

CENTRAL AND SOUTHERN OHIO AFFILIATED CHAPTER HIMSS

BY-LAWS

ARTICLE I NAME AND PRIMARY SERVICE AREA

Section 1.1 Name. The name of the Chapter shall be the **CENTRAL AND SOUTHERN OHIO HIMSS (“CSOHIMSS”)**, hereinafter identified to as the “Chapter” an affiliated chapter of the Healthcare Information and Management Systems Society (“HIMSS”).

Section 1.2 Location. The address shall be 52 Westerville Sq, Suite 310, Westerville, Ohio 43081.

Section 1.3 Territory. The primary service area of the **CENTRAL AND SOUTHERN OHIO HIMSS** shall be Central and Southern Ohio. Adams, Allen, Athens, Auglaize, Belmont, Brown, Butler, Champaign, Clark, Clermont, Clinton, Columbian, Coshocton, Darke, Delaware, Fairfield, Fayette, Franklin, Gallia, Guernsey, Hamilton, Harrison, Highland, Hocking, Holmes, Jackson, Jefferson, Knox, Lawrence, Licking, Logan, Madison, Marion, Meigs, Mercer, Miami, Monroe, Montgomery, Morgan, Morrow, Muskingum, Noble, Perry, Pickaway, Pike, Preble, Ross, Scioto, Shelby, Tuscarawas, Union, Vinton, Warren, Washington.

Membership to persons outside of this area may be accorded by the Chapter, should a request be received.

ARTICLE II PHILOSOPHY, OBJECTIVES, AND PURPOSE

Section 2.1 Philosophy. This Chapter shall be based on the concept that an organized exchange of experiences among members and with other organizations can promote a better understanding of the existing principals of health care information and management systems. In addition, this Society shall promote the development of new principals for improving health care information and management systems and assist its members in their professional growth.

Section 2.2 Objective. The general objective of this Chapter shall be to promote professional approaches to the operation, development, and improvement of health care information and management systems that support provision of high-quality patient care at the lowest practicable costs.

Section 2.3 Purposes. This Chapter exists for the purposes of:

(a) Planning and scheduling meetings which would provide chapter members and other interested persons an opportunity to share ideas and exchange experiences in the field of health care information and management systems;

(b) To assist members of this society and others in developing their knowledge, increasing their effectiveness, and maintaining high-quality standards of performance through continuing education;

(c) Planning and conducting training and educational programs designed to promote an understanding of information and management systems work in health care;

(d) Develop and maintain appropriate relationships with other local and national associations and societies concerned with the improvement of information and management systems.

ARTICLE III MEMBERSHIP

Section 3.1 Eligibility. Membership in the chapter shall be available to all individuals who are active and/or interested in the field of health care information and management systems, and agree to abide by the HIMSS Code of Ethics and Chapter Bylaws.

Section 3.2 Establishment of Membership. Membership in this Chapter shall become effective when a completed formal application and when designated dues payment has been received by HIMSS.

Section 3.3 Types of Membership. Membership in this chapter shall be;

3.3.1 Regular Member. Regular membership shall be defined as the category for persons engaged in and/ or interested in the field of health care information and management systems. Membership in the National Organization automatically includes membership in the local chapter.

3.3.2 Student Member. Student membership shall be defined as the category for persons who are engaged in formal full-time study to become active in the field of health care information and management systems. Student members shall be afforded all privileges of regular members except the rights to vote or to hold office unless the chapter has been deemed a University/College Chapter of HIMSS in which case, all privileges will apply.

3.3.3 Member Emeritus (optional). Member emeritus shall be defined as the category for persons interested in the fields of health care information and management systems whose age, past contributions to this Chapter, employment status, and other criteria as established by the Board of this Chapter warrants emeritus distinction. A member emeritus shall be afforded all privileges of regular members except the right to hold elective office.

3.3.4 Chapter Only Membership. Chapter only membership shall be defined as the category for persons engaged in and/or interested in the field of health care information and management systems on the local level only. The national organization shall determine dues structure and member benefits.

3.3.5 Organizational Affiliate Membership. The HIMSS Organizational Affiliate program is a new membership category for healthcare providers. It offers the highest-quality of healthcare IT education, professional development resources and networking opportunities for all levels -- from senior management to entry level staff. Designed to help you save costs, this program, allows your employees to leverage the full benefits offered through HIMSS Individual Membership, plus complimentary registrations and discounts to HIMSS events, 24/7 access to online education through HIMSS eLearning Academy, and more.

3.3.6 Corporate Membership. Corporations and vendor companies can join HIMSS to receive a variety of great benefits, including 10-25 individual memberships for employees. There are three price levels to meet the needs of your budget.

3.3.7 Affiliate Membership. Affiliate Membership is designed for non-profit associations and professional organizations that share HIMSS' objectives to transform healthcare through the effective and efficient implementation of information technology. Affiliate Membership is available to qualifying organizations at no cost.

Section 3.4 Termination of Membership.

3.4.1 Resignation. A member may at any time, in writing resign from this Chapter.

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

3.4.3 Nonpayment of Dues. Membership shall be terminated for nonpayment of dues at a time consistent with, and in accordance with, the policies and procedures of this chapter.

ARTICLE IV DUES AND DONATIONS

Section 4.1 Dues. Dues are distributed by HIMSS National for both National HIMSS members, Organizational Affiliate members and Local Only members.

Section 4.2 Disposition of Dues. All dues paid to the Chapter shall become the property of the Chapter and shall be used for the Chapter. No portion of the dues paid by any member shall be refundable because his or her membership is terminated for any reason.

Section 4.3 Donations. Any funds or property that may be donated to further the work or programs of the Chapter shall become the property of the Chapter and shall be used for the purpose designated by the donor if specified, or otherwise as determined by the Chapter.

ARTICLE V

PUBLICATIONS

Section 5.1 Publications. The Chapter may publish such newsletters, articles, books, journals, and similar materials as the Board determines are necessary and desirable. Electronic access via a web site on the internet shall be maintained. At minimum, four times a year the chapter newsletter will be published and posted on the web site.

ARTICLE VI MEETINGS OF MEMBERS

Section 6.1 Business Meetings. The Chapter shall conduct an annual business meeting and such other meetings of members as determined by the Board.

Section 6.2 Notice of Meetings. The membership shall be notified by traditional and/or electronic communications of annual or special meetings not less than 30 days prior to the date of the meeting.

Section 6.3 Meetings of Members. The Board shall adopt the initial rules and regulations for conducting the meetings of the Chapter and may amend from time to time by a majority vote of eligible members present and voting at a scheduled meeting. These regulations shall be in accord with Robert's Rules of Order Newly Revised (latest edition), when the later are not in conflict with these bylaws or the Articles of Incorporation of Chapter.

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

Section 6.5 Dispersed Meetings. The Chapter may conduct business requiring membership approval by teleconference and/or electronic mechanisms.

Section 6.6 Eligibility to Vote. Only regular members and members emeritus shall have the right to vote. Members may not vote by proxy.

Section 6.7 Business Meeting Quorum. A Quorum shall consist of a majority of the Chapter Board.

Section 6.8 Manner of Acting. Except as otherwise specified herein, the affirmative vote of a majority of eligible voting members present in person at a meeting at which a quorum is present, or in the case of mail votes, the affirmative vote of a majority of valid votes returned, shall constitute an act by the members.

Section 6.9 Mail Votes (Dispersed Meetings). Voting in dispersed meetings shall require that ballots be returned in a period of time consistent with the medium used to transmit and return the ballots. Voting may occur via mail, fax, or other electronic mechanisms.

ARTICLE VII
CHAPTER DIRECTIVES AND ADMINISTRATION

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

Section 7.2 Administration. The Administration of this Chapter shall be managed by an elected slate of officers that will be called the Board. The Board shall be elected from the general membership by the method of balloting. The Board shall have authority and responsibilities for supervising the general operation of the Chapter in meeting its purpose as stated in Article II, Section 2.3.

Section 7.3 Eligibility. The Officers of the Chapter must be a member of National HIMSS.

Section 7.4 Board Officers. The Board shall be made up of at least four (4) of the following officers:

7.4.1 CHAPTER PRESIDENT

The President is the lead officer of a HIMSS chapter and is responsible for calling and presiding at chapter board meetings as well as providing direction and coordination to other officers, members of the chapter board and the members of the chapter.

Description:

Exercise executive leadership and supervision over all business affairs and activities of the chapter. Act as chair of the chapter board of directors.

Responsibilities:

1. Preside at all regular meetings of the chapter board of directors and the membership.
2. Establish the agenda and schedule for all regular and special meetings of the chapter board of directors and the membership.
3. Execute contracts and other instruments on behalf of the chapter with the secretary and/or treasurer or any other designated officer, as duly authorized by the board of directors.
4. Authorize all expenditures of chapter funds with approval of the board of directors.
5. Appoint chairs and members of all standing committees and special task forces, subject to chapter board ratification.

6. Facilitate the annual chapter self-evaluation and audit of activities, including a review of standing committees and special task forces.
7. Serve as the primary liaison with HIMSS national and attend necessary programs and meetings in support of on-going HIMSS/chapter relations.
8. Act as chief representative of the chapter to external audiences, organizations and agencies, including the community at large.
9. Ensure compliance with all reporting obligations to federal and state governments and to HIMSS.
10. Conduct a year-end transition meeting with the outgoing and incoming chapter board of directors.
11. Maintain a chapter president's book of chapter records, correspondence, activities and records to be transferred to the incoming chapter president.
12. Perform any other non-specified duties necessary to further the business of the chapter as duly authorized by the chapter board of directors.

Term of Office:

One (1) year

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.
3. Ability to attend in-person the HIMSS Annual Chapter Leadership Workshop.

7.4.2 CHAPTER VICE PRESIDENT/TREASURER

The vice president/treasurer generally assists and fills in for the president, as needed. The combination of the vice president/treasurer position helps to ensure a smooth leadership transition as the future president gains experience in a leadership role prior to becoming president, as well as becoming familiar with the financial status of the chapter and the flow of cash in/out of the organization. It is recommended that HIMSS chapters utilize the combined vice president and/or president-elect officer position. As Treasurer, the individual acts as the chief financial officer of the chapter and manages all cash, bank accounts and financial records for the chapter. This includes recording and depositing program fees, issuing and signing checks for approved expenses and obtaining the signature of a co-signer, preparing regular financial reports, filing any reports required by federal or state government, ensuring that annual budgets are prepared and monitored, and obtaining audits, as required.

Description:

1. Assists the chapter president in conducting the business affairs and activities of the chapter through special assignments and duties delegated at the direction of the president and/or the board of directors.
2. Presides at regular meetings of the chapter board of directors and the membership in the absence of the chapter president. Assumes the office of the

president upon conclusion of the one-year term as vice president/treasurer
May be required to complete the unfulfilled term of the current chapter
President due to resignation or special circumstances.

3. The treasurer shall have charge of and responsibility for all funds and securities of the HIMSS chapter, including oversight of deposits and disbursements. Duties shall be conducted in conformance with the approved budget, chapter's fiscal policies and any financial decisions previously made by the chapter board of directors. The treasurer ensures that regular financial reports are presented to and interpreted for the chapter board of directors and national HIMSS.

Responsibilities:

1. Attend all regular and special meetings of the chapter board of directors and the membership, and notifies the chapter president if unable to attend.
2. Preside over any regular and special meetings of the chapter board of directors or the membership in the event of the chapter president's absence.
3. Establish and manage an efficient system for securing the deposit and disbursement of chapter funds and investments.
4. Maintain all key documents and periodic financial records related to chapter funds and investments.
5. Prepare a proposed budget for review, modification and final approval by the chapter board of directors.
6. Monitor income and expense activity relative to the approved chapter budget, and makes appropriate recommendations to adjust for any variances.
7. Prepare and present regular and/or annual financial reports for the chapter board of directors and HIMSS National.
8. Prepare and submit necessary documents to comply with federal and state tax requirements.
9. Maintain a treasurer's book of chapter records, correspondence and activities to be transferred to the incoming treasurer.
10. Perform any other non-specified duties necessary to further the business of the chapter as duly authorized by chapter president and/or the chapter board of directors.

Term of Office:

One (1) year

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.
3. Ability to attend the HIMSS Chapter Presidents' Leadership Training Workshop offering.

7.4.3 **PAST PRESIDENT**

Immediate past presidents are sometimes retained on chapter boards of directors as officers to provide continuity. The past president is generally the most knowledgeable leader an organization has. That individual can provide answers as to why certain decisions were made or policies adopted, and offer counsel to the new president as needed.

Description:

The past president is an officer of the board of directors having completed duties as president of the chapter. The past president may participate in the recruitment of future officers and members of the board of directors by chairing or serving on the nominating committee.

Responsibilities:

1. Attend regular and special meetings of the chapter board of directors and the membership.
2. Offer information and guidance on recent decisions, plans and business of the chapter to provide continuity.
3. Help ensure smooth chapter leadership transitions by participating in the recruitment and identification of future chapter officers and board members by serving on or chairing the nominating committee.

Term of Office:

One (1) year

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Serves as immediate past chapter president.
3. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.4.4 **SECRETARY**

The Secretary is the officer who maintains the records and rosters for an organization. Duties generally include: taking minutes at regular and special chapter board meetings, sending out meeting notices and agendas accompanied by minutes--preferably two weeks in advance of chapter board meetings and maintaining an official board book/binder of all documents relating to official meetings (meeting notices, agendas, minutes and any material given to board members – treasurer’s reports, committee reports, program reports etc.).

Description:

Coordinate the arrangements and materials related to the chapter board of directors and the membership meetings. Records all actions of the chapter board and membership and prepares meeting minutes. Maintains a binder of approved

board meeting minutes, which form the permanent corporate record of the chapter.

Responsibilities:

1. Attend all regular and special meetings of the chapter board of directors and the membership, and notifies the chapter president if unable to attend so that an interim secretary can be assigned.
2. Support all regular and special meetings of the chapter board of directors and the membership
3. Receive calls and reports to the chapter president and board, on those board members unable to attend to specific board meetings.
4. Make necessary arrangements for conducting meetings, whether held in person or by conference call.
5. Record, prepare, and distribute the minutes.
6. Maintain a permanent binder containing notices, agendas, and related materials, in addition to the signed and approved minutes.
7. Sign corporate and financial documents where secretary signature is required.
8. Prepare or assists in the preparation of a regularly scheduled newsletter (if there is no newsletter/publications chair).
9. Maintains a Secretary's Book of chapter records, correspondence and activities to be transferred to the incoming Secretary.
10. Assist the President with both the creation and submission of the Chapter's Annual report to HIMSS National.

Term of Office:

One (1) year

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Section 7.5 Board Members. The Board will consist of following liaison positions:

7.5.1 PROGRAM CHAIR

The Program Chair provides leadership to the chapter board and program committee in developing plans for and implementation of educational and professional development offerings to the chapter's members and its broader healthcare audience.

Description:

Provide leadership to the program committee to develop annual educational, professional development and networking opportunities for chapter members and healthcare information professionals in the community.

Responsibilities:

1. Attend all regular meetings and special meetings of the chapter board of directors.
2. Provide leadership to the program committee in the design, creation and implementation of chapter professional education opportunities six hours or more, annually.
3. Collaborate with the treasurer and chapter board to develop the revenue and expense budgets for the planned annual educational events.
4. Work with communications chair and committee to market and publicize chapter educational and professional development offerings.

Term of Office:

One (1) year

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.5.2 COMMUNICATIONS CHAIR

The Communications Chair provides leadership to the chapter board and communications committee in exploring appropriate print and electronic communication vehicles to reach the chapter's targeted audiences

Description:

Provide leadership to the communications committee in the development of a strategy to communicate regularly with members and appropriate members of the healthcare community about chapter activities and membership.

Responsibilities:

1. Attend all regular meetings and special meetings of the chapter board of directors.
2. Collaborate with chapter president and board in recruiting committee members.
3. Provide leadership to committee and chapter board in the exploration of appropriate methods of communicating to chapter members, prospective members, and the healthcare community about the chapter.
4. Ensure that chapter communicates through selected vehicles or media at least four times a year.
5. Ensure ongoing production of print or electronic newsletters, bulletins, educational event notices or brochures, and other communications, as appropriate.
6. Collaborate with program chair/committee and board in creating annual plan and budget to meet chapter's communication needs.

7. Work with treasurer to develop annual communications budget.

Term of Office:

One (1) year

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, good written and oral communication skills, and knowledge of appropriate media, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.5.3 MEMBERSHIP CHAIR

The Membership chair provides leadership to the chapter board and membership committee in developing member recruitment and retention activities, setting annual membership goals, and evaluating member satisfaction.

Description:

Provide leadership to the membership committee in the development of annual recruiting, retention and benefits plans for members.

Responsibilities:

1. Attend all regular meetings and special meetings of the chapter board of directors.
2. Collaborate with chapter president and board in recruiting committee members.
3. Prepare or assists in the preparation of regular membership reports and presents them to the chapter board of directors.
4. Ensure that a membership recruitment and application packet is prepared and adequate copies are stocked and available at public chapter programs.
5. Maintain documentation of committee minutes or meeting report plus any other pertinent correspondence, materials created contracts, or lists of vendor relationships. Passes documentation to next committee chair.

Term of Office:

Two (2) years

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.5.4 SPONSORSHIP CHAIR

The Sponsorship chair provides leadership to the chapter board and Sponsorship committee in developing sponsor recruitment and retention activities, setting annual Sponsorship goals, and evaluating sponsor satisfaction.

Description:

Provide leadership to the Sponsorship committee in the development of annual recruiting, retention and benefits plans for members.

Responsibilities:

1. Attend all regular meetings and special meetings of the chapter board of directors.
2. Collaborate with chapter president and board in recruiting committee members.
3. Prepare or assists in the preparation of regular Sponsorship reports and presents them to the chapter board of directors.
4. Ensure that a Sponsorship recruitment packet is prepared and available at public chapter programs.
5. Maintain documentation of committee minutes or meeting report plus any other pertinent correspondence, materials created contracts, or lists of vendor relationships. Passes documentation to next committee chair.

Term of Office:

Two (2) years

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.5.5 SCHOLARSHIP CHAIR

The Scholarship chair provides leadership to the chapter board and Scholarship committee in developing and maintaining a scholarship process that encourages eligible students to apply for the award offered on an annual basis.

Description:

Provide leadership to the Scholarship committee in the development of annual communication to, application review, and selection of annual chapter scholarship award recipients.

Responsibilities:

1. Attend all regular meetings and special meetings of the chapter board of directors.

2. Collaborate with chapter president and board in recruiting committee members to determine the application timeframe, review applications and select scholarship recipients.
3. Prepare or assists in the preparation of regular Scholarship reports and presents them to the chapter board of directors.
4. Ensure that a Scholarship application packet is prepared and available at public chapter programs.
5. Communicates with the department chairpersons at each of the academic institutions in the chapter's catchment area that would have students eligible for the scholarship.
6. Coordinates the award ceremony for the recipient(s) at a public chapter function.
7. Maintain documentation of committee minutes or meeting report plus any other pertinent correspondence, materials created contracts, or lists of vendor relationships. Passes documentation to next committee chair.

Term of Office:

Two (2) years

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.5.6 GOVERNMENT ADVOCACY CHAIR

The Government Advocacy chair provides leadership to the chapter board and Government Advocacy committee to identify issues on a regional/state/national level that the chapter can get involved to advance the cause of healthcare information technology.

Description:

Provide leadership to the Government Advocacy committee in the identification of advocacy efforts for the chapter.

Responsibilities:

1. Attend all regular meetings and special meetings of the chapter board of directors.
2. Collaborate with chapter president and board in recruiting committee members to determine the issues to be pursued by the Government Advocacy Committee.
3. Prepare or assists in the preparation of regular Government Advocacy reports and presents them to the chapter board of directors.

4. Ensure that a Government Advocacy application packet is prepared and available at public chapter programs.

Term of Office:

Two (2) years

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.5.7 PUBLIC RELATIONS CHAIR

The Public Relations chair provides leadership to the chapter board and Public Relations committee in developing and maintaining a positive image of the chapter to all public constituencies.

Description:

Helps The Chapter and its public adapt mutually to each other. The essential functions of research, planning, communications dialogue and evaluation are included. The position recognizes that all organizations have multiple publics from which they must earn consent and support.

Responsibilities:

1. Build a public relations plan for the chapter that will build awareness about the chapter and its programs.
2. Provide credible and objective information on healthcare information technology in the chapter's membership area.
3. Give the chapter a regular and cost-effective option to market its programs and activities.
4. Create regular media exposure for the chapter's efforts.
5. Build relationships with the media which will garner more exposure and coverage for the chapter's stories and events.
6. Utilize new HIMSS public relations guide. Compose press releases for local newspapers, publications, associations, ODH, OHA, OHIMA, etc.
7. Promote Spring/Fall Conferences, National Luncheon, State Advocacy Day and/or any other events.
8. Will compose and/or coordinate mailing lists for existing groups of potential members, and new groups of potential members such as Compliance auditors, advocacy groups, political group/personnel, etc. Will coordinate mailing list to organizations not represented in HIMSS such as rural hospitals

Term of Office

Two (2) Years

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

7.5.8 MEMBER AT LARGE.

The board reserves the right to add or delete special interest group liaisons as the industry dictates and interest exists.

7.5.9 HIE Liaison

The CSOHIMSS Chapter HIE Roundtable Liaison provides a vital communication link between CSOHIMSS and local HIE, Ohio HIE and National HIE activities. The Liaison attends meetings of the National HIMSS Chapter Liaison Roundtable. They coordinate efforts with the HIMSS HIE Steering Committee, HIMSS State Advocacy efforts and National HIMSS Advocacy program.

Description:

Provide a vital communication link between CSOHIMSS and local HIE, Ohio level HIE and National HIE activities. Attend meetings of the National HIMSS Chapter Liaison Roundtable and coordinate efforts with the HIMSS HIE Steering Committee, HIMSS State Advocacy efforts and National HIMSS Advocacy program.

Responsibilities:

1. Participate on the monthly HIMSS Chapter HIE Liaison Roundtable call and report to the CSOHIMSS Board.
2. Promote the HIE Roundtable sessions with CSOHIMSS members.
3. Create inventory of HIE activities in the CSOHIMSS region and post to the CSOHIMSS website.
4. Monitor HIE activities at the CSOHIMSS, Ohio and National levels.
5. Coordinate with OHIP and the other HIE activities in Ohio related to ARRA and identify volunteer opportunities.
6. Participate in HIMSS public comment periods with the HIE Roundtable.
7. Promote other HIMSS HIE activities to CSOHIMSS members
8. May attend regular meetings and special meetings of the CSOHIMSS Board of Directors.

Term of Office:

Two (2) years

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.
3. Should be actively participating in HIE activities at a local, state of Ohio, National or International Level.

Section 7.6 Meetings and Procedures.

7.6.1 Meetings. Regular meetings of the Board shall be held at least six (6) times during a year at such time and place as the President may determine. Special meetings of the Board may be held upon the call of the President or any two (2) Chapter officers.

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

7.6.3 Notice of Board Meeting. Notice of all regular and special meetings shall be provided by traditional and/or electronic mechanisms to each officer at least three (3) days prior to the date of such meeting, unless otherwise required by provisions of law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed, properly addressed envelope, first class postage prepaid. If sent by courier, such notice shall be considered to be delivered when placed in the hands of the courier in a sealed, properly addressed envelope. If sent by facsimile or e-mail, such notice shall be considered delivered when transmitted to the proper facsimile number or e-mail address of the Board member. Neither the business to be transacted at, nor the purpose of any regular meeting to be held, need be specified in the notice. The purpose of any special meeting shall be specified in the notice, but business transacted at a special meeting shall not be limited.

7.6.4 Waiver of Notice. Notice of the time, place, and purpose of any meeting of the Board may be waived by traditional and/or electronic mechanisms either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute waiver of notice of such meeting.

7.6.5 Meeting by Conference Telephone. Some or all members of the Board or of any committee of the Board may participate in any act at any meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, provided that a majority of such members consent in advance to such telephone communications. Telephone participation in such a meeting shall constitute attendance at the meeting of the person or persons so participating by telephone.

7.6.6 Action of the Board. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Board members present in person at a meeting at which a quorum is present, shall be the action of the Board. The Board may not vote by proxy. In the event of a tie vote, the President shall break the tie.

7.6.7 Action Without a Meeting. Any action of the Board that may be taken at a meeting of the Board Officers may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Officers entitled to vote with respect to the subject thereof. A consent may be executed in one or more counterparts, all of which together constitute one unanimous consent of the Board. The secretary shall file the consent with the minutes of the meetings of the Board. Such consent shall have the same force and effect as an unanimous vote and may be stated as such in any articles or documents filed with the State, as required by law.

Section 7.7 Term of Office. All terms of the Board members shall commence following their election. The tenure of elected officers shall be as specified in The Chapter By-Laws , commencing on the first day of the fiscal year.

Section 7.8 Vacancies. Vacancies on the Board may occur through written resignation, through a written notice of incapacitation that will prevent a Board member from completing his or her term, through forfeiture of or removal from office, or through succession to another Board position due to a vacancy. Candidates for any Board vacancies must meet all requirements for nomination to the Board positions as identified in these Bylaws. Vacant positions will be appointed by the president to complete the unexpired portion of the term. If the position of Vice President/Treasurer becomes vacant for any reason, the candidate to succeed the Vice President/Treasurer shall be selected from the existing officers/liaisons who have served in the preceding year. The candidate must have had at minimum one (1) year of experience with the board in either an officer or liaison position to be eligible. The candidate(s) shall be nominated by the Board, with election of the successor to be held by blind vote. If only one candidate is nominated, and he or she accepts this nomination, a voice vote will be taken to confirm/deny the nomination. The candidate selected will be aware that assuming this position places them in the order of succession as identified in bylaws Article 8.1.3 (Term Limits). If vacancies occur that are not covered by appointments, those vacancies shall require approval by two-thirds of the Board members.

Section 7.9 Orientation for New Board Members. New board members shall have a period of three (3) months to become oriented to operations of the board. Each new board member shall be appointed a reference person (experienced board member) to provide guidance during this period of orientation.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 8.1 Nominations for Officers of the Board.

8.1.1 The Nominating Process. The nominating process shall be conducted annually. The Nominating Committee shall bring forth the candidates for each position vacant. The candidates shall be designated to each of the Board positions available.

If during the course of the year the positions of Membership, Vice President/Treasurer, or President become vacant for any reason during the year, the rotating position can be filled through the election process. Already elected Board Officers will have the opportunity to move forward, without an election, into any vacant positions, in the order outlined in Section 8.1.3. Any remaining vacancies will be subject to vote of the membership.

The candidate to succeed the Vice President/Treasurer shall be selected from the existing officers/liaisons who have served in the preceding year. The candidate must have had at minimum one (1) year of experience with the board in either an officer or liaison position to be eligible. The candidate(s) shall be nominated by the Board, with election of the successor to be held by blind vote. If only one candidate is nominated, and he or she accepts this nomination, a voice vote will be taken to confirm/deny the nomination.

8.1.2 Members of the Nominating Committee. Members of the Nominating Committee may not be slated as nominees. The Nominating Committee will consist of:

- Past-President
- President
- Vice President/Treasurer
- Secretary
- Membership Chair

8.1.3 Term Limits. All terms of Board members shall commence on the first day of the Chapter fiscal year, following their election. The tenure of the elected officers will proceed as follows: the Vice President/Treasurer after the first year will automatically move to President and the President will automatically move to Past-President. All other board positions shall have a term as specified in section 7.4 and 7.5 of The Chapter By-Laws .

Section 8.2 Election Procedure and Certification.

8.2.1 The Ballot Listing Candidates. The ballot listing candidates shall be posted on the website by the Secretary to each eligible voting member of the Chapter at least six (6) weeks preceding the beginning of the Chapter year and shall include notice that only ballots received within thirty (30) days will be considered valid. The ballot shall provide for write-in votes. The ballot shall list the nominees selected for the Board Officers and other Board Members. Each eligible voting member may cast one vote for each candidate in each of the categories. Candidates will run unopposed if no more than one candidate is running for an open board position.

8.2.2 The Secretary. The current Secretary of the Chapter shall take steps necessary to ensure that balloting is fair and equitable. Counting of the ballots is to take place after the election is closed.

8.2.3 Counting the Votes. The Secretary and one other person who is approved by the Board and who is not an employee or a member of the Chapter shall tabulate bona fide votes. The candidates for each Board position receiving the largest number of votes shall be elected to

the respective Board position. The candidates for the Nominating Committee receiving the highest number of votes shall be elected to the Nominating Committee.

8.2.4 Tie Votes. Tie votes for the election of Officers and the Nominating Committee shall be settled by a vote of the Board. The President shall inform the Chair of the Nominating Committee of the results of the election for certification.

ARTICLE IX CONFLICT OF INTEREST

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

All acts of the Chapter President and Officers shall be for the benefit of the Chapter in any dealings that may affect the Chapter adversely. The President and Chapter Officers shall not accept any favor that might adversely or improperly influence their actions affecting the Chapter or its members.

During their terms of office, the President and Chapter officers shall promptly make full disclosure to the full Board members of any existing or new employment, activity, investment, or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of the Chapter.

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

Section 9.3 Resolution of Conflict of Interest.

9.3.1 Upon Disclosure of a Conflict of Interest. Upon disclosure of a conflict of interest or a challenge on that basis, any Officer or nominee shall resolve such conflict in a manner consistent with that provided in the policies adopted by the Board or by any other ethical manner.

9.3.2 Failure to Make Written Disclosure. Any Officer who fails to make written disclosure or is found to have an unresolved conflict of interest that does or will substantially impair faithful and diligent performance of the duties of the position shall be removed from the position or nomination.

9.3.3 Conflict of Interest Forms. Conflict of interest forms shall be delivered to the President, or in the event that the form concerns the President, the Vice President/Treasurer for review. If it is decided that action is required, the involved party shall be informed.

9.3.4 Meeting of the Board. The President or, in the event that the form concerns the President, the Vice President/Treasurer shall schedule a meeting of the Board to be held within no more than ten (10) working days of notification of the involved party. This meeting may be a dispersed meeting. A vote of the Board shall determine the disposition and any further action related to the conflict of interest.

Section 9.3.5 Pending Determination. Pending determinations as provided under Section 9.3.4 above, the officer or nominee shall not in any way be constrained relative to status as a officer or nominee, as the case may be.

Section 9.3.6 Persons Subject to Conflict of Interest Review. Persons subject to conflict of interest review shall be kept fully informed by the President or Vice President/Treasurer of decisions and other relevant Chapter actions.

ARTICLE X COMMITTEES

Section 10.1 General. All committees shall serve concurrently with the President who appointed them. All committee chairs, unless otherwise specified in these Bylaws, shall be appointed by the President. The appointment of the other committee members may be delegated to the committee chair if the committee membership is not specified elsewhere in these Bylaws, or in Board-approved procedures. Officers are eligible to be chairs or a member of the committees.

Section 10.2 Standing Committees. Standing Committees shall serve for the period as the President, unless otherwise provided in these Bylaws.

10.2.1 Nominating Committee. The Nominating Committee shall be composed of selected board members. The Chair of the Nominating Committee shall be the Past President.

10.2.2 Planning Committee. The Planning Committee shall be chaired by the President and shall include the Vice President/Treasurer, Past President, Membership Officer and others appointed by the Vice President/Treasurer. This committee shall address planning for the Chapter.

10.2.3 Finance Committee. The Finance Committee shall be composed of the President, Past President, and Vice President/Treasurer. The Vice President/Treasurer shall chair the committee. The Finance Committee shall monitor the financial status of the Chapter, review and make recommendations for approval of the chapter budget to the Board, and make other appropriate recommendations to the Board to maintain the financial viability of the Chapter.

Section 10.3 Other Committees. The President may appoint or elected by membership other committees or advisory boards, subject to Board approval, as deemed necessary to achieve the objectives of the Chapter.

Examples are:

- Education
- Publications
- Membership Services and Marketing
- Professional Development

Section 10.4 Special Interest Groups. Any group of members may apply to the Board for approval as a Special Interest Group by describing its unifying theme and planned activities for the year. Participation in any group shall be open to all members.

Section 10.5 Ethics Committee. The Code of Ethics shall be administered by the Ethics Committee, a standing committee of the Board. The Ethics Committee shall be composed of seven members as follows: Current Board: President, Vice President/Treasurer a member of each of the five liaisons: Academic, Clinical Informatics, Information Systems, Management Engineering, and Telecommunications. The committee shall meet as necessary on the call of the President or President Elect should the President be involved with topic of discussion.

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

Section 11.1 Requirements for Continued Affiliation With HIMSS.

11.1.1 Minimum HIMSS Membership. At the time of affiliation there shall be a minimum of twenty-five (25) HIMSS members in the Chapter. At the end of one (1) year's affiliation, at least twenty-five (25) members shall be members of HIMSS, and at least this percentage of membership shall be maintained thereafter.

11.1.2 Membership Criteria. Membership in the Chapter must be open to all persons who meet the criteria for HIMSS membership and are in the Chapter's service area. This includes all interested parties in each of the four (4) disciplines or constituency group categories: clinical systems, information systems, management engineering, and telecommunications.

11.1.3 Waiver of Requirements. The HIMSS Board shall have the power to waive the requirements of ten (10) HIMSS members at the time of affiliation by two-thirds majority of the Directors present and voting.

11.1.4 Use of HIMSS Name. Use of the HIMSS name to promote, foster, or criticize any commercial product, vendor, or services, or to express personal views about issues is prohibited, unless authorized by the Executive Director of HIMSS or the HIMSS

Board of Directors. Use of the HIMSS name must adhere to HIMSS Chapter Name and Logo Use Policy.

11.1.5 Use of HIMSS Logo. Use of the HIMSS logo must adhere to HIMSS Chapter Name and Logo Use Policy.

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

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

11.1.8 Affiliate Agreement. A Chapter Officer must sign the Chapter Affiliate Agreement in order to operate as a separate legal entity and as a Chapter of HIMSS.

11.1.9 Chapter Assessment Compliance. The Chapter Secretary shall oversee the annual membership survey and report results to the Board for review.

ARTICLE XII ORGANIZATIONAL IDENTITY

Section 12.1 Organizational Identity. Chapter affiliation with HIMSS under this article is not an extension or part of HIMSS but remains a distinct, separate entity. HIMSS is therefore not responsible for maintaining the financial records, filing appropriate notices and forms with state and federal tax authorities, maintaining necessary insurance coverage, and so forth, for the Chapter. HIMSS shall not be liable for the debts and obligations of the Chapter. The Chapter shall not be liable for the debts and obligation of HIMSS.

ARTICLE XIII AMENDMENTS

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

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

13.1.2 Member Affirmation. The petition shall receive an affirmative vote from two-thirds of all regular members voting via traditional and/or electronic mechanisms.

ARTICLE XIV REVIEW OF BYLAWS

Section 14.1 Review of Bylaws. The bylaws of the Chapter must be reviewed by the Executive Director of HIMSS, who shall provide a recommendation to the HIMSS Board for approval. In addition, changes in the Chapter Bylaws must be reviewed by the Executive Director of HIMSS and approved by the HIMSS Board. If rejected, the Bylaws or amended Bylaws shall be returned to the Chapter, with the reason for the rejection.

At minimum, the chapter shall review the bylaws once every three (3) years. In instances where discrepancies exist between national and local bylaws, national takes precedent over local.

ARTICLE XV DISSOLUTION

Section 15.1 Dissolution of the Chapter. The Chapter may be dissolved at any general meeting by a three-fourth majority vote of voting members present, providing such notice of intent shall have been mailed to each voting member at least 30 days prior to the meeting where such dissolution vote is taken.

Section 15.2 Chapter Assets. Upon the dissolution of the chapter, assets shall be distributed to HIMSS, 230 East Ohio Street, Suite 500, Chicago, Illinois 60611-3269, an organization exempt from federal income tax within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 15.3 Termination Notice to HIMSS. A written notice of Chapter dissolution must be sent to the HIMSS office at least 30 days prior to the meeting where such dissolution vote is taken.

ARTICLE XVI NONDISCRIMINATION

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

ARTICLE XVII MISCELLANEOUS PROVISIONS

Section 17.1 Inspection of Corporate Records. The books of account and minute books shall be open to inspection upon written demand by any Officer or member at any reasonable time and for any purpose reasonably related to his or her interest as a Officer or member. Such inspection may be made in person or by any agent or attorney designated by the Officer or member, and shall include the right to make extracts. Demands for inspection may be presented to the Board at any meeting, or to the President, Past President, or Vice President/Treasurer, or if such demand relates to the books of account, to the Financial Officer. Each such demand may be granted by

the officer to whom it is presented, but unless so granted, shall be referred by such other officer to the Board.

Section 17.2 Execution or Endorsement of Checks. All checks, drafts, or other orders for payment of money, and notes or other evidence of indebtedness issued in the name of or payable to the Chapter shall be signed or endorsed by such person or persons, and in such manner, as the Board shall from time to time by resolution determine.

Section 17.3 Execution of Contracts. The Board may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specific instances. No officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless dully authorized by the Board.

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

Section 17.5 Effect of Bylaws. These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the State, other applicable laws, and the Articles of Incorporation (if applicable) of the Chapter. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of the Chapter with respect to all matters to which they relate.

Section 17.6 Fiscal Year. The fiscal year shall commence on July 1 of one calendar year and conclude on June 30 of the following calendar year.

Signatures of Approvals for C&SO HIMSS Bylaw –2010-2011 Modifications

Chapter President: Richard W Moore

Chapter Secretary: Beverly Bell

Dates of Acceptance for C&SO HIMSS Bylaw 2010-2011 Modifications

Membership Acceptance Date: 7/1/2011

HIMSS Board Acceptance Date: 7/1/2011