

BYLAWS
OF
AMERICAN HEALTH INFORMATION MANAGEMENT ASSOCIATION

Amended and Restated by the House of Delegates, October 4, 2026.

TABLE OF CONTENTS

ARTICLE I NAME....4

1.1 Name....4

ARTICLE II OFFICES AND REGISTERED AGENT....4

2.1 Offices and Agent....4

ARTICLE III PURPOSES....4

3.1 Purposes and Mission....4

ARTICLE IV MEMBERS....4

4.1 Members....4
4.2 Rights of Members....5
4.3 Types of Members....5
4.4 Expulsion....5
4.5 Annual Meeting of the Members....5
4.6 Special Meetings of the Members....6
4.7 Notice....6
4.8 Waiver of Notice....6
4.9 Quorum for Elections and Voting....6
4.10 Use of Electronic Meeting and Notice Resources....6

ARTICLE V BOARD OF DIRECTORS....7

5.1 Powers and Duties....7
5.2 Number and Composition....7
5.3 Qualifications....8
5.4 Nomination....8
5.5 Election and Term of Office....8
5.6 Resignation and Removal.....8
5.7 Vacancies....9
5.8 Regular Meetings....9
5.9 Special Meetings....9
5.10 Notice of Special Meetings....9
5.11 Waiver of Notice....9
5.12 Manner of Voting....9
5.13 Quorum....9
5.14 Informal Action....10
5.15 Use of Electronic Meeting and Notice Resources....10
5.16 Compensation....10
5.17 Procedure....10

ARTICLE VI OFFICERS 11

6.1 Officers 11
6.2 Election and Term of Office 10
6.3 Resignation and Removal 11
6.4 Duties of President/Chair 12
6.5 Duties of President/Chair-elect 12
6.6 Duties of Secretary 12
6.7 Duties of Treasurer 12
6.8 Chief Executive Officer 13

ARTICLE VII HOUSE OF DELEGATES 13

7.1 Purpose 13
7.2 Meetings 13
7.3 Official Call 14
7.4 Composition 14
7.5 Speaker of the House of Delegates 14
7.6 Speaker-elect of the House of Delegates 14
7.7 Powers and Duties 14
7.8 Election 15
7.9 Quorum and Manner of Acting 15
7.10 Action by Ballot 16

ARTICLE VIII COMMITTEES 16

8.1 Committees 16
8.2 Executive Committee 17
8.3 Finance and Audit Committee 17
8.4 Governance Committee 18
8.5 Nominating Committee 19

ARTICLE IX AFFILIATES 19

9.1 Affiliates 19

ARTICLE X INTEGRATED COMMISSIONS, ADVISORY BODIES AND NON-BOARD COMMITTEES 20

10.1 Integrated Commissions, Advisory Bodies, and Non-Board Committees 20
10.2 Professional Ethics Committee 20

ARTICLE XI COMMISSION ON CERTIFICATION FOR HEALTH INFORMATICS AND INFORMATION MANAGEMENT 20

11.1 Commission on Certification for Health Informatics and Information Management 20

ARTICLE XII COMPONENT ASSOCIATIONS 21

12.1 Organization....21
12.2 Purpose....22
12.3 Membership 22
12.4 Governance 22
12.5 Representation....22
12.6 Dues Payment to Component Associations 22

ARTICLE XIII CONTRACTS, CHECKS, AND DEPOSITS....22

13.1 Contracts 22
13.2 Checks, Drafts, and Notes....22
13.3 Deposits....22

ARTICLE XIV FISCAL YEAR....23

14.1 Fiscal Year 23

ARTICLE XV BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS 23

15.1 Books and Records 23
15.2 Electronic Communications....23

ARTICLE XVI INDEMNIFICATION....23

16.1 Indemnification....22

ARTICLE XVII LOANS AND CONFLICTS OF INTEREST 23

17.1 Loans....23
17.2 Conflicts of Interest Policy 23

ARTICLE XVIII AMENDMENTS....24

18.1 Adoption of Amendments....24
18.2 Record of Amendments 24

BYLAWS
OF
AMERICAN HEALTH INFORMATION MANAGEMENT ASSOCIATION

ARTICLE I
NAME

1.1 Name. The name of the organization is American Health Information Management Association (hereinafter, "AHIMA").

ARTICLE II
OFFICES AND REGISTERED AGENT

2.1 Offices and Agent. AHIMA shall have and maintain in the State of Illinois 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 Illinois, as may be deemed necessary.

ARTICLE III
PURPOSES

3.1 Purposes and Mission. The affairs and activities of AHIMA 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 AHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients, providers, and other users of health information. Its mission is Lead the health information profession in advancing trusted, usable data and championing innovation to improve healthcare. AHIMA shall be and is a nonprofit corporation under the laws of the State of Illinois.

ARTICLE IV
MEMBERS

4.1 Members. AHIMA shall have one or more types of Members, as shall be determined from time to time by the Board of Directors. The Members of AHIMA shall be those qualifying individuals who support the mission and purposes of AHIMA and are willing to abide by the AHIMA Code of Ethics; apply for membership 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 AHIMA, 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 AHIMA, and to be a member of a Component Association, with the rights and benefits that are accorded to Members by AHIMA. Members shall also have the right to elect the Board of Directors, certain Officers of AHIMA as outlined in these Bylaws, certain members of The Commission on Certification for Health Informatics and Information Management ("CCHIIM"), and certain members of the Council for Excellence in Education ("CEE"), all as set forth below. Members shall not be entitled to vote on any other matter except for those outlined in this Section 4.2.

4.3 Types of Members. The membership of AHIMA shall include at least the following two (2) types:

4.3.1 Professional. Any professional in the health information profession or its related fields who meets the qualifications set forth in Section 4.1 Members in these Bylaws is eligible for Professional membership. Professional Members in good standing shall be entitled to full membership privileges including the right to vote on matters before the members. Professional Member categories include:
Professional
Professional Premier
Professional Global
Professional Emeritus

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 Section 4.1 Members in these Bylaws is eligible for Student membership. A student may retain this type of membership according to the parameters of the Membership Guide, until graduation from that program after which the student shall be offered Professional membership. Student Members shall have the same rights and privileges as Professional 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.

4.4 Expulsion. Any Member who violates the Bylaws of AHIMA, the Code of Ethics, the Standards for Initial Certification, or the Standards for Maintenance of Certification may be expelled from membership in AHIMA under the procedures set forth in the AHIMA Policy and Procedure Manual and AHIMA Recertification Guide.

4.5 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 profession and to AHIMA, professional networking, and for the transaction of such other business as may come

before the meeting. Members may participate in the annual meeting, or any other membership meeting, 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, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in person at the meeting.

4.6 Special Meetings of the Members. Special meetings of the Members of AHIMA or of any committees or teams of Members may be held at any time, place or manner upon call by the President/Chair, of the Board of Directors.

4.7 Notice. Written notice stating the place (or if by remote communications, the manner), day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, by mail or electronic means, not less than seven (7) business days nor more than sixty (60) days before the date of the meeting, to each member of record entitled to vote at such meeting.

4.8 Waiver of Notice. A member may waive any notice requirement by signing a written waiver of notice and delivering it to AHIMA 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.

4.9 Quorum for Elections and Voting. A quorum for any elections by the Members or any other matter submitted to the membership for a vote shall consist of not less than three percent (3%) of the Professional Members of AHIMA, voting in the form of an official electronic or written ballot in accordance with the AHIMA Policy and Procedure Manual.

4.10 Use of Electronic Meeting and Notice Resources. The Board of Directors of AHIMA, at its discretion, may allow any meeting of the membership to 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, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in person at the meeting.

ARTICLE V
BOARD OF DIRECTORS

5.1 Powers and Duties. The business and affairs of AHIMA shall be managed by or under the direction of the Board of Directors. The Board of Directors shall hold and exercise all corporate authority and fiduciary duties of AHIMA except as otherwise provided by law,

AHIMA's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing AHIMA shall include, but not be limited to, the following:

(a) To establish the mission, purposes, goals, and program priorities to be implemented by AHIMA's Chief Executive Officer and staff, through a strategic planning process;

(b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by AHIMA to carry out its mission;

(c) To determine and set overall policy;

(d) To advocate the mission, values, accomplishments, and goals of AHIMA 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 AHIMA's mission;

(f) To establish fiscal policy, including budget authorization and oversight;

(g) To develop adequate resources to ensure financial stability for AHIMA's activities;

(h) To establish, develop, and maintain an effective and responsive corporate structure for AHIMA and its related entities, including but not limited to the creation of new affiliates and integrated commissions;

(i) To select, retain, support, evaluate the performance of, and discharge the Chief Executive Officer of AHIMA;

(j) To orient and evaluate the Directors and Officers of the Board of Directors; and

(k) To render a year-to-date report on the financial status and activities of AHIMA to the House of Delegates at the AHIMA conference and a full report to the Members.

5.2 Number and Composition. The total number of Directors of AHIMA shall be thirteen (13). Nine (9) Directors shall be elected at large by the Professional Members. The President/Chair of the Board of Directors (hereinafter, the "President/Chair"), the President/Chair-elect, the immediate Past President/Chair, and the Speaker of the House 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. The Chief Executive Officer shall serve as an *ex officio* Director without vote and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum.

5.3 Qualifications. Directors shall be committed to supporting and advancing the mission and purposes of AHIMA. Directors must be Professional Members in good standing of AHIMA and a majority of Members of the Board of Directors must be AHIMA-approved certificants.

5.4 Nomination. Candidates for election as at-large Directors shall be nominated by the Nominating Committee in accordance with Section 8.5.

5.5 Election and Term of Office. The Professional Members shall elect Directors annually by electronic ballot at a time and under procedures set forth in the AHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. Directors shall take office in the month of January following their election. Three (3) 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. At-large Directors shall hold office for a term of three (3) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. At-large Directors may serve a second term of three (3) years consecutively if elected by the Professional Members but may not serve more than two (2) consecutive terms of three (3) years except as provided below. At-large Directors, having served two (2) consecutive terms of three (3) years, may not apply to serve an additional term(s) as an At-large Director for at least three (3) years following the end of their second consecutive three (3) year term and in no event will an At-Large Director serve more than four (4) three (3) year terms in total.

5.6 Resignation and Removal.

5.6.1 Resignation. Any Director may resign at any time by giving written notice of resignation to the Board of Directors, the President/Chair or Secretary of AHIMA. A resignation shall take effect upon receipt of the notice or upon any later time specified in the notice, and need not be accepted to be effective. Any Director who is absent from three (3) consecutive meetings of the Board of Directors without good cause acceptable to the Board of Directors shall be deemed to have resigned.

5.6.2 Removal. One or more Directors may be removed at the recommendation of the Board of Directors whenever, in its judgment, the best interests of AHIMA would be served thereby. A Director may be removed by the affirmative vote of two-thirds (2/3) of the Professional Members voting by electronic ballot; provided that: (a) the number of Members casting votes would constitute a quorum if such action had been taken at a meeting, (b) voting remains open for at least twenty (20) days from the date the ballot is delivered, and (c) at least five (5) days prior to the effective date of such removal, a notice in writing of the proposed removal is delivered to all Professional Members. Removal of a Director 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.

5.7 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.

5.8 Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place, time and manner as shall be determined by the Board of Directors. The Board of Directors may provide the place, time and manner for the holding of additional regular meetings of the Board of Directors without additional notice. An Annual Meeting may be held at the same time and place and in the same manner 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/Chair or by Directors constituting a majority of the entire Board of Directors. The date, time and manner of such a special meeting of the Board of Directors shall be designated by the person or persons authorized to call the special meeting.

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 AHIMA. 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 AHIMA. 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 AHIMA. 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, states such objection at the outset, 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 approved in writing 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 a unanimous vote of the Board of Directors for all purposes. Written consents may be in electronic form to the extent permitted by applicable law.

5.15 Use of Electronic Meeting and Notice Resources. The Board of Directors of AHIMA, at its discretion, may allow any meeting of the Board to 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, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. 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 AHIMA, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending meetings of the Board of Directors or otherwise in connection with the performance of their duties as Directors. However, the Board of Directors may provide for payment by AHIMA of a reasonable stipend to the President/Chair and the President/Chair-elect in recognition of the time commitment to AHIMA required of service in these Officer positions. Directors may be compensated for their personal and professional services rendered to or on behalf of AHIMA if approved in advance by the Board of Directors and subject to compliance with AHIMA's conflicts of interest policy.

5.15 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 AHIMA shall consist of a President/Chair, a President/Chair-elect, a Secretary, and a Treasurer. The Board of Directors may also appoint such other Officers as, in its judgment, are necessary to conduct the affairs of AHIMA. 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 (2) or more Officers. The Board of Directors shall select and retain a Chief Executive Officer who shall serve as the chief staff executive of AHIMA.

6.2 Election and Term of Office. The President/Chair-elect of AHIMA shall be elected annually by the Professional Members. The President/Chair-elect shall assume the office of the President/Chair upon the expiration of the President/Chair's term of office or in the event of a

vacancy in the office (except as provided in this Section 6.2 below). Elections shall be by electronic ballot at a time and under procedures set forth in the AHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. The Secretary and Treasurer of AHIMA shall be elected annually by the Board of Directors from among the members of the Board. Officers shall take office in the month of January following their election. Each Officer shall hold office for one (1) year 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. Any vacancy of an Officer other than that of the President/Chair may be filled by the affirmative vote of a majority of the Board of Directors. Such Officer elected to fill the vacancy shall be elected for the unexpired term of his or her predecessor. The President/Chair-elect will automatically fill the vacancy of the President/Chair for the unexpired term and the term for which they would have served but for filling the vacancy; and in such event, the President/Chair-elect elected under this Section 6.2 to fill the unexpired term will not automatically become President/Chair at the end of such unexpired term.

6.3 Resignation and Removal.

6.3.1 Resignation. Any Officer may resign at any time by giving written notice of resignation to the Board of Directors, the President/Chair or Secretary of AHIMA. A resignation shall take effect upon receipt of the notice or upon any later time specified in the notice, and need not be accepted to be effective. Any Officer 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. Resignation as an Officer shall constitute resignation as a Director.

6.3.2 Removal. One or more Officers elected by the Professional Members may be removed at the recommendation of the Board of Directors whenever, in its judgment, the best interests of AHIMA would be served thereby. One or more Officers appointed by the Board of Directors may be removed by the Board of Directors, provided that removal as a Director has been made by an affirmative vote of two-thirds (2/3) of the Professional Members voting by electronic ballot. An Officer elected by the Professional Members may be removed by the affirmative vote of two-thirds (2/3) of the Professional Members voting by electronic ballot; provided that: (a) the number of Members casting votes would constitute a quorum if such action had been taken at a meeting, (b) voting remains open for at least twenty (20) days from the date the ballot is delivered, and (c) at least five (5) days prior to the effective date of such removal, a notice in writing of the proposed removal is delivered to all Professional Members. Removal of an Officer shall constitute removal as a Director. Removal of an individual as an Officer shall be without prejudice to the contract rights, if any, of the person so removed, but election of an Officer shall not of itself create contract rights.

6.4 Duties of President/Chair. The President/Chair shall be the chief elected officer of AHIMA. The President/Chair shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee. The President/Chair will determine, in consultation with the Chief Executive Officer, the regular agenda of all meetings of the Members, the Board of Directors, and the Executive Committee. The President/Chair 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, and perform such other duties as are inherent in the office of President/Chair or as authorized by the Board of Directors. The President/Chair must be a Professional Member of AHIMA as well as an AHIMA-approved certificant.

6.5 Duties of President/Chair-elect. The President/Chair-elect shall act in place of the President/Chair in the event of the absence of the President/Chair and shall exercise such other duties as may be delegated to the office by the Board of Directors. The President/Chair-elect must be a Professional Member of AHIMA as well as an AHIMA-approved certificant.

6.6 Duties of Secretary. The Secretary shall be official custodian of the records of AHIMA. The Secretary shall certify and cause to be kept at the principal office of AHIMA the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date, as well as a book of minutes of all meetings 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 or cause to be performed any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, 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 AHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of AHIMA, 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 AHIMA and a statement of the financial condition of AHIMA, and, after consultation with the Board, shall cause an annual audit of AHIMA's financial affairs to be conducted. The Treasurer shall perform, or cause to be performed, 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. The Treasurer shall also serve as the Chair of the Finance and Audit Committee, *ex officio* with vote.

6.8 Chief Executive Officer. The Chief Executive Officer (the "CEO") shall have the necessary authority and responsibility to operate AHIMA in all its activities subject to the policies and directions of the Board of Directors. The CEO shall undertake his or her duties in accordance with a job description approved by the Board of Directors. The CEO shall act as the duly authorized representative of AHIMA in all matters in which the Board of Directors has not formally designated some other person to so act. The CEO shall report periodically and as requested to the Board of Directors, and shall provide regular updates to Directors between Board meetings on AHIMA's activities and finances. The CEO is charged with continuous responsibility for the management of AHIMA, commensurate with the authority conferred on him or her by the Board of Directors and consistent with the expressed aims and policies of the Board of Directors. The CEO is responsible for the application and implementation of established policies in the operation of AHIMA. The CEO shall keep or cause to be kept appropriate records, and prepare or cause to be prepared all necessary reports, returns, filings, an operating budget, and financial statements. The CEO has been charged with overseeing, supervising, and administering the day-to-day management of AHIMA, including the oversight of other agents, employees or contractors of

AHIMA. The Board of Directors shall authorize reasonable compensation for the CEO. The CEO shall serve on the Board of Directors *ex officio* without vote.

ARTICLE VII
HOUSE OF DELEGATES

7.1 Purpose. The House of Delegates shall exist to govern the profession of health information by providing a forum for membership and to discuss, review, enhance profession-related issues and to establish and maintain professional standards of the membership. The House of Delegates advises the Board of Directors on matters of importance to the Professional and Student Members and Delegates of AHIMA and to the health information community at large. Core roles of the House of Delegates will include, but not be limited to, adopting and maintaining a code of ethics, adopting and maintaining standards governing the health information profession, and developing position statements and other professional papers. The House of Delegates also makes recommendations to the Board of Directors on policy and strategic direction for AHIMA as provided for herein. To fulfill its responsibilities to the Members and the Board, the House of Delegates shall participate in the development of and approve the Association's Mission and Vision. The House of Delegates shall have the authority to establish committees and similar bodies to address membership and professional issues, as well as rules and policies of House of Delegates operation, subject to the terms of these Bylaws.

7.2 Meetings. An Annual Meeting of the House of Delegates shall be held in conjunction with the AHIMA educational conference whenever possible. The Board of Directors shall determine the time and place and manner of an Annual Meeting. The date, time and method of other meetings, if any, shall also be determined by the Board of Directors or by a simple majority of the House of Delegates. The House of Delegates shall take advantage of technological resources available to AHIMA to facilitate communications and meetings throughout the year including the Annual Meeting of the House of Delegates. Specifically, meetings of the House of Delegates may be conducted electronically, either in lieu of or an as extension of an in-person meeting to the extent permitted by applicable law and as provided for in this Section. For purposes of this section a meeting is conducted electronically if through a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in person at the meeting.

7.3 Official Call. Written notice stating the place (or if by remote communications, manner), day, and hour of any meeting of the House of Delegates shall be provided to the membership of the House of Delegates not less than five (5) nor more than sixty (60) days before the date of the meeting. Notice of meetings of House of Delegates committees or other bodies shall be provided to their members not less than three (3) days before the date of the meeting.

7.4 Composition. The House of Delegates shall be composed of the delegates from Component Associations determined in accordance with Section 7.8. Each member of the House of Delegates shall have one (1) vote on matters before the House of Delegates that require a vote

and no proxies shall be permitted. Members of the Board of Directors of AHIMA shall also be voting members of the House of Delegates.

7.5 Speaker of the House of Delegates. The House of Delegates shall have a Speaker, whose function shall be to preside at any meeting of the House of Delegates and to serve as the primary liaison between the House of Delegates and the Board of Directors. The Speaker must be a Professional Member of AHIMA, an AHIMA-approved certificant, and a current or previous member of the House of Delegates. The Speaker shall serve, *ex officio* with vote, as a member of the Board of Directors for a term of one (1) year. The Speaker shall not be eligible for election as an Officer of the Board of Directors while serving as Speaker. Upon completion of the term as Speaker, the outgoing Speaker will serve as Past Speaker for a term of one (1) year. If the outgoing Speaker is unable or unwilling to serve as Past Speaker, then the Speaker, after consultation with the President/Chair, shall either appoint a previous Speaker to the role for the duration of the term or direct that the role would remain vacant for the duration of the term. The Past Speaker shall not serve as a member of the Board of Directors. During their term as Past Speaker, the Past Speaker shall be eligible for election as an At-Large Director for a term to begin after their term as Past Speaker.

7.6 Speaker-elect of the House of Delegates. The House of Delegates shall elect annually a Speaker-elect. The Speaker-elect must be a Professional Member of AHIMA, an AHIMA-approved certificant, and a current or previous member of the House of Delegates. The Speaker-elect shall act in place of the Speaker in the event of the absence of the Speaker and shall exercise such other duties as may be delegated to the office by the House of Delegates. The Speaker-elect shall serve a term of one (1) year and shall assume the office of the Speaker upon the expiration of the Speaker's term of office or in the event of a vacancy in the office.

7.7 Powers and Duties. The House of Delegates shall have primary responsibility and authority for establishing the position of AHIMA and taking action on the following matters:

(a) The standards governing the health information profession, including:

i. the AHIMA Code of Ethics;
ii. Power to alter, amend, or repeal the Bylaws of AHIMA, or to adopt new Bylaws;
iii. Standing rules of the House of Delegates; and
iv. Development of policy positions and best practices in health information

(b) Election of six (6) members of the AHIMA Nominating Committee in accordance with the process set forth in the AHIMA Policy and Procedure Manual.

(c) In collaboration with the Board of Directors, develop and approve the Association's Mission and Vision.

(d) Any other matters put before the House of Delegates by the AHIMA Board of Directors for final consideration and action.

7.8 Election. Delegates from each Component Association shall be elected by and from the Professional Members of such Component Association.

(a) Apportionment. The apportionment of delegates shall be based on the number of Professional Members in good standing of the Component Association duly registered in its records at the close of business on December 31st of the prior year. Each Component Association shall be entitled to one (1) delegate in the House of Delegates for every 100 Professional Members. For purposes of this section, a remainder in excess of a group of 100 Professional Members shall be rounded up and counted as an additional group of 100 members. For example, a Component Association with 100 members would be entitled to one (1) delegate; a Component Association with between 101 and 200 members, inclusive, would be entitled to two (2) delegates; and a CA with 201 members would be entitled to three (3) Delegates. However, no Component Association shall be entitled to more than five (5) delegates.

(b) Term of Office. In states with two (2) or more delegates, the term of delegates shall be for two (2) years. In such states, the terms of office of delegates shall be staggered to maintain continuity in the House of Delegates and in Component Association delegations. In states with only one (1) delegate, the term of office may be one (1) or two (2) years as determined by the Component Association. Component Associations shall make provision for filling delegate vacancies.

7.9 Quorum and Manner of Acting. Delegate representation of at least one (1) delegate from at least one-third (1/3) of the Component Associations shall constitute a quorum for the House of Delegates. The affirmative vote of a majority of the delegates present and voting at a meeting at which a quorum is present shall be necessary for the adoption of any matter to be acted upon or to be recommended to the AHIMA Board of Directors unless otherwise required by law or in these Bylaws. Any requests from among the delegates for discussion of or action on new business shall be made to the Speaker of the House of Delegates in writing at least thirty (30) days prior to any meeting of the House of Delegates at which such business would be proposed. The Board of Directors may propose new business to the House of Delegates without prior notice. In the event new business is presented by a delegate at a meeting of the House of Delegates without at least thirty (30) days prior written notice, the affirmative vote of two-thirds (2/3) of the delegates present and voting shall be required to take up the new business and to pass any such new business items.

7.10 Action by Ballot. Any action required or permitted to be taken at a meeting of the House of Delegates, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the Delegates entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Delegates casting votes (or such larger number as may be required by these Bylaws); provided, that the number of Delegates casting votes would constitute a quorum if such

action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered, unless otherwise required by law. Additionally, such an action shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the Delegates entitled to vote with respect to the subject matter of the vote.

ARTICLE VIII
COMMITTEES

8.1 Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate one or more committees to carry on authorized activities of AHIMA. Committees may be formed on an ad hoc basis for a defined period of time or effort as provided for in the resolution. The President/Chair-elect shall approve the appointment of select members and the chairs of all committees, unless otherwise specified herein. Committee Chairs must be Professional Members of AHIMA. The President/Chair shall be an *ex officio* member of any committees without the right to vote unless otherwise provided for in a resolution or in these Bylaws. The President/Chair-elect 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. The Chief Executive Officer shall arrange for the staff of AHIMA to provide sufficient support for each committee to enable it to discharge its duties.

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 the approval of the Board of Directors or House of Delegates;

(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, consolidation, or dissolution;

(f) employ or discharge from employment the Chief Executive Officer of AHIMA; or

(g) amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Diversity, equity, and inclusion are core values of AHIMA 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 AHIMA. This includes, but is not limited to, fostering links between AHIMA and other organizations serving various underrepresented populations, and reviewing AHIMA's programs, publications, and initiatives to assure multi-cultural sensitivity and inclusivity.

There shall at all times be standing committees as set forth in Sections 8.2-8.6 with duties as is outlined by those sections or otherwise delegated to the committees by the Board of Directors as may be permitted by law or these Bylaws.

8.2 Executive Committee. The Executive Committee shall be comprised of the President/Chair, the President/Chair-elect, the immediate Past President/Chair, 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 AHIMA that lawfully may be exercised by the Executive Committee, except as specified in Section 8.1. The Executive Committee shall make a report and recommendations to the Board of Directors regarding the compensation and benefits of AHIMA's Chief Executive Officer and, as necessary and appropriate, for the senior staff. 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 Finance and Audit Committee. The Finance Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair-elect. The Treasurer shall serve as the Chair of the Committee. While serving on the Finance and Audit Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from AHIMA; or (b) have participated in any other transactions with AHIMA in which he or she has a financial interest within the previous year. The Finance and Audit Committee shall be responsible for oversight of the financial operations of AHIMA.

The Committee shall undertake the following responsibilities:

(a) Review, discuss and recommend changes to the proposed annual AHIMA budget and submit for approval to the Board of Directors;

(b) Review, discuss and accept the monthly financial statements for AHIMA;

(c) With the assistance of the Vice President, Financial Services, or equivalent senior financial personnel, present AHIMA's financial statements to the Board of Directors for approval at each meeting;

(d) Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary;

(e) Monitor the investments of AHIMA and develop and recommend to the Board of Directors' approval of changes to AHIMA's investment and endowment policies as appropriate;

(f) Be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by AHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee; and

(g) Establish procedures for: (a) the receipt, retention, and treatment of complaints received by AHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of AHIMA of concerns regarding questionable accounting, auditing or other financial matters.

8.4 Governance Committee. The Governance Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair-elect. The Speaker of the House of Delegates shall serve as a member of the Committee, *ex officio* with a vote. The Governance Committee shall be responsible for oversight of the Board of Directors' governance activities and Board development. The Committee shall undertake the following responsibilities:

(a) Orientation for new members of the Board of Directors;

(b) Ongoing Board development, leadership development, and self-assessment;

(c) Regular review of AHIMA's Bylaws to ensure compliance with law and suitability for the needs of AHIMA, and preparation of proposed amendments to the Bylaws and Articles of Incorporation when necessary and appropriate;

(d) Monitoring of compliance by the Board of Directors with applicable law and best practices for nonprofit organizations;

(e) Making recommendations to the Board of Directors regarding the removal of Directors from the Board;

(f) Monitoring compliance by Directors with AHIMA's conflict of interest policy, reviewing disclosure statements submitted by Directors, and addressing any conflicts of interest consistent with the policy and reporting actions taken on conflicts of interest to the Board of Directors, and where appropriate requesting further action of the Board of Directors in accordance with the policy; and

(g) Recommending and overseeing procedures for the evaluation of the job performance of the Chief Executive Officer of AHIMA and, as necessary, for succession planning for the Chief Executive Officer.

8.5 Nominating Committee. The Nominating Committee shall be comprised of nine (9) members. Six (6) members shall be elected by the House of Delegates in accordance with the AHIMA Policy and Procedure Manual and shall serve for a two (2)-year term. Two (2) members will be appointed by the Board of Directors, one (1) each year, and shall serve for a two (2)-year term. The Chair of the Committee shall be appointed by the President/Chair-elect of the Board of Directors, subject to the approval of the Board of Directors, and shall serve for a one (1)-year term. The Chair and the members of the Committee must be Professional Members of AHIMA. The Chief Executive Officer or designee shall not attend Committee meetings but shall be available to the Committee Chair upon request to provide background information on candidates or other information to aid in the Committee's decision-making or to ensure a smooth technical process. The Committee shall identify and recruit qualified individuals to serve on the Board of Directors and as Officers of AHIMA. The Committee shall nominate for election by the Professional Members in accordance with Section 5.2 candidates for open Director and Officer positions, and certain candidates for the CEE and for CCHIIM in accordance with the terms of the CCHIIM Operating Code. The Committee shall ensure that no position on the ballot is uncontested.

ARTICLE IX
AFFILIATES

9.1 Affiliates. AHIMA may from time to time organize affiliates to carry on activities related to the mission and purposes of AHIMA. 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 AHIMA, or in which AHIMA 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 AHIMA, such action may be taken by the Board of Directors or, if so delegated, by the Chief Executive Officer of AHIMA.

ARTICLE X
INTEGRATED COMMISSIONS, ADVISORY BODIES AND NON-BOARD COMMITTEES

10.1 Integrated Commissions, Advisory Bodies, and Non-Board Committees. Integrated commissions (those that do not have legal status separate from AHIMA), advisory bodies, or non-board committees of AHIMA may be established and dissolved by the Board of Directors. An integrated commission, advisory body, or non-board committee may or may not have Directors as members. Integrated commissions, advisory bodies, and non-board committees may not act on behalf of AHIMA or bind it to undertake any action unless approved or delegated by the Board of

Directors. Such entities may be standing or they may be time or purpose delineated by the Board. Integrated commissions may have additionally delineated purposes, powers, duties, and process set forth in these Bylaws as is necessary to satisfy relevant accrediting bodies.

10.2 Professional Ethics Committee. The Board President/Chair shall annually appoint members to serve on a Professional Ethics Committee to consider and take action as appropriate on formal complaints filed against AHIMA Members and/or AHIMA certificants, for reasons including, but not limited to, violation of AHIMA's Bylaws, the Code of Ethics, the Standards for Initial Certification, and the Standards for Maintenance of Certification. The Committee shall review and recommend to the House of Delegates revisions to the AHIMA Code of Ethics. The Committee shall be comprised of from five (5) to seven (7) Professional Members in good standing. The President/Chair-elect shall appoint the Chair of the Committee, with the approval of the Board of Directors, to serve for a term of one (1) year. Rules establishing a review and hearing process and an appeal process for matters before the Committee, and available disciplinary action, shall be set forth in the AHIMA Policy and Procedure Manual.

ARTICLE XI
COMMISSION ON CERTIFICATION FOR HEALTH INFORMATICS AND INFORMATION MANAGEMENT

11.1 Commission on Certification for Health Informatics and Information Management:

(a) Purpose. The Commission on Certification for Health Informatics and Information Management ("CCHIIM" or the "Commission") shall exist to serve the public by establishing, implementing and enforcing standards and procedures for certification and recertification of health informatics and information management professionals.

(b) Powers and Duties. The Commission shall exist as an independent body within AHIMA; however, for tax, fiscal, and other administrative purposes, the Commission shall be considered an AHIMA function. The Commission has sole and independent authority in all matters pertaining to the certification and recertification activities of health informatics and health information professionals. In sponsoring the Commission, AHIMA shall act consistently with the accreditation standards and related requirements of any and all relevant third-party accreditation systems. The policies and procedures for the operation of the Commission shall be set forth in the AHIMA CCHIIM Operating Code and in such other ancillary documents as the Board of Directors and the Commission shall deem appropriate.

(c) Composition and Election. The Commission shall consist of no fewer than fifteen (15) voting members. AHIMA shall be represented on the Commission by Professional Members of AHIMA, that are AHIMA-approved certificants, who shall be elected to the Commission by the membership of AHIMA. Elected AHIMA Professional Members shall, as closely as possible, constitute forty percent (40%) of the Commission members. At least one (1) voting member of the Commission shall be a consumer or member of the public. The policy and procedures for composition and election of the Commission shall be set forth in the CCHIIM Operating Code.

(d) Governance. The policies and procedures for governance of CCHIM shall be set forth in the CCHIIM Operating Code.

ARTICLE XII
COMPONENT ASSOCIATIONS

12.1 Organization. A Component Association (CA) shall be organized by state. Notwithstanding the foregoing, one or more CAs may combine to represent multiple states if agreed upon by the members of the CAs and approved by the AHIMA Board of Directors. Organizations in the Commonwealth of Puerto Rico, the District of Columbia, and in the territorial possessions of the United States shall be considered as eligible for CA affiliations. No AHIMA member may belong concurrently to more than one CA. At the time of annual dues payment, each AHIMA member shall designate one CA for affiliation.

12.2 Purpose. The purpose of a Component Association shall be to promote the mission and purpose of AHIMA in its state.

12.3 Membership. The membership of a Component Association shall be comprised of two types of AHIMA members: Professional and Student. Only Professional Members shall have voting privileges in a Component Association.

12.4 Governance. A Component Association shall be governed in accordance with the bylaws of the Component Association and shall enter into an Affiliation Agreement provided to it by AHIMA. The bylaws of each Component Association and all amendments thereto shall be submitted for review to the AHIMA staff on behalf of the Board of Directors before adoption. The bylaws shall conform with the provisions governing Component Associations as provided for in these Bylaws and in the AHIMA Policy and Procedure Manual.

12.5 Representation. Component Associations shall elect Professional Members to represent them in the House of Delegates of AHIMA as provided in Section 7.8.

12.6 Dues Payment to Component Associations. Twenty percent (20%) of the annual AHIMA member dues collected from the members of each Component Association by AHIMA shall be paid annually in monthly increments to such Component Association for use in carrying out the purposes of AHIMA.

ARTICLE XIII
CONTRACTS, CHECKS, AND DEPOSITS

13.1 Contracts. The Board of Directors may authorize any officer or agent of AHIMA, 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 AHIMA. Such authority may be general or confined to specific instances.

13.2 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 AHIMA shall be signed by the officer or agent of AHIMA so designated and in the manner so determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments shall be signed by the Chief Executive Officer of AHIMA.

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

ARTICLE XIV
FISCAL YEAR

14.1 Fiscal Year. AHIMA shall determine its fiscal year from time to time by resolution of the Board of Directors.

ARTICLE XV
BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS

15.1 Books and Records. AHIMA 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 at the principal office of AHIMA a record of the names and addresses of the Directors. All books and records of AHIMA may be inspected by any Director at any reasonable time.

15.2 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 any communication transmitted or received through electronic means to the extent permitted by applicable law and in accordance with the AHIMA Policy and Procedure Manual.

ARTICLE XVI
INDEMNIFICATION

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

ARTICLE XVII
LOANS AND CONFLICTS OF INTEREST

17.1 Loans. No loans shall be made by AHIMA to its Directors or Officers.

17.2 Conflicts of Interest Policy. The Board shall adopt and abide by a conflicts of interest policy to protect AHIMA'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 AHIMA. 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 XVIII
AMENDMENTS

18.1 Adoption of Amendments. The power to alter, amend, or repeal the Bylaws of AHIMA, or to adopt new bylaws, is vested in the House of Delegates. The affirmative vote of a two-thirds (2/3) majority of the votes of the House of Delegates cast at a meeting at which a quorum is present shall be sufficient to effectuate such action. A proposal to the House of Delegates to amend the Bylaws may be initiated by the Board of Directors, a Component Association, and/or any Professional Member at any time that is at least sixty (60) days prior to the House of Delegates meeting at which a vote on the proposal is to be taken. AHIMA's internal review shall be completed, and compilation of all proposal(s) shall be sent to the HOD members within 30 days prior to the House of Delegates meeting at which a vote on the proposal(s) is to be taken. In the absence of such prior notice, the House of Delegates may still consider a proposal to amend the Bylaws upon the affirmative vote to do so of a two-thirds (2/3) majority of the votes of the House of Delegates 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 House of Delegates cast at such meeting.

18.2 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, AHIMA may restate the Bylaws in their entirety as amended.

Amended and Restated: October 4, 2026 by the House of Delegates