

**Bylaws of
New England Chapter of HIMSS**

**ARTICLE I
NAME, PURPOSES AND TERRITORY**

Section 1. Name. The name of this corporation shall be New England Chapter of Healthcare Information and Management Systems Society (the “Chapter”), an Illinois not-for-profit corporation.

Section 2. Purposes. The Chapter is organized for the purpose of promoting the interests of the Healthcare Information and Management Systems Society, an Illinois not-for-profit corporation (“HIMSS”) within the geographic area covered by the Chapter as defined by HIMSS (“Territory”). The purposes of the Chapter shall include:

(a) Planning and scheduling meetings to provide Chapter members and other interested persons an opportunity to share ideas and exchange experiences in the field of healthcare information and management systems;

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

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

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

Section 3. Offices. The Chapter shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Illinois, as the Chapter Board of Directors may determine.

Section 4. Rules. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for herein.

**ARTICLE II
MEMBERSHIP**

Section 1. HIMSS/Chapter Dual Membership. Each member of HIMSS in good standing within the Territory automatically shall be assigned membership in the Chapter in accordance with HIMSS procedures. In addition, any HIMSS member in good standing outside of the Territory may elect to become a member of the Chapter upon written request to HIMSS in accordance with its procedures. HIMSS members shall be placed in the Chapter membership category that corresponds with their HIMSS membership category.

Section 2. Chapter-Only Membership.

(a) Chapter-only membership may be granted to any individual who (i) is interested in and agrees to support the purposes of the Chapter; (ii) is active and/or interested in the field of healthcare information

and management systems; (iii) meets the criteria for Chapter membership in a particular category of Chapter membership as determined by HIMSS; (iv) agrees to abide by these bylaws, the HIMSS Bylaws, the HIMSS Code of Ethics, and such other rules and regulations as the Chapter or HIMSS may adopt; and (iv) meets such additional criteria for membership as HIMSS may establish from time to time.

(b) All applicants must complete the Chapter-Only membership application form and submit the application, along with the designated fee, if any, to the administrative office of HIMSS. Qualified applicants shall become members of the Chapter upon notice from HIMSS.

Section 3. Membership Categories. The membership of the Chapter is composed of the following categories and such additional categories as may be established by HIMSS from time to time: Regular Member, Student Member, Retired Member, Life Member, Member Emeritus, and Organizational Membership. The criteria for membership are the same as those established by HIMSS for each such membership category in its bylaws or policies.

Section 4. Member Rights.

(a) All Chapter members have the right to serve on committees and attend the social and educational meetings of the Chapter.

(b) Only Regular Members and Members Emeritus of the Chapter have the right to vote in the Chapter's elections and on all other matters presented to the Chapter's voting members. "Regular Members" and "Members Emeritus" of the Chapter are collectively referred to herein as the "voting members." Each eligible voting member shall have one (1) vote in the Chapter's elections and on all other matters presented to the voting members.

(c) Only Regular Members and Members Emeritus of the Chapter who also are HIMSS members in good standing have the right to hold office in the Chapter; serve on the Chapter's Board of Directors; and serve in leadership roles on the Chapter's committees and task forces.

Section 5. Member Resignation. Any member may resign by submitting notice to the HIMSS administrative office in writing. Resignation will be effective upon receipt. Resignation will not relieve the member of the obligation to pay dues and other assessments accrued before the effective date of the resignation. No portion of any dues paid shall be refunded to the resigned member.

Section 6. Ethics and Discipline.

(a) **Grounds for Discipline.** A Chapter member may be disciplined for any of the following reasons:

(i) Failure to comply with these bylaws, the HIMSS Bylaws, the HIMSS Code of Ethics, or any other rules or regulations of HIMSS or the Chapter;

(ii) Unauthorized use of HIMSS or the Chapter's name, logo, or other symbols on stationary, publications, advertisements, printed material or in any other manner; and

(iii) Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of HIMSS or the Chapter.

(b) **Procedures.** A Chapter member may be censured, suspended or expelled for cause and after a fair hearing by an affirmative vote of the majority of the HIMSS Board members present and voting at a duly called meeting of the HIMSS Board of Directors in accordance with HIMSS policies and procedures.

Section 7. Automatic Termination. Membership in the Chapter automatically shall be terminated whenever a Chapter member's membership in HIMSS is terminated. In addition, the membership of any Chapter member who is in default of payment of HIMSS or Chapter dues or any other charges for a period of thirty (30) days from the date on which such dues or charges become payable, or otherwise becomes ineligible for membership in the Chapter or HIMSS, shall be terminated automatically, unless such termination is delayed by the HIMSS Board of Directors.

Section 8. Member Reinstatement. Chapter members may request reinstatement in accordance with HIMSS policies and procedures.

ARTICLE III DUES, FEES AND ASSESSMENTS

The initial and annual dues for Chapter members, and the time for paying such dues and other assessments or fees, if any, shall be established by the HIMSS Board of Directors and such dues shall be submitted to HIMSS in accordance with HIMSS policies and procedures.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual business meeting of the voting members of the Chapter shall be held at such time and place as shall be determined by the Chapter Board of Directors.

Section 2. Special Meetings. Special meetings of the voting members of the Chapter may be called at the request of the President, a majority of the Chapter Board of Directors, or at the written request of 10% of the Chapter's voting members. The time and place for holding special meetings shall be determined by the Chapter Board of Directors.

Section 3. Notice. Notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. A majority of the members of the Chapter Board of Directors plus five (5) voting members of the Chapter present (in person or by proxy) shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 6. Rules of Order. Generally accepted parliamentary authorities may instruct the Chapter in all applicable situations insofar as they are not inconsistent with these bylaws, applicable law, or any rule or regulation of HIMSS or the Chapter.

Section 7. Electronic Communications. Member meetings may be held via telephone conference call, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

Section 8. Mail & Proxy Voting. Voting by proxy, mail, e-mail or other electronic means on any matter before the voting members shall be permitted to the full extent allowed by the Illinois Not-For-Profit Corporation Act of 1986, as may be amended (“Act”). A mail, e-mail or electronic vote may be called by the Chapter Board of Directors. In order for a mail, e-mail or electronic vote to be valid (i) the action must be approved by a majority of voting members casting votes; (ii) the number of voting members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and (iii) the voting members must be provided the opportunity to vote for or against the proposed action.

Section 9. Minutes. The Chapter will maintain minutes of meetings of the voting members and provide copies of those minutes to HIMSS on an annual basis, or more often upon request.

ARTICLE V CHAPTER BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Chapter shall be managed by the Chapter Board of Directors, which shall have supervision, control, and direction of the affairs of the Chapter; shall determine the policies or changes therein within the limits of these bylaws; and shall actively promote its purposes and have discretion in the disbursement of its funds. The Chapter Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Chapter Board of Directors shall be comprised of the President, President-Elect, the Secretary, the Treasurer, the Immediate Past President, and two (2) Members-at-large.

Section 3. Qualifications. Directors must be voting members and members in good standing of both HIMSS and the Chapter for at least one (1) year.

Section 4. Term. Directors shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified and take office. President, President-Elect, Immediate Past President and the two Members-at-Large are one (1) year terms each. Secretary and Treasurer are two (2) year terms each. The term of office for each Director shall begin on the July 1 following his or her election. Directors may serve no more than 2 consecutive terms in office.

Section 5. Elections. The voting members shall elect the Officers and the Board of Directors shall elect the Committee Chairs directors in accordance with such procedures as shall be established by the Chapter Board of Directors.

Section 6. Regular Meetings. The Chapter Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Chapter Board of Directors and additional regular meetings of the Chapter Board of Directors without other notice than such action. The Chapter Board of Directors shall meet at least four (4) times a year.

Section 7. Special Meetings. Special meetings of the Chapter Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the Chapter Board of Directors. Notice of any special meeting of the Chapter Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting.

Section 8. Meeting by Conference Call. Any action to be taken at a meeting of the Chapter Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

Section 9. Waiver of Notice. Notice of a Board meeting need not be given to a director who signs a waiver of notice either before or after the meeting. Meeting attendance by a director will constitute a waiver of notice and a waiver of objections to the meeting time and place and the manner in which it was called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, an objection to transacting business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Chapter Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Chapter Board of Directors members present may adjourn the meeting to another time without further notice.

Section 11. Manner of Acting. The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Chapter Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Informal Action. Any action requiring a vote of the Chapter Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Chapter Board of Directors entitled to vote with respect to the subject matter thereof.

Section 13. Minutes. The Chapter will maintain minutes of meetings of the Board and provide copies of those minutes to HIMSS on an annual basis, or more often upon request.

Section 14. Resignation and Removal. A Director may resign in writing submitted to the Chapter's President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to the Board. A resignation will be effective on the acceptance date of the resignation as determined by the Chapter Board of Directors. A Director who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the Chapter Board of Directors. Any Director may be removed at any time with or without cause by a two-thirds affirmative vote of the voting members present and voting, in person or by proxy, at any regular or special meeting at which a quorum of the voting members is present, when in their judgment the best interest of the Chapter or HIMSS would be served by such removal.

Section 15. Vacancies. The Chapter Board of Directors shall take action to fill any Board vacancy. A Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which he or she was elected to fill.

Section 16. Compensation and Loans. Neither Directors nor Officers of the Chapter shall receive salaries or other compensation for their services as Directors, but the Chapter Board of Directors may, by resolution, authorize the reimbursement of expenses of attendance of Directors for each regular and special meeting of the Chapter Board of Directors; provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the Chapter in any other capacity and receiving reasonable compensation therefor. The Chapter may not make loans to Directors.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Chapter shall be a President, President-Elect, Secretary, Treasurer, Immediate Past President and such other officers as may be determined by the Chapter Board of Directors (collectively, the “Officers”).

Section 2. Qualifications. Officers must be voting members and members in good standing of both HIMSS and the Chapter for at least one (1) year.

Section 3. Elections & Term. The voting members shall elect the Officers in accordance with such procedures as shall be established by the Chapter Board of Directors. At the end of the President’s term, the President-Elect automatically will succeed to the office of President. At the end of the President’s term, the President automatically will succeed to the office of Immediate Past President. President, President-Elect and Immediate Past President are one (1) year terms each. Secretary and Treasurer are two (2) year terms each. The Officers shall serve their term in office, or until such time as their successors have been duly elected and qualified. The term of office for each Officer shall begin on the July 1 following his or her election. The same individual may simultaneously hold the offices of Secretary and Treasurer. Officers may serve no more than two consecutive terms in the same office.

Section 4. Vacancies. If the office of President becomes vacant, the President-Elect automatically will succeed to the office of President. Vacancies in any other office shall be filled by the Chapter Board of Directors.

Section 5. Resignation and Removal. An Officer may resign in writing submitted to the President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to the Board. A resignation will be effective on the acceptance date of the resignation as determined by the Chapter Board of Directors. An Officer who no longer meets the qualifications for office shall automatically be removed and such vacancy shall be filled by the Chapter Board. Any Officer may be removed at any time with or without cause by a two-thirds affirmative vote of the voting members present and voting, in person or by proxy, at any regular or special meeting at which a quorum of the voting members is present, when in their judgment the best interest of the Chapter or HIMSS would be served by such removal.

Section 6. Duties of Officers.

(a) **President.** The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the Chapter. The President may sign, with the Secretary or any other proper officer of the Chapter authorized by the Chapter Board of Directors, any deeds, mortgages, contracts, or other instruments which the Chapter Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Chapter Board of Directors or by these bylaws or by the statute to some other officer or agent of the Chapter. The President shall preside at all meetings of the Chapter and the Chapter Board of Directors; except as otherwise provided in these bylaws, shall appoint the chair of all committees and, in consultation with the chair, make all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Chapter Board of Directors. The President shall automatically succeed to the office of Immediate Past President at the end of his or her term in office as President.

(b) **President-Elect.** The President-Elect shall, in the absence of the President, preside at all meetings of the Chapter and the Chapter Board of Directors; shall automatically succeed to the office of President at the

end of the presiding President's term; and shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the President or by the Chapter Board of Directors.

(c) **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Chapter Board of Directors and voting members; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; shall keep or cause to be kept an accurate census of the Chapter membership; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors.

(d) **Treasurer.** The Treasurer shall be responsible for all funds and securities of the Chapter; shall receive and give receipts for monies due and payable to the Chapter from any sources whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to HIMSS, to the Chapter Board of Directors at its regular meetings, and to the Chapter membership at its Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Chapter Board of Directors.

(e) **Immediate Past President.** The Immediate Past President shall perform all duties incident to the office of Immediate Past President and such other duties as may be specified by the President or by the Chapter Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees.

(a) **Committees with Authority of the Chapter Board.** The Chapter Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more standing committees, each of which shall consist of a majority of Directors and no fewer than two Directors, which to the extent provided in said resolution shall have and exercise the authority of the Chapter Board of Directors in the management of the Chapter; but the designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the Chapter Board of Directors or any individual Director of any responsibility imposed upon them by law. **[This provision allows a chapter to establish, for example, an Executive Committee, Nominating Committee, or Audit Committee.]**

(b) **Other Committees.** The Chapter Board of Directors may establish such other committees not having the authority of the Board of Directors as it deems necessary or prudent in the exercise of its authority and responsibility as set forth in these bylaws.

Section 2. Authority. The action establishing a committee shall set forth the committee's purpose, authority, and composition, and the qualifications required for membership on the committee. All committees shall report to and be subject to the ultimate authority of the Chapter Board of Directors, unless otherwise set forth in the resolution establishing such committee. Committees may be terminated or repurposed by a majority vote of the Chapter Board of Directors.

Section 3. Composition. In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chairperson and members of all committees, subject to the approval of the Chapter Board of Directors. Only voting members that are also members of HIMSS shall be eligible to serve in a leadership position on a committee.

Section 4. Quorum and Manner of Acting. At all meetings of any committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these bylaws or the resolution establishing such committee. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

Section 5. Vacancies & Removal. Unless otherwise provided in the resolution establishing a committee, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that standing committee. Unless otherwise provided in the resolution establishing a committee, any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Chapter or HIMSS would be served thereby.

Section 6. Policies and Procedures. The Chapter Board of Directors (or its designee(s)) shall develop and approve policies and procedures for the operation of all committees.

ARTICLE VIII RELATIONSHIP WITH HIMSS

The Chapter shall abide by the terms of its Affiliate Agreement with HIMSS, which agreement sets forth, among other things, the relationship between the parties, their rights and responsibilities with respect to one another, and the grounds upon which the Chapter's affiliation with HIMSS may be terminated and its charter revoked.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The Chapter Board of Directors may authorize any Officer or Officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

Section 2. 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 Chapter shall be signed by such Officer or Officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Chapter Board of Directors. In the absence of such determination by the Chapter Board of Directors, such instruments shall be signed by the President and countersigned by the Treasurer.

Section 3. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Chapter Board of Directors may select.

Section 4. Bonding. The Chapter Board of Directors may provide for the bonding of such officers and employees of the Chapter as it may from time to time determine.

ARTICLE X FINANCIAL MATTERS

Section 1. Books and Records. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its voting members, the Chapter Board of Directors and any committees having the authority of the Chapter Board of Directors. The Chapter shall provide HIMSS with copies of such books and records upon request.

Section 2. Fiscal Year. The Chapter's fiscal year shall be determined by the HIMSS Board of Directors.

Section 3. Annual Budget. A budget showing anticipated revenue and expenses will be adopted annually by the Chapter Board of Directors.

Section 4. Financial Review. The Chapter Board of Directors may, in its discretion, provide for an annual review of the Chapter's books and records by an independent accountant. Results of such review will be reported by such accountant to the Chapter Board of Directors, with copies provided to HIMSS.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act"), or under the provisions of the Articles of Incorporation or by bylaws of the Chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII BYLAW AMENDMENTS

Section 1. Amendment by Voting Members. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the voting members voting in person or by proxy at any meeting of the members at which a quorum is present. Amendments may be proposed by the Chapter Board of Directors, or by written petition of two percent (2%) of the voting members submitted to the Chapter Board of Directors. Notwithstanding the foregoing, all bylaw amendments are subject to the prior written approval of the HIMSS Board of Directors. Amendments not receiving the approval of the HIMSS Board of Directors shall be of no force or effect.

Section 2. Amendment by HIMSS Board. The HIMSS Board of Directors also shall have the authority to amend these bylaws from time to time in order to bring them into compliance with HIMSS Chapter policies and procedures without the approval of the Chapter's voting members; provided, however, the HIMSS Board shall provide the Chapter's voting members notice of any such amendments at least thirty (30) days prior to the effective date of such amendments.

ARTICLE XIII INDEMNIFICATION


The Chapter shall indemnify all past and present Officers, Directors, employees, committee members, and all other Chapter volunteers to the full extent permitted by the Act, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined by the Chapter Board of Directors.

ARTICLE XIV ELECTRONIC COMMUNICATIONS

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

**ARTICLE I
DISSOLUTION**

In the event of the dissolution of the Chapter, the Chapter Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chapter, transfer all remaining assets of the Chapter to HIMSS (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) or, in the event HIMSS previously has been dissolved, the Chapter shall dispose of all of the remaining assets of the Chapter (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Chapter in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Chapter Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Chapter is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine

Chapter President: 

Date: 2/18/2021

HIMSS Staff: Carrie Simon

Date: 2/18/2021