



HIMSS™

NATIONAL CAPITAL
AREA CHAPTER

Healthcare Information & Management Systems Society (HIMSS)

National Capital Area Chapter BOARD GOVERNANCE, LEADERSHIP ROLES & RESPONSIBILITIES

April 12, 2022

Purpose of Handbook

The purpose of this document is to provide guidance and direction to the HIMSS NCA Chapter Board of Directors regarding roles, responsibilities, policies and procedures in order for the Board and future Board to manage the Chapter in accordance with its missions, vision and By-laws.

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National Capital Area Chapter of HIMSS

HIMSS NCA is a chapter of the Healthcare Information and Management Systems Society based in the Washington, DC metropolitan area. This Chapter is formally known as the National Capital Area (NCA) chapter, the only Federally Focused Chapter of HIMSS. The chapter currently consists of over 1500 members who are passionate about health information management and the technologies that drive health information technology innovation.

About HIMSS NCA: The National Capital Area Chapter of the Healthcare Information and Management Systems Society (HIMSS NCA) has a diverse membership who live predominately throughout Maryland, Washington DC, and Virginia area. Because HIMSS NCA is the only Federally Focused Chapter, this Chapter is unique and does have members throughout the United States. Members represent hospitals, managed care organizations, integrated delivery systems, non-profit healthcare organizations, industry members serving health agencies, as well as government agencies such as the Military Health System, Department of Veterans Affairs, the Department of Health & Human Services, and DC Government.

HIMSS NCA Mission and Territorial Jurisdiction

HIMSS NCA Mission & Vision

Mission: The NCA chapter, as an affiliate chapter of HIMSS National, is to promote professional approaches to the development, operation, and improvement of healthcare information management systems that benefit the local healthcare community while working collaboratively with the HIMSS National. It is the intent of the NCA Chapter to connect and collaborate with the NCA members and other associations within our region to provide the latest health information technology information. Because of the unique location in the Washington, DC metro area, HIMSS NCA is a Federally focus chapter where we address Federal and State issues and incorporate the federal and state government community into our programs and meetings as a means of serving our members in the NCA area.

Vision: HIMSS NCA's vision is to support the region's federal and commercial healthcare information technology and management professionals through timely, focused programs that explore current issues important to our members.

Board of Directors

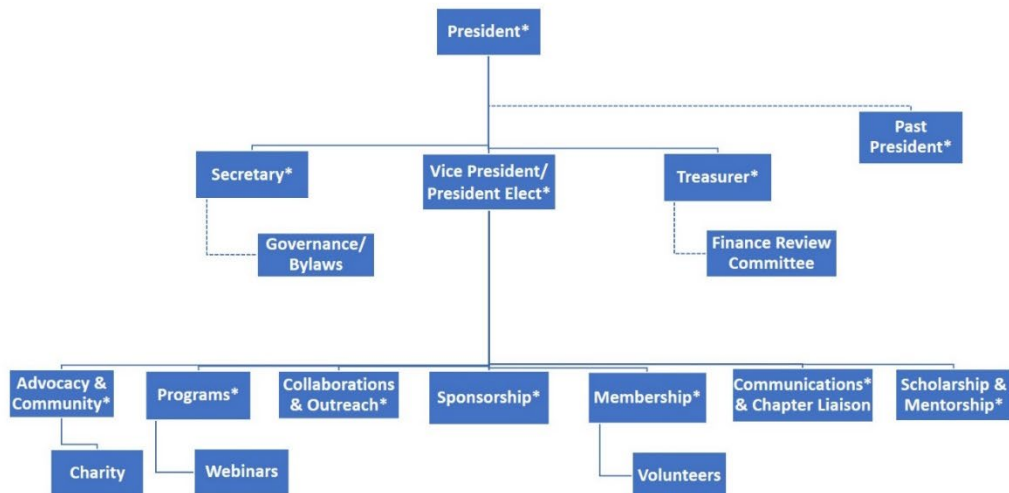
Governance, Leadership Roles & Responsibilities

The Chapter Board of Directors and its officers are the organizational leaders of HIMSS Chapters. As all Chapters have limited paid support staff, Chapter board members assume a dual role—that of guiding and managing the organization and doing the work.

HIMSS NCA Board of Directors 2021-2022 Organizational Chart

*Denotes voting rights

The NCA Board of Directors organizational chart delineates their roles, responsibilities, and oversight areas.



Overview and Expectations of Board Members

Attendance at regularly assigned Board meetings and/or Board conference calls are expected of all Board members. The Board must have a simple majority present to be called to order. Board members should attend as many meetings as feasibly possible but should not miss more than two consecutive Board meetings. If a committee chair cannot attend a board, they will assign a backup in their place. In addition, it is expected that Board members will participate in or lead at least one committee, working group, or special activity.

Notification

If a Board member cannot attend a meeting, the Board member should notify the President via email or phone in advance of the meeting and let the President know who will attend the meeting in their absence and be their representative. Any updates or information that was needed to be presented should be provided to the committee chairs representative so information can still be reviewed and discussed.

Tracking and Follow-up

Attendance records will be kept by the Secretary as part of the minutes. If a member misses more than three meetings, the Secretary should provide that information to the President and the President should contact the Board member to determine whether he or she has the time to commit to the Board and its activities. If a Board member misses meetings over a prolonged time, the Board overall needs to review the circumstances at hand and decide regarding the individual's continuation or replacement with their backup.

NCA Board Elections

The NCA Chapter recognizes that any member that meets the minimum requirements of service as defined in the Bylaws has the right to be elected to a position of leadership and that the NCA Chapter will not discriminate.

Candidates are considered eligible to participate in the Board of Directors election if they have:

- Active HIMSS National membership for a minimum of one year
- Registered and active member of the NCA Chapter for at least one year, attended Chapter functions, and actively* participated in committee support
- Applicant is not currently serving on the HIMSS National Board

*Chapter activity is defined by minimum of 2-3 hours a month dedicated to the chapter activities

Board Member Responsibilities, Composition

As those assuming the legal responsibility for Chapters, Chapter board members accept a range of governing and management responsibilities including:

1. Faithfully attend board meetings.
2. Effectively and ethically manage the Chapter over all its monies.
3. Ensure that the Chapter is in compliance with all federal, state and local requirements, fulfill contractual obligations, fulfill HIMSS expectations
4. Keep the Chapter “safe”– (raising awareness of potential risks, e.g., selecting safe sites and a healthy environment to hold events, making sure that adequate procedures are in place for managing chapter finances, and avoiding risks where possible, or obtaining insurance coverage as appropriate to reduce risk)
5. Determine future strategy and conduct short/long term planning to assure that programs are relevant, timely and meaningful to members
6. Make sure that the organization is accountable to its constituencies and maintains a good reputation.
7. Obtain help as needed to implement decisions
8. Plan for the recruitment and integration of new, and the departure of old Chapter board members
9. Act as ambassadors and marketers of HIMSS to constituent communities
10. Annually sign a code of conduct and ethics form

Chapter Board (Purpose and Diversity)

No matter the age or maturity of an organization, board building is an evolutionary and ongoing process. One of the key responsibilities of a board is to replenish itself. Without a regular infusion of new leaders, organizations wither and deteriorate. Every Chapter board needs to discuss, articulate, and document the process it uses to bring new members to the Chapter board. Ideal representation would include multiple ages, men and women, many ethnic backgrounds, varied professional experience, employment by different organizations, a range of skills and talents, commitment to HIMSS and willingness to give time.

Chapter Board Positions, Titles, and Responsibilities

Job descriptions for officers and committee chairs are important tools that clarify the roles and expectations for each position. They are also a crucial aid to Chapters in recruiting individuals to fill these key positions as they delineate to potential leaders the responsibilities they will assume. To meet the performance requirements for Chapters, specific officer positions and committee chairs are suggested at a minimum. HIMSS Chapter bylaws call for at least two officer positions, consisting of president (chair) and vice president or president-elect (chair-elect). The HIMSS NCA Board positions include, President, President elect, Past President, Secretary, Treasurer, and the chairs for the following committees: Membership and Volunteers, Programs, Mentorship and Scholarship, Communications, Advocacy and Community Outreach and Collaboration and Outreach (the latter includes Charities). The following paragraphs provide the requirements for each of the Board members.

Chapter President

The President is the lead officer of the Chapter and is responsible for calling and presiding at Chapter board meetings as well as providing direction and coordination to other officers, members of the board and the members of the Chapter.

Description:

Exercise executive leadership and supervision over all business affairs and activities of the Chapter. Act as chair of the Chapter Board of Directors.

Responsibilities:

1. Preside at all meetings of the Board of Directors and the membership.
2. Establish the agenda and schedule for all regular and special meetings of the Board of Directors and the membership.
3. Execute contracts and other instruments on behalf of the Chapter designated officers, as duly authorized by the Board of Directors.
4. Review existing chairs and appoint chairs for vacancies and support Board's vote for members of all standing committees and special task forces, subject to board ratification.
5. Facilitate the annual Chapter self-evaluation and audit of activities, including a review of standing committees and special task forces.
6. Serve as the primary liaison with HIMSS and attend necessary programs and meetings in support of on-going HIMSS/Chapter relations.
7. Act as chief representative of the Chapter to external audiences, organizations, and agencies, including the community at large.
8. Ensure compliance with all reporting obligations to federal, state, and local governments and to HIMSS.
9. In collaboration with the President elect, conduct a year-end transition meeting with the outgoing and incoming Chapter Board of Directors.
10. Perform any other non-specified duties necessary to further the business of the Chapter as duly authorized by the Chapter Board of Directors.

Term of Office: One (1) year; filled by succession from the President Elect role.

Qualifications:

1. Must be a current member of HIMSS & HIMSS NCA.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.
3. Ability to attend the HIMSS Annual Chapter Leadership Workshop (held in conjunction with the HIMSS Annual Conference).

Estimated Time Commitment:

- Sixteen (16) to Eighteen (18) hours of meetings and Chapter work each month
- Attend the Annual HIMSS conference, four days.

Chapter Vice President/President-Elect

The vice president and/or president-elect generally assist and assume responsibilities of the president when s/he is not available. The combination of the vice president and/or president-elect position helps to ensure a smooth leadership transition as the future president gains experience in a leadership role prior to becoming president. The Vice President and President-Elect role are synonymous and can be used interchangeably.

Description:

1. Assist the Chapter president in conducting the business affairs and activities of the Chapter through special assignments and duties delegated at the direction of the president and/or the Board of Directors.
2. Preside at regular meetings of the Chapter Board of Directors and the membership in the absence of the Chapter president. Assumes the office of the president upon conclusion of the one-year term as vice president and/or president-elect. May be required to complete the unfulfilled term of the current Chapter President due to resignation or special circumstances.

Responsibilities:

1. Attend all regular and special meetings of the Chapter Board of Directors and program events and notifies the Chapter president if unable to attend.
2. Preside over any regular and special meetings of the Chapter Board of Directors or the membership in the event of the Chapter president's absence.
3. May chair a committee or special task force and/or serve as liaison to one or more committees, as assigned by the Chapter president.
4. Work on any special projects as assigned by the President.
5. Manage the Board nomination activity and coordinates the transition meeting for all new Board members

Term of Office: One (1) year; elected by active members

- Immediately follows with the President and may follow on in a Past-President role

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.
3. Ability to attend the HIMSS Chapter Presidents' Leadership Training Workshop.

Estimated Time Commitment:

- Twelve (12) to fourteen (14) hours of meetings and Chapter work each month
- Attend the Annual HIMSS conference, four days

Secretary

The Secretary is the officer who maintains the records and rosters for an organization. Duties generally include taking minutes at regular and special board meetings, sending out meeting notices and agendas accompanied by minutes (preferably within two weeks of the meetings) and maintaining an official electronic filing of all documents relating to official meetings (meeting notices, agendas, minutes and any material given to board members – treasurer's reports, committee reports, program reports etc.).

Description:

Coordinate the arrangements and materials related to the Chapter Board of Directors and the program meetings. Records all actions of the Chapter board and membership meetings and prepares minutes. Maintains minutes in an official electronic filing, which forms the permanent corporate record of the Chapter.

Responsibilities:

1. Attend and support all regular and special meetings of the Chapter Board of Directors and the monthly Program meetings and notifies the Chapter president if unable to attend so that an interim secretary can be assigned.
2. Coordinate monthly update reports from all Chairs for Board meeting and updates slide presentation for program meeting.
3. Oversee the necessary arrangements for conducting meetings, whether held in person, by conference call or another format.
4. Record, prepare, and distribute the minutes.
5. Maintain an electronic file containing notices, agendas, and related materials, in addition to the signed and approved minutes.
6. Sign corporate and financial documents where secretary signature is required.
7. Maintain a Secretary's Book of Chapter records in an electronic filing of correspondence and activities to be transferred to the incoming Secretary.
8. Perform additional tasks as assigned by the President.

Term of Office: One (1) year

Qualifications:

1. Must be a current member of HIMSS & HIMSS NCA.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Six (6) to eight (8) hours of meetings and Chapter work each month

Treasurer

The Treasurer acts as the chief financial officer of the Chapter and manages all income and expenses, bank accounts and financial records for the Chapter. This includes recording and depositing program fees, issuing and signing checks for approved expenses and obtaining the signature of a co-signer, preparing regular financial reports, filing any reports required by the government. In addition, the Treasurer ensures that annual budgets are prepared and monitored, obtain audits when appropriate and ensure taxes are completed by a Certified Accountant

Description:

The Treasurer acts as the chief financial officer of the Chapter and manages all income and expenses, bank accounts and financial records for the Chapter. This includes recording and depositing program fees, issuing and signing checks for approved expenses and obtaining the signature of a co-signer, preparing regular financial reports, filing any reports required by the government. Ensuring that annual budgets are prepared and monitored. HIMSS NCA currently use an accredited CPA to file our taxes which includes a limited audit. Our chapter have a limited number of annual transactions which doesn't warrant the cost of a complete audit. The taxes are usually ready for filing by October 9th every year. Once the taxes are filed, we send the receipt to HIMSS corporate so that they can verify that we have completed it. Over the years we have migrated to the online banking application which keeps all checks and deposit records online. The only paper checks written are in support of ceremonial awards and activities in support of charity contributions.

Responsibilities:

1. Attend all regular and special meetings of the Board of Directors and the monthly Program meetings and notify the president if unable to attend.
2. Establish and manage an efficient system for securing the deposit and disbursement of Chapter funds and investments.
3. Maintain all required documents and financial records related to Chapters finance.
4. Prepare a proposed budget for review, modification, and final approval by the Chapter Board of Directors.
5. Monitor income and expense activity relative to the Chapter budget and makes appropriate recommendations to adjust for any variances.
6. Prepare and submit necessary documents to comply with federal and state tax requirements.
7. Maintain a treasurer's book of Chapter records and/or electronic filing, correspondence, and activities to be transferred to the incoming treasurer.
8. Monitor registration activity and be available to address any related issues
9. Perform any other duties necessary to further the business of the Chapter as duly directed by president and/or the Board of Directors.
10. Run the Financial Committee and Audit reviews (Listed under Other Committees and Activities)

Term of Office: One (1) year as elected by current members

Qualifications:

1. Must be a current member of HIMSS and National Capital Area Chapter
2. Demonstrated strong business acumen and a commitment to perform in an orderly, ethical, and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Past President

Immediate past presidents may have a desire to continue and be active on Chapter boards of directors as officers to provide continuity. The past president is generally the most knowledgeable leader an organization has. That individual can provide answers as to why certain decisions were made or policies adopted and offer counsel to the new president as needed.

The HIMSS NCA Bylaws stipulate that the President can appoint up to ten Past Presidents as Members-at-Large and assign them specific duties or activities. All Past Presidents, with an active role, are presented with the right to vote.

Description:

The past president is an officer of the Board of Directors having completed duties as president of the Chapter. The past president may participate in the recruitment of future officers and members of the Board of Directors by chairing or serving on the nominating committee.

Responsibilities:

1. Attend regular and special meetings of the Chapter Board of Directors and the monthly Program/Membership meetings
2. Offer information and guidance on recent decisions, plans and business of the Chapter to provide continuity.
3. Help ensure smooth Chapter leadership transitions by participating in the recruitment and identification of future Chapter officers and board members by serving on or chairing the nominating committee.
4. Take on additional duties as directed by the President

Term of Office: One (1) year; but may continue at the direction of the new President as long as they are filling an active role.

Qualifications:

1. Must be a current member of HIMSS.
2. Serves as immediate past Chapter president.
3. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) of meetings and Chapter work each month

Past President: Member-At-Large

The Board Member-at-Large represents the interests of the general membership and conducts projects and accepts duties as assigned by the President and the Board of Directors.

Description: Provides leadership and support to the Board of Directors.

Responsibilities:

1. Attend substantially all meetings of the Chapter Board of Directors.
2. Represent the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure.
3. Conduct projects to further the goals of the organization or to develop services for the membership. May serve as chair of any ad hoc committee formed to develop these projects.

Term of Office: One (1) year, as approved by the Board of Directors

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Committee Descriptions and Composition

Committees and workgroups are the organizational lifeblood of any Chapter. They enable a Chapter Board of Directors to remain focused on the essentials of the mission and plans for the Chapter, to keep Chapter board meetings to a manageable length of time, and to spread the work of the Chapter among a broad group of people, thereby giving Chapter members a chance to become involved. Committee participation also helps train and develops future leaders and supports the pipeline to the Board.

Some committees are usually defined in an organization's bylaws. The board may create a new committee based on specific or longer-term needs, but they are time limited. Committee structures should be reviewed periodically to ensure that they meet the current needs of a Chapter.

Chapter Board Members generally chair standing committees. Committees may consist of both board members and non-board members and are generally appointed by the Chapter president or the board for one-year terms. Committee chairs are frequently active in recruiting non-board members to their committees. In membership organizations, encouraging members to serve on a committee builds involvement in the organization.

Types of Committees

Some committees are permanent and continue to exist year-in and year-out. Others are formed for specific purposes or to study one issue or proposal and are then disbanded. Some committees may be necessary in an organization's bylaws, but the board (according to need) may establish others. Members of the board should chair standing committees.

Standing

Standing committees tend to be ones set forth in an organization's bylaws. They tend to be integral to the functioning of any organization and continue as an ongoing body. Examples are, but not limited to, executive committee, nominating committee, finance committee, program committee, and membership committee. Standing committees do much of the work of an organization and are expected to bring recommendations for action to the full board for approval.

Ad Hoc

Ad hoc committees are formed to meet time-limited needs out of the purview of existing committees and are dissolved after the specific needs are met. Examples include strategic planning committee (used to develop process for a Chapter to create a strategic plan and to monitor and coordinate the work until the plan is written and approved).

The common needs among all committees to function effectively include:

1. **Clear directions.** In addition to an agreed upon "committee charge" or defined purpose and general expectations put into writing, committees should set annual goals and objectives that are a stretch, but achievable. These goals and objectives become a part of the Chapter's annual plan.
2. **Leadership.** The Committee Chair must assume responsibility for "managing" the committee, including setting meeting schedules, planning agendas, recruiting members, training, and assigning tasks to members and monitoring that the tasks are completed.
3. **Written Records.** To enable good follow-up and reporting of committee actions and plans to the Board of Directors, committees need to keep accurate minutes or written records of key decisions, tasks and commitments made by members, with due dates and persons responsible to ensure the goals are achieved.
4. **Team Spirit.** A committee is a team. To function well, positive relationships and a sense of belonging should be promoted and encouraged. Each member should understand that s/he is an integral part of the team and that participation by each team member is counted on.

5. **Success.** The work should be designed in a way that rewards each member with the gratification that accomplishment brings. This means that the goals, plans, etc., must be realistic and doable in relation to the amount of time available.
6. **Celebration of Success.** Close bonds are developed through committee work, and achievement of mutual goals or plans should be celebrated.

The following are descriptions of the Chairs, committees, and sub-committees for the HIMSS NCA Chapter:

Membership/Volunteer Committee

The purpose of the membership committee, in coordination with the HIMSS National membership department, is to develop and execute member recruitment and retention.

Membership Chair and Volunteer Lead Responsibilities:

The Membership Chair and Volunteer Lead provide leadership to the board and membership committee in developing member recruitment and retention activities, setting annual membership goals, and evaluating member satisfaction.

Description:

Provide leadership to the membership committee in the development of annual recruiting, retention and benefits plans for members.

Responsibilities:

1. Attend all meetings of the Chapter Board of Directors.
2. Collaborate with the President and board in recruiting committee members.
3. Prepare or assist in the preparation of regular membership reports and presents them to the Board of Directors.
4. Ensure that a membership recruitment and application materials are prepared, and adequate copies are stocked and available at public Chapter programs.
5. Maintain electronic record of committee minutes or meeting report plus any other pertinent correspondence, materials created contracts, or lists of vendor relationships. Passes electronic link to next committee chair.

Term of Office: One (1) year; Volunteers for this position are approved by the Board

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Ten (10) to Fifteen (15) hours of meetings and Chapter work each month.

Membership Committee Responsibilities:

1. Meet and greet attendees at the at registration desk at monthly HIMSS NCA meetings
Encourage nonmembers to join, discussing the value and benefits of membership.

2. Offer an on-the-spot incentive for nonmembers to sign-up at registration such as, free event, reduced rate, and other ideas.
3. Send follow-up email to nonmembers after HIMSS NCA meetings
4. Host member networking only events and activities to drive membership
5. Attend and recruit individual members to attend industry events to promote HIMSS NCA
6. Provide informational marketing material to the Communications Chair for distribution via email or social media
7. Engage members by including them in committees and working groups and developing recognition activities

Term: One (1) year: Volunteers for the committee are approved each year by the Membership Chair.

Qualifications:

1. Must be a current member of HIMSS National in a good standing.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Six (6) to Ten (10) hours of meetings and Chapter work each month.

Membership Sub-Committee - Volunteer Committee

HIMSS NCA is supported by volunteers to help orchestrate the programs, sponsorship commitments, scholarship donations, charity selections, web programs, social media, and other activities. Without the volunteers these activities could not be accomplished. The NCA chapter, serving the metropolitan Washington DC area, is continually looking for support and commitment in achieving our activities for our members.

The Volunteer Program was recently established to provide a central point of contact to the HIMSS NCA membership for those who are interested in providing support to the various programs, committees, and support structure. Any interested member can reach out to the Volunteer central Point of Contact (POC) to receive information on the various activities and provide them with the Chairs name and contact information. In addition, write-ups on each of the HIMSS NCA activities is posted on the HIMSS NCA web site for more detailed information and/or can be directly sent by the Volunteer POC directly to the individual.

The objective of the Volunteer Program is:

- To enable any member to receive information quickly on the various sponsorship activities and the Chair's contact information
- To enable a member to quickly navigate through the HIMSS organizational structure
- To facilitate new and existing members engagement and support

Responsibilities:

1. A limited number of volunteers may be needed from time to time to respond to questions from the members regarding the various committees, working groups, and volunteer activities.
2. A person assigned to the Volunteer Committee would contact anyone inquiring about HIMSS NCA and be able to describe the overall structure, committee composition, and committee activities.

Term: One to two years. Volunteers are obtained and approved by the Volunteer POC.

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Must have a working knowledge of HIMSS NCA and/or have participated previously on a committee.
3. Must be committed to responding to members in a timely manner

Estimated Time Commitment:

- 3-4 hours per month, at the direction of the Membership and Outreach Committee Chair

Outreach & Collaborations Committee

The Outreach & Collaborations provides structured process to assess and manage collaborations that help two or more nonprofit organizations work together to promote the mission of their respective organizations and maximize the educational opportunities for the health IT professionals.

Outreach and Collaboration Chair Responsibilities:

1. Collaborate with the Membership, Volunteers, Advocacy & Community and Communications Chairs and the board in establishing the terms of MOUs and collaboration quotes with the target non-profit organizations.
2. Ensure that the terms of the signed MOUs are being addressed and act as the liaison between the two organizations and the Board via the Membership, Volunteers, Advocacy & Community and Communications Chairs.
3. Facilitate all the communications and negotiations with the non-profit organizations HIMSS-NCA established or intends to establish a collaboration agreement with.
4. Co-promote with Partner Organizations such as but not limited to:
 - HIMSS VA & MD
 - AFCEA Bethesda
 - National Contract Management Association (NCMA), Woodlawn & NOVA Chapters
 - Medical Society of DC (MSDC)
 - Medical Society of Northern VA (MSNVA)
 - American Medical Group Association (AMGA)
 - National Capital Healthcare Executives (NCHE)
5. Update and maintain spreadsheet for POCs for all established partnerships.
6. Attend and recruit individual members to attend industry events to promote HIMSS NCA

Term of Office:

- One (1) year; members for this committee are provided by Volunteers Committee

Qualifications:

- Must be a current member of HIMSS.
- Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Outreach & Collaborations Committee Responsibilities:

The Outreach & Collaborations Committee provides structured process to assess and manage collaborations that help two or more nonprofit organizations work together to promote the mission of their respective organizations and maximize the educational opportunities for the health IT professionals. The Committee provides leadership to the board and various committees in the sharing and cross-communication with HIMSS National, HIMSS NCA Board and supporting outreach to the Chapter's targeted audiences.

Outreach & Collaborations Committee values diverse perspectives and encourages varying viewpoints, facilitated through a respectful exchange of ideas among all individuals involved in achieving the committee's goals. Objectives are achieved through communication, information sharing, and collaboration on documents, proposals, future vision, and program objectives.

Term of Office: One (1) year; Volunteers for this position are reviewed by the Membership Committee Chair

Qualifications:

1. Must be a current member of HIMSS and HIMSS NCA
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Communications Committee

The Communications Committee serves to provide timely and relevant information on the HIMSS NCA Chapter activities and health-related topics to the local chapter members, non-members, and national health IT community.

Communications Chair, Chapter Liaison Lead and Social Media Lead Responsibilities:

1. Develop, plan, and execute on the HIMSS NCA Communications Strategy that is presented to the HIMSS NCA Board at the beginning of the year
2. Manage all HIMSS NCA social media channels including the Chapter's Facebook page, Twitter account, and LinkedIn Group page
3. Report social media metrics to the Board monthly. Provides insights into trends and recommends approaches to increasing the reach of the Chapter's social media presence
4. Photograph HIMSS NCA Chapter events and posts select photos to the HIMSS NCA Facebook page and LinkedIn
5. Engage the HIMSS NCA social media network on a daily/weekly basis
6. Coordinate with the Administrative staff information on programs, announcements, webinars, etc. for the website

Term: One (1) year: Volunteers for the Communications Chair approves the committee each year.

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen and communications skills and is committed to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Ten (10) to fifteen (15) hours of meetings and Chapter work each month.

Communication Committee - HIMSS Chapter Liaison Lead

HIMSS Chapter Liaison provides leadership to the board and communications committee in the sharing and cross-communication with HIMSS National, HIMSS NCA Board and supporting outreach to the Chapter's targeted audiences.

This position provides leadership to the communications and outreach committee by representing HIMSS NCA at Chapter Liaison meetings with HIMSS National, attending Chapter Leader webinars and supporting outreach activities.

Responsibilities:

1. Collaborate with Communication Chair, Chapter President and Board in actively recruiting committee members.
2. Provide leadership to committee and Chapter board in the exploration of new and appropriate methods of communicating to Chapter members, prospective members, HIMSS National Chapter Liaison Task Force and the healthcare community about the NCA Chapter.
3. Coordinate with the Social Media Chair to enhance communications to the followers

Term of Office: One (1) year; Volunteers for this position are approved by the Board

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, good written and oral communication skills, and knowledge of appropriate media, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Communication Committee - Social Media Lead

The Social Media Lead, under the Communications Chair, provides leadership to the program and membership committees in developing and maintaining the chapter's social media strategy and presence.

Description:

The Social Media Lead provide leaderships and support to the program and membership committee in the development and updating of the chapter social media platforms with current information on chapter programs and announcements, and any pertinent chapter information as directed by the Communications Chair.

Responsibilities:

1. Attend all Communications Committee.
2. Ensure that the chapter social media platforms are up to date with current information or any other pertinent information as directed by the Communications Chair and/or Chapter President.
3. Leverage HIMSS Social Media Tool Kits to promote HIMSS NA or chapter events
4. Provide monthly updates and graphs on social media for Board meetings

Term of Office: One (1) year; Volunteers for this position are approved by the Board

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

3. Four (4) to six (6) hours of meetings and Chapter work each month.

Communication Committee Description

The Communications Committee is tasked with creating ad-hoc chapter communications, as directed by the President, and manages all the Chapter's social media messaging and interactions as well as forwarding the messages to National HIMSS and G2Xchange

The Communications committee works collaboratively across the HIMSS NCA Board, Chapter Committees the HIMSS NCA Membership and HIMSS National. The Communications Committee is the point of contact for all external and internal membership related content for the Chapter.

Typical Tasks include:

- Collaborate with Chapter president and board in recruiting committee members.
- Provide leadership to committee and Chapter board in the exploration of appropriate methods of communicating to Chapter members, prospective members, and the healthcare community about the Chapter.
- Ensure that the Chapter communicates to membership through selected media, monthly or more often if needed
- Identify topics for informing members and the public about Chapter programs, events, and activities.
- Determine appropriate vehicles for communicating Chapter's message – print, electronic, telephone, announcements and/or advertising, communication messages, postcards, highlights of future programs, or bulletins.
- Coordinate with the administrative support staff in providing the correct and timely updates of information to post on the Chapter website.
- Write and produce appropriate public service and calendar announcements, and or feature stories.
- Solicit articles for publication or updates from committee activities to email or highlight on social media to the Chapter members
- Review all outgoing messages for content and grammar.

Programs Committee

The program committee plans, develops, seeks approval for, and ultimately implements programs for annual educational, professional development and networking opportunities that have value to Chapter members and the wider healthcare community. These events include both virtual (webinars) and in-person events.

Program Committee Chair and Webinar Lead Responsibilities:

The Program Chair provides leadership to the board and program committee in developing plans for and implementation of educational and professional development offerings to the members and its broader healthcare audience.

Description:

The Program Chair provides leadership to the program committee to develop annual educational, professional development and networking opportunities for members and healthcare information professionals in the community.

Responsibilities:

1. Attend all meetings and special meetings of the Board of Directors.
2. Provide leadership to the program committee in the design, creation, and implementation of Chapter professional education opportunities six hours or more, annually.
3. Collaborate with the treasurer and board to develop the revenue and expense budgets for the planned annual educational events.
4. Work with other chairs (Communications, Sponsorship, and Website Lead) and other committees to market educational offerings.

Term of Office: One (1) year; Volunteers for this position are approved by the Board

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Twelve (12) to fourteen (14) of meetings and Chapter work each month.
- Increase workload around annual conference

Webinar Lead Description

The Webinar Lead, under the Programs Committee, provides leadership for webinar program series, as a member of the Programs Committee. This person can be separate or the same as the Program Committee Chair but ultimately reports to the Program Committee for their activities.

Description:

Serves as the lead of the Webinar sub- committee, a group of no more than eight members, who are responsible for implementing the HIMSS NCA webinar quarterly program series throughout the year. The lead leads the subcommittee members in the development of webinar series topics, obtains key speakers for the topics, and solicits potential sponsors, in collaboration with the Sponsorship Committee for the webinar programs.

Responsibilities:

- NOTE: This is a volunteer position approved by the Programs Committee.

Term of Office: One (1) year.

Qualifications:

1. Must be a member of HIMSS, and a member of the Programs Committee.
2. Interested in leading a regular schedule of webinar program activity in support of the Chapter; likely quarterly
3. Demonstrates ability to recruit subcommittee members and lead them in the development of program topics, obtaining key speakers for webinar programs.

4. Will perform role of webinar moderator as needed; but will solicit moderators as well
5. Will report to the Programs Committee and the Board webinar metrics and will share participants with membership
6. Demonstrates leadership skills, strong business acumen, independent thinking, and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Program Committee Description

Members within the program committee may be responsible for different specific chapter events throughout the membership year to equally disperse tasks and responsibilities. It serves to create, prepare, and enhance the chapter's educational monthly panels and other programs on an as needed basis. The educational monthly events are organized around panel topic discussions that are pertinent to the Healthcare and Health IT market in the federal sector which have been approved by the HIMSS NCA board members-at-large

The program Committee members are expected to demonstrate leadership skills, strong business acumen, independent thinking, and a commitment to perform in an orderly and responsible manner, as well as to collaborate. The committee works together to support each other in developing and executing educational events (presentations, panel discussions, fireside chats, etc.) sessions for the chapter, assist in the execution of program panels, and develop future programs that support the HIMSS NCA mission. Activities include leading their specific monthly event planning, providing input to proposed events created by other committee members, recruiting new volunteers, working closely with the Co-Chairs to ensure alignment of events with chapter strategies, and (co)leading the panels.

Responsibilities:

1. Lead/Support program panel session(s) or work closely with the Co-Chairs to ensure alignment of events with chapter strategies
2. As part of Programs committee, coordinate the member-driven educational and social events to drive strong attendance and interest in HIMSS NCA
3. Provide leadership as a Co-Lead in the design, creation, and implementation of Chapter events (presenters, venues, logistics, food, awards)
4. Market panel events to own health IT network including LinkedIn
5. Recruit new volunteers to help with registration at panels and volunteer at panel sessions
6. Provide input to proposed program panel sessions made by other committee members
7. Actively participate in program planning and execution thorough out the year.
8. Assess educational needs in Chapter's area of service and provide innovative suggestions for new/expanded topics as part of the pre-planning ahead of the next calendar of events
9. Work with Sponsorship committee to support sponsorship of events, and work with Outreach in co-sponsoring and/or collaborating with other organizations in offering educational opportunities.
10. Work with Mentorship to support programs for students to familiarize them with healthcare information and management systems professions.
11. Work with Communication's Chair to ensure frequent communication and sharing of upcoming events
12. Support the design and implementation of quarterly webinars and is a member of the webinar subcommittee

Term: One (1) year: Volunteers for the committee are approved each year by the Program Chair.

Qualifications:

1. Must be a current member of HIMSS National in good standing.
2. Demonstrated leadership skills, strong business acumen, independent thinker, and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Twelve (12) to Fourteen (14) hours of meetings and Chapter work each month.

Sponsorship Committee

The sponsorship committee develops and implements plans for chapter annual sponsorship programs, as well as event sponsorships.

Sponsorship Chair Responsibilities:

The Sponsorship Chair provides leadership to the Board and sponsorship committee by initiating and maintaining vendor relationships, developing sponsorship opportunities for the Chapter, preparing annual and event sponsorship plans, and enhancing member benefits through various sponsorship opportunities.

Description: Provide leadership to the sponsorship committee in the development and strategy for annual and event sponsorship plans.

Responsibilities:

1. Attend all meetings of the Chapter Board of Directors.
2. Collaborate with the Chapter President and Board in identifying possible vendor sponsors for Chapter programs.
3. Develop and maintain listing of past and potential sponsors, financial commitment, and POC.
4. Reach out to potential sponsors and maintain relationships with current sponsors in order to retain and increase chapter funding, as well as vendor and member satisfaction.
5. Work with the program committee to ensure that sponsorship levels have adequate funding to support events, and that the vendors will be satisfied with events they are sponsoring.
6. Work with the communications committee and web chair to ensure that chapter sponsors and logos are correctly identified and listed.
7. Work with the membership committee to preserve an appropriate vendor and provider balance within the Chapter and at events to maintain satisfaction on both sides.
8. Work with the Chapter treasurer and administrative team to ensure vendor sponsors are invoiced and submit funding for correct monetary amounts.
9. Maintains and updates sponsorship policy and recommendations changes to the board for approval.

Term of Office: One (1) year; Volunteers for this position are voted upon and approved by the Board

Qualifications:

1. Must be a current member of HIMSS & HIMSS NCA
2. Advanced skills in selling sponsorship packages and extensive network with which to garner sponsorships for the chapter.
3. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Twelve (12) to Fourteen (14) hours of meetings and Chapter work each month.

Sponsorship Committee Description

1. Assess sponsorship needs in Chapter's area of service.
2. Develop and implement a formal sponsorship program.
3. Recruit out to local vendors to participate as chapter sponsors.
4. Make sure that all sponsorship benefits are fulfilled and that all payments are received.
5. Maintain a record and listing of sponsorships, outreach and POC.

Advocacy and Community Coordination Committee

The role of the Chapter Advocate is to support and inform the National Capital Area chapter membership, organizations of interest and larger community about issues important to furthering HIMSS national policy objectives and support local/state government officials regarding resources available to support policy objectives.

Advocacy and Community Coordination Chair Responsibilities:

The Advocacy Chair participates in the HIMSS Chapter Advocacy Task Force and reports updates back to the chapter. The Advocacy Chair oversees the Charity Program.

Description:

Provide leadership and support to the board of directions as well as report all National and Local Advocacy updates/policy initiatives to the entire chapter through presentation at Chapter meetings and on the website under "Advocacy and Community".

Responsibilities:

1. Attend all meetings of the Chapter Board of Directors.
2. Work with HIMSS Chapter Advocacy Task Force and/committee members to create an advocacy action plan specific to our community.
3. Keep members of the Board and members-at-large informed about information on campaign efforts, including virtual meetings and support such as for unique patient identifier campaigns and maternal child health/health equity and interoperability sponsored by HIMSS.
4. Utilize Chapter volunteers as committee members and assign specific responsibilities to monitor federal and policy and advocacy related activities.
5. Organize visits and other avenues of communication with state and federal elected officials.
6. Speak to local media about key policy and advocacy issues.
7. Attend HIMSS-sponsored advocacy training and message development sessions.
8. Monitor federal agency initiatives focused on interoperability, HIT related demonstrations, health equity, etc.

Term of Office: One (1) year; Volunteers for this position are approved by the Board

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Advocacy and Community Coordination Committee Description

HIMSS mobilizes its members and other collaborators to successfully accomplish multiple levels of advocacy activities that are fueled by its members' passion and experience. These activities include educating HIMSS members and Members of Congress and their staff on key issues to proposing and writing draft legislation. In addition, HIMSS works closely with key federal and state level decision-makers to advance improvements in the quality, safety, and efficiency of healthcare. The NCA Chapter Advocate supports awareness of advocacy opportunities, encourages local state level engagement to inform local officials on HIMSS policy and serves as a resource for chapter members to learn and participate in advocating for Health IT as an enabler of cost effective and high-quality care delivery. The Chapter Advocate ensures that the NCA community is fully aware of HIMSS Policy and Priorities Objectives and supports HIMSS national objectives.

The Chapter Advocate participates in monthly national Chapter Advocacy Task Force (CATF) and Leadership Committee meetings. Additionally, because of our close proximity to the HIMSS National DC office, the Chapter Advocate and team members are invited to participate in other supporting activities. Chapter advocates participate in educational sessions during the National HIMSS Conference and attend sessions specifically recommended for a policy focus.

The Chapter Advocate, through the chapter website and at meetings provides updates on educational opportunities, federally sponsored programs in which members can participate and other HIMSS related events such as Capitol Hill education sessions to which our members can attend for free when offered.

The Chapter Advocate champion's local participation at the HIMSS Policy Summit, during National HIT Week, during which chapter members can meet with their elected officials in Congress and present them with the key issues developed for and approved by the HIMSS National Board.

The mission of HIMSS Office of State Government Affairs is to support the organization and its Chapters by building effective partnerships and relationships with state and local officials. This is achieved through the representation and advocacy of HIMSS Public Policy Principles, needs and interests. The Chapter Advocate is responsible for coordinating with both the Maryland and Virginia HIMSS chapters to ensure that NCA chapter members are aware of and invited to participate in HIMSS State days at their respective capitols- typically in January and February during local state legislature sessions.

The National Capital Area Chapter is unique in that while its constituency is not typically state focused, more federally focused, the Chapter Advocate provides increasing commitment to engaging the District of Columbia. The Chapter Advocate works closely with Maryland and Virginia advocates to ensure that NCA chapter members are aware of state level advocacy activities.

The Chapter Advocate ensures and supports Community Outreach to include local engagement to support the chapter's active Charity engagement,

Responsibilities:

1. Attend monthly meetings with the HIMSS National Chapter Advocacy Task Force and Chapter Leaders Workgroup and carry out monthly initiatives that enable policy and program awareness.
2. Work with local, state, and District of Columbia officials to promote advocacy events and be aware of chapter engagement opportunities, to include reaching out to educational institutions as part of Public Health IT initiatives.
3. Attend the National Policy Summit in DC during Health IT week if conducted and encourage chapter members to attend.
4. Facilitate along with team local opportunities to engage and inform the chapter of advocacy and educational events.

5. Coordinate along with committee with local Policy and Advocacy Days for Maryland and Virginia chapters and encourage outreach to the DC government to participate in these events.
6. Oversee and support community engagement in support of the HIMSS NCA Charity Program

Term: Chapter Advocate One (1) year: Volunteers approved each year by the Chapter Advocate

Qualifications:

1. Must be a current member of HIMSS National and in good standing
2. Demonstrated interest in policy and advocacy and a willingness to reach out and meet with government officials, policy committees, HIMSS national committees and chapter members

Estimated Time Commitment:

- Varies widely as little as 3-4 hours a month to as much as 2 days at a time during key events. Attending HIMSS sponsored local events, to stay informed, during normal duty hours on average takes about 2 hours a month. Committee members take on specific tasks such as coordinating policy day and preparing updates on key initiatives initiated by Federal Agencies that support understanding policy and HIT implementation.

Charity Committee Description

The Charity committee reports to the Advocacy Chair and serves the chapter's membership by giving back to the community. The Charity committee solicits interest of deserving charities serving the area's health needs whose efforts require the additional assistance of health-related information technology. Typically, there is a chapter members holiday focused charity event and an applicant submitted annual charity awards event.

A committee formed from the membership usually includes a mix of the Board of Directors to evaluate applicants.

Responsibilities:

1. Identify interested charities and encourage their application submission consistent with HIMSS National objectives.
2. Recruit and form a committee to independently evaluate applications
3. Meet with the other committee members to discuss and finalize application scoring
4. Provide input to the Board of Directors recommendation
5. Coordinate award and presentation materials and organizational visits

Term: One (1) year: Volunteers for the committee are approved each year by the Charity Chair

Qualifications:

1. Must be a current member of HIMSS NCA in good standing.
2. Demonstrated leadership skills and commitment to perform in an orderly and responsible manner, all duties of the office.

Estimated Time Commitment:

- 3-5 hours per month. Following recruitment of reputable candidate applicants, much of the remaining time is spent evaluating the applications and affirming the Board recommendation.

Website Lead

The website Lead is supported by HIMSS NCA Administrative Contractor and coordinates actively with the Communications, Program and Sponsorship Chair and with the President and President-Elect, to update and maintain the chapter's website.

Description:

Provide leadership and support to the Board in the development and updating of the chapter website with current information on chapter programs and announcements.

Responsibilities:

1. Attend all HIMSS NCA program meetings.
2. Collaborate with the Chairs, President and President Elect on upcoming programs, events, and announcements.
3. Ensure that the chapter website is up to date with current information: Board of Directors, Programs and Events, and archives of past newsletters & announcements.
4. Attend any HIMSS led web trainings to enhance the Chapter's web presence.

If this position shifts to a volunteer, the following attributes apply:

Term of Office: One (1) year; Volunteers for this position are approved by the Board

Qualifications:

1. Must be a current member of HIMSS.
2. Demonstrated leadership skills, strong business acumen and a commitment to perform in an orderly and responsible manner, all duties of the office.
3. Experience or willingness to take training related to the duties of a web lead.

Estimated Time Commitment:

- Four (4) to six (6) hours of meetings and Chapter work each month.

Other Special Committees and Activities of the Board

The following are other committees that occur during the Board term year.

Financial Committees under Treasurer

There are several working committees under the auspices of the Treasurer.

Financial Review Committee

Please review the **Policy #1 – Financial Review Policy** in the Chapter Policies and Procedures section.

Board's financial Responsibilities are:

- Generation of sufficient operating revenue
- Setting up a reliable accounting system to record revenue and expenditures
- Developing an annual budget for revenue and expenses
- Regular monitoring and reporting to the Board of actual income and expenditures as compared to budget with explanation of variances.
- Ensuring that tax filing reports are prepared accurately and filed timely
- Arranging for an audit if needed.

The Financial Review Committee exams all financial documents and performs an annual review.

Responsibilities:

1. Evaluates financials
2. Assures the chapter is in compliance with the IRS and all incorporation reports
3. Recommends financial policies and procedures to the board
4. Fills out the annual financial review documentation due to HIMSS Corporate

Tax Preparation and Financial Review

HIMSS NCA does use an outside accountant to prepare the annual tax forms required by the government. The finance committee and the Treasurer are responsible for making sure the accountant has the required files and other information as soon as possible after the fiscal year ends and the books are closed out from the previous year. Typically, the treasurer signs the form, but another officer of the Board can sign it in case the Treasurer is unavailable. Please refer to the Policy and Procedure Section for the Financial Review Policy.

Internal Revenue Service Reporting

All Chapters have been granted tax-exempt status, under Internal Revenue code section 501[c] [6]. This status is relevant for civic leagues and social and welfare organizations, labor organizations, business leagues, recreational and social clubs, and similar associations. Organizations under this IRS structure are not eligible to receive tax-deductible contributions and are not sales tax exempt.

All Chapters MUST file an annual information return to the IRS by November 15th each year. Chapters are required to file different forms depending on the number of gross receipts received during the fiscal year and current assets. Gross receipts usually mean revenue from whatever source derived, including special events.

HIMSS NCA Accounting System

HIMSS NCA will use a series of Spreadsheets to support the accounting of funds. This spreadsheet is provided to the CPA for accounting review and Tax preparation by November 9th for the previous year. The Chapter also uses the banks Bill Pay system to keep track of Check payments to vendors. The only handwritten checks are for scholarship, Charity, and Board expense disbursements. This is primarily for presentation purposes.

General Expense Reimbursement Procedures

All reimbursable expenses, to include such items as giveaways, marketing materials, event catering, etc. must be submitted to the Chapter Treasurer along with a justification.

There are several guidelines that should be followed as it relates to expenses. They are:

- Expenses should be submitted to the Treasurer within 30 days of occurrence to ensure reimbursement.
- Individuals on the Board or working on committees, need to get expenses that are not part of the standard operating procedure (part of the program activities) approved by the Board prior to expensing.
- Justification and receipts are required for all expenses.
- Receipts and expense form can be submitted manually or electronically to the Treasurer.
- All expenses are to be recorded by the Treasurer according to the requirements as set forth in the Bylaws.

The Treasurer may authorize and pay for the following expenses without Board approval:

- Food and beverages for Annual Board Transition meeting
- Registration for the President to attend the HIMSS National Conference (based on the policy referenced in the Policy and Procedure Section)
- Registration for the President and/or President-elect to attend the annual HIMSS Leadership Workshop

Organizations often approach HIMSS NCA for sponsorship, donations, and other financial support requests. Each of these requests require a board member sponsor who must explain to the Board the rationale and purpose of the request and obtain full Board approval.

Ad-Hoc: Nomination Committee

Nominating is a very important committee as board continuity and viability depends on it. The immediate Past President and President Elect chairs the nominating committee. The Nominations Committee works with the authority of the Board of Directors and may consider other criteria, based on an interview or updated resume, to determine if the candidate is eligible. The Nominations Committee shall ensure that eligible candidates are aligned with the Board criteria and are appropriately represented during the voting process

Responsibilities:

1. Draft and periodically review board member job descriptions.
2. Develop and track terms of board members to ensure orderly board membership rotation.
3. Create and assemble packet of information for new board member recruitment.
4. Determine and review nominating process for new board members that may include approving or developing prospective board member biographical profile form or application, screening prospective board members through interviews in person or on phone, and verifying that potential new Board members are a member of HIMSS National, HIMSS NCA and have volunteered for a committee in the past year.
5. Socializing potential new Board members with current Board
6. Place candidate names in nomination.
7. Determine and recommend slate of officers for election each year
8. Work with administrative team to set up polling process for all Board members
9. Review and validate results

HIMSS NCA Board Annual Transition Meeting

During the July timeframe, the new and returning Board members are expected to attend the transition and strategic planning meeting. Without this knowledge, Board members may find themselves operating without the knowledge necessary to be an effective Chapter leader. The main purpose of this meeting is to complete the Board turnover, introduce all board members, recognize board accomplishments, and focus on the plans and events for the forthcoming year. The annual transition meeting is organized by the new President with assistance from the previous President.

During the meeting, the following information should be provided:

- An agenda of what will be discussed at the transition meeting and who will present
- Strategic Plan for the previous year and review of archived goals
- Strategic plan for forthcoming year
- A copy of the Board Handbook for new members
- A Conflict of Interest and Ethics form that needs to be signed for all new members
- Any reference material, forms, or activities to date from the previous Chair to the new Chair
- An overview of previous budget/actual and review of proposed new year budget
- Letter to HIMSS National is sent by the new President notifying National of the new members, their position, and their addresses and telephone numbers

Membership Survey

HIMSS NCA will periodically survey the general membership to measure member satisfaction with the chapter programs and events and to solicit input for future programs and events. HIMSS NCA will survey the membership at least every two years.

HIMSS NCA Approved Policies and Procedures

Policy 1-20 - Approved by the HIMSS NCA Board on January 20, 2013

Policy #1 – Financial Review Policy

All Chapters MUST be in compliance and file with the IRS. Chapters are responsible for the filing and MUST file the postcard form 990-EZ or the FORM 990 based on the amount of gross receipts received during the fiscal year and assets. All Chapters are recognized as exempt from Federal Income Tax under Internal Revenue Code Section 501(c)(6). For further information on IRS tax exempt status, or for obtaining 990 forms, call the IRS Exempt Organization (not-for-profit) toll-free hotline at 1-877-829-5500 or go to <http://www.irs.gov/>. Notice of non-compliance with the IRS is sent directly to Regional Affairs at HIMSS Corporate Offices and communication with the chapter will immediately follow with requirements of the Chapter to then show proof of compliance to HIMSS.

HIMSS requires that each Chapter comply with the Financial Review policy on a yearly basis. The financial review may be performed by either an unrelated accounting firm or by a Financial Review Committee appointed by the Chapter President. The Financial Review Committee engages and oversees the independent financial review of the Chapter's financial records.

The Committee Chairperson for the Financial Review Committee will be appointed in accordance with chapter policies. The Chairperson should possess expertise in reading and understanding financial statements and should not have been an officer of the Chapter or had financial responsibilities for the Chapter during the past year.

The Committee will be composed of at least three members from either the general membership or outside of the membership. For those Chapter members performing this function, it is recommended that these individuals have an accounting and/or banking experience. Members of the Committee should have a demonstrated knowledge of accounting, financial management, and financial review. Committee members are subject to the Chapter's policy on conflicts of interest. Committee members should not be vendors who have provided goods, services, or sponsorships to the Chapter within the three years preceding the current financial review year. Members of the Committee may not be compensated for their service on the Committee, except for expense reimbursement as may be approved through existing Chapter policy and procedures.

A financial review Checklist must be completed and submitted to the Chapter Board of Directors and HIMSS by October 31st every year. A copy of the Financial Review Checklist is available in Standard #7 of the Chapter Annual Standards Report, located in Chapter 2 of this manual. A copy of these reports must always be available upon request of HIMSS.

Policy #2 – Web Site

The following are the responsibilities of each Chapter:

- Chapter web site compliance is the responsibility of the Chapter Web Lead and President
- HIMSS Chapter Relations staff is responsible for randomly checking chapter web sites to verify compliance with web site procedures
- If a Chapter is not in compliance, it will have 30 days from the date of notification to update the site and conform. If after 30 days the site is still not compliant, the Chapter will be put on probation, as outline in the Chapter Status Policy. If the deficiency is still not corrected, the Chapter will be suspended and lose HIMSS chapter benefits, including the Chapter responsibility to pay for the monthly hosting fees. The Chapter will have an additional 60 days to correct the deficiency before their charter is revoked.

The following procedures need to be followed for the Web site:

- A Chapter must comply with HIMSS logo policy when displaying its logo on its Web site
- Advertisement on chapter web sites is restricted to chapter events and sponsorship

- Job positions cannot be posted on chapter web sites. HIMSS offers career service through HIMSS Job Mine that is available to its members
- Chapters should always be careful not to represent the view of HIMSS or the Board of Directors in public statements about their chapters
- In all activities, Chapters should be aware of and adhere to HIMSS's statement on ethics and on conflict of interest. Officers should not permit individuals to use the chapter web sites to promote their own businesses or to sell their own products
- If a Chapter wishes to have a membership directory on their web site, it must be behind a members-only access area.

The following Pages are required on all Chapter web sites:

- HIMSS Chapter Logo in header
- Board of Directors/Contact page
- Calendar of events
- Text pages provided by HIMSS
 - ✓ About HIMSS
 - ✓ Membership
 - ✓ What's new at HIMSS
 - ✓ Disclaimer: Copyright Healthcare Information Management Systems Society

Optional Pages:

- Bulletin Board for updates/comments/What's new
- Join our mailing list page
- Publications and newsletters page
- Scholarship page
- Presentations/recent events/past activities and archives
- Links to local healthcare activities and partners
- Links to sponsors
- Search page

Policy #3 - Chapter Officer List

The Chapter must have leadership consistent with the structure delineated in the Chapter's Bylaws. After a Chapter holds its election, the Member Services staff must be advised of the slate of officers and directors. This information allows HIMSS to communicate with the appropriate Chapter leaders. A Chapter must provide a list of newly elected officers for the incoming fiscal year by July 31st.

Policy #4 – Chapter Self-Assessment

The Chapter Board should review the past year and assess the performance and goals of the Chapter.

Policy #5 – Chapter Bylaws

All chapters must adopt the HIMSS Standardized Chapter Bylaws and conduct an annual review of their bylaws. HIMSS must review all bylaws prior to the Chapter amending or altering. Approved bylaws will then be on file at HIMSS and the Chapter needs to retain a copy. Bylaws are living documents and should be changed as needed to reflect the practices of the Chapter and HIMSS.

Policy #6 – Educational Programs

It is recommended that a Chapter hold a minimum of **three** chapter educational events/meetings within each fiscal year. Regardless of the number of meetings, a Chapter **must have a minimum of twelve educational**

programming hours. A chapter hosting a guest speaker, or a special seminar, may consider as such as an educational program. All educational program dates, topics, and speakers should be sent to HIMSS National for inclusion in promotional materials and calendar listings.

Policy #7 – Chapter Communications

A Chapter will provide communication with its members at least **four** times per year. These communications may be in the form of a President's Message, social media, website and ad-hoc newsletter (if requested by the Chapter President). Chapters are required to send a copy of their communications to the HIMSS National (chapters@himss.org) at the time that it is sent to the members.

Policy #8 – Directors and Officers Insurance

Directors and Officers policy protects the personal assets of directors and officers from potentially unlimited financial liability. Such loss may result from litigation that finds the directors and officers personally liable for real or alleged wrongful acts, errors or omissions in the performance of their corporate duties. The Directors and Officers Insurance policy does not cover bodily injury or property damage.

The Chapters directors & Officers liability insurance is provided and paid for by HIMSS. Each HIMSS Chapter Director and Officers are covered up to \$5,000,000 with a \$5,000 deductible for claims made. Claims include wrongful acts, employment practice, personal injury and publisher's liability. HIMSS must be notified immediately if legal action is taken by or against the Chapter Directors and Officers.

Policy #9 – Pertinent Document Maintenance

The documents integral to a Chapter's business must be organized and maintained by the Chapter Board. These materials are passed on to succeeding leadership or maintained in a secure site such as a safe deposit box. Key business documents include:

- Articles of Incorporation
- Chapter Bylaws
- Annual State Registrations
- Copy of Bank Resolutions for checking accounts
- Contracts (e.g., with hotels for meetings, sponsorship, etc.)
- Insurance policies
- Board agendas and minutes
- Current Board/organizational calendar
- Year-end financial statements/reports
- Board Rosters
- Strategic and annual plans
- Policies

Policy #10 – Reserve Funds

The Chapter shall hold reserve funds of at least 15% of the Chapter's annual budget. The reserve funds shall be accumulated on a schedule to be determined by the Chapter Board of Directors and held in a separate savings account. These funds shall be restricted to emergency or special use and a vote by the Chapter Board of Directors shall be required for any withdrawal.

Policy #11 – Compensation

No Chapter board member shall receive any salary, fee, payment, honorarium, grant, compensation, or item of value of any kind from the Chapter or other party for their service to the Chapter. Chapter Board members may be reimbursed for pre-approved, out-of-pocket expenses on behalf of the Chapter.

Board members who are actively involved in meetings, conference calls, planning, and committee or special project assignments will be waived the program registration fee.

Policy #12 – Disbursements

Two Officers of the Chapter or Board designated members shall sign all checks, drafts, or other orders for payment of money that exceeds \$50. In the case in which a check is issued to an Officer for reimbursement of expenses, that Officer may be a signer of that specific check.

Policy #13 – Cancellation Policy

HIMSS NCA will allow an individual to cancel their registration to an event up to three days prior to that event and be eligible for a refund of the amount paid. All cancellations received within 3 days of an event will not be eligible for a refund. HIMSS NCA reserves the right to increase the service fee of change the number of days for specific events as appropriate.

As a non-profit organization, HIMSS NCA is dedicated to providing interesting and timely programs and networking events to its members at the lowest price possible. The following refund or non-refund scenarios will be applied dependent on the situation at hand.

Scenario 1 – In case of severe weather, the person can cancel twenty-four hours before the event and receive a full refund.

Scenario 2 – If the program speakers cancel or HIMSS NCA cancels an event, HIMSS NCA will offer a credit to the registrant for the next event.

Scenario 3 – If a registrant pays for a program but does not attend, a refund of the registration fee will not be warranted unless there is extenuating circumstances.

Policy #14 – HIMSS Board Officer Travel and Expense Reimbursement

HIMSS NCA will underwrite the costs for the President to attend the full conference including travel, hotel and expenses (or if the President is unable to make this then the President-Elect substitute). Approximate budget of \$2500.00

HIMSS NCA will underwrite the airfare and one night hotel costs for the incoming Chapter President or Chapter representative who is filling in for the incoming President to attend the Chapter Leader Workshop in Chicago, Illinois. Approximate budget \$800.00.

Policy #15 – Use of HIMSS NCA Logo

Organizations and individuals may not use the HIMSS NCA name, logo or other brand marks for promotional purposes without the express approval and permission of the Board.

Policy #16 – Public Relations

If any public relations firm or journalist contact the HIMSS Board regarding an interview, the Board member may discuss any activity related to the HIMSS NCA mission, programs or events. All other interviews need to be cleared with HIMSS National.

Policy #17 – Social Media Policy

HIMSS NCA may use social media such as LinkedIn, Facebook, Twitter and other media to promote programs, recruit new members or retain members, or use as a networking process to exchange ideas. Social media is not permitted for commercial business advertisement, promotion or job postings. All job postings must be done through HIMSS National.

Policy #18 – HIMSS NCA List Usage Policy

HIMSS does protect the privacy of its members and does not sell member data. With HIMSS NCA co-sponsoring events with other associations and with firms who are sponsoring and are interested in membership lists, the following guidelines have been adopted by the Board.

Co-sponsoring Events – Communications to the membership on the event will be directly mailed to the HIMSS NCA members only by NCA. Information on members will not be shared to the co-sponsoring event.

Sponsor Request – Sponsors may at times request an attendee or membership list as part of their commitments to sponsor. HIMSS NCA needs to protect the membership from marketing initiatives of these firms. The NCA policy would be to politely refuse or if information needed to be shared on those who attended the program, only the Name and Firm Name would be provided – no contact information.

Policy #19 - Expense Reimbursement Policy

As a member of the Board or a volunteer on one of the committees, no member or officer shall receive at any time any financial benefit from the operation of the Chapter. Any disbursement of funds shall be for services rendered to or for the benefit of the Chapter in fulfilling its mission and goals.

Policy #20 - Program Registration Cost

HIMSS NCA is offering two types of standard program registration fees to members and non-members, as follows:

- **Non-member Price:** \$75.00
- **Member Price:** \$65.00

A \$10 discount shall be applied to the standard registration fees, as early bird registration fees (applied to any registration occurred NLT a day prior to the scheduled event).

Board Members, Speakers and Government shall attend the chapter programs at no cost.
Students shall attend the chapter programs at no cost.

Registration fees shall be collected on-line via RegOnline (or other chapter selected platform) and/or on-site (credit card and cash accepted).

Conflicts of Interest

All acts of the members of the Board of Directors, Chairs and Leads, and those who hold elected positions in HIMSS NCA, in any dealings on behalf of, or related to the business or interest of HIMSS NCA, shall be for the benefit of HIMSS NCA and shall not affect HIMSS NCA adversely. These individuals shall not accept any favors that might influence their actions regarding HIMSS NCA or its members. **Under no circumstances may voting Board members receive direct payment from Chapter activities or programs.**

Prior to their nomination to an elected position or appointment to the Board and during their terms of office, these individuals shall promptly make full disclosure, in accordance with the Conflict-of-Interest provisions in HIMSS NCA Bylaws, of any existing or new employment, activity, investment, or other interest that might involve obligations that may adversely compete with or be in conflict with the interest of HIMSS NCA.

Guidelines

Activities involving HIMSS NCA – Conflict of interest may exist in those instances where these individuals knowingly undertake actions or activities that involve:

- An adverse effect on HIMSS activities, goals or financial well-being
- The obtaining of personal gain or advantage
- The obtaining by a third party of an improper gain or advantage
- Serving on multiple HIMSS Chapter Boards as a Chapter Executive Board is discouraged. It is acceptable if serving as a Board Member-at-Large or on a committee. If you serve on an additional Board, each person must:
 - Disclose to all that the individual is serving as a volunteer on multiple Chapter boards and disclose which chapters; if the Board has an issue with it, the individual may have to select one chapter to serve on.
 - Recuse yourself from voting on any issue that involve the other Chapter

Outside interest and activities – Conflict of interest may result from outside interests and activities including employment and other financial or voluntary interests.

- Sustained or continuous employment or investment
Conflict of interest may exist in those instances where these individuals, or his/her family, hold a major position or a material financial interest in any organization:
 - From which HIMSS secures goods or services
 - That provides services, publications, or educational programs directly in competition with HIMSS
 - That is in competition with HIMSS in the purchase or sale of property rights or interests
- Temporary employment and consulting activity
Conflict of interest may exist in those instances where these individuals, or of his/her family, renders a directive, managerial, educational or consulting service to an outside organization:
 - From which HIMSS secures goods or services
 - That provides services, publications, or educational programs directly in competition with HIMSS
 - That is in competition with HIMSS in the purchase or sale of property rights or interest
- Voluntary organizations
A conflict of interest may exist if these individuals provide formal leadership to another personal membership organization or society, particularly if the other organization has one or more of the following attributes:
 - It endeavors to attract the same individuals as members as does HIMSS
 - It provides similar membership services as HIMSS provides to its members
 - It provides similar educational programming to the same audience, as does HIMSS
 - It has other features that create conflict, or imply competition to HIMSS

Conflict of Interest Policy – Board of Director Annual Statement of Affirmation

Pursuant to the adopted requirements of Article VI of the Health Information & Management Systems Society (HIMSS) National Capital Area (NCA) Conflict of Interest Policy, each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and, to maintain its federal tax exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

By signature below, I AFFIRM each of the foregoing statements this ____ (day) of _____ (month), (date), YEAR.

Signature

Printed Name

HIMSS NCA Title or Position Held

HIMSS NCA Secretary

Conflict of Interest Guidelines

Primary reliance is placed on the individual for meeting the intent of this policy, but such judgment and discretion can best be exercised when there is a clear set of guidelines to follow.

1. Activities involving the Society

Conflict of interest may exist in those instances where these individuals knowingly undertake actions or activities that involve:

- a. An adverse effect on HIMSS activities, goals or financial well-being.
- b. The obtaining of personal gain or advantage.
- c. The obtaining by a third party of an improper gain or advantage.
- d. Serving on Multiple HIMSS Chapter Boards as a Chapter Executive Board is discouraged. It is acceptable if serving as a Board Member-at-Large or on a committee. If you serve on an additional board, make sure to:
 - (1) Disclose to all that you are serving as a volunteer on multiple chapter boards and disclose which chapters; if the board has an issue with it, you may have to select one chapter to serve
 - (2) Recuse yourself from voting on any issues that involve the other chapter

2. Outside interest and activities

Conflict of interest may result from outside interests and activities including employment and other financial or voluntary interests.

a. Sustained or continuous employment or investment

Conflict of interest may exist in those instances where these individuals, or his/her family, hold a major position or a material financial interest in any organization:

- (1) From which HIMSS secures good or services.
- (2) That provides services, publications, or educational programs directly in competition with HIMSS.
- (3) That is in competition with HIMSS in the purchase or sale of property rights or interests.

b. Temporary employment and consulting activity

Conflict of interest may exist in those instances where these individuals, or of his/her family, renders a directive, managerial, educational or consulting service to an outside organization:

- (1) From which HIMSS secures good or services.
- (2) That provides services, publications, or educational programs directly in competition with HIMSS.
- (3) That is in competition with HIMSS in the purchase or sale of property rights or interests

c. Voluntary Organizations

A conflict of interest may exist if these individuals provide formal leadership to another personal membership organization or society, particularly if the other organization has one or more of the following attributes:

- (1) It endeavors to attract the same individuals as members as does HIMSS.
- (2) It provides similar membership services as HIMSS provides to its members.
- (3) It provides similar educational programming to the same audience, as HIMSS.
- (4) It has other features that create conflict or imply competition with HIMSS.

Attachment I: Conflict of Interest Policy¹

Article I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person,

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

¹ Adopted from the FBI National CAAA, Conflict of Interest Policy

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee member shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chair-person of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If it more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose all actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed,

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation,

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation,

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint venture, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VI - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section 10.1 General. The Board shall administer HIMSS' affairs honestly and economically and exercise their best care, skill, and judgement for the benefits of HIMSS. The Directors shall exercise the utmost good faith in the transactions relating to their duties for HIMSS. In their dealing with and on behalf of HIMSS, they are held to a strict rule of honest and fair dealing with HIMSS. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between HIMSS' interest and that of the individual.

All acts of Directors shall be for the benefit of HIMSS in any dealing that may affect HIMSS adversely. The Directors shall not accept any favor that might adversely or improperly influence their actions affecting HIMSS or its members. During their terms of office, Directors of any existing or new employment, activity, investment, or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of HIMSS.

Section 10.2 Disclosure of Conflict of Interest. Each Director, nominee for a Board position, or nominee for the Nominating Committee shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually during the term of office. Such a written disclosure shall be made on such form or forms as may be adopted by the Board for that purpose.

Section 10.3 Resolution of Conflict of Interest.

10.3.1 Upon disclosure of a conflict of interest or a challenge on that basis, any Director or nominee shall resolve such conflict in a manner consistent with that provided in the policies adopted by the Board or by any other ethical manner.

10.3.2 Any Director or nominee who fails to make written disclosure or is found to have an unresolved conflict of interest that does or will substantially impair faithful and diligent performance of the duties of the position shall be removed from the position or nomination.

10.3.3 Conflict of interest forms shall be delivered to the Executive Director for review. Any forms containing information that suggest a possible conflict of interest shall be brought to the immediate attention of the Board Chair, or in the event that the form concerns the Chair, the Board Vice Chair. If it is decided that action is required, the involved party shall be informed.

10.3.4 The Chair shall schedule a meeting of the Board to be held within no more than ten (10) working days of notification of the involved party. The meeting may be a dispersed meeting. A vote of the Board shall determine the disposition and any further action related to the conflict of interest.

10.3.5 Pending determinations as provided under Section 10.3.4 above, the Director or nominee shall not in any way be constrained relative to status as a Director or nominee, as the case may be.

10.3.6 Persons subject to conflict of interest review shall be kept fully informed by the Executive Director of Board decisions and other relevant HIMSS actions.

Attachment II: Code of Ethics – Appendix B²

Preface:

The Healthcare Information and Management Systems Society is a membership organization and as such, undertakes efforts to inform, educate, and support the professional enhancement of the membership through publications, conferences, meetings and other organized events, either solely sponsored by HIMSS or jointly with other organizations. Because of the diversity of interests and business represented by the membership, this Code of Ethics is designed to serve as a guide for the personal and professional conduct of the Society and its members in order to avoid any potential allegations of unethical conduct and to outline a procedure to investigate and resolve these allegations. Members have an obligation to act in ways that will merit the trust, confidence, and respect of their professional peers, the general public, other professional organizations and the health care industry in general. Individual acts that transgress from this Code of Ethics will not be condoned.

I. Responsibilities of Members

- A. Uphold the values, ethics, and mission of the profession and the Society;
- B. Conduct all personal and professional activities with honesty, Integrity, respect, fairness, and good faith in a manner that will reflect well on the profession and the Society;
- C. Comply with all laws and regulation in the jurisdiction in which the member is located or conducts professional and personal activities;
- D. Maintain competence and proficiency in their profession by undertaking a personal program or assessment and continuing professional education;
- E. Avoid the exploitation of professional relationship or position in the Society, either elected or appointed, for personal gain;
- F. Use this code to further the interest of the profession and not for personal, selfish reasons;
- G. Respect Professional confidences;
- H. Enhance the dignity and image of the profession and the Society through positive personal actions;
- I. Reframe from participating in any activity that demeans the credibility and dignity of any professional peer, member of the Society, or the Society itself;
- J. Reframe from using membership or association with the Society to promote or endorse external products or services;
- K. Be truthful in all forms of professional and organizational communications and avoid information that is false, misleading, inflammatory, and deceptive, or information that would create unreasonable expectations;
- L. Accept no gifts or benefits offered with the expectations of influencing a decision when conducting business on behalf of the Society.

² Adopted by the HIMSS Board of Directors 12/94

II. Conflicts of Interest

A conflict of interest may only be a matter of degree, but exists when a member, functioning in an elected or appointed capacity on behalf of the Society;

Is in a position to personally benefit directly or indirectly by using authority or confidential information, or allows a friend, relative, or associate to benefit from such authority or information.

Uses authority or information to make a decision to intentionally affect the Society, or a member, in an adverse way.

Any member functioning in an elected or appointed capacity on behalf of the Society is obligated to disclose to the Executive Director of the Society, or his/her appointee, any direct or indirect financial or personal interest that might pose potential conflicts of interest with respect to the member completing the requirements of the elected or appointed function.

Inform the Executive Director of the Society, or his/her appointee, of potential conflicts of interest related to appointments or elections to boards or committees of other societies, organizations, government bodies, or other organized groups.

The Executive Director shall disclose to the full Board of the Society the potential conflict and the Board may elect to not the potential conflict and monitor actions of the member; deem the potential conflict to be inconsequential; or, ask the member to resign from the Society office or appointment, and appoint another member even if the office is an elected one. The member has the option of correcting the situation to eliminate the conflict. Failure to disclose a potential conflict when discovered at a later date shall constitute grounds for removal of the member from the position, censure, probation, suspension, or expulsion from the Society, if warranted.

III. Ethics Committee

Preface:

This Code of Ethics shall be administered by the Ethics Committee, a standing committee of the Board. It shall be composed of seven members as follows: Current Board: Vice Chair, Vice Chair-Elect, Chair Elect, and a member from each of the four Advisory Boards. The Chair will be the Vice Chair. Appointments shall be for a period of one (1) year with a maximum of three (3) one (1) year re-appointments. The Committee will meet as necessary on the call of the Chair.

The Ethics Committee shall:

Review and evaluate annually, or as needed, the Code of Ethics, and make any necessary recommendations to the Board for updating the Code.

Review and recommend actions to the Board on allegations brought forth regarding breaches of the Code of Ethics.

Prepare a report of observations, accomplishments, and recommended actions to the Board annually.

The Ethics Committee is given broad powers to investigate allegations brought to their attention and is empowered to create an ad hoc Investigative Subcommittee if it appears the allegations are valid and serious in nature. The Investigative Subcommittee appointees and membership shall be for the sole purpose of investigating the validity of the allegations. The Ethics Committee shall inform the Board that an Investigative Subcommittee and its membership has been established.

IV. Violations of the Code of Ethics

Any member of the Society who has reasonable grounds to believe that another member has violated this Code of Ethics has a responsibility to communicate, in writing, such facts to the Ethics Committee.

Any member accused of violating the Code of Ethics will be entitled to an Ethics Appeal Procedure as follows:

- A. To be processed, a complaint must be filed in writing to the Ethics Committee within one (1) year of the alleged incident. The complaint should be addressed to HIMSS, Attention: Ethics Committee, at the Society office in Chicago. No complaint will be considered if the member filing the complaint does not identify him or herself and sign the complaint. The allegation will be shared with all members of the Committee. The Committee will investigate all incidents brought to their attention regardless of the informality of the information, provided the information can be documented or supported or may be a matter of public record.
- B. The Committee will determine whether the complaint falls within the purview of the Ethics Committee and whether an investigation is necessary. Members filing complaints shall be notified that the Ethics Committee has received the complaint.
- C. If the complaint is deemed to have substance, specifics of the complaint will be sent by certified mail to the member named in the complaint. The Committee will inform the member that the Ethics Appeal process has been initiated and will ask the member to respond to the complaint within thirty (30) days.
- D. Upon the Committee's receipt of the member's response, the Committee shall review the information and decide if further investigation is necessary or, file a written recommendation with the Board. The Ethics Committee may take any one of the following actions:
 1. Determine the complaint to be invalid
 2. Dismiss the complaint
 3. Recommend censure
 4. Recommend probation
 5. Recommend suspension
 6. Recommend expulsion from the Society

For purpose of this process, censure constitutes a warning to the member that his/her actions constitute an implied violation of the Code of Ethics and that in the future, they should be more cognizant of their actions.

Probation implies a validated infraction of the Code of Ethics. A warning is to be issued that a second offense within a one (1) year period will cause the member to be suspended for a period of not less than one year. Members are prohibited from holding office or participating on committees during the probationary period.

Suspension implies a major deviation from the Code of Ethics or repeated infractions of a less serious nature. Suspension shall be for a period of not less than one (1) year during which time the member shall be removed from the active roll of the Society. Any dues paid which cover the suspension period will be returned to the member. The member is eligible to return to the active roll at the conclusion of the suspension period.

Expulsion implies a flagrant disregard for the Code of Ethics as exemplified by actions of the member or by actions that resulted in two suspensions within a five (5) year period. Such actions is not to be taken lightly. Expulsion implies that the member's membership is revoked and therefore prohibited from joining the Society at any further time. Any dues paid covering the period from when the expulsion is effective shall be returned to the former member.

- E. A copy of the Committee's written recommendation shall be sent to the member named in the complaint by certified mail. If the member objects to the recommendation of the Committee, the member has thirty (30) days in which to file a written appeal to the Board. The Board shall take no action on the Ethics Committee recommendation until the 30-day appeal period has elapsed. If no appeal to the Board is filed, the Board shall review the recommended decision of the Ethics Committee at the next regularly scheduled Board meeting and determine action to be taken. The member shall be informed of the decision of the Board.
- F. If an appeal is filed, the Board will consider the appeal at the next regularly scheduled Board meeting. The member shall be notified of this action and when the Board meeting will be held.
- G. If, after reviewing the appeal, the Board upholds and Ethics Committee recommendations of censure, probation, suspension, or expulsion, the member named in the complaint shall be so notified of the Board's action and informed that he/she has the right to make a second appeal before the Board at their next regularly scheduled meeting. The member may make a second appeal in person, via conference call with the Board, or send another letter stating the appeal. Reasonable requests for postponement shall be given consideration. However, a second appeal must be made within six (6) months of notice. The Board meets quarterly.
- H. If the member decides not to appeal the decision of the Board, the Board may take any action deemed appropriate.
- I. The Board shall provide the member a written copy of its decision within thirty (30) days of the second appeal. The decision of the Board shall be final. The Board shall have the authority to accept or reject any of the findings or recommendations of the Ethics Committee, may modify the recommendations, or may impose alternative sanctions.

Attachment III: HIMSS NCA By-Laws

Bylaws of National Capital Area (NCA) Chapter of HIMSS

ARTICLE I NAME, PURPOSES AND TERRITORY

Section 1. Name. The name of this corporation shall be National Capital Area (NCA) 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, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, the elected Chairs of the following Committees: Program, Advocacy, Membership, Sponsorship, Communication, Outreach and Coordination, and Health Information Exchange (HIE), and up to ten Past Presidents appointed by the President as Members-at-Large (each a "Director").

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. The term of office for each Director shall begin on the July 1 following his or her election.

Section 5. Elections. The voting members shall elect the Officers and 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. The Officers shall serve a one (1) year 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.

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.

(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 who submitted a vote in person or by proxy. 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 XV
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: Last updated 2017 _____

HIMSS Staff: _____
Date: _____

Attachment IV: HIMSS NCAHIMSS NCA Articles of Incorporations

File Number 6164-079-7

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Cook County Recorder 25.50



State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
HIMSS NATIONAL CAPITAL AREA
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 21ST day of MAY A.D. 2001 and of the Independence of the United States the two hundred and 25TH



C-212.3

Jesse White

Secretary of State

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