

ARTICLE I NAME

Section 1.1 Name. The name of the organization shall be the Healthcare Information and Management Systems Society ("HIMSS"), an Illinois not-for-profit corporation.

ARTICLE II OFFICES

Section 2.1 Registered Office. The registered office of HIMSS shall be located in Chicago, Illinois and the registered agent's address shall be identical.

Section 2.2 Other Offices. HIMSS may at any time establish other offices at such place or places as the Board of Directors (the "Board") may designate from time to time.

ARTICLE III PHILOSOPHY, OBJECTIVE, AND PURPOSES

Section 3.1 Philosophy. HIMSS is based on the concept that an organized exchange of experiences among members and with other organizations can promote a better understanding of the existing principles of healthcare information and management systems. In addition, HIMSS shall promote the development of new principles for improving the delivery of care through healthcare information and management systems and assist its members in their professional growth.

Section 3.2 Objective. The general objective of HIMSS shall be to promote professional approaches to the operation, development, and improvement of healthcare information and management systems that

support provision of high quality patient care at the lowest practicable costs.

Section 3.3 Purposes. HIMSS shall be a not-for-profit organization qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (hereinafter, the "Code"). The Corporation exists for the purposes of:

- (a) Providing members and others with opportunities for dialogue, education, advancement, and improvement of all aspects of the healthcare information and management systems industry through meetings, seminars, communications, publications, and other programs and activities;
- (b) Promoting high quality healthcare through development of its members in the areas of professional career enhancement, recognition, and effectiveness in the fields of healthcare information and management systems;
- (c) Promoting professional approaches to the operation, development, and improvement of healthcare information and management systems that support provision of high quality patient care at the lowest practicable costs;
- (d) Engaging in any lawful activities within the purposes for which a corporation may be organized under the Illinois Not For Profit Corporation Act and which are not inconsistent with the purposes set forth in the Articles of Incorporation of HIMSS and these Bylaws; and,

- (e) To otherwise operate exclusively as a professional association within the meaning of Section 501(c)(6) of the Code, in the course of which operation:
- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, employee, or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; and
- (ii) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE IV POWERS

Section 4.1 Powers. In furtherance of its corporate purposes, HIMSS shall have all the general powers enumerated in Section 105/103.10 of the Illinois Not For Profit Corporation Act as now in effect or as may hereafter be amended, including, but not limited to:

- The power to produce publications and to conduct educational and information programs to promote improved understanding of healthcare information and management systems; and,
- The power to establish criteria for HIMSS membership.

ARTICLE V MEMBERSHIP

Section 5.1 Eligibility. Membership in HIMSS shall be available to all individuals and organizations that are active and/or interested in the fields of healthcare information and management systems, subject to the restrictions in HIMSS regulations and procedures. Members of the society shall conduct themselves in accordance with the HIMSS Code of Ethics.

Section 5.2 Establishment of Membership. Membership in HIMSS shall become effective when a completed formal application has been accepted by HIMSS and the designated dues payment has been received.

Section 5.3 Types of Membership. The types of membership in HIMSS shall be regular, student, retired, life, emeritus and organizational. Except where otherwise indicated or defined, the term member used in these bylaws shall refer to both individual and organizational members collectively.

5.3.1 Regular Member. Regular membership shall be defined as the category for persons engaged in and/or interested in the fields of healthcare information and management systems.

5.3.2 Student Member. Student membership shall be defined as the category for persons who are engaged in formal full-time study, as defined by Board policies, to become active in the fields of healthcare information and management systems. Student members shall be afforded all privileges of Regular Members except the rights to vote or to hold elective office.

5.3.3 Retired Member. Retiree membership shall be defined as the category for persons who are no longer engaged in compensated work activity, having previously been active in the fields of healthcare information and management systems, and a Regular Member of the society for not less than 10 years. Members must request retired member status in writing. Retired Members shall be afforded all privileges of Regular Members except the rights to vote or to hold elective office.

5.3.4 Life Member. Life membership shall be defined as the category for persons who have been active in the fields of healthcare information and management systems and a Regular Member of the society for not less than 30 continuous years. Members must request Life Member status in writing. The HIMSS Board of Directors shall review all requests for approval. Life Members shall be afforded all privileges of Regular Members and shall have annual society dues waived for the remainder of their lifetime or until resignation from the society.

5.3.5 Member Emeritus. Member Emeritus shall be defined as the category for persons interested in the fields of healthcare information and management systems whose age, past contributions to HIMSS, employment status, and other criteria as established by the Board warrant emeritus distinction. A Member Emeritus shall be afforded all privileges of Regular Members except the right to hold elective office.

5.3.6 Organizational Membership. The category of organizational membership shall be defined as the category for organizations engaged in providing

business goods and/or services in the field of healthcare information and management systems.

Section 5.4 Levels of Membership. The Board may, at its discretion, develop and maintain various defined levels of membership (such as Senior Member and Fellow) to acknowledge and reward advancement, contribution to the society and accomplishment in the field. Advanced categories of membership shall not be considered additional “types” of membership (except as otherwise defined by these Bylaws) and as such, advanced members shall be afforded all privileges of their member type.

Section 5.5 Transfer of Membership. Individual membership in HIMSS shall not be transferable to another person.

Section 5.6 Termination of Membership.

5.6.1 Resignation. A member may at any time, in writing, resign from HIMSS.

5.6.2 Action of the Board. The Board may suspend or expel any member for cause after giving such member the opportunity to have a hearing. Membership may be terminated by action of the Board as a result of violation of the Code of Ethics, non-conformity with the Bylaws, or conduct unbecoming a member, as determined by the Board. Any member suspended or expelled may be reinstated by the Board, as defined by Board policy.

5.6.3 Nonpayment of Dues. Membership shall be terminated for nonpayment of dues at a time consistent with, and in accordance with, the policies and procedures of HIMSS.

ARTICLE VI DUES AND DONATIONS

Section 6.1 Dues. The Board shall determine the dues to be charged to each HIMSS member. Dues for Student Members and Retired Members shall be reduced to an amount established by the Board. Life Members and Members Emeritus shall not be required to pay dues.

Section 6.2 Disposition of Dues. All dues paid to HIMSS shall become the property of HIMSS and shall be used by HIMSS to further the mission of the organization. No portion of the dues paid by any member shall be refundable because of membership being terminated for any reason.

Section 6.3 Donations. Any funds or property that may be donated to further the work or programs of HIMSS shall become the property of HIMSS and shall be used for the purpose designated by the donor if specified, or otherwise as determined by HIMSS.

ARTICLE VII MEETINGS OF MEMBERS

Section 7.1 Business Meetings. HIMSS shall conduct an annual business meeting and such other meetings of members as determined by the Board.

Section 7.2 Notice of Meetings. The HIMSS President/CEO shall notify the membership of annual or special meetings as required under applicable law.

7.2.1 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.

Section 7.3 Order of Meetings. The Board shall adopt the initial rules and regulations for conducting meetings of HIMSS and they may be amended from time to time by a majority vote of eligible members present and voting at the annual meeting. These regulations shall be in accord with Robert's Rules of Order Newly Revised (latest edition), when the latter are not in conflict with these Bylaws or the Articles of Incorporation of HIMSS.

The rules of the annual business meeting may be suspended, with two-thirds consent of the voting members present, in order to vote forthright upon a motion, resolution, election, ratification, or appeal.

Section 7.4 Informal Action by Voting Members. Any action that may be taken at a business meeting of the members entitled to vote, may be taken by dispersed ballot without a business meeting, provided that the number of members casting votes would constitute a quorum if such action had been taken at a business meeting. Voting shall remain open for not less than five (5) days from the date the ballot is delivered unless otherwise provided for herein. Such informal action by members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

Section 7.5 Dispersed Meetings. HIMSS may conduct business requiring membership approval by dispersed ballot.

Section 7.6 Quorum. A quorum at the annual or any other business meetings shall consist of 50 eligible voting members of HIMSS.

Section 7.7 Eligibility to Vote. Only Regular Members, Life Members, Members Emeritus, and Organizational Members shall have the right to vote. Members may not vote by proxy.

Section 7.8 Manner of Acting. Except as otherwise specified herein, the affirmative vote of a majority of eligible voting members present in person at a meeting at which a quorum is present, or in the case of voting by dispersed ballot, the affirmative vote of a majority of valid votes returned shall constitute an act by the members.

Section 7.9 Voting by Dispersed Ballot (Dispersed Meetings). Voting in dispersed meetings shall require that ballots be returned in a period of time consistent with the medium used to transmit and return the ballots. Any appropriate medium approved by the Board may be used to vote by dispersed ballot.

ARTICLE VIII THE BOARD AND BOARD OFFICERS

Section 8.1 Eligibility, Nomination, and Election.

8.1.1 Eligibility. Only Regular Members, Life Members or the designated senior executive representing an organizational member who have achieved and maintained advanced membership status (Senior Member or Fellow) of HIMSS shall be eligible to serve as members of the Board. Only members of the Board shall be eligible to serve as officers of HIMSS.

8.1.2 Nomination and Election. Directors and officers shall be nominated and elected in accordance with Article 9.

Section 8.2 Composition of the Board. There shall be fifteen (15) Directors of HIMSS, four (4) of whom shall also serve as the Board's Chair, Chair-elect, Vice Chair, and Vice Chair-elect and one (1) shall be the President/CEO of HIMSS, who shall serve *ex officio* without vote. The Board Chair may appoint two (2) additional Advisory Directors, who must be approved by the Board and who shall serve without vote for a two (2) year term.

Section 8.3 Functions and Powers. The Board shall oversee the affairs and property of HIMSS per Board guidelines, policies and procedures and shall have the responsibility to develop plans to fulfill the objectives and purposes of HIMSS. The Board shall have all the powers granted it by law, the Articles of Incorporation, and these Bylaws, including the power to authorize programs, publications, awards, recognition, liaison with other organizations, and activities, and shall approve related budgets.

Section 8.4 Officers. The officers of HIMSS shall be a Chair, a Chair-elect, a Vice Chair, and a Vice Chair-elect, who shall be elected by the Board of Directors.

8.4.1 Chair. The Chair of HIMSS shall act as Chairman of the Board and shall preside at all meetings of the Board. The Chair also shall preside at the annual meeting and any special meetings of HIMSS members. The Chair's duties are to provide leadership and direction to the development of policies and programs, to call meetings, and to perform other duties inherent in, and implied by, the office of Chair.

8.4.2 Vice Chair. The Vice Chair shall assist the Chair, act in the Chair's absence, and perform other duties assigned by the Chair or the Board.

8.4.3 Chair-elect. The Chair-elect shall assist the Chair and perform other duties assigned by the Chair or the Board. The Chair-elect is responsible for reviewing and modifying, as necessary, the long-range plan for HIMSS and developing the operational plan for the following year. The Chair-elect shall succeed to the office of Chair.

8.4.4 Vice Chair-elect. The Vice Chair-elect shall assist the other elected officers and perform other duties assigned by the Chair or the Board. The Vice Chair-elect shall chair the Nominating Committee in accordance with Section 11.2.1. The Vice Chair-elect shall succeed to the office of Vice Chair.

Section 8.5 Directors. All directors shall assist the officers and perform other duties assigned by the Chair.

Section 8.6 Financial Director. The Financial Director shall be appointed by the Chair from among the members of the Board and shall chair the finance committee. The Financial Director shall work closely with the HIMSS President/CEO (or his/her designate) in the development of financial plans and budgets, and in the oversight and reporting of HIMSS' financial status, including progress to business plan for HIMSS' ventures and significant programs, to the Board. **The Financial Director shall also be responsible for oversight and reporting of HIMSS' annual independent audit process.**

Section 8.7 President/CEO. HIMSS' President/CEO shall be appointed by the Board and shall serve as an *ex-officio*

nonvoting member of the Board and all committees/task forces of HIMSS and as secretary of the Board. The President/CEO has complete responsibility for the day-to-day operations of HIMSS in a manner that supports implementation of the Board-identified objectives, plans and policies, and the performance of other duties as assigned by the Board Chair.

Section 8.8 Meetings and Procedures.

8.8.1 Meetings. Regular meetings of the Board shall be held at least three times during each year at such time and place as the Chair may determine. Special meetings of the Board may be held upon the call of the Chair or any five (5) Directors.

8.8.2 Quorum. One-half of the voting members of the Board shall constitute a quorum for any vote. In matters of conflict of interest in which a Board member is the subject, the Board member shall not be allowed to vote.

8.8.3 Notice of Board Meetings. Notice of all regular and special meetings shall be provided by mail, e-mail, courier, or facsimile (or other Board approved medium) to each Director, at least ten (10) days prior to the date of such meeting, unless otherwise required by provisions of law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed, properly addressed envelope, first class postage prepaid. If sent by e-mail, such notice shall be deemed to be delivered when transmitted to the proper address. If sent by courier, such notice shall be considered to be delivered when placed in the hands of the courier in a sealed, properly addressed envelope. If sent by facsimile, such notice shall be

considered to be delivered when transmitted to the proper facsimile number. Neither the business to be transacted at, nor the purpose of any regular meeting to be held, need be specified in the notice. The purpose of any special meeting shall be specified in the notice, but business transacted at a special meeting shall not be limited.

8.8.4 Waiver of Notice. HIMSS shall remain in compliance with the Illinois Not-For-Profit Corporation Act, which provides for Waiver of Notice. Section 107.20 of this act states: "Whenever any notice whatsoever is required to be given under the provisions of this Act or under the provisions of the articles of incorporation or bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given."

8.8.5 Meeting by Conference Telephone. Some or all members of the Board or of any committee of the Board may participate in and act at any meeting of such Board or committee by means of conference telephone or similar communications medium. Such medium is to be used only if all persons participating in the meeting can communicate with each other, provided that a majority of such members consent in advance to such communications. Participation via approved electronic medium in such a meeting shall constitute attendance at the meeting of the person or persons so participating.

8.8.6 Action of the Board. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Board members present in person at a meeting at which a quorum is present, shall be the action of the Board. The Directors may not vote by proxy.

8.8.7 Action Without a Meeting. Any action of the Board which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject thereof. Electronic signatures shall be acceptable. A consent may be executed in one or more counterparts, all of which together will constitute one unanimous consent of the Board. The secretary shall file the consent with the minutes of the meetings of the Board. Such consent shall have the same force and effect as an unanimous vote and may be stated as such in any articles or documents filed with the State of Illinois, as required by law.

Section 8.9 Term of Office. All terms of Board members shall commence on July 1, following their election.

8.9.1 The tenure of elected Directors shall be three (3) years.

8.9.2 The terms of Chair, Chair-elect, Vice Chair and Vice Chair-elect shall be one (1) year, commencing on July 1 following their election or succession to the office. The terms for Chair and Vice Chair shall be in addition to their terms as Directors.

8.9.3 Pursuant to the exception detailed in Section 9.1.5, in the case of a first-year director elected to an office, the term as Director for that person shall be two (2) years.

Section 8.10 Vacancies. Vacancies in Board positions may occur through a written resignation, through a written notice of incapacitation that will prevent a Board member from completing his or her term, through the unexcused absence from two consecutive meetings of the Board, through forfeiture of or removal from office, or through succession to another Board position due to a vacancy. Vacancies in Board officer positions shall be filled in the following ways:

8.10.1 Chair. The Vice Chair shall become the Chair.

8.10.2 Vice Chair. The Chair-elect shall become Vice Chair. The Chair-elect will serve as both Vice Chair and Chair-elect.

8.10.3 Chair-elect. The Vice Chair-elect shall become Chair-elect.

8.10.4 Vice Chair-Elect. A third-year Director, selected by the Chair-elect and ratified by a secret ballot majority vote of the Board members, shall become the Vice Chair-elect.

The person placed in the vacant position shall assume all the obligations and rights of the position.

Vacancies in Director positions may be filled at the discretion of the Board Chair with ratification of the decision to fill the position and of the candidate selected by the Chair of the Board by secret ballot vote of the Board members. Candidates must meet all of the requirements for nomination to Board positions as identified in these Bylaws. The person appointed to the vacant position shall assume all the obligations and rights of the position. If vacancies occur that are not covered by the above, any

appointments to fill those vacancies shall require approval by two-thirds of the Board members.

Section 8.11 Forfeiture of and Removal from Office. Any Board member shall automatically forfeit his or her Board position if he or she loses eligibility for, or is expelled from, membership pursuant to Section 5.6. Any Board member is subject to removal from his or her Board position pursuant to Article 10. Any Director shall automatically forfeit his or her Board position if absent from two consecutive Board meetings without extenuating circumstances accepted and approved by the Board.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 9.1 Nominations for Directors and Officers of the Board.

9.1.1 The nomination process shall be conducted annually. The Nominating Committee shall present not less than eight (8) qualified candidates for the four (4) first-year Director positions. The Nominating Committee shall ensure that the list of candidates includes both Individual Members and senior executive representatives of Organizational Members, such that the final slate is representative of the entire membership as defined by Board policy.

9.1.2 A call for nominations for four (4) Director positions for the then-upcoming year shall be published and distributed to all members of HIMSS on or before July 1. All candidates for the Board must be Regular or Life members or the senior executive representative of an Organizational Member who have achieved and maintained advanced

membership status (Senior Member or Fellow), as defined in 8.1.1.

9.1.3 No two nominees for Board positions may be slated whom the same employer employs. No nominee may be slated who is employed by the same employer as a Director whose term shall continue into the subsequent year.

9.1.4 Members serving in national leadership positions within the society (including members of the Board, Committees and the Nominating Committee) may not be slated as nominees for the Board of Directors unless their current term expires prior to July 1 following their nomination / election. Bona fide nominations shall be considered by the current Nominating Committee when selecting candidates to be placed on the ballot.

9.1.5 Only second year Directors in elected positions, and no other persons except as specified herein, shall be candidates for the position of Chair-elect and Vice Chair-elect. In the event there is not at least one candidate each for Chair-elect and Vice Chair-elect, the Board shall designate additional candidates from among the first-year Director members. Candidates must meet all of the requirements for nomination to Board positions as identified in these Bylaws.

Section 9.2 Nominations for the Nominating Committee.

9.2.1 The nomination process shall be conducted annually. The Nominating Committee shall present not less than six (6) qualified candidates for the three (3) elected Nominating Committee positions.

The Nominating Committee shall ensure that the list of candidates includes both Individual Members and senior executive representatives of Organizational Members, such that the final slate is representative of the entire membership as defined by Board policy.

9.2.2 A call for nominations for three (3) Nominating Committee positions for the then-upcoming year shall be published and distributed to all members of HIMSS on or before July 1. All candidates for the Nominating Committee must be Regular or Life members or the senior executive representative of an Organizational Member who have achieved and maintained advanced membership status (Senior Member or Fellow), as defined in 8.1.1.

9.2.3 Members serving in national leadership positions within the society (including members of the Board, Committees and the Nominating Committee) may not be slated as nominees for the Nominating Committee unless their current term expires prior to January 1 following their nomination / election. Bona fide nominations shall be considered by the current Nominating Committee when selecting candidates to be placed on the ballot.

Section 9.3 Election Procedure and Certification.

9.3.1 The election of the Directors and the Nominating Committee members shall be considered a dispersed meeting of the society (according to Section 7.9 of these Bylaws).

9.3.1.1 The ballot listing candidates in order by random drawing shall be made available by the President/CEO

to each eligible voting member of HIMSS by October 15 according to Section 7.9 of these Bylaws. Each ballot shall include notice that only ballots completed and received in the manner specified by HIMSS on or before November 15 will be considered valid. The ballot shall provide for write-in votes. The ballot shall list the nominees selected by the Nominating Committee for the four (4) Director positions and candidates for each of the three (3) Nominating Committee positions. Each eligible voting member may cast one vote for up to four (4) different candidates for the four Director positions, and one vote each for up to three (3) different candidates for the Nominating Committee.

9.3.1.2 The President/CEO shall take steps necessary to assure that balloting is fair and equitable. Counting of the ballots is to take place after the election is closed.

9.3.1.3 A firm who is not an employee or a member and whose primary business is conducting such elections shall be contracted with to tabulate the bona fide votes. The four (4) candidates for the first-year Board positions receiving the largest number of votes shall be elected to the Board. The three (3) candidates for the Nominating—Committee positions receiving the largest number of votes shall be elected to the Nominating Committee.

9.3.1.4 Tie votes for the election of Directors and the Nominating Committee shall be settled by a vote of the Board.

9.3.1.5 The President/CEO shall inform the Chair of the Nominating Committee of the results of the election for certification. The results of the election shall then be published and distributed to all members of HIMSS within a reasonable timeframe.

9.3.2 The election of the Chair-elect and Vice Chair elect shall be considered a dispersed meeting of the Board.

9.3.2.1 The Chair of the Nominating Committee shall obtain a written statement from each of the second year Board members no later than forty (40) days prior to the next to last regularly scheduled Board meeting of each fiscal year regarding their interest in and objectives of their candidacy for Chair-elect and/or Vice Chair-elect.

9.3.2.2 A firm who is not an employee or a member and whose primary business is conducting such elections shall be contracted with to tabulate the bona fide votes.

9.3.2.3 The ballot listing the candidates for Chair-elect of the Board shall be electronically sent to all voting Board members at least thirty (30) days prior to the next to last regularly scheduled Board meeting of each fiscal year and shall include notice that only ballots received in the manner specified will be considered valid. Each eligible voting Board member will select the candidate of their choice according to the established Board election procedures. The candidate receiving the highest number of votes shall be elected Chair-elect. Tie votes shall be

settled according to the established Board election procedures. At least twenty (20) days prior to the next to last regularly scheduled Board meeting of the fiscal year, the election firm shall notify the President/CEO and Chair of the Nominating Committee of the results of the election for certification.

9.3.2.4 The ballot listing the candidates for Vice Chair-elect of the Board shall be sent electronically to all voting Board members upon certification of the election of the Chair-elect and shall include notice that only ballots received in the manner specified will be considered valid. Each eligible voting Board member will select the candidate of their choice, according to the established Board election procedures. The candidate receiving the highest number of votes shall be elected Vice Chair-elect. Tie votes shall be settled according to the establish Board election procedures. At least ten (10) days prior to the next to the last regularly scheduled Board meeting of the fiscal year, the election firm shall notify the President/CEO and Chair of the Nominating Committee of the results of the election for certification.

ARTICLE X CONFLICT OF INTEREST

Section 10.1 General. The Board shall administer HIMSS' affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of HIMSS. The Directors shall exercise the utmost good faith in all 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 shall promptly make full disclosure to the President/CEO 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, in accordance with Board policy.

10.3.3 Conflict of interest forms shall be delivered to the President/CEO for review. Any form containing information that suggests 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. This 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 President/CEO of Board decisions and other relevant HIMSS actions.

ARTICLE XI COMMITTEES

Section 11.1 General. All Standing Committees shall serve concurrently with the society's fiscal year (July 1 to June 30) with the exception of the Nominating Committee

whose members shall serve a term from January 1 to December 31 annually. All committee appointments, unless otherwise specified in these Bylaws, shall be made by the Board Chair or Chair-elect. Only current society members who are not serving in other national leadership positions within the society (including members of the Board, Mission Steering Committees, and the Nominating Committee) are eligible to be committee chairs or a member of the mission steering committees. Members may only serve in one national leadership position at any time, unless otherwise provided in these Bylaws.

Section 11.2 Standing Committees. Standing Committees shall serve for the same period as the Board Chair, unless otherwise provided in these Bylaws.

11.2.1 Nominating Committee. The Nominating Committee shall be composed of ten (10) members plus its's Chair. Annually, the Board Vice Chair-elect as of January 1 shall also assume the position as the Chair of the Nominating Committee. The two (2) immediate past elected directors and the two (2) immediate past Chair and Vice Chair of the Board of Directors as of July 1 prior to the year of service shall be members of the Nominating Committee. No other current Board member shall be a member of the Nominating Committee. Six (6) members shall be bona fide advanced members elected in the manner described in Article IX of these Bylaws. Elected Nominating Committee members shall serve staggered, two (2) year terms. Should the election procedure in any year fail to identify three (3) elected members of the Nominating Committee, or should vacancies occur in elected Nominating Committee positions for any other reason, the Nominating Committee Chair shall have the option to

appoint the necessary members with prudence toward establishing the intended balance of member representation.

11.2.2 Executive Committee. The Executive Committee shall be chaired by the Board Chair, and shall include the Board's Chair-elect, Vice Chair, Vice Chair-elect, the President/CEO and others appointed by the Board Chair. If a vacancy on the Executive Committee is created pursuant to Section 8.10.2, the Chair shall appoint a replacement to the Executive Committee from the third-year elected directors. The Executive Committee shall have authority to make decisions on behalf of the HIMSS Board only as empowered by a vote of the full Board.

11.2.3 Finance Committee. The Finance Committee shall monitor the financial status of HIMSS, review and make recommendations for approval of the HIMSS budget and progress against budget to the Board, select the outside auditors and determine their term and scope of services, and make other appropriate recommendations to the Board to maintain the financial viability of HIMSS. The Financial Director as identified in Section 8.6 shall chair the committee. The President/CEO (or his/her designee) and others appointed by the Board Chair shall serve on the committee.

11.2.4 Mission Steering Committees. These committees shall promote the purpose and objectives of HIMSS through the development, facilitation and execution of plans and activities. The Chair of each committee shall be a

member of the society, appointed annually by the Board Chair-elect, with such appointments being subject to ratification by the Board. Committee members shall serve staggered, two (2) year terms. There shall be sufficient committees to fulfill the mission of the Society.

Section 11.3 Other Committees / Task Forces. The Board Chair may appoint additional members to serve on standing committees or establish such other committees, task forces, work groups, or advisory councils - subject to Board approval - as deemed necessary to achieve the objectives of HIMSS. Rights and responsibilities of all such groups shall be as defined by the Board of Directors.

Section 11.4 Special Interest Groups. Any group of members may apply to the Board for approval as a Special Interest / Networking Group by describing its unifying theme and planned activities for the year. Participation in any group shall be open to all members. Rights and responsibilities of all such groups shall be as defined by the Board of Directors.

ARTICLE XII CHAPTERS

Section 12.1 Purpose of Affiliation. Chapters shall share the philosophy, purpose, and objectives identified for HIMSS in these Bylaws. The purpose of chapters of HIMSS is to provide an organized structure at a more local / regional level to advance the objectives of both HIMSS and the chapters.

Section 12.2 Affiliation Agreement. The request for affiliation shall be initiated by local/regional group, or the HIMSS Board, in

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accordance with rules and procedures established by HIMSS. The President/CEO (or his/her designee) shall review the request and shall forward on to the Board for their approval.

ARTICLE XIII AMENDMENTS

Section 13.1 Amendments. The Bylaws may be altered or amended by satisfying all the following requirements.

13.1.1 Written Petition. A written petition shall be signed either by at least two percent of the members and/or by a majority of the Board.

13.1.2 Member Affirmation. The petition shall receive an affirmative vote from two-thirds of all eligible members voting.

ARTICLE XIV REVIEW OF BYLAWS

Section 14.1 Review of Bylaws. The Board shall convene an *ad hoc* committee to review the current HIMSS Bylaws within three years of the last revision. The President/CEO shall maintain a record of all revisions to the Bylaws, including effective dates.

ARTICLE XV USE OF HIMSS NAME

Section 15.1 Use of HIMSS Name. HIMSS stationary and/or trademarked property shall be used by Directors, Chapters, committee chairs, and employees for authorized HIMSS business and projects exclusively. Use of the stationary to endorse, promote, foster, or criticize any commercial product, vendors, or services, or to express personal views about

issues is prohibited. Upon completion of official terms of office, Directors, officers, and committee chairs shall discontinue the use of HIMSS stationery immediately. The same rule shall apply to HIMSS employees upon termination of their employment.

ARTICLE XVI INDEMNIFICATION

Section 16.1 Basic Indemnification.

(a) HIMSS shall, to the fullest extent to which it is empowered to do so by, and in accordance with the requirements of the Illinois General Not For Profit Corporation Act of 1986 (as amended from time to time) or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of HIMSS) by reason of the fact that the party is or was a Director, officer, employee, member of a committee, or agent of HIMSS, or is or was serving at the request of HIMSS as a Director, officer, employee, member of a committee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, in which it is a corporate member or owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the party in connection with such action, suit, or proceeding if the party acted in good faith and in a manner the party

reasonably believed to be in, or not opposed to, the best interests of HIMSS, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the party's conduct was unlawful.

- (b) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the party did not act in good faith and in a manner which the party reasonably believed to be in or not opposed to the best interests of HIMSS or, with respect to any criminal action or proceeding, had reasonable cause to believe that the party's conduct was unlawful.

Section 16.2 Actions by or in the Right of HIMSS.

- (a) HIMSS shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of HIMSS to procure a judgment in its favor by reason of the fact that the party is or was a Director, officer, employee, member of a committee, or agent of HIMSS, or is or was serving at the request of HIMSS as a Director, officer, employee, member of a committee, or agent of another corporation, partnership, joint venture, trust or other enterprise in which it is a corporate member or owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees) actually and reasonably incurred by the party in connection with the defense or settlement of such action or suit if the party acted in good faith and in a

manner the party reasonably believed to be in or not opposed to the best interests of HIMSS.

- (b) HIMSS shall not indemnify any person named in Section 16.2(a) with respect to any matter where the party is adjudged to be liable for negligence or misconduct in the performance of the party's duty to HIMSS unless and only to the extent that the court shall determine that, despite the finding of liability but in view of all circumstances of the case, such party is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 16.3 Indemnification When Successful on the Merits. To the extent that a Director, officer, employee, member of a committee or agent of HIMSS has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Sections 16.1 and 16.2 or in defense of any claim, issue, or matter therein, the party shall be indemnified against expenses (including attorneys' fee) actually and reasonably incurred by the party in connection therewith; provided, however, nothing contained in this Section shall limit the ability of HIMSS to provide indemnity, including costs of counsel, as provided elsewhere in these Bylaws.

Section 16.4 Appropriate Authorization for Payment of Indemnification. Any indemnification under Sections 16.1 and 16.2 (unless ordered by a court) shall be made by HIMSS only as authorized in the specific case upon a determination that the indemnification of the indemnified party is proper in the circumstances because the party has met the applicable standards of conduct set forth in Section 16.1 or Section 16.2. Such determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or
- (b) If a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 16.5 Payment in Advance of Final Disposition. Expenses (including attorneys' fees) incurred in defending a civil action, suit, or proceeding may be paid by HIMSS in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 16.4 upon receipt of a written promise by or on behalf of a Director, officer, employee, member of a committee, or agent of HIMSS that he or she will repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by HIMSS.

Section 16.6 Nonexclusivity of Indemnification Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the disinterested Directors, or otherwise, both as to action in the party's official capacity and as to action in another capacity while holding such office, and shall continue as to a party who has ceased to be a Director, officer, employee, committee member, or agent and shall inure to the benefit of the heirs, executors, or administrators of such a party.

Section 16.7 Purchase of Director and Officer Liability Insurance. HIMSS may purchase and maintain insurance on behalf of any party who is or was a Director or officer, employee, committee member, or

agent of HIMSS, or who is or was serving at the request of HIMSS as a Director, officer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such party and incurred by such party in any such capacity, or arising out of the party's status as such, whether or not HIMSS would have the power to indemnify such party against such liability under the provisions of this Article.

Section 16.8 Definitions. For the purposes of this Article, the following terms are defined as follows:

- (a) References to "HIMSS" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its Directors, officers, employees, committee members, or agents so that any party who was a Director, officer, employee, committee member, or agent of such merging corporation, or was serving at the request of such merging corporation as a Director, officer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such party would have with respect to such merging corporation if its separate existence had continued.
- (b) References to "other enterprises" shall include employee benefit plans.

(c) References to "fines" shall include any excise taxes assessed on a party with respect to an employee benefit plan.

(d) References to "serving at the request of HIMSS" shall include any service as a Director, officer, employee, member of a committee, or agent of HIMSS which imposes duties on, or involves services by such Director, officer, employee, member of a committee, or agent with respect to an employee benefit plan, its participants, or its beneficiaries. A party who acted in good faith and in a manner the party reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of HIMSS" as referred to in this Article.

ARTICLE XVII DISSOLUTION

Section 17.1 Dissolution. HIMSS assets are irrevocably dedicated to the purposes of HIMSS, and upon dissolution of HIMSS, the Board shall distribute the net assets exclusively in furtherance of and consistent with Section 501(c)(6) of the Code.

ARTICLE XVIII NONDISCRIMINATION

Section 18.1 Nondiscrimination. HIMSS recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and in receipt of services. HIMSS shall conduct its activities and shall offer its services to all persons equally, without discriminating against any employee, applicant for employment, Director, officer,

member, contractor, or any other person with whom it deals, because of race, creed, color, national origin, handicap, sex, or age.

ARTICLE XIX MISCELLANEOUS PROVISIONS

Section 19.1 Inspection of Corporate Records. The books of account and minutes books shall be open to inspection upon written demand by any voting member at any reasonable time and for any proper purpose. Such inspection may be made in person, or by any agent or attorney designated by the voting member. Demands for inspection must be made in writing and delivered to the President/CEO at the HIMSS registered office. . Each such demand may be granted by the President/CEO, but unless so granted, shall be referred to the Board.

Section 19.2 Execution or Endorsement of Checks. The Board shall determine by resolution in what manner all checks, drafts, or other orders for payment of money, as well as notes or other evidence of indebtedness issued in the name of or payable to HIMSS shall be signed or endorsed and by whom.

Section 19.3 Execution of Contracts. The Board may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, HIMSS and such authority may be general or limited to specific instances. No officer, agent, or employee shall have any power or authority to bind or obligate HIMSS by any commitment, contract, or engagement, or to pledge its credit to render it liable for any purpose or in any amount unless duly authorized by the Board.

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Section 19.4 Bylaws, Minutes, and Membership Records. The original or a certified copy of the Bylaws, together with all amendments thereto, the minute books, and membership records, shall be kept at the principal office of HIMSS. Books and records of account and minutes shall be subject to inspection as provided in Section 19.1.

Section 19.5 Fiscal Year. The fiscal year of HIMSS shall commence on July 1 of each calendar year, or such other date as the Board may establish from time to time.

Section 19.6 Effect of Bylaws. These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the Not For Profit Corporation Laws of the State of Illinois, other applicable laws, and the Articles of Incorporation of HIMSS. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of HIMSS with respect to all matters to which they relate.

As amended effective November 2010