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**(STATE/REGIONAL/WEB-BASED) ASSOCIATION FOR HEALTHCARE**  
**DOCUMENTATION INTEGRITY**

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**Bylaws  
of  
(State/Regional & Web-Based) Association for  
Healthcare Documentation Integrity  
as of  
January 1, 2009**

**Article II – OBJECTIVES AND PURPOSES**

The objectives and purposes of the Association are:

- (a) To participate as the Association within the national structure of AHDI and to provide representatives to the AHDI House of Delegates.
- (b) To do all things appropriate to the advancement of the profession of medical transcription in order to benefit the public.
- (c) To promote general awareness of the field of medical transcription as an allied health profession.
- (d) To gather, publish, and disseminate information pertinent to growth, development, and improvement in the skills of medical transcription.
- (e) To affiliate, cooperate, and work with medical societies and other agencies, professionals, and associations in the health services field, to improve and maintain high standards in the field of medical transcription.
- (f) To assist the public by developing high standards of education and training for medical transcriptionists and to implement these standards of education and training through appropriate channels.
- (g) To stimulate and encourage research concerning the knowledge needed to perform efficient and accurate medical transcription and the sociologic, environmental, and legal issues related thereto.
- (h) To do any and all things that are lawful and not inconsistent with (a) through (g) above.

**Article III – MEMBERSHIP**

**Section 1. Classes of Membership**

The membership of this Association shall be divided into eight (8) classes as follows:

- (a) Individual Professional
- (b) Student
- (c) Postgraduate
- (d) Sustaining
- (e) Honorary
- (f) Educational
- (g) Corporate
- (h) Associate

**Section 2. Qualifications, Rights and Privileges of Membership**

An individual or institution may hold only one (1) class of membership at a time. The rights and privileges of all members shall be equal except as herein stated. Submission of resolutions to the House of Delegates is limited to members.

An Individual Professional, Student, Postgraduate, and Sustaining AHDI Member shall belong to the State/Regional Association in which they reside and shall be counted within that State/ Regional with regard to delegate representation. An Individual Professional, Student, Postgraduate, and Sustaining Member may also join a State/Regional in a geographic location other than the area in which they reside, but will not be counted in the delegate apportionment for representation.

- (a) Individual Professional Member: Any person whose employment is or has been in the field of healthcare documentation and data capture. Any person holding Individual Professional Membership in good standing

shall be entitled to all membership privileges, including the right to vote, to hold office and a committee appointment, and to serve as a member of the House of Delegates.

- (b) **Student Membership:** Any person who is studying to become a medical transcriptionist, and who is not paid to do medical transcription, is eligible for Student Membership for two (2) years. Any person who is still enrolled in a medical transcription program after two (2) years may be eligible for a third year of student membership upon verification of estimated completion date, Student category may not exceed three (3) years. Student members shall not be eligible to serve as members of the House of Delegates. Student members may vote in the State/Regional/Web-Based Association and may hold office in a State/Regional/Web-Based Association after having been an AHDI member for one (1) year. Student members may serve on or as chairperson for State/Regional/Web-Based Association committees, with the right to vote on committee decisions.
- (c) **Postgraduate Membership:** Any student who is verified as having graduated from a medical transcription course is eligible for Postgraduate Membership, not to exceed one (1) year. Application for Postgraduate Membership must be made within thirty (30) days of expiration of the individual's Student Membership. Postgraduate members shall not be eligible to serve as members of the House of Delegates. Postgraduate members may vote in the State/Regional/Web-Based Association and may hold office in a State/Regional/Web-Based Association after having been an AHDI member for one (1) year. Postgraduate members may serve on or as chairpersons for State/Regional/Web-Based Association committees, with the right to vote on committee decisions.
- (d) **Sustaining Membership:** Any person who has been an Individual Professional Member for at least two (2) years who has left the medical transcription field is eligible for Sustaining Membership. Sustaining members shall be eligible to vote and hold office in a State/Regional/Web-Based Association. Sustaining members may also serve on or as chairpersons of the State/Regional committees, with the right to vote on committee decisions.
- (e) **Honorary Membership:** Any person engaged in furnishing services to AHDI shall be eligible for Honorary Membership, upon approval by the Board of Directors. Honorary Members shall not be entitled to vote, to hold office or committee appointments, or to serve as members of the House of Delegates.
- (f) **Educational Membership:** Any educational facility that trains medical transcriptionists. Educational Members shall not be entitled to vote, to hold office, or to serve as members of the House of Delegates.
- (g) **Corporate Membership:** Any healthcare delivery facility, company or manufacturer, which employs medical transcriptionists or provides services or products to the field. Corporate Members shall not be entitled to vote, or to hold office. A representative from a corporate member company may serve on committees, but does not have the right to vote.
- (h) **Associate membership:** Anyone who has qualified for membership through an AHDI vendor contract offering. Associate members shall be eligible to vote and hold office in a local chapter and may also serve on or as chairperson of a committee in a local chapter. Associate members may serve but not chair a state/regional/web-based or national committee. Associate members shall not be eligible to vote, hold office in a state/regional/web-based, serve as members of the House of Delegates, vote in national elections, or serve on the AHDI Board of Directors. Associate members shall not be counted in regards to delegate apportionment.
- (i) An application for membership may be rejected upon a finding by a majority of the State/Regional/Web-Based's Board of Directors that an applicant is not in compliance with the Association's Code of Ethics.

### **Section 3. Voting**

The voting body of the State/Regional/Web-Based Association shall be limited to the Individual Professional, Student, Postgraduate, and Sustaining Members in good standing. Voting may be done by mail, email or online.

### **Section 4. Expiration**

Any member whose AHDI membership has expired is no longer a member of the Association.

### **Section 5. Resignation and Sanctions**

Any member who resigns membership in AHDI shall automatically resign membership in the Association. In addition any member may resign by sending a letter to the President of the Association.

Any sanction imposed by AHDI on a member as a result of a violation of AHDI policies, rules, bylaws, or Code of Ethics shall result in comparable sanctions against the member's component association membership. No refunds of dues or assessments shall be given upon resignation or termination.

### **Section 6. Reinstatement**

- (a) A former member whose resignation has been accepted by the Association shall be reinstated upon application and payment of current year's dues and assessments, provided that the member continues to meet all qualifications for membership.
- (b) A former member whose membership has expired for nonpayment of dues shall be reinstated upon application and payment of the current year's dues and assessment.
- (c) A Sustaining Member shall be restored to Individual Professional Membership upon payment of any additional dues or assessments which may be required under the policies of the association.

### **Section 7. Property Rights**

No member shall have any right, title, or interest in any of the property or assets, including the name of the Association or its logo, any earnings or investment income of the Association, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof. Furthermore, no part of the net earnings of this Association shall inure to the benefit of any private member or individual.

### **Section 8. Liability of Members**

Except as may otherwise be required by law, no member or employee of the Association shall be personally liable for any debts, liabilities, or obligations, nor shall any member be subject to any assessment except such dues and assessments as may be adopted in the manner set forth in Article X, Finances.

### **Section 9. Dues**

Membership dues and assessments and the time and manner for the payment thereof, and the method of collection of dues and assessments, shall be as set forth in Article X, Finances, Section 2, hereof.

### **Section 10. Roster**

A roster of the members of the Association shall be maintained by and under the guidance of the \_ (designate) of the Association.

## **Article IV - MEETINGS OF MEMBERS**

### **Section 1. Number of Meetings**

Officially recognized AHDI State/Regional/Web-Based Associations shall hold no less than one (1) business and one (1) educational meeting for members each year. The business meeting(s) may be held in conjunction with the educational meeting(s)

### **Section 2. Annual Business Meeting**

An Annual Business Meeting of the members of the Association shall be held each calendar year for the transaction of business. A quorum will consist of a meeting at which at least twenty (20) percent of Individual Professional, Student, Postgraduate, and Sustaining Members in good standing are present. The exact time, date, and place shall be designated by the Board of Directors at least three (3) months prior to the date of the Business Meeting. Members shall be given written notice at least forty-five (45) days in advance of the time and place of the Business Meeting. Mail vote is not permitted, except to amend bylaws. Proxy vote is not permitted.

### **Section 3. Special Meetings**

Special meetings of members may be called by the President, the Board of Directors, or not less than five (5) percent or more of such members as may be qualified to vote. Written notice of the agenda, time and place of special meetings shall be given to the members setting forth the reason for the special meeting and shall be given to the members not less than twenty (20) nor more than ninety (90) days prior to the date of such special meeting, by or at the direction of the President, Board of Directors, or such persons as are calling the meeting. A quorum will consist of a meeting at which at least twenty (20) percent of Voting Members in good standing are present. Mail vote is not permitted, except to amend bylaws. Proxy vote is not permitted.

## **Article V – BOARD OF DIRECTORS**

### **Section 1. Number and Composition of Board of Directors**

- (a) The number of Directors of the Association shall not be less than three (3). The Board of Directors shall include all Association Officers. Notwithstanding any other provisions of these Bylaws, an amendment to change the number of Directors must be initiated and approved either by the Board of Directors or by the members.
- (b) A President whose term of office as a Director simultaneously ends with the term of office as President shall serve one (1) additional year as a Director.

### **Section 2. Powers and Duties**

- (a) The Board of Directors shall be the governing body of the Association and shall be empowered to establish policies and manage the property, business, and affairs of the Association, subject to the limitations of the AHDI Articles of Incorporation, the AHDI Bylaws and rules, and applicable law.
- (b) In addition to having general authority to govern the association, the Board of Directors shall be responsible to:
  - (1) Provide the mechanism for annual funding of the Delegate(s) to attend the AHDI House of Delegates.
  - (2) Study, determine, and execute the short- and long-range plans of the Association for the continued growth and financial stability, develop policies, and periodically assess the needs of the membership and respond thereto, and manage affairs and funds of the Association.
  - (3) Make decisions regarding the recommendations of committees.
  - (4) Establish policies and procedures.
  - (5) Create and confer special awards.
  - (6) Accept, on behalf of the Association grants, contributions, gifts, bequests, or other property to further the purposes of the Association.
  - (7) Establish, merge, dissolve committees, or substantially change the mandate of a committee.
  - (8) Conduct such other lawful action as is advisable to achieve the goals of the Association and of AHDI.
  - (9) Serve as a liaison to AHDI.

### **Section 3. Eligibility**

Individual Professional, and Sustaining Members, as well as Students and Postgraduates after being a member of AHDI for one (1) year, in good standing, shall be eligible to serve as Directors of the Association.

### **Section 4. Term of Office**

Each Director shall be elected by the membership for a term as stated in the Associations Policies and Procedures, beginning January 1, following election. Election dates shall be established by the Board of Directors, but elections must take place no later than November 15 prior to the year in which the newly elected Directors and Officers will take office. Term limits, if applicable, shall be defined in the Association's Policies and Procedures.

### **Section 5. Conflict of Interest**

- (a) A potential or actual conflict of interest exists if an Association board member might reasonably lack objectivity in his/her decision making or performance for the Association because of any personal, professional, financial, or other interest or relationship she/he has. If any Board member believes that a conflict of interest may arise or exist with respect to himself/herself or another person, at the earliest possible date she/he should disclose the situation to the President (and the Vice President and/or President-elect, in the case of the President.) If, upon investigation, the potential for conflict appears clearly ill-founded or erroneous, and concerns a person other than himself/herself, the President need not present the matter to the Board of Directors. In all other cases, the President shall promptly present the potential conflict to the Board of Directors, which shall resolve the matter by majority vote of the disinterested Directors.
- (b) No voting member of the Board of Directors may receive directly or indirectly more than \$1000 annually from the Association for any contractual matter. In addition, any Director who has a financial interest in any party contracting with AHDI must disclose such interest to the Association Board of Directors and any such contract must be ratified in advance by the Association Board of Directors. In the event of such ratification, the contract will not be void by reason of this subsection.

### **Section 6. Election**

The President shall cause the ballot to be distributed to all Individual Professional, Students, Postgraduate, and Sustaining Members no later than thirty (30) days prior to the election deadline a list of the candidates selected by the Nominating Committee, including a summary of the candidates' qualifications. Election for members of the

board shall be as approved and directed by the Board of Directors. In order to be counted, a ballot must reach the person designated by the Board of Directors no later than the election deadline and is subject to verification of the member's right to vote. Tellers may not be candidates

The President shall appoint a Teller to direct the tabulation of the ballots and to report the results to the President. A quorum of votes is the number of valid votes received within the designated voting period. The election shall be determined by plurality vote. The President shall present the results in a formal report to the Board of Directors. In the event of a tie vote, a ballot will be sent to the then sitting Board of Directors of the Association. The ballot shall identify those candidates who received a tie vote. The Board of Directors shall break the tie by majority vote if two (2) candidates are tied and by plurality vote if more than two (2) candidates are tied. Any Director who is also one (1) of the tied candidates shall not participate in the vote to break the tie.

#### **Section 7. Quorum**

The presence in person, through telephonic or electronic means of a majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Board of Directors present at any regular or special meeting of the Board may adjourn the meeting to another specified day and hour, upon due notice to all other directors.

#### **Section 8. Voting**

Voting shall be as approved and directed by the Board of Directors. If vote is by mail, e-mail or online vote, the Teller shall tally the vote and call the President with the results. Cumulative voting shall not be allowed. Each Director shall have one (1) vote. There shall be no voting by proxy.

#### **Section 9. Meetings**

- (a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without such meeting if all members of the Board of Directors consent in writing to the action to be taken.
- (b) Regular meetings of the Board of Directors shall be held at least quarterly at any place which has been designated by Board of Directors. Notice of the time and place of regular meetings shall be sent by regular mail or electronically to each Board Member at least ten (10) days prior to the time of holding such regular meetings.
- (c) Special meetings of the Board may be held at such place as may be designated by the Board of Directors. A special meeting of the Board of Directors shall be held whenever called by the President, President-elect, Vice President or a majority of the members of the Board. Notice of the time and place of special meetings shall be given to each Director, at least forty-eight (48) hours prior to the time of holding all such meetings if notice is given by telephone, facsimile, or email or at least ninety-six (96) hours prior to such meeting if notice is made by first-class mail, addressed to such Director at the address as shown on the records of the Association, and shall include an agenda of the business to be considered. Official action may not be taken on any item which is not reasonably within the scope of the matters noticed on the agenda. The above required notice may be waived if every Board Member agrees, in writing, prior to the scheduled meeting.

#### **Section 10. Waiver of Notice; Consent; Approval of Minutes**

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors present and each of the Directors not present sign a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the Association records or made a part of the minutes of the meeting. A Director shall be deemed to have waived notice of a meeting if he/she participates in the meeting or either before or after the meeting signs a waiver of notice in writing.

#### **Section 11. Resignation**

Any member of the Board of Directors may resign at any time by submitting a written resignation to the Board of Directors. The vacancy shall be filled as stated in Section 13.

#### **Section 12. Removal from Office**

A Director may be removed in any one of the following circumstances.

- (a) A Director shall be deemed to have resigned if he/she allows his/her Individual Professional, Student, Postgraduate, and Sustaining Membership to expire as described in AHDI Article IV, Section 2.

- (b) A Director shall be deemed to have resigned if he/she is absent for two (2) Board of Directors meetings in a calendar year, provided that the Board by majority vote may, for good cause shown, immediately reinstate such a Director.
- (c) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of the court or convicted of a felony.
- (d) Upon the Order of the Court in response to any suit brought by a Director or by at least ten (10) percent of the Association's Individual Professional, Student, Postgraduate, and Sustaining Members alleging fraudulent or dishonest acts, gross abuse of authority or discretion, or breach of the standard of conduct applicable to Directors.
- (e) A Director may be removed at any time by a majority vote of component association members who are eligible to vote, so long as such vote complies with the provisions of these bylaws and of applicable law.

**Section 13. Vacancies**

Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors then in office, even though less than a quorum, or by the sole remaining Director. Filling a vacancy for a period of less than 1 year shall not constitute a term for purpose of counting permissible tenure in office. A successor Director so elected shall serve the remainder of the term for the vacated position.

**Article VI – Executive Committee**

**Section 1. Composition**

The Executive Committee shall be comprised of the Officers of the Association as defined in Article \_.

**Section 2. Powers and Duties**

- (a) As required between meetings of the Board of Directors and to the extent permitted by law, the Executive Committee shall conduct business of the Association, and take any action which would be proper if taken by the Board of Directors.
- (b) The Executive Committee shall perform such other duties as delegated by the Board of Directors.

**Section 3. Executive Committee Meetings**

- (a) The Executive Committee meetings can be called at the request of the President and one (1) other member of the Executive Committee.
- (b) Written notice of the time and place of the meetings of the Executive Committee shall be given to members of the Executive Committee and of the Board of Directors, setting forth the reason for the meeting, at least forty-eight (48) hours in advance of the Executive Committee meeting. The above required notice may be waived if every Board member agrees, in writing, prior to the scheduled meeting.

**Section 4. Quorum**

- (a) The presence in person or through telephonic or electronic means of a majority of the Executive Committee shall constitute a quorum for the transaction of business.
- (b) In the absence of a quorum, a majority of the Executive Committee present may adjourn the meeting to another specified day and hour, upon due notice to all other committee members.

**Section 5. Voting**

Voting shall be as approved and directed by the Board of Directors. If vote is by mail, e-mail or online vote, the designated person to receive the vote shall tally the vote and call the President with the results. Cumulative voting shall not be allowed. Each Director shall have one (1) vote. There shall be no voting by proxy.

**Article VII – Officers**

**Section 1. Composition**

- (a) The Officers of the Association shall be a President, a President-elect and/or Vice President, a Secretary, a Treasurer, the Immediate Past President, and such other Officers as the Board of Directors may elect. Any person, other than the President, may hold more than one (1) of these offices.
- (b) All Officers are to be members of the Board of Directors and report to the President in their capacity as officers.

## **Section 2. Eligibility**

- (a) Only Individual Professional, Student, Postgraduate, and Sustaining Members in good standing shall be eligible to serve as Officers of the Association. Only Individual Professional Members are eligible to run for State/Regional/Web-Based Delegate.
- (b) A State/Regional/Web-Based Delegate(s)/Alternate(s)/Officer/Board Member may not serve concurrently as an AHDI Director.

## **Section 3. Election and Term of Office (To be defined in the Association's Policies and Procedures)**

Officers shall be elected by Association's Individual Professional, Student, Postgraduate, And Sustaining Membership. Each Officer shall be elected by the membership for a term as defined in the Association's Policies and Procedures beginning January 1, following election.

**(or)**

Officers shall be elected by the Association's Board of Directors. Only members of the Board of Directors shall be eligible to hold office. Each Officer shall be elected by the membership for a term as defined in the Associations Policies and Procedures beginning January 1, following election.

## **Section 4. Vacancies**

In the case of death, incapacity, resignation or removal of any Officer during a term of office, the vacancy shall be filled by vote of the Board of Directors. The fulfillment of vacancy shall not constitute a term.

## **Section 5. President**

- (a) The President shall serve as the chair of the Board of Directors of the Association, and with the approval of the Board of Directors, shall appoint committee chairs.
- (b) The President shall preside at all meetings of the members and Board of Directors, at which he/she is present and shall have such other powers and duties as may be prescribed by the Board of Directors.
- (c) The President shall be an ex officio member of all committees except the Nominating Committee and shall submit the annual report of the Board of Directors to the general membership.
- (d) The President shall confirm that the Delegate(s) and Alternate Delegate(s) are credentialed according to the policies established by AHDI.

## **Section 6. Vice President and/or President-elect**

- (a) In the temporary absence or disability of the President, the Vice President (or President-elect) shall perform all duties of the President, and in so acting shall have all the powers of the President.
- (b) In the permanent absence or disability of the President, the Vice President (or President-elect) shall assume the office of President to complete that term of office.
- (c) The Vice President (or President-elect) shall have such other powers and duties as may be prescribed by the Board of Directors.
- (d) The President-elect shall prepare to assume the presidency following the President's term of office as defined in the Associations Policies and Procedures

## **Section 7. Secretary**

- (a) The Secretary shall keep a full and complete record of the Association proceedings and shall submit them for correction and approval of the Board of Directors and submit approved minutes to AHDI.
- (b) The Secretary shall have such other powers and duties as may be prescribed by the Board of Directors.

## **Section 8. Treasurer**

- (a) The Treasurer shall be the Chief Financial Officer of the Association.
- (b) The Treasurer shall monitor the receipt and distribution of funds of the Association and shall present current financial reports at all Board of Directors meetings and to the membership at the Annual Business Meeting. These shall be made part of the official records of the Association and shall be submitted to AHDI.
- (c) The Treasurer shall receive and securely keep all funds of the Association and deposit them in such bank or banks as may be designated by the Board of Directors.
- (d) The Treasurer shall have such other powers and duties as may be prescribed by the Board of Directors.

### **Section 9. Immediate Past President**

- (a) A Director who served as President shall hold office as Immediate Past President in the year following the term as President.
- (b) The Immediate Past President shall have such powers and duties as may be prescribed by the Board of Directors.

### **Section 10. Removal**

Removal of an officer will be handled as defined in the Associations Policies and Procedures adhering to one of the following conditions.

Any Officer elected by the membership may be removed from office by a majority vote of the members. Removal from office does not constitute removal as a member of the Board of Directors.

**(or)**

Any Officer elected by the Board of Directors may be removed from office by two-thirds (2/3) vote of the Board of Directors whenever in its judgment the interests of the Association would thereby be best served. Removal from office does not constitute removal as a member of the Board of Directors.

### **Section 11. Resignation**

Any Officer may resign at any time by submitting a written resignation to the President. Resignation from office does not constitute removal as a member of the Board of Directors.

## **Article VIII – DELEGATE(S)**

### **Section 1. Composition**

Each recognized State/Regional shall have one (1) delegate to the AHDI House of Delegates plus one (1) additional delegate for each five (5) percent of the total Individual Professional, Student, Postgraduate, and Sustaining Membership of AHDI residing within the State/Regional as of June 30 of the preceding year, as well as one (1) delegate from the Web-Based Association.

### **Section 2. Eligibility**

- (a) Only Individual Professional Members in good standing shall be eligible to serve as Delegate(s) and Alternate Delegate(s).
- (b) A State/Regional/Web-Based Delegate(s)/Alternate(s) may not serve concurrently as an AHDI Director.
- (c) No voting member of the House of Delegates may receive directly or indirectly more than \$1000 annually from the Association for any contractual matter. In addition, any Delegate who has a financial interest in any party contracting with AHDI must disclose such interest to the Association Board of Directors and any such contract must be ratified in advance by the Association Board of Directors. In the event of such ratification, the contract will not be void by reason of the subsection.

### **Section 3. Conflict of Interest**

A potential or actual conflict of interest exists if a State/Regional/Web-Based Delegate might reasonably lack objectivity in his/her decision making or performance for the Association because of any personal, professional, financial, or other interest or relationship she/he has. If any Delegate believes that a conflict of interest may arise or exist with respect to himself/herself or another person, at the earliest possible date she/he should disclose the situation to the Association President. If, upon investigation, the potential for conflict appears clearly ill-founded or erroneous, and concerns a person other than himself/herself, the President need not present the matter to the Association Board of Directors. In all other cases, the President shall promptly present the potential conflict to the Board of Directors which shall resolve the matter by majority vote of the disinterested Directors.

### **Section 4. Election and Term of Office**

- (a) The President shall cause the ballot for Delegate(s) and Alternate Delegate(s) to be published and distributed to all Individual Professional, Student, Postgraduate, and Sustaining Members of the Association at the same time that ballots are published for regularly scheduled election of officers.

- (b) The Web-Based Association delegate must be an Individual Professional member in good standing and reside in a geographic area where there is no recognized State/Regional Association.
- (c) The term of office of the Delegate(s) shall be two (2) years. No delegate shall serve for more than two (2) consecutive terms and no person shall be eligible for a further term until they have not been in office for a full one-year period.
- (d) Terms of office shall commence on January 1, of the year following election.

**Section 5. Removal**

A Delegate/Alternate may be removed from such office according to the process as determined by that State/Regional/Web-Based Association’s bylaws and the HOD Code of Commitment.

**Section 6. Powers and Duties**

- (a) The Delegate(s) shall represent the members of the Association in the AHDI House of Delegates.
- (b) The Delegate shall report back to the members the business of the House of Delegates.
- (c) The Delegate shall have such other powers and perform such other duties as may be prescribed by the Association Board of Directors.

**Section 7, Voting**

Voting shall be as approved and directed by the Board of Directors. If vote is by mail, e-mail, or online vote, the designated person to receive the vote shall tally the vote and call the President with the results. Cumulative voting shall not be allowed. Each Delegate shall have one (1) vote. There shall be no voting by proxy.

The voting body of the State/Regional Association shall be limited to the Individual Professional, Student, Postgraduate, And Sustaining Members in good standing who reside within the geographic boundaries of that State/Regional Association.

The voting body for the purposes of delegate representation of the Web-based Association shall be limited to Individual Professional, Electronic, Student, Postgraduate, and Sustaining members in good standing who reside in geographic boundaries where there is no AHDI-recognized State/Regional Association.

**Section 8. Credentialing**

The President shall notify AHDI of the identity of the Delegate(s) and Alternate(s) according to the policies established by AHDI.

**Section 9. Funding of State/Regional/Web-Based Delegate(s)**

A State/Regional/Web-Based Association shall be responsible for their Delegate(s)’s reasonable expenses.

**Section 10. Resignation**

In the event the Delegate/Alternate resigns or is removed and no alternate delegate exists, the Association shall hold another election unless the AHDI House of Delegates meeting is less than 120 days away, in which case the replacement shall be elected by the Association Board of Directors.

**Article IX – COMMITTEES**

**Section 1. Committees**

There shall be committees, as may be necessary or appropriate to carry on the work of the Association, including but not limited to Nominating and Bylaws Committees. The Association’s Board of Directors is empowered to create, combine, or dissolve other committees, or to change their composition or responsibilities.

**Section 2. Composition**

- (a) Except as may be otherwise specified in the bylaws, the composition of the committees shall be as determined by the Board of Directors.
- (b) Committee chairs shall be appointed by the President, with the approval of the Board of Directors, with the exception of the Nominating Committee which shall be appointed by the Board of Directors.
- (c) Committee members shall be appointed jointly by the President and committee chair with the exception of the Nominating Committee which shall be appointed by the Board of Directors.

- (d) The President shall serve as ex officio member of each committee with the exception of the Nominating Committee.

### **Section 3. Powers and Duties**

Committee chairs shall carry on the work of the association as prescribed by the Board of Directors. Committee chairs shall report to the Board of Directors as outlined in the Association policies.

### **Section 4. Eligibility**

Only Individual Professional, Student, Postgraduate, And Sustaining Members in good standing shall be eligible to serve on and be appointed as committee chairs.

### **Section 5. Voting/Quorum**

A majority of the Committee Members of a committee shall constitute a quorum. Each committee member shall have one (1) vote. Cumulative voting shall not be allowed. There shall be no voting by proxy.

### **Section 6. Nominating Committee**

- (a) At least ninety (90) days prior to the election, the Board of Directors shall name a Nominating Committee which shall solicit candidates for vacancies.
- (b) The Nomination Committee shall be comprised of (at least) one (1) Director and not more than four (4) other Individual Professional, Student, Postgraduate, Sustaining, or Electronic Members in good standing, who have been chosen to provide reasonably broad representation of the membership. The President is not a member of the Nominating Committee. The Nominating Committee will attempt to consider a broad range of candidates from different practice modes and perspectives and shall nominate at least one (1) candidate for each vacancy occurring on the Board of Directors.

### **Section 7. Bylaws Committee**

- (a) There shall be a Bylaws Committee comprised of members of the Board of Directors and Individual Professional, Student, Postgraduate, Sustaining, or Electronic Members of the Association. The Bylaws Committee Chair shall report activities and recommendations of the Committee to the Board of Directors.
- (b) The Bylaws Committee shall be responsible for recommending additions, deletions, and/or modifications to the Association bylaws in conformance with the AHDI Model Bylaws and AHDI policies for State/Regional/Web-Based Associations and shall submit them to the \_ Board of Directors for review.

### **Section 8. Executive Committee**

To the extent a provision of this Article IX is inconsistent with Article VI, the provisions of Article IX shall control with respect to the structure and duties of the Executive Committee.

## **Article X – FINANCES**

### **Section 1. Fiscal Year**

The fiscal year of the Association shall be from January 1 through December 31.

### **Section 2. Dues**

The annual dues for each member of the Association shall be determined by the Association's Board of Directors.

- (a) Dues are set and subject to change upon two-thirds (2/3) vote of the Board of Directors.
- (b) Dues shall be paid annually and are not refundable. The Association shall send each member a statement of dues thirty (30) days prior to the due date, and the amount shown on such statement shall be paid within forty-five (45) days after the date of the statement. Any member who fails to pay dues within such forty-five (45) day period shall be delinquent. The delinquency notice shall contain a statement that if the dues are not paid within fifteen (15) days from the date of the notice, the membership of such member shall lapse.
- (c) The dues of the Association shall include the subscription fee for any Association periodical.

### **Section 3. Assessments, Method of Collection**

Special assessments, in addition to annual dues, may be levied for a specific purpose by the Association. Method of collection will be determined at the time the assessment is considered and approved.

#### **Section 4. Federal Tax Exemption**

*(Note: The IRS provides an annual opportunity for State/Regional/Web-Based Associations to apply for inclusion under AHDI's group tax exemption. This section applies only if the State/Regional/Web-Based Association is included in AHDI's Federal group tax exemption.)*

To maintain Federal group tax exemption status of the Association will remain in compliance with all IRS eligibility and filing requirements.

#### **Article XI – DISSOLUTION**

- (a) The Association will dissolve upon majority vote by mail of Individual Professional, Student, Postgraduate, And Sustaining AHDI members who are members of the Association and after notifying the AHDI Board of Directors.
- (b) Within thirty (30) days following the vote to dissolve, final property and equipment inventories and financial audits shall be done.
- (c) After financial obligations have been paid, remaining assets, including property, equipment, monies, copies of audits, and proof of financial account closures, shall be donated to an AHDI State/Regional/Web-Based Association or other AHDI Local Chapter, or forwarded to the AHDI Administrative Office and shall become the property of AHDI. The disposition of said assets shall be determined by mail vote of the remaining Voting Members of the Association at the time of dissolution.

#### **Article XII – LOSS OF RECOGNITION**

- (a) The Association that fails to abide by the Bylaws, policies and goals of AHDI or fail to pay any special assessments levied by the AHDI may have recognition as an Association revoked by the AHDI Board of Directors.
- (b) The AHDI President shall first notify the Association of noncompliance and establish a date by which the Association shall submit satisfactory proof of compliance. Failure to respond by the established date will result in withdrawal of recognition of the Association at the direction of the AHDI Board of Directors. All rights and privileges of the Association will be forfeited.
- (c) After financial obligations have been paid, remaining assets, including property, equipment, monies, copies of audits, and proof of financial account closures, shall be donated to an AHDI Component Association where it shall become the property of that Component Association or forwarded to the AHDI Administrative Office and shall become the property of AHDI. The disposition of said assets shall be determined by vote of the remaining Voting Members of the Association at the time of loss of recognition.

#### **Article XIII – PARLIAMENTARY AUTHORITY**

Except as otherwise provided for in the Bylaws and the Articles of Incorporation in respect to meetings, elections, and procedural matters. Robert's Rules of Order, Newly Revised, are hereby adopted and govern in respect to meetings, elections, and procedural matters, unless for a given matter the President shall rule that strict adherence is not feasible.