AMENDED AND
RESTATED
CORPORATE
BYLAWS

OF

AHIMA
FOUNDATION

AMENDED AND RESTATE
2017, 2018
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ARTICLE 1
CORPORATION

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

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

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

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

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

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

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

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

(a) No part of the net earnings of the AHIMA Foundation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other persons, except that the AHIMA Foundation 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;

(b) Except as permitted by law, no part of the activities of the AHIMA Foundation
shall be lobbying or otherwise attempting to influence legislation. The AHIMA Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

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

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

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

ARTICLE 2
MEMBER

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

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

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

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

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

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

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

i. Approve annual operating budgets and multi-year capital budgets and strategic
plans of the AHIMA Foundation before expenditures pursuant to such budgets and plans are made;

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

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

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

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

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

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

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

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

ARTICLE 3
BOARD OF DIRECTORS

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

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

SECTION 3.3. Appointment and Removal. The Foundation Board shall annually prepare a slate of individuals whom it shall recommend to the AHIMA Board as candidates to fill vacancies
within the Board. The AHIMA Board shall review the slate of individuals recommended by the Foundation Board for membership on the Foundation Board. The AHIMA Board shall determine whether to appoint individuals recommended by the Foundation Board or to appoint other individuals of its own choosing. The AHIMA Board may remove any director of the Foundation at any time, with or without cause.

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

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

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

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

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

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

SECTION 3.10.  Attendance at Board Meetings. Directors are required to attend Board meetings. A director may be placed upon probationary status upon recommendation of the Chair of
the Board, subject to approval of the Sole Member's board of directors, after three (3) absences from meetings of the Board during one calendar year. Prior to removal, the delinquent Board member shall be given written notice and an opportunity to oppose placement on probationary status. While on probationary status, upon an additional failure to attend a subsequent Board meeting, such delinquent director may be removed upon recommendation of the Chair of the Board, subject to approval of the of the Sole Member's board of directors.

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

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

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

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

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

ARTICLE 4
AHIMA FOUNDATION OFFICERS

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

SECTION 4.2. Election and Tenure of Chair-Elect.

(a) At least sixty (60) days prior to the AHIMA annual convention, the Foundation Board shall submit to the AHIMA Board one or more names for consideration for appointment as Chair-
elect of the AHIMA Foundation for the term beginning January 1 of the following year. The
AHIMA Board shall appoint as Chair-elect an individual whose name has been submitted by the
Foundation Board or such other individual as the AHIMA Board determines would better serve the
AHIMA Foundation.

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

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

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

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

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

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

SECTION 4.4. Duties of the Board Chair.

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

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

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

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

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

SECTION 4.6. The Executive Director.

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

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

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

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

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

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

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

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

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

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

(9) Presenting to the Foundation Board, or its authorized committees, periodic reports reflecting the activities of the AHIMA Foundation and such other special reports as may be required by the Board.
Attending meetings of the Foundation Board, serving as an *ex officio* member on its committees, and coordinating the preparation of Board meeting materials.

Representing the AHIMA Foundation in its relationships with its affiliated organizations.

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

Performing such other duties as may from time to time be assigned by the Board Chair or by the Board.

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

SECTION 4.7. **Additional Functions.**

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

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

(c) **Grants and Contracts.** Unless otherwise determined by the Foundation Board or the Sole Member, the Executive Director of the AHIMA Foundation shall serve as principal investigator for all grants and contracts received by the AHIMA Foundation – and shall be responsible for providing reports and other information required by any granting or contracting entity.
ARTICLE 5
COMMITTEES

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

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

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

ARTICLE 6
FISCAL MATTERS

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

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

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

SECTION 6.4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment
of money, notes or other evidences of indebtedness issued in the name of the AHIMA Foundation or to the AHIMA Foundation, shall be signed or endorsed as established by Board policy by persons authorized as signatories on the accounts of the AHIMA Foundation by resolution of the Board from time to time. The signatures of such persons may be made electronically where expressly authorized, but shall not be preprinted on the instrument.

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

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

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

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

ARTICLE 7
CONFLICTS OF INTEREST

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

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

ARTICLE 8
INDEMNIFICATION

SECTION 8.1. Basic Indemnification. The AHIMA Foundation shall indemnify any officer, director, volunteer, or staff who is, by virtue of his or her good faith efforts on behalf of the
AHIMA Foundation (as determined by the Board of Directors), made a party to any suit or
proceeding, whether civil, criminal, administrative or investigative (other than an action by or in
the right of the AHIMA Foundation) or who is served with a subpoena, against all expenses,
including attorneys' fees, judgments, fines and amounts incurred by him or her in connection
with such action, suit or proceeding. Notwithstanding the foregoing, any indemnification under
this Section shall be secondary to any available insurance. Moreover, as a condition precedent
to receiving indemnification, the indemnified individual shall promptly notify the Executive
Director of any claim for indemnification, shall agree to representation by counsel designated
by the Board, and shall agree to be represented by the same counsel as other indemnified
individuals and/or the AHIMA Foundation if other individuals are seeking indemnification and
have congruent interests as determined by the Board – and/or the AHIMA Foundation is also the
subject of the suit or proceeding or the recipient of a subpoena.

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

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

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

SECTION 8.5. Liability Insurance. The AHIMA Foundation shall have the power to
purchase and maintain, on behalf of any person who is or was a director, officer, volunteer,
or employee of the AHIMA Foundation, or is or was serving at the request of the AHIMA
Foundation as a director, officer, employee or agent of another corporation, partnership, joint
venture, trust or other enterprise, insurance against any liability asserted against such person
and incurred by such person in any such capacity, or arising out of such person's status as
such whether or not the AHIMA Foundation would have the power to indemnify such person
against such liability under the provisions of this Article.
ARTICLE 9
NON-DISCRIMINATION

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

ARTICLE 10
AMENDMENTS

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

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