the board of directors and all corporate officers, agents and employees of the corporation, including significant independent contractor providers of services and materials. The corporation's management shall have the affirmative obligation to publicize periodically this policy to all such parties.

Section 13.3: Disclosure of all Conflicts.

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

Section 13.4: Proscribed Activity by Persons Having Conflicts.

When an individual director, officer, agent or employee believes that he or she or a member of his or her immediate family might have or does have a real or apparent conflict, he should, in addition to filing the disclosure notice required under Section 13.3, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the corporation where the conflict might pertain, but shall not be precluded from debate or other similar involvement on behalf of the corporation. When any person requests in writing, or upon its own initiative, the board at any time may establish further guidelines consistent with the interests of the corporation for the resolution of any real or apparent conflicts.

ARTICLE XIV
OFFICIAL PUBLICATION

Section 14.1: There shall be an official publication of NYHIMA to be published at least quarterly. The purpose of the publication shall be to disseminate information to all members and to further the objectives of NYHIMA.

Section 14.2: There shall be an Editorial Board which shall be headed by the Perspectives Editor Director and at least two (2) members appointed by the Perspectives Editor Director and the President as an ex-officio member.

ARTICLE XV
DISSOLUTION

The assets of this Association are permanently dedicated to its exempt purposes and in the event of the dissolution or liquidation of this Association, determination of the non-profit organization(s) which would receive the assets and property remaining after payment of its debts and obligations, and the expenses of such dissolution and liquidation, shall be made by a majority of the votes cast by active members in good standing. Such monies shall be distributed only to such organization(s) as shall qualify under Section 501 (c)(3) of the United States Revenue Code.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order shall govern this Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of this Association or the Bylaws of the American Health Information Management Association.

ARTICLE XVII
AMENDMENTS OF BYLAWS

Section 17.1: Power and Voting.

The power to amend the Bylaws shall be vested solely in the House of Delegates. The affirmative vote of two-thirds of the House of Delegates shall be sufficient to amend the Bylaws, provided that due notice as provided in Section 17.3 is given.

Section 17.2: Submission Procedure.

(a) 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.

(b) A proposal to amend the Bylaws may be initiated by the Board of Directors, the Bylaws Committee, or any active member. The Board of Directors shall review each proposed Bylaws amendment and prepare it for submission with such technical changes and conforming amendments to the proposal of any existing Bylaws and explanatory comments or recommendations as the Board of Directors shall deem necessary or desirable. The Board of Directors may delegate such review and preparation to the Bylaws Committee.

(c) The Board of Directors (or the Bylaws Committee) shall submit the proposed Bylaw amendment(s) and supporting documents to the Executive Office of the American Health Information Management Association for review and clearance. After such review and clearance, the proposed amendments shall be submitted to a vote of the members of the House of Delegates at the next annual meeting of members for which notice can be given as provided in Section 17.3.

Section 17.3: Notice.

A notice of a proposal to amend the Bylaws shall be provided to each member at least thirty (30) days prior to the meeting at which the proposal is to be submitted to the vote of the members of the House of Delegates. Such notice shall include the text of any Bylaws which it is proposed to amend reflecting the proposed alteration, the text of any proposed new Bylaw, the comments and recommendations of the Board of Directors, if any, and a statement that the proposal will be submitted to a vote of the members of the House of Delegates at the meeting to be held on the date specified in the notice.

Section 17.4: Effective Date.

After due adoption by the House of Delegates as provided in Section 17.1 of these Bylaws, each amendment to the Bylaws should be submitted to the Executive Office of the American Health Information Management Association for final signature of approval, and shall become effective upon receipt by this Association of such final signature of approval or at such later date as may be set forth in such amendment.

ARTICLE XVIII
INDEMNIFICATION

Section 18.1: Liability.

LIABILITY - No member of the Board of Directors, or officer shall be held liable for any debts, contracts, or other obligations of the Association.

Section 18.2: Indemnity.

INDEMNITY - Persons made a party to any action, suit or proceedings by or in the right of the Association to procure a judgment in its favor by reason of the fact that they, their testators or intestate, are or were directors or officers of this Association or of any association which they served as such at the request of this Association, shall be indemnified by the Association to the full extent permitted by the law, against any and all reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of such action, suit proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officers or directors have breached their duties to the Association. All persons made, or threatened to be made a party to any action, suit or proceedings other than one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other association of any type or kind, domestic or foreign, which any director or officer of the Association served in any capacity shall be indemnified by the Association to the full extent permitted by law against judgment, fines, actually and necessarily incurred by them as a result of such action, suit or proceeding or any appeal therein, if such persons acted in good faith for a purpose which they reasonably believed to be in the best interest of the Association and, in criminal actions proceedings, in addition, had no reasonable cause to believe their conduct was unlawful. The indemnification set forth in this section shall apply to claims arising from facts or occurrences taking place before or after adoption of this Bylaw.

ARTICLE XIX
REGISTERED OFFICE AND REGISTERED AGENT

Section 19.1: NYHIMA shall have and continuously maintain in the State of New York a registered office and a registered agent.

Section 19.2: The principal place for the transaction of business of NYHIMA shall be in the city of Albany, New York, and the registered agent of NYHIMA shall be the President, but the Board of Directors shall have the power to change the location of the office.

ARTICLE XX
CORPORATE SEAL

The Board shall adopt a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, New York."