

HIMSS SOUTH CAROLINA CHAPTER BYLAWS

Bylaws of the: South Carolina Chapter of HIMSS
Adoption Date: Revised: November 6, 2009
February 18, 2009
April 18, 2011
Adopted:

ARTICLE I NAME

Section 1.1 Name. The name of the Chapter shall be called South Carolina. And include, for purposes of uniformity, "Healthcare Information and Management Systems Society," hereinafter in these bylaws it will be identified as the "Chapter", a Chapter of the Healthcare Information and Management Systems Society ("HIMSS") and the Healthcare Information and Management Systems Society will be referred to as "HIMSS".

ARTICLE II TERRITORIAL JURISDICTION

Section 2.1 Territory. The territory of the Chapter is the area defined in Appendix A (territory description served): The Chapter may accord membership to persons outside of this area, should a request be received. The territorial description must be well defined, by county and delineation by zip codes within the geographic boundaries defined for all areas that the chapter is requesting to serve.

ARTICLE III PHILOSOPHY, OBJECTIVE AND PURPOSE

Section 3.1 Philosophy. HIMSS is based on the concept that an organized exchange of experiences among members and with other organizations can promote a better understanding of the existing principles of healthcare information and management systems. In addition, HIMSS shall promote the development of new principles for improving the delivery of care through healthcare information and management systems and assist its members in their professional growth.

Section 3.2 Objective. The general objective of HIMSS shall be to promote professional approaches to the operation, development, and improvement of healthcare information and management systems that support provision of high quality patient care at the

lowest practicable costs.

Section 3.3 Purposes. This Chapter exists for the purposes of:

3.3.1. Providing members and others with opportunities for dialogue, education, advancement, and improvement of all aspects of the healthcare information and management systems industry through meetings, seminars, communications, publications, and other programs and activities.

3.3.2. Promoting high quality healthcare through development of its members in the areas of professional career enhancement, recognition, and effectiveness in the fields of healthcare information and management systems.

3.3.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director, officer, employee, or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

3.3.4. Planning and scheduling meetings which would provide Chapter members and other interested persons an opportunity to share ideas and exchange experiences in the field of healthcare information and management systems.

3.3.5. To assist members of this Chapter and others in developing their knowledge, increasing their effectiveness, and maintaining high-quality standards of performance through continuing education.

3.3.6. Planning and conducting training and educational programs designed to promote an understanding of information and management systems work in healthcare.

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

3.3.8. Notwithstanding any other provisions of these bylaws, the Chapter shall not carry on any other activities not permitted to be carried on by a

corporation exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE IV **MEMBERSHIP**

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

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

Section 4.3 Types and Levels of Membership. Membership in this Chapter shall be consistent with the current HIMSS types and levels of Membership

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

Section 4.5 Action of HIMSS Board. The HIMSS Board may suspend or expel any member for cause after giving such member the opportunity to have a hearing. For these purposes, "for cause" shall mean violation of the HIMSS Code of Ethics, nonconformity with these bylaws, or conduct unbecoming to a member, as determined by the HIMSS Board. The HIMSS Board may reinstate any member suspended or expelled.

Section 4.6 Nonpayment of Dues. Membership shall be terminated for nonpayment of dues at a time consistent with, and in accordance with, the policies and procedures of HIMSS.

ARTICLE V **DUES AND DONATIONS**

Section 5.1 Dues. The Board shall determine the dues to be charged to each HIMSS member. Dues for Student Members and Retired Members shall be reduced to an amount established by the Board. Life Members and Members Emeritus shall not be required to pay dues.

Section 5.2 Disposition of Dues. All dues paid to HIMSS shall become the property of HIMSS and shall be used by HIMSS to further the mission of the organization. No portion of the dues paid by any member shall be refundable because of membership being terminated for any reason.

Section 5.3 Donations. Any funds or property that may be donated to further the work or programs of

HIMSS shall become the property of HIMSS and shall be used to the extent possible for the purpose designated by the donor if specified, or otherwise as determined by HIMSS.

ARTICLE VI **MEETINGS**

Section 6.1 Meeting of Members. The Chapter Board shall adopt the initial rules and regulations for conducting the meetings of the Chapter and may amend them from time to time by a majority vote of eligible members present and voting at a scheduled meeting. These regulations shall be in accord with Robert's Rules of Order Newly Revised (latest edition), when the latter are not in conflict with these bylaws of the Articles of Incorporation of the Chapter.

Section 6.2 Business Meetings. The Chapter shall conduct an annual business meeting and such other meetings of members as determined by the Chapter Board. Meetings can be held in person or via conference calls.

6.2.1. Electronic Communications. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

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

Section 6.4 Quorum. A Quorum shall consist of at least ten percent of the membership.

Section 6.5 Special Business Meetings. The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

Section 6.5 Dispersed Meetings. The Chapter Board may conduct business requiring approval by mail or electronic mail (email) and ratify at the next Board of Directors meeting.

Section 6.6 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 voting by dispersed ballot, the affirmative vote of

a majority of valid votes returned shall constitute an act by the members.

ARTICLE VII
CHAPTER BOARD AND BOARD OFFICERS

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

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

Section 7.3 Eligibility. Only Members shall be eligible to serve as members of the Board. Only members of the Board shall be eligible to serve as officers.

Section 7.4 Nomination and Election. Directors and officers shall be nominated and elected in accordance with Article VIII.

Section 7.5 Composition of the Chapter Board. The Chapter Board shall consist of fourteen (14) members and three (3) non-voting members as follows: (1) voting members: (1) five (5) elected officer positions: Past President, President, President Elect, Secretary and Treasurer; (2) four (4) appointed committee chairperson positions: Audit, Membership, Bylaws and Communications; (3) three (3) appointed Senior Regional Ambassadors: Low Country – PeeDee, Midlands and Upstate; and (4) two (2) at-large members; and (b) non-voting members: three (3) appointed Junior Ambassadors: Low Country – PeeDee, Midlands and Upstate. The Regional Ambassadors shall have one vote per region. In the absence of the Senior Ambassador, the Junior Ambassador may vote for the region.

Section 7.6 Chapter Board Meetings. Regular meetings of the Chapter Board shall be held at least

three (3) times during a year at such time, place and mode of meetings as the President may determine. Meetings can be held in person or via conference calls.

Section 7.7 Meeting by Conference Telephone. Some or all members of the Board or of any committee of the Board may participate in and act at any meeting of such Board or committee by means of conference telephone or similar communications medium. Such medium is to be used only if all persons participating in the meeting can communicate with each other. Participation via approved electronic medium in such a meeting shall constitute attendance at the meeting of the person or persons so participating.

Section 7.8 Quorum. Five (5) of the voting members of the Chapter Board shall constitute a quorum for any vote. In matters of conflict of interest in which a chapter Board Officer is the subject, the Chapter Board Officer shall not be allowed to vote. Each Board Officer holds only one vote even if they hold multiple appointed positions.

Section 7.9 Action of the Chapter Board. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Chapter Board Officers present in person at a meeting, teleconference call or by electronic submission at which a quorum is present, shall be the action of the Chapter Board. The Chapter Board may not vote by proxy. In the event of a tie vote, the Chapter Board President shall break the tie.

Section 7.10 Term of Office. All terms of Chapter Board Officers shall commence on the first day of HIMSS fiscal year, following their election. . The tenure of the elected Officers excluding the President and President-Elect/Vice President shall be one (1) year. The President may serve an additional year as President and Past President. Officers can run for reelection in subsequent years.

ARTICLE VIII
ELECTIONS

Section 8.1 Elections for Officers of the Chapter Board. There will be an annual election of applicable officer positions.

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

majority vote for a position, there will be a run-off election of the candidates with the most votes.

ARTICLE IX **CONFLICT OF INTEREST**

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

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

ARTICLE X **COMMITTEES**

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

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

Section 11.1 Purpose of Affiliation. Chapters shall share the philosophy, purpose, and objectives identified for HIMSS in the National HIMSS Bylaws. The purpose of chapters of HIMSS is to provide an organized structure at a more local/regional level to advance the objectives of both HIMSS and the chapters.

Section 11.2 Affiliation Agreement. The request for affiliation shall be initiated by local/regional group, or the HIMSS Board, in accordance with rules and procedures established by HIMSS. The President/CEO (or his/her designee) shall review the request and shall forward on to the appropriate committee who shall provide a recommendation to the Board for their approval.

Section 11.3 Membership. HIMSS members will be assigned to a chapter in accordance with HIMSS Board defined procedures. Each HIMSS member

will also be given the opportunity to choose his/her chapter. At the time of affiliation there shall be a minimum of twenty-five (25) HIMSS members in the chapter.

Section 11.4 Types of Membership. The types of membership in HIMSS shall be Regular, Student, Retired, Life and Emeritus.

Section 11.5 Chapter Officers. The Officers of the Chapter must be members of the National HIMSS.

Section 11.6 Membership Criteria. Membership in the Chapter must be open to all persons who meet the criteria for HIMSS membership.

Section 11.7 Use of HIMSS Name. Use of the HIMSS name and logo must comply with the current HIMSS policy and may not be used to promote, foster or criticize any commercial product, vendor, or services, or to express views about issues.

Section 11.8 Standards Compliance. The Chapter shall comply with the existing HIMSS Chapter Standards.

Section 11.9 Chapter Web Site Compliance. The Chapter shall comply with the HIMSS Chapter Web Site policies and procedures.

Section 11.10 Affiliate Agreement. A Chapter Officer must sign the Chapter Affiliate Agreement in order to operate as a separate legal entity and as a Chapter of HIMSS (Appendix D).

ARTICLE XII **ORGANIZATIONAL IDENTITY**

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

ARTICLE XIII **AMENDMENTS**

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

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

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

ARTICLE XIV **REVIEW OF BYLAWS**

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

ARTICLE XV **DISSOLUTION**

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

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

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

Section 15.4 Chapter Assets. In the event of the dissolution of the Chapter, all assets shall be distributed to HIMSS, in accordance with the United States Internal Revenue Service Code governing dissolution of tax exempt entities.

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 **INDEMNIFICATION**

Section 17.1 Basic Indemnification Arrangement.

- (a) HIMSS shall indemnify its officers and members of the Chapter Board to the fullest extent available under applicable law. In addition to the foregoing, HIMSS shall indemnify an individual who is made a party to a proceeding because he or she is or was a director or officer against liability incurred by him or her in the proceeding if he or she acted in a manner he or she believed in good faith to be in or not opposed to the best interests of HIMSS and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- (b) HIMSS shall not indemnify a director or officer under this Article in connection with (i) a proceeding by or in the right of HIMSS in which such director or officer was adjudged liable to HIMSS, or (ii) any proceeding in which such person was adjudged liable on the basis that he or she improperly received a personal benefit unless, and then only to the extent that, the Board determines that, in view of the circumstances of the case, such person is fairly and reasonably entitled to indemnification.
- (c) Indemnification permitted under this Article in connection with a proceeding by or in the right of HIMSS is limited to reasonable expenses incurred in connection with the proceeding if it is determined that the director or officer has met the relevant standard of conduct.

Section 17.2 Advances for Expenses. HIMSS shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding because he or she is a director or officer if he or she delivers to HIMSS: (i) a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth herein; and (ii) a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or otherwise.

Section 17.3 Liability Insurance. HIMSS may purchase and maintain insurance on behalf of a director or officer or an individual who is or was a director or officer of HIMSS against liability asserted against or incurred by him or her in that capacity or arising from his status as a director, officer, or trustee.

Section 17.4 Amendments; Severability. No amendment, modification or rescission of this Article

XVII, or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

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.

ARTICLE XVIII **MISCELLANEOUS PROVISIONS**

Section 18.1 Inspection of Corporate Records.

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

Section 18.2 Execution of Contracts. The Chapter Board may authorize any Officer or Officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless duly authorized by the Chapter Board.

Section 18.3 Bylaws, Minutes, and Membership Records. The original or a certified copy of the Bylaws, together with all amendments thereto, and the minute books, including membership records, shall be kept with the Secretary Officer of the Chapter and shall be subject to inspection as provided in Section 17.1.

Section 18.4 Fiscal Year. The fiscal year of the Chapter shall commence on July 1st of each calendar year.

Section 18.5 Effect of Bylaws. These Bylaws and subsequent model HIMSS Chapter Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of South Carolina, or applicable laws, and the Articles of Incorporation of the Chapter. Except