



**AMENDED AND
RESTATED
CORPORATE
BYLAWS**

OF

**AHIMA
FOUNDATION**

**AMENDED AND RESTATED
2017, 2018**

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3 **AMENDED AND RESTATED CORPORATE BYLAWS OF AHIMA FOUNDATION**
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6 **ARTICLE 1**
7 **CORPORATION**
8

9 SECTION 1.1. Corporate Name. The name of the corporation shall be AHIMA Foundation
10 (hereinafter, the "AHIMA Foundation"), an Illinois not-for-profit corporation.
11

12 SECTION 1.2. Corporate Purposes. The purposes of the AHIMA Foundation are as follows:

13 (a) To be engaged in fundraising activities, receiving funds, private and government
14 grants, gifts, and other donations ("funds") for the advancement of health information management;
15 maintaining, managing, and administering such funds, and expending principal and income
16 therefrom to provide scholarships and educational products and activities in furtherance of these
17 purposes.

18 (b) To promote research and scholarship in the fields of health information
19 management, health informatics, information governance, and other related disciplines;

20 (c) To function as an international resource center for health information management
21 issues open to students, practitioners, organizations involved with health information issues, and the
22 interested public;

23 (d) To promote the interests and mission of the AMERICAN HEALTH
24 INFORMATION MANAGEMENT ASSOCIATION ("AHIMA") and its affiliated
25 organizations, which are tax-exempt under Section 501(c) of the Internal Revenue Code of
26 1986, as amended, and to support such organizations financially and otherwise.

27 (e) To take any reasonable actions to effectuate the foregoing purposes.

28 SECTION 1.3. Compliance with Law. AHIMA Foundation is organized and shall operate
29 exclusively for charitable, scientific, or educational purposes within the meaning of Section
30 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future United States internal
31 revenue law (the "Code") and in accordance with the provisions of the Illinois General Not-for-
32 Profit Corporation Act ("the Act").

33 (a) No part of the net earnings of the AHIMA Foundation shall inure to the benefit
34 of, or be distributed to, its members, directors, officers, or other persons, except that the AHIMA
35 Foundation shall be authorized and empowered to pay reasonable compensation for services
36 rendered and to make payments and distributions in furtherance of the purposes set forth herein;
37

38 (b) Except as permitted by law, no part of the activities of the AHIMA Foundation

39 shall be lobbying or otherwise attempting to influence legislation. The AHIMA Foundation
40 shall not participate in, or intervene in (including the publishing or distribution of statements)
41 any political campaign on behalf of any candidate for public office except as authorized under
42 the Internal Revenue Code;

43
44 (c) Notwithstanding any other provisions of these bylaws, the AHIMA
45 Foundation shall not carry on any activities prohibited by a corporation exempt from federal
46 income tax under §501(c)(3) of the Internal Revenue Code.
47

48 SECTION 1.4. Corporate Offices. The AHIMA Foundation shall have, and
49 continuously maintain in the State of Illinois, an office and a registered agent.
50

51 SECTION 1.5. Corporate Dissolution. In the event of the dissolution of the
52 AHIMA Foundation, the Board, after paying or making provision for the payment,
53 satisfaction or discharge of all of the liabilities of the AHIMA Foundation, shall distribute, in
54 any proportions considered prudent, all of the assets of the AHIMA Foundation to such
55 organization or organizations organized and operated exclusively for charitable, educational,
56 or scientific purposes as shall at the time qualify as an exempt organization or organizations
57 under § 501(c) of the Code, as the Board shall, subject to approval by the Sole Member,
58 determine. Any such assets not so disposed of shall be disposed of by a court of competent
59 jurisdiction of the county in which the principal office of the AHIMA Foundation is then
60 located, exclusively for such purposes or to such organization or organizations, as said court
61 shall determine, which are organized and operated exclusively for such purposes.
62

63 ARTICLE 2
64 MEMBER
65

66 SECTION 2.1. Sole Member. The AHIMA Foundation shall have one member,
67 which shall be AHIMA, an Illinois not-for-profit corporation. The Sole Member shall have
68 reserved powers and voting rights to do the following:

69 (a) To amend the articles of incorporation, corporate bylaws, and any mission statement
70 of the AHIMA Foundation;

71 (b) To appoint, subject to the provisions of Section 3.3 hereof, the directors of the
72 AHIMA Foundation, including the Chair-elect;

73 (c) To remove a director or officer at any time, with or without cause;

74 (d) To appoint the Executive Director of the AHIMA Foundation;

75 (e) To approve all plans of merger, consolidation, joint venture, or long-term affiliation
76 with the AHIMA Foundation;

77 (f) To perform all Treasury functions involving the AHIMA Foundation (See Section
78 4.7(b) for detail) including, but not limited, to the following:

79 i. Approve annual operating budgets and multi-year capital budgets and strategic

80 plans of the AHIMA Foundation before expenditures pursuant to such budgets and plans are made;

81 ii. Approve the non-budgeted sale, lease (capitalized or otherwise), exchange,
82 mortgage, pledge, or other disposition of property and assets of the corporation in any one fiscal
83 year, which is in excess of an amount to be set from time to time by the member.

84
85 iii. Approve all contracts obligating the AHIMA Foundation to expend an
86 amount in excess of an amount to be set from time to time by the member.

87
88 (g) To approve the creation or acquisition of subsidiaries or affiliates of the AHIMA
89 Foundation.

90
91 (h) To approve the AHIMA Foundation's incurrence of non-budgeted incurrence of
92 debt or other obligating of its assets in excess of an amount to be set from time to time by the
93 member.

94
95 (i) To approve the appointment of independent certified public accountants and
96 any other service providers for the AHIMA Foundation.

97 (j) To approve any voluntary dissolution of any liquidation of corporate assets.

98 (k) To approve all executive compensation arrangements, including incentive
99 compensation, for the AHIMA Foundation.

100
101 SECTION 2.2. Action by Member. The member shall act by executing and delivering to
102 the Chair or the Executive Director of the AHIMA Foundation a written instrument or instruments,
103 signed by an authorized officer of the member, setting forth the action taken and the applicable
104 corporate authorizations or directions from the Board of Directors of the member. The action of the
105 member shall be deemed to have been taken on the dates on which the written instruments are so
106 delivered unless the instruments provide otherwise.

107
108 ARTICLE 3
109 BOARD OF DIRECTORS
110

111 SECTION 3.1. Powers. Except as provided in Article 2, the Board of Directors shall
112 manage the affairs of the AHIMA Foundation. It shall determine compliance with the AHIMA
113 Foundation's stated purposes and shall have the power and authority to do and perform all acts
114 or functions not inconsistent with these bylaws, the AHIMA Foundation's articles of
115 incorporation, or actions of the member.

116
117 SECTION 3.2. Directors. The Board shall consist of no more than thirteen (13)
118 directors, including: the Chair, Chair-elect, immediate past Chair, and the President of AHIMA.
119 The President of AHIMA shall serve as an *ex officio* voting member and the Chief Executive
120 Officer of AHIMA shall serve as an *ex officio* non-voting member. At all times, at least twenty-
121 five percent (25%) of all members of the Foundation Board must hold AHIMA certification. All
122 members of the Board must retain membership in AHIMA throughout their tenure on the Board.

123
124 SECTION 3.3. Appointment and Removal. The Foundation Board shall annually prepare
125 a slate of individuals whom it shall recommend to the AHIMA Board as candidates to fill vacancies

126 within the Board. The AHIMA Board shall review the slate of individuals recommended by the
127 Foundation Board for membership on the Foundation Board. The AHIMA Board shall determine
128 whether to appoint individuals recommended by the Foundation Board or to appoint other
129 individuals of its own choosing. The AHIMA Board may remove any director of the Foundation at
130 any time, with or without cause.

131
132 SECTION 3.4. Terms. All voting directors of the Foundation shall serve a term of three
133 (3) years. There shall be a limit of two (2) consecutive three (3)-year terms for any director;
134 provided, however, (a) that a director who has served two (2) consecutive three (3)-year terms may
135 be re-appointed to the Board after a one (1)-year absence from the Board and (b) that service as an
136 officer shall not be subject to these term limits. Terms shall be assigned to ensure that approximately
137 one-third (1/3) of the seats shall become vacant each year.

138 SECTION 3.5. Vacancies. Vacancies due to death, resignation, or other cause shall be
139 filled by recommendation of the Foundation Board and approved by the AHIMA Board. Any director
140 appointed to fill a vacancy shall serve for the remainder of the term of the vacant director. Service
141 filling a vacancy shall not be counted toward the term limit set forth in Section 3.4.

142
143 SECTION 3.6. Annual Meeting. The annual meeting of the Board shall be held
144 within sixty (60) days after the close of the fiscal year at the principal office of the AHIMA
145 Foundation, or at such place and at such hour as may be designated by the Board.

146
147 SECTION 3.7. Regular Meetings. The Board shall hold regular meetings as
148 designated by the Chair. Members entitled to vote may participate in, and act at any meeting
149 through the use of conference telephone or other communications technology by means of
150 which all persons participating in the meeting can communicate with each other. Participation
151 in such meeting shall constitute attendance and presence in person at the meeting of the
152 person or persons so participating.

153
154 SECTION 3.8. Special Meetings. Special meetings of the Board may be called by
155 (i) the Board Chair, (ii) the Executive Director, or (iii) by receipt of a written request of three
156 (3) or more directors.

157
158 SECTION 3.9. Notice. Notice of any meeting of the Board shall be given at least five
159 (5) but not more than thirty (30) days prior to the meeting by written notice delivered
160 personally, by mail, e-mail, or other electronic means to each director at his or her business
161 address or such other address as specified by that director. If notice is given by e-mail or other
162 electronic means, such notice shall be deemed to have been delivered when transmitted without
163 receipt of any indication that the notice did not reach the intended recipient. Neither the
164 business to be transacted at, nor the purpose of, any regular or special meeting of the Board
165 need be specified in the notice or waiver of notice of such meeting. The attendance of a director
166 at any meeting shall constitute a waiver of notice of such meeting, except where a director
167 attends a meeting for the express purpose of objecting to the transaction of any business
168 because the meeting is not lawfully called or convened.

169
170 SECTION 3.10. Attendance at Board Meetings. Directors are required to attend Board
171 meetings. A director may be placed upon probationary status upon recommendation of the Chair of

172 the Board, subject to approval of the Sole Member's board of directors, after three (3) absences
173 from meetings of the Board during one calendar year. Prior to removal, the delinquent Board
174 member shall be given written notice and an opportunity to oppose placement on probationary
175 status. While on probationary status, upon an additional failure to attend a subsequent Board
176 meeting, such delinquent director may be removed upon recommendation of the Chair of the
177 Board, subject to approval of the of the Sole Member's board of directors.

178 SECTION 3.11. Action by Unanimous Consent. Any action that may be taken at a
179 Board meeting may be taken without a Board meeting if a unanimous written consent is
180 executed as required by the Act. A consent may be executed in one or more counterparts, all of
181 which together shall constitute one unanimous consent of the Board. The consents shall be
182 filed with the minutes of the meetings of the Board.
183

184 SECTION 3.12. Meeting by Conference Telephone or Internet Application. Directors
185 or any committee of the Board may participate in, and act at, any meeting of the Board or a
186 committee by means of conference telephone or Internet communications application if all
187 persons participating in the meeting can communicate with each other simultaneously.
188 Participation by such means shall constitute presence in person at the meeting.
189

190 SECTION 3.13. Quorum. For all meetings of the Board (other than for action taken
191 by unanimous written consent), a quorum shall be a simple majority of the voting directors
192 then serving, who shall be present at the physical meeting location or virtually (from a remote
193 location) in real time through technology that enables remote meeting participation through the
194 use of virtual meeting services. No proxies shall be permitted.
195

196 SECTION 3.14 Procedure. Roberts Rules of Order, Revised (latest edition) shall
197 govern procedure at all meetings of the Board and its committees where not covered
198 expressly by these bylaws.
199

200 SECTION 3.15. Advisors to the Board. The Board may designate non-voting advisors
201 to the Board, who shall be entitled to notice of and to attend such meetings of the Board or
202 portions of such meetings as the Board may determine, who may express their views, but who
203 shall not be entitled to vote.
204

205 ARTICLE 4

206 AHIMA FOUNDATION OFFICERS

207

208 SECTION 4.1. Designation of AHIMA Foundation Officers. The officers of the
209 AHIMA Foundation shall be a Chair, Chair-elect, immediate past-Chair, and Executive Director.
210 At all times, at least one (1) AHIMA Foundation officer (not including the Executive Director) shall
211 hold an AHIMA certification.

212 SECTION 4.2. Election and Tenure of Chair-Elect.

213 (a) At least sixty (60) days prior to the AHIMA annual convention, the Foundation Board
214 shall submit to the AHIMA Board one or more names for consideration for appointment as Chair-

215 elect of the AHIMA Foundation for the term beginning January 1 of the following year. The
216 AHIMA Board shall appoint as Chair-elect an individual whose name has been submitted by the
217 Foundation Board or such other individual as the AHIMA Board determines would better serve the
218 AHIMA Foundation.

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220

221 (b) No individual may be appointed as Chair-elect unless such individual is a member of
222 AHIMA and has served at least one year on the Board of AHIMA or the AHIMA Foundation.

223

224 (c) The individual appointed as Chair-elect shall, except as provided in subparagraph (d),
225 hold the position of Chair-elect for a period of one (1) calendar year and then assume the
226 position of Chair at the beginning of the succeeding calendar year.

227

228 (d) The Chair-elect shall assume the position of Chair if there is a vacancy in that office or
229 if the Foundation Board determines, by majority vote, that the Chair is not able effectively to carry
230 out the duties of Chair. In that event, the AHIMA Board, after seeking input from the AHIMA
231 Foundation Board, shall either appoint a qualified individual to serve the unexpired term of the
232 Chair-elect or shall allow the office of Chair-elect to remain vacant for the unexpired term.

233

234 SECTION 4.3. Tenure of Chair and Immediate Past-Chair.

235

236 (a) The Chair shall serve for a period of one year except that, if the Chair-elect is unable to
237 assume the position of Chair at the end of that period, the Chair shall continue in office until the
238 AHIMA Board appoints a new Chair.

239

240 (b) Upon completion of his or her term, the Chair shall assume the role of past Chair for a
241 period of one year. If the out-going Chair is unwilling or unable to serve as immediate past-Chair,
242 the AHIMA Board shall appoint a past Chair or a Foundation Board member to serve as immediate
243 past-Chair for the unexpired term of the past-Chair.

244

245 SECTION 4.4. Duties of the Board Chair.

246

247 (a) The Board Chair shall be the official spokesperson for the AHIMA Foundation and
248 shall have all the duties which that position would customarily require, including chairing all
249 meetings of the Board and all other duties assigned to the Board Chair under these bylaws or
250 by Board resolution. The Board Chair shall be an *ex officio* member of all Board committees.

251

252 (b) If the Sole Member determines to have a liaison from the AHIMA Foundation attend
253 meetings of the AHIMA Board or otherwise provides for representation of the AHIMA Foundation
254 at the AHIMA Board, the Chair, or another Board member designated by the Chair, may serve in
255 that capacity.

256

257 SECTION 4.5. Duties of the Chair-elect and Immediate Past Chair.

258 (a) In the absence of the Chair or in the event of inability or refusal of the Chair to act,
259 the Chair-elect shall assume the duties of the Chair and shall perform such other duties as may be

260 delegated by the Foundation Board.

261 (b) In the absence of the both the Chair and the Chair-elect or in the event of their
262 inability or refusal to act, the immediate past-Chair shall assume the duties of the Chair and shall
263 perform such other duties as may be delegated by the Foundation Board.

264

265 SECTION 4.6. The Executive Director.

266

267 (a) Appointment and Removal. The Chief Executive Officer of the Sole Member shall
268 appoint an individual to serve as the Executive Director of the AHIMA Foundation. The Chief
269 Executive Officer of the Sole Member shall also have the authority to remove the Executive
270 Director of the AHIMA Foundation, with or without cause, subject to any contractual rights the
271 Executive Director may have.

272 (b) Executive Director Duties. Subject to oversight by the Chief Executive Officer of the
273 Sole Member, the Executive Director of the AHIMA Foundation shall have all the duties and
274 authority which such position would customarily require, including, but not limited to the
275 following:

276 (1) Providing required annual orientation and training for new board members.

277 (2) Carrying out all policies established by the Foundation Board and advising on the
278 formulation of these policies.

279 (3) Developing and submitting to the Foundation Board for approval a plan of
280 organization for the conduct of the various activities of the corporation and recommending changes
281 when necessary.

282 (4) Preparing written plans for the achievement of the AHIMA Foundation's specific
283 objectives and periodically reviewing and evaluating such plans.

284 (5) Preparing an annual budget showing the expected revenue and expenditures as
285 required by the AHIMA Foundation Board.

286 (6) Selecting, employing, supervising, and discharging corporate agents and employees,
287 and developing and maintaining personnel policies and practices for the AHIMA Foundation.

288 (7) Maintaining physical properties in a good and safe state of repair and operating
289 condition.

290 (8) Supervising the financial affairs to ensure that funds are collected and expended to
291 the best possible advantage of the AHIMA Foundation.

292 (9) Presenting to the Foundation Board, or its authorized committees, periodic reports
293 reflecting the activities of the AHIMA Foundation and such other special reports as may be required
294 by the Board.

295 (10) Attending meetings of the Foundation Board, serving as an *ex officio* member on its
296 committees, and coordinating the preparation of Board meeting materials.

297 (11) Representing the AHIMA Foundation in its relationships with its affiliated
298 organizations.

299
300 (12) Providing to the Board on a quarterly basis an inventory of all gifts and donations,
301 contracts, grants, and loans received (or applied for) by the AHIMA Foundation, and a summary
302 of the status of all gifts and donations, contracts, grants, and loans.

303
304 (13) Performing such other duties as may from time to time be assigned by the
305 Board Chair or by the Board.

306
307 (c) Accountability. The Executive Director shall be accountable to the Foundation
308 Board and to the Chief Executive Officer of the Sole Member. However, in the event of a
309 conflict between the two, the position of the Chief Executive Officer of the Sole Member shall
310 prevail.

311
312 SECTION 4.7. Additional Functions.

313
314 (a) Secretarial Functions. In collaboration with the Board Chair, the Executive
315 Director of the AHIMA Foundation shall ensure that the following secretarial functions are
316 carried out: sending of appropriate notices or waivers of notice regarding Board meetings;
317 preparing agendas and other materials for all meetings of the Board; acting as official
318 custodian of all records, reports and minutes of the AHIMA Foundation, the Board and
319 committees; keeping and reporting of adequate records of all meetings of the Board; and
320 performing such other duties as are customarily performed by or required of corporate
321 secretaries.

322
323 (b) Treasurer Functions. The AHIMA Foundation Executive Director shall coordinate
324 with AHIMA Financial Services, under the direction of AHIMA's chief financial officer, to ensure
325 that appropriate treasurer functions are completed, such as AHIMA Financial Services'
326 maintenance of the financial books of the Foundation and the preparation of the Foundation's
327 annual IRS Form 990 for Board review, and directing the development of the yearly operating
328 budget. The Executive Director shall ensure that a true and accurate accounting of the financial
329 transactions of the AHIMA Foundation is made periodically and reflected in the AHIMA
330 Financial Services accounts, that reports of such transactions are presented to the Board, and that
331 all accounts payable are presented to such representatives as the Board may designate for
332 authorization of payment.

333 (c) Grants and Contracts. Unless otherwise determined by the Foundation Board or the
334 Sole Member, the Executive Director of the AHIMA Foundation shall serve as principal
335 investigator for all grants and contracts received by the AHIMA Foundation – and shall be
336 responsible for providing reports and other information required by any granting or contracting
337 entity.

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339

340 ARTICLE 5
341 COMMITTEES

342
343 SECTION 5.1. Board Committees. A majority of the directors may create one or
344 more Board committees (such as standing committees, an executive committee, or a finance
345 committee) and appoint directors, or such other persons as the Board designates, to serve on
346 the committee or committees. Each committee shall have two (2) or more directors, and a
347 majority of its members shall be directors. All committee members shall serve at the
348 pleasure of the Board.

349
350 SECTION 5.2. Advisory Task Forces. Advisory task forces may be created by
351 resolution of the Board. An advisory task force shall consist of individuals appointed by the
352 Board. A majority of its members need not be directors of the AHIMA Foundation. An advisory
353 task force shall limit its activities to advising the Board of Directors on the issues for which it is
354 appointed. It shall have no power to act except to advise the Board. Upon completion of the
355 tasks for which it was created, an advisory task force shall stand discharged.

356
357 SECTION 5.3. Committee Procedures. Each committee shall record minutes of its
358 actions and shall promptly deliver a copy of such minutes to the Executive Director of the
359 AHIMA Foundation and the Board Chair. Reasonable notice of the meetings of any committee
360 shall be given to the members thereof and to the Chair and the Executive Director, each of
361 whom shall have the right to attend and participate in the deliberations of the committee. The
362 Chair, the Executive Director or the committee Chair may invite to any committee meeting
363 such individuals as they may select who may be helpful to the deliberations of the committee.
364 A majority of the members of each committee shall constitute a quorum for the transaction of
365 business, and the act of a majority of the members of any committee present at a meeting at
366 which a quorum is present shall be the action of the committee.

367
368 ARTICLE 6
369 FISCAL MATTERS
370

371 SECTION 6.1. Fiscal Year. The fiscal year of the AHIMA Foundation shall end on
372 December 31 of each year.

373
374 SECTION 6.2. Contracts. The Chair, the Executive Director, and their designees
375 approved by the Board shall be authorized to execute contracts on behalf of the AHIMA Foundation
376 but subject to the prior approval of the Sole Member. In addition, the Board may authorize other
377 officers or agents to enter into any contract or execute and deliver any instrument in the name of
378 and on behalf of the AHIMA Foundation.

379 SECTION 6.3. Loans and Indebtedness. No loans shall be contracted on behalf of the
380 AHIMA Foundation, and no evidences of indebtedness shall be issued in its name, unless
381 authorized by a resolution of the Board with such authority being either general or confined to
382 specific instances and subject to the approval of the Sole Member.

383
384 SECTION 6.4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment

385 of money, notes or other evidences of indebtedness issued in the name of the AHIMA Foundation
386 or to the AHIMA Foundation, shall be signed or endorsed as established by Board policy by persons
387 authorized as signatories on the accounts of the AHIMA Foundation by resolution of the Board
388 from time to time. The signatures of such persons may be made electronically where expressly
389 authorized, but shall not be preprinted on the instrument.

390
391 SECTION 6.5. Deposits. All funds of the AHIMA Foundation not otherwise employed
392 shall be deposited from time to time to the credit of the AHIMA Foundation in such banks, trust
393 companies, or other depositories as the Board may select.

394
395
396 SECTION 6.6. Budgets. No later than September thirty (30) of any year, the Board of
397 the AHIMA Foundation shall prepare, or have prepared, the annual capital and operating budgets of
398 the AHIMA Foundation for the following calendar year. Such budgets shall be reviewed by an
399 appropriate committee of the AHIMA Foundation and shall be acted upon by the Board. All
400 budgets shall be subject to the prior approval of the Sole Member.

401
402 SECTION 6.7. Maintenance of Records. The AHIMA Foundation shall keep correct
403 and complete books and records of account, with the oversight of AHIMA's Finance Department
404 and the AHIMA Chief Financial Officer, who prepare the AHIMA Foundation's annual Form
405 990. The AHIMA Foundation shall also keep minutes of Board and committee proceedings. All
406 books and records of the AHIMA Foundation may be inspected by the sole corporate member for
407 any proper purpose at any reasonable time.

408
409 SECTION 6.8. Gifts. The Board may accept, on behalf of the AHIMA Foundation, any
410 contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the
411 AHIMA Foundation.

412
413 ARTICLE 7
414 CONFLICTS OF
415 INTEREST
416

417 SECTION 7.1. Conflicts of Interest Policy. The AHIMA Foundation Conflicts of
418 Interest Policy shall be governed by the Sole Member, and the AHIMA Foundation shall at all
419 times, comply with all Internal Revenue Service requirements applicable to § 501(c)(3)
420 organizations, (such as the AHIMA Foundation). The policy may be changed from time to time
421 and shall become effective when approved by the Board.

422
423 SECTION 7.2 Disclosure. Every director, officer, and volunteer, in a manner and
424 form to be prescribed by the then-governing Conflict of Interest Policy, shall be required to
425 agree in writing to abide by the policy and to disclose any conflict of interest or appearance of a
426 conflict, as defined in the Conflict of Interest Policy.

427
428 ARTICLE 8
429 INDEMNIFICATION
430

431 SECTION 8.1. Basic Indemnification. The AHIMA Foundation shall indemnify any
432 officer, director, volunteer, or staff who is, by virtue of his or her good faith efforts on behalf of the

433 AHIMA Foundation (as determined by the Board of Directors), made a party to any suit or
434 proceeding, whether civil, criminal, administrative or investigative (other than an action by or in
435 the right of the AHIMA Foundation) or who is served with a subpoena, against all expenses,
436 including attorneys' fees, judgments, fines and amounts incurred by him or her in connection
437 with such action, suit or proceeding. Notwithstanding the foregoing, any indemnification under
438 this Section shall be secondary to any available insurance. Moreover, as a condition precedent
439 to receiving indemnification, the indemnified individual shall promptly notify the Executive
440 Director of any claim for indemnification, shall agree to representation by counsel designated
441 by the Board, and shall agree to be represented by the same counsel as other indemnified
442 individuals and/or the AHIMA Foundation if other individuals are seeking indemnification and
443 have congruent interests as determined by the Board – and/or the AHIMA Foundation is also the
444 subject of the suit or proceeding or the recipient of a subpoena.

445 SECTION 8.2. Contract with the AHIMA Foundation. The provisions of this Article
446 shall be deemed to be a contract between the AHIMA Foundation and each indemnified
447 individual who acts in good faith on behalf of the AHIMA Foundation while the Article is in
448 effect. Any repeal or modification of this Article shall not affect any state of facts then or
449 theretofore existing or any action, suit or proceeding theretofore existing or thereafter brought
450 or threatened based in whole or in part upon any such state of facts. If an individual claims
451 indemnification under this Article, the AHIMA Foundation shall take all required action to
452 bring about a prompt and good faith determination of such individual's right to indemnification
453 hereunder. Such determination shall be made the Board of Directors or a committee
454 designated by the Board, but subject to approval by the Sole Member.
455

456 SECTION 8.3. Advance of Expenses. Expenses incurred in defending a suit or
457 proceeding, or in responding to a subpoena, may be paid by the AHIMA Foundation in advance
458 of the final disposition of such suit, proceeding, or subpoena, upon receipt of a written
459 agreement by or on behalf of the indemnified individual to undertake to repay such amount if
460 it shall ultimately be determined that such individual is not entitled to indemnification by the
461 AHIMA Foundation as authorized in this Article.
462

463 SECTION 8.4. Other Rights of Indemnification. The indemnification provided
464 or permitted by this Article shall not be deemed exclusive of any other rights to which
465 those seeking indemnification may be entitled by law, agreement or otherwise, and shall
466 continue as to a person who ceased to be a director, officer, volunteer, or employee and
467 shall inure to the benefit of the heirs, executors, and administrators of such person.
468

469 SECTION 8.5. Liability Insurance. The AHIMA Foundation shall have the power to
470 purchase and maintain, on behalf of any person who is or was a director, officer, volunteer,
471 or employee of the AHIMA Foundation, or is or was serving at the request of the AHIMA
472 Foundation as a director, officer, employee or agent of another corporation, partnership, joint
473 venture, trust or other enterprise, insurance against any liability asserted against such person
474 and incurred by such person in any such capacity, or arising out of such person's status as
475 such whether or not the AHIMA Foundation would have the power to indemnify such person
476 against such liability under the provisions of this Article.
477

478 ARTICLE 9
479 NON-DISCRIMINATION
480

481 The AHIMA Foundation recognizes the rights of all persons to equal opportunity in
482 employment, compensation, promotion, education, positions of leadership and power, and
483 shall not at any time discriminate against any employee, applicant for employment, director,
484 officer, contractor, or any other person with whom it deals because of race, creed, color,
485 disability, sex or sexual orientation, national origin, or age.
486

487 ARTICLE 10
488 AMENDMENTS
489

490 These bylaws may be amended by the sole corporate member upon no fewer than ten
491 (10) days' written notice to the Foundation Board.
492

493 **ADOPTED BY AHIMA FOUNDATION ON November 15, 2018 AT**
494 **CHICAGO, ILLINOIS.**
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