

Approved by CHIA House of Delegates on June 15, 2008

Approved by American Health Information Management Association June 26, 2008

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ARTICLE I

NAME

The name of this corporation shall be: CALIFORNIA HEALTH INFORMATION ASSOCIATION (hereinafter referred to as "*CHIA*").

ARTICLE II

PURPOSE

The purpose of *CHIA* is to: ensure quality comprehensive health information management services for the welfare of the public in the State of California; provide leadership for the profession of the health information management; promote and advance the profession of health information management and represent the interests of the members of the profession; contribute to the development of the highest possible levels of professionalism and performance by providing members with information, resources and leadership; contribute to the delivery of quality patient care and the protection of patients' rights with respect to health information; insure that the business practices of the association itself are planned and managed to achieve the goals of *CHIA*.

ARTICLE III

MEMBERSSection 3.1 Members

- A. Active. The Active members of *CHIA* shall be composed of the Active members of the American Health Information Management Association (AHIMA) who have designated California as their Component State Association. An Active member in good standing shall be entitled to serve as a committee member, to vote in any election or other matter, and to hold any office, including Committee Chair, member of the Board of Directors, Officer, member of the House of Delegates, or Delegate to AHIMA.
- B. Student. Student members of *CHIA* shall be the Student members of the American Health Information Management Association (AHIMA) and who have designated California as their Component State Association. A Student member in good standing shall be entitled to serve as a committee member in a designated student position, with voice but not vote. They shall not be entitled to other voting privileges, hold office or serve as delegates.
- C. Honorary. The Honorary members of *CHIA* shall be composed of the Honorary members of the American Health Information Management Association (AHIMA) who have designated California as their Component State Association and also those individuals to whom the *CHIA* Board of Directors has conferred Honorary status. Honorary members who were Active members shall retain their Active membership rights.

- D. Corporate. Any corporation interested in the purpose of *CHIA* is eligible for Corporate membership. The corporation shall designate one representative. The representative of a Corporate member in good standing shall be entitled to serve as a committee member and to vote on committee matters, but shall not be entitled to vote in any election or to hold any office. The representative of a Corporate Member who is an Active member shall retain their Active membership rights.

Section 3.2. Application for Membership and Initial Dues.

- A. Application for Active or Student membership in AHIMA shall be in writing on the form provided by AHIMA and shall be sent by the applicant directly to the Executive Director of AHIMA. The total amount of initial dues and/or assessments as provided in the Bylaws of AHIMA shall accompany such application.
- B. Application for CHIA membership, including Corporate membership, shall be in writing on the form provided by *CHIA* and shall be sent by the applicant directly to the Executive Director of CHIA. The total amount of initial dues and/or assessments shall accompany such application.

Section 3.3. Member in Good Standing. To be considered a member in good standing a member must have paid all dues, assessments and reinstatement fees, if applicable, by the appropriate date as described in the AHIMA or *CHIA Policy and Procedure Manual*, and not have delinquent debt due *CHIA*.

Section 3.4. Termination of Membership. The membership of any member shall terminate upon the occurrence of any of the following events:

- A. The resignation or death of the member.
- B. The failure of the member to pay all dues and assessments as required herein.

Section 3.5. Expulsion. A member shall be expelled from membership upon violation of the Bylaws of *CHIA*, the AHIMA Code of Ethics, the Standards for Initial Certification, or the Standards for Maintenance of Certification.

Section 3.6. Reinstatement.

- A. A former member whose resignation has been accepted by AHIMA shall be reinstated upon application and payment of the current year's AHIMA and *CHIA* dues and assessments.
- B. A former member whose membership has been forfeited for non-payment of dues and/or assessments shall be reinstated upon application and payment of the current year's AHIMA and *CHIA* dues and assessments, and any reinstatement fee that may be specified by the Board of Directors.

ARTICLE IV

HOUSE OF DELEGATES

Section 4.1. Composition. Members of the Board of Directors, the Presidents of Component Local Associations or their alternates, and elected Delegates or their alternates shall constitute the House of Delegates and each Delegate shall have one vote. There shall be no voting by proxy. Only Active CHIA members in good standing may be seated as Delegates.

Section 4.2. Powers and Duties. The House of Delegates shall be the legislative and policy-making body of CHIA. It shall advise CHIA on all matters involving the professional and administrative policies of CHIA. The House of Delegates has all authority to:

- A. Approve CHIA Bylaw amendments and amend the Articles of Incorporation as provided herein.
- B. Vote on a merger or dissolution of CHIA and therefore vote on the disposition of all or part of the assets of CHIA.
- C. Advise the Board of Directors on the development and modification of Association plans.
- D. Approve resolutions.

Section 4.3. Election of Delegates. Delegates shall be elected by and from the Active members in good standing of the Component Local Associations. Delegates shall serve for a term of one year or until their successors are elected and qualified.

Section 4.4. Apportionment. Each Component Local Association shall be represented by the President of the Component Local Association or their Alternate and, in addition, by one or more elected Delegate(s) or their alternate(s) as follows: Each Component Local Association shall be entitled to one elected Delegate for the first fifty (50) members or portion thereof, each additional increment of fifty members, and any increment of more than twenty-four but less than fifty.

The apportionment of Delegates shall be based upon Active membership of the Component Local Associations who have paid national dues and state assessments by December 31 of the CHIA current fiscal year.

Section 4.5 Meetings. The Board of Directors shall convene the House of Delegates on an annual basis, at such time as the Board shall determine. The meeting may be held in person or by such telephonic or other electronic means as the Board may deem appropriate, provided that all Delegates have an opportunity to hear each other and to participate in the proceedings.

Section 4.6 Notice of meetings. The Board of Directors shall ensure that each Delegate receives notice of the meeting. Notice shall give the place, date, and time of the meeting and shall provide the agenda. Notice shall be by personal delivery, by first-class mail, by telephone (including a voice messaging system), or by other system or technology designed to record and communicate messages (including facsimile, electronic mail, or other electronic means). Notice shall be sent at least ten days prior to the meeting.

Section 4.7 Quorum. At the meeting, delegate representation from a majority of the Component Local Associations shall constitute a quorum. The act of a majority of Delegates present at a meeting at which

a quorum is present shall constitute the act or vote of the House of Delegates unless the act or vote of a greater number of Delegates is required by the Articles of Incorporation, Bylaws, by parliamentary authority stipulated in Article XV or by law.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Directors. The Directors of *CHIA* shall be as follows:

- A. The President, who shall serve with vote.
- B. The President-elect, who shall serve with vote.
- C. The Immediate Past-President who shall serve with vote.
- D. The Executive Director, who shall serve without vote.
- E. Four at-large directors, who shall serve with vote, of which two directors shall be elected for a two year term each year. An at-large director shall not serve more than two consecutive full terms in that capacity.
- F. A majority of members of the Board of Directors will be AHIMA-approved credential holders.

Section 5.2 Eligibility. Only Active members in good standing shall be eligible to serve as members of the Board of Directors. The President-elect, President, and Past-President will be AHIMA-approved credential holders.

Section 5.3 Nomination. Nomination for President-elect and at-large directors shall be made by a Nominating Committee as provided in Section 7.10.

Section 5.4 Election. The directors, with the exception of the Executive Director, shall be elected by the plurality of the total votes cast by the Active members in good standing. In case of a tie, the election shall be decided by lot by the Executive Office Staff at the time of the tabulation of the ballots.

- A. Voting for directors shall be by official ballot only. Ballots with instructions for their use shall be placed in the mail to all Active members in good standing at least forty-five days prior to the House of Delegates. In order to be counted, a ballot must be returned by methods specified in the *CHIA* Procedural Manual to the Executive Office, and must be received at least fifteen days before the House of Delegates.
- B. The Executive Director or designee shall have the responsibility of tabulating the ballots. Ballots received after the deadline shall be destroyed.
- C. Results of the election (including final vote count) shall be announced at the House of Delegates.

D. The Board of Directors shall assume office on July 1 of each year.

Section 5.5 Vacancies. Vacancies in the director positions, except the Executive Director, shall be filled until the next election of such members by an Active member in good standing chosen by the affirmative vote of a majority of the remaining members of the Board of Directors then in office.

Section 5.6 Resignation. Any director may resign at any time by giving a written notice of such resignation to the President of CHIA to be effective upon acceptance by the Board of Directors. The President, President-Elect, Past President, or Executive Director shall be deemed to resign from the Board of Directors when he/she resigns the office by which he/she became a director.

Section 5.7 Removal.

- A. Any director, with the exception of the Executive Director, may be removed from office with or without cause by a four-fifths (4/5) vote of the House of Delegates at a regular or special meeting. Such special meeting shall require notice to all delegates. The notice shall comply with the notice requirements in Section 5.10.
- B. The Board of Directors also may declare vacant the Office of a Director who has been declared of unsound mind by a final order of a court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached his or her duty as specified in Article 3 (commencing with Section 5230) of the California Corporations Code. In the event any Director(s) may be so removed, new Director(s) may be elected at the same meeting to fill the remaining term(s) of the Director(s) so removed.

Section 5.8 Powers and Duties. The Board of Directors shall manage the property, business, and affairs of CHIA, except for those functions assigned in these Bylaws to the House of Delegates. The Board may exercise all such powers of CHIA as are by law, or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised by the Board of Directors including:

- A. Provide for representation of the membership of CHIA on all matters internal and external.
- B. Establish the policies and procedures and approve proposed modification to the *CHIA Policy and Procedure Manual* except as otherwise provided in these Bylaws.
- C. Develop and oversee the implementation of the CHIA Strategic Plan.
- D. Serve as custodian over all funds and property of the CHIA and the Component Local Associations.
- E. Approve Rules and Regulations of all Component Local Associations.
- F. Fill vacancies in office.
- G. Approve the annual budget and present it at the meeting of the House of Delegates for informational purposes. Render a full report on the financial status and activities of CHIA to the House of Delegates.

- H. Establish, oversee, and act on the recommendations of all Committees, except as otherwise provided in these Bylaws.
- I. Employ qualified staff needed to carry out duties assigned by the Board of Directors, including the Executive Director.
- J. Create, direct, and dissolve subcommittees as deemed necessary to carry out the duties and responsibilities of the Board of Directors.
- K. Establish the dues for all membership classes.

Section 5.9 Meetings. The Board of Directors shall meet as needed to conduct the business of the association with at least one annual meeting. Prior to July 1, the in-coming President shall schedule regular meetings of the Board of Directors. In addition, within fifteen days of an oral or written request of a majority of the Board of Directors, the President and/or Executive Director must convene a meeting of the Board of Directors.

Section 5.10 Notice. Each member of the Board of Directors shall receive notice of the meeting. Notice shall give the place, date, and time of the meeting and shall provide the agenda. Notice shall be personal delivery, by first-class mail, by telephone (including a voice messaging system), or by other system or technology designed to record and communicate messages (including facsimile, electronic mail, or other electronic means). Notice shall be sent at least ten days prior to the meeting.

Section 5.11 Quorum and Manner of Acting. A majority of the members of the Board of Directors then in office shall constitute a quorum. The act or vote of a majority of members present at a meeting at which a quorum is present shall be the act or vote of the Board of Directors, unless the act or vote of a greater number is required by the Articles of Incorporation, by these Bylaws, by parliamentary authority stipulated in Article XV, or by law.

Section 5.12 Indemnification. Directors and Officers will be indemnified to the fullest extent allowable by law.

ARTICLE VI

OFFICERS

Section 6.1 Officers. The Officers of CHIA shall be a President, a President-elect, the Immediate Past President, the Executive Director, a Secretary, and a Chief Financial Officer.

Section 6.2. Duties

- A. The President shall preside at all meetings of the Board of Directors and the House of Delegates. The President shall be an ex officio member of all Committees except the Nominating Committee.
- B. The President-elect shall perform the duties of the President in the President's absence or inability to act.

- C. The Executive Director shall be the chief executive officer of *CHIA*. As such, the Executive Director shall be responsible for monitoring *CHIA*'s affairs within the constraints of policies, goals, and priorities of the Board of Directors. The Executive Director shall submit an annual report to the Board of Directors and the House of Delegates.
- D. The Secretary shall keep, or cause to keep, minutes of meetings of the Board of Directors, House of Delegates, and Committees. The Secretary also shall ensure that proper notice is given of meetings, as required by these Bylaws.
- E. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, *CHIA*'s financial statements and records. The Chief Financial Officer also shall deposit and disburse, or cause to be deposited and disbursed, *CHIA*'s funds in accordance with the policies or instructions of the Board of Director's, and shall render an accounting of such deposits and disbursements to the Board of Directors upon request.

Section 6.3 Eligibility. The President, President-elect, Immediate Past President, and Executive Director shall be Active members in good standing of *CHIA*.

Section 6.4 Selection and Terms.

- A. The President shall be the immediate past President-elect. The President shall serve a term of one year.
- B. The President-elect shall be elected annually by the membership as set forth in Section 5.2, 5.3, and 5.4 and upon election shall serve one year consecutive terms in the offices of President-elect, President, and Immediate Past President. Upon completion of the term of office of Immediate Past President, such person shall not be eligible to serve again as a Director until one year has elapsed.
- C. The Executive Director shall be an employee of *CHIA*, chosen by the Board of Directors and subject to the terms of his/her employment arrangement with *CHIA*; and shall be a member of *CHIA*.
- D. The Secretary will be a member of the Board of Directors elected for a one year term by the Board of Directors.
- E. The Chief Financial Officer will be a member of the Board of Directors elected for a one year term by the Board of Directors.

Section 6.5 Nomination and Election of President-elect. The President-elect shall be nominated and elected at the same time and according to the same procedures as set forth in Sections 5.2, 5.3 and 5.4 for at-large Directors.

Section 6.6 Vacancies.

- A. A vacancy in the office of the President shall be filled by the President-elect.

- B. A vacancy in the office of the President-elect shall result in an election under Sections 6.3, 6.4 and 6.5 to fill the office of President for the succeeding term. If the vacancy occurs more than ninety days prior to the House of Delegates, the election shall occur in the ordinary manner. If the vacancy occurs less than ninety days before the House of Delegates, there shall be a special election following the procedures in Sections 6.3 and 6.4B, to the extent that they are applicable. Between the terms of the House of Delegates and the election of a new President, the Immediate Past President shall serve as President.
- C. A vacancy in the office of Executive Director, Secretary, or Chief Financial Officer shall be filled by the Board of Directors.

Section 6.7 Bonds. The Board of Directors shall require that all Officers and agents of CHIA responsible for the receipt, custody, or disbursement of funds to furnish bonds for the faithful performance of their duties in such amount and with such sureties as the Board of Directors shall approve. The cost of such bonds shall be paid by CHIA.

ARTICLE VII

STANDING COMMITTEES

Section 7.1. Establishment. There shall be such Committees as necessary to conduct the business of CHIA including a Nominating Committee.

Section 7.2. Chair. The Chair of a Committee shall be selected according to the provisions set forth in the CHIA Policy and Procedure Manual.

Section 7.3. Members. The President-elect shall appoint members to all Committees according to the provisions set forth in the CHIA Policy and Procedure Manual and with the approval of the Board of Directors.

Section 7.4. Meeting Attendance. Committee members are required to attend Committee meetings and participate fully in Committee activities according to the provisions set forth in the CHIA Policy and Procedure Manual.

Section 7.5. Vacancies. The CHIA President shall fill vacancies in Committees during the member's term of appointment, or may delegate appointment to the Committee Chair.

Section 7.6. Quorum. A majority of members of any Committee shall constitute a quorum.

Section 7.7. Eligibility. Active members in good standing shall be eligible to be appointed as Committee Chair. Student members, Honorary Members, and Corporate designee members may be appointed as members of Committees.

Section 7.8. Duties. The duties, operational policies and procedures shall be set forth in the CHIA Policy and Procedure Manual. Committees shall not pre-empt the authority of the Board of Directors or the House of Delegates in any matter.

Section 7.9. Reports. Reports of Committees shall be submitted to the Board of Directors.

Section 7.10. Nominating Committee.

A. Membership. The Nominating Committee shall consist of a chairperson, one representative from each Component Local Association and two members appointed by the Board of Directors. The Executive Director is an Ex Officio member. Each Component Local Association shall elect/select a member to serve on the Nominating Committee.

B. Duties. The duties of this Committee shall be to propose at least two candidates for each elected position in accordance with the *CHIA Policy and Procedure Manual*.

C. Vacancies. In the event a Component Local Association elected/selected member/s is unable to serve, the Component Local Association that elected/selected the member shall elect/select another member/s.

D. Quorum. A majority of members of the Committee shall constitute a quorum.

E. Reports. The ballot constitutes the annual report of this Committee unless there are other recommendations.

ARTICLE VIII

OTHER COMMITTEES/TASK FORCES

Section 8.1. Establishment. There shall be other Committees/Task Forces as necessary to implement the business of CHIA. The composition, size and duties of the Committees/Task Forces shall be set forth in the *CHIA Policy and Procedure Manual* and subject to approval by the Board of Directors. All policies and procedures with respect to the establishment or dissolution of the Committees/Task Forces shall be set forth in the *CHIA Policy and Procedure Manual* as approved by the Board of Directors.

Section 8.2. Chair. The Committee Chairs shall be selected according to the provisions set forth in the *CHIA Policy and Procedure Manual*.

Section 8.3. Committee Members. The President-elect shall appoint new Committee/Task Force members upon approval of the Board of Directors.

Section 8.4. Meeting Attendance. Committee members are required to attend Committee meetings and participate fully in Committee activities according to the provisions set forth in the *CHIA Policy and Procedure Manual*.

Section 8.5. Vacancies. The CHIA President shall fill vacancies in Committees during the member's term of appointment, or may delegate appointment to the Committee Chair.

Section 8.6. Quorum. A majority of members of any Committee shall constitute a quorum.

Section 8.7. Eligibility. Active members in good standing shall be eligible to be appointed as Committee Chair. Student members, Honorary members, and Corporate designee members in good standing may be appointed as members of Committees.

Section 8.8. Duties. The duties, operational policies and procedures shall be set forth in the *CHIA Policy and Procedure Manual*. Committees shall not pre-empt the authority of the Board of Directors or the House of Delegates in any matter.

Section 8.9. Reports. Reports of Committees shall be submitted to the Board of Directors.

ARTICLE IX

NATIONAL REPRESENTATION

Section 9.1. Representation. CHIA shall be represented in the AHIMA House of Delegates as provided in the Bylaws of AHIMA.

Section 9.2. Qualification, Nomination, and Election of Delegates.

- A. The CHIA shall be represented in the AHIMA House of Delegates as provided by the Bylaws of AHIMA. Only Active members in good standing shall be eligible to serve as Delegates to the AHIMA. The President shall be the First Delegate. The President-elect shall serve as an automatic Delegate.
- B. The term of Delegates shall be two years. Terms of Delegates shall be staggered to maintain continuity in the House of Delegates in the State Delegation.
- C. Nomination for additional Delegates shall be made by the Nominating Committee from among Active members in good standing.
- D. Election shall be by official ballot of the Active members in good standing. The ballot shall indicate the credentials and the Component Local Association of each nominee.
- E. A plurality vote of those voting shall elect the appropriate number of Delegates to fill the vacant positions that CHIA is allocated minus the two Delegate positions held by the President and President-elect. The candidate receiving the next highest number of votes shall be designated an Alternate.

ARTICLE X

FINANCE

Section 10.1. Fiscal Year. The fiscal year of CHIA shall be from July 1 of any year through June 30 of the following year.

Section 10.2. Dues and Assessments.

- A. Dues for Active and Student members, shall be as provided in the Bylaws of AHIMA and shall be paid by the member directly to the Executive Director of AHIMA. The State's portion of dues is rebated to the Executive Director of CHIA.
- B. Assessments for new member(s) transferring from another component state association into CHIA shall be determined by using the Dues Proration Schedule in the *CHIA Policy and Procedure Manual*. This assessment shall not exceed the current annual assessment.
- C. State and Component Local Assessments for Active and Student members shall be paid by the member to the Executive Office. The Component Local portion of the assessments for Active members shall be rebated to the Treasurers of the Component Local Associations.
- D. The Board of Directors shall have the authority to establish dues and/or assessments for all membership classes. Procedures for payment shall be set forth in the *CHIA Policy and Procedure Manual*.

Section 10.3. Expenditure of Funds.

- A. *Control.* No Officer or Committee shall expend any money not provided in the budget allotment except by approval of the Board of Directors and no Officer or agent of this Corporation shall contract for any expenditure of money not specifically allocated in the budget except by approval of the Board of Directors. Unexpended balances remaining in the budget allotment at the end of the business year are automatically canceled.
- B. *Expenses.* When attending the State Convention or called meetings of the Board of Directors, all members of the Board of Directors shall be reimbursed for reasonable expenses, in accordance with policies approved by the Board of Directors.
- C. *Earnings.* No part of the net earnings of CHIA shall be distributable to members or Officers of CHIA, nor accrue to the benefit of any individual.
- D. *Goal.* The financial goal of CHIA shall be to have assets in reserve equal to one times the annual operational expense.

ARTICLE XI

JOURNAL

There shall be an official journal of CHIA published.

ARTICLE XII

COMPONENT LOCAL ASSOCIATION

Section 12.1. Formation.

- A. A group of fifty or more Active members may petition for formation of a geographic Component Local Association.
- B. A petition for forming a new Component Local Association shall be signed by members of the petitioning group and shall be submitted along with the proposed Rules and Regulations to the CHIA Board of Directors for approval.
- C. Establishment of a new Component Local Association shall be by action of the Board of Directors and shall coincide with the fiscal year of CHIA.

Section 12.2. Boundaries. The boundaries of the Component Local Associations shall follow the natural county boundary lines whenever possible. The boundaries of each Component Local Association shall be stated in its Rules and Regulations.

Section 12.3. Membership. At the time of payment of CHIA assessments, members shall declare membership in one Component Local Association to which appropriate rebate will be made. The member shall have voting privileges only in the Component Local Association to which he has declared membership. No member shall belong concurrently to more than one Component Local Association.

Section 12.4. Officers. The Officers of a Component Local Association shall be such officers as are necessary to conduct the business of the Component Local Association.

Section 12.5. Financial Records. The financial records of the Component Local Associations shall be kept according to the procedure approved by the CHIA Board of Directors. Each Component Local Association shall be held financially accountable to CHIA for all income and expenses.

Section 12.6. Rules and Regulations. The Rules and Regulations of each Component Local Association and all revisions shall be submitted for review and approval by CHIA before adoption. They shall conform with the provisions governing Component Local Associations as provided for in the CHIA Bylaws and in the CHIA Policy and Procedure Manual.

Section 12.7. Representation. Component Local Associations shall elect Active members to represent them in the House of Delegates of CHIA.

Section 12.8. Dissolution. Dissolution of a Component Local Association may occur by either of the following:

- A. Submission of a petition for dissolution to the CHIA Board of Directors signed by a simple majority of the remaining Active members of the Component Local Association.
- B. Action of the CHIA Board of Directors based upon the inability of a Component Local Association to comply with the provisions of its Rules and Regulations and CHIA Bylaws. Final dissolution of a Component Local Association shall be by action of the CHIA Board of Directors.

Section 12.9. Due Process. Following the initiation of action by the CHIA Board of Directors for dissolution as outlined under Section 12.8, the appropriate measures as prescribed by the *CHIA Policy and Procedure Manual* will be followed.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws, all meetings of the members, Board of Directors, or Committees of CHIA shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE XIV

AMENDMENTS

Section 14.1. Authority. The authority to amend the Bylaws and the Articles of Incorporation shall be vested solely in the House of Delegates. Two-thirds (2/3) of the votes cast shall be required to adopt any amendment. Proxy votes shall not be permitted.

Section 14.2. Proposals. A proposal for the amendment of Bylaws or adoption of new Bylaws to be submitted to the House of Delegates shall be initiated by (a) the Board of Directors or (b) the Bylaws Committee or (c) by any individual member through his or her Component Local Association provided such proposal has been approved by the affirmative vote of a majority of members of the Component Local Association present at a duly convened meeting at which a quorum was present.

Section 14.3. Format and Timing. Proposal to be submitted by the Board of Directors or a Component Local Association shall be in such form as the Bylaws Committee may prescribe and each proposal shall be filed with the CHIA Bylaws Committee at least five months prior to the State Convention at which the proposal is to be submitted to the House of Delegates.

Section 14.4. Form and Notice. The Bylaws Committee shall present each proposal to members substantially in the form presented to the Bylaws Committee with such technical changes and conforming amendments to the proposal or existing Bylaws as the Committee shall deem necessary or desirable. Notice of all proposed amendments shall be by personal delivery, by first-class mail, by telephone (including a voice messaging system), or by other system or technology designed to record and communicate messages (including facsimile, electronic mail, posting on website, or other electronic means). Notice shall be sent by the Executive Office to all CHIA HOD Delegates at least forty-five days prior to the convening of the House of Delegates at the State Convention or at least thirty days prior to a special meeting of the House of Delegates. Such special meeting shall require written notice to all Delegates which complies with the time limits and mailing requirements of Article IV, Section 4.6

Section 14.5. Amendments at the House of Delegates. A proposal to amend the Bylaws may be made and acted upon at a meeting of the CHIA House of Delegates without prior notice, as defined in Article XIV, Section 14.2. Such amendment(s) shall require a two-thirds (2/3) vote of the House of Delegates in

order to be considered, and a ninety percent (90%) vote of the members of the House of Delegates shall be required for adoption of such amendment(s).

Section 14.6. Conformance with AHIMA Bylaws. These Bylaws shall automatically conform to any provisions of the Bylaws of the AHIMA affecting the CHIA to the extent permitted by California law. Such provisions shall be binding upon CHIA when voted by the AHIMA House of Delegates and the CHIA House of Delegates as provided herein.

ARTICLE XV

DISSOLUTION

CHIA shall make no distribution of its assets to any of its members during the period of its operation or upon its liquidation. Upon the dissolution or final liquidation of CHIA, any assets remaining after all obligations have been satisfied or provided shall be transferred to a nonprofit entity having a similar or identical purpose, as determined by the Board of Directors and as approved by the House of Delegates.