

As Approved 2/6/01

CORPORATE BYLAWS

OF

**HEALTHCARE INFORMATION AND MANAGEMENT
SYSTEMS SOCIETY FOUNDATION**

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**ARTICLE I.
CORPORATION**

SECTION 1.1. Corporate Name. The name of the corporation shall be **Healthcare Information and Management Systems Society Foundation**, an Illinois not-for-profit corporation (the "Corporation").

SECTION 1.2. Corporate Purposes. The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (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, its member, directors, officers, or other person, 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;
- (ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code;
- (iii) Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code;

and in furtherance thereof shall:

- (a) Operate exclusively as a foundation within the meaning of Section 501(c)(3) of the Code.
- (b) Support research and educational activities of HIMSS.

In furtherance of its foundation purposes, the Corporation 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.

SECTION 1.3. Corporate Offices. The Corporation shall have and continuously maintain in this state a registered

office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Illinois as the Governance Council may from time to time determine.

SECTION 1.4. Corporate Dissolution. In the event of the dissolution of the Corporation, the Governance Council after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Governance Council shall determine.

**ARTICLE II.
MEMBER**

SECTION 2.1. Member. The sole member of this Corporation shall be HIMSS, who shall be represented in all matters by the HIMSS Board of Directors.

SECTION 2.2. Responsibilities of the Member. HIMSS shall be the sole voting member for all purposes of Illinois law and shall have the following rights and powers:

- (a) Approve, before they may become effective, all amendments to the Corporation's articles of incorporation.
- (b) Approve, before they may become effective, all amendments to these bylaws.
- (c) Appoint two HIMSS Board of Directors representatives to the Governance Council of the Corporation and ratify the slate for the three at large Governance Council members.
- (d) Approve, before it may become effective, any merger involving the Corporation.
- (e) Approve, before it may become effective, all corporate consolidations involving the Corporation.
- (f) Approve the partial or total dissolution of the Corporation.
- (g) Approve, before it may become effective, the creation of any taxable or tax-exempt subsidiary organization to the Corporation.
- (h) Approve, before it may become effective, any acquisitions of controlling interests in organizations or businesses by the Corporation.
- (i) Approve all operating and capital budgets of the Corporation before authorized expenditures may be made therefrom.
- (j) Approve, before they may be acted upon, all strategic and business plans of the Corporation.
- (k) Approve all non-budgeted contracts.

- (l) Receipt of annual reports, financial statements and other pertinent information.

SECTION 2.3. Annual Meeting of the Member. An annual meeting of the Corporation with HIMSS as sole member shall be held on such date as HIMSS, in its discretion, shall select. The business transacted at such annual meeting shall include the selection of Governance Council members and such other business as shall come before the meeting. At least 30 days notice of the annual meeting shall be given to all members of the Foundation's Governance Council and the HIMSS Board of Directors.

SECTION 2.4. Special Meetings of the Member. Special meetings of the Corporation with HIMSS as sole member may be called at any time by HIMSS.

SECTION 2.5. Action by the Member. HIMSS shall act by executing and delivering to the president/CEO of this Corporation a written instrument which sets forth the action taken and the applicable corporate authorizations or directions from the Board of Directors of HIMSS. The action of HIMSS shall be deemed to have been taken on the dates the written instruments are so delivered unless the instruments provide otherwise.

ARTICLE III. GOVERNANCE COUNCIL

SECTION 3.1. Powers. The Governance Council shall govern and manage the affairs of the Corporation, shall exercise the powers of the Corporation, and shall control its property. It alone shall determine compliance with the Corporation's stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these bylaws or the Corporation's articles of incorporation.

SECTION 3.2. Number. The Governance Council shall consist of five (5) voting and one (1) non-voting members. The Governance Council shall include the president/CEO of HIMSS as its non-voting member, two voting members serving concurrently on the HIMSS Board of Directors and three voting members at-large.

SECTION 3.3. Eligibility Requirements.-

- (a) At large members of the Governance Council shall be current members and fellows of HIMSS. At the time their appointment takes effect, candidates for at-large positions shall not be serving in any other HIMSS leadership capacity (member of the HIMSS Board of Directors or a member of a HIMSS mission steering committee, with the exception of an appointed Nominating Committee position) nor shall they have served on the HIMSS Board within a year of the time their appointment takes effect.
- (b) At the time of their selection, the HIMSS Board representatives must be currently in their first year on the HIMSS Board so that their terms on the Governance Council will coincide with their second and third years on the HIMSS Board.

SECTION 3.4. Classes. The At-Large members of the Governance Council shall be divided into three classes of equal size so that one-third of the at-large members' terms expire each year. The HIMSS Board Representatives shall be divided into two classes of equal size so that one-half of the HIMSS Board representatives' terms shall expire each year.

SECTION 3.5. Term. At-large members shall be elected for no more than one consecutive term of three (3) years. HIMSS Board of Directors representatives shall be appointed for one term of two (2) years. Terms shall commence on July 1.

SECTION 3.6. Selection of Governance Council Members.

- (a) HIMSS Board of Directors representatives to the Governance Council shall be appointed by the HIMSS Board of Directors prior to April 1 of the year in which a position is to be filled.
- (b) At-large Governance Council members shall be elected by the sitting Governance Council, subject to ratification by the HIMSS Board prior to April 1 of the year in which a position is to be filled.

SECTION 3.7. Vacancies. Vacancies on the Governance Council due to death, resignation or other cause shall be filled within 60 days of the vacancy in the same manner as the vacated position was originally filled and such Governance Council member selected shall fill the unexpired term. A Governance Council member filling an unexpired term shall remain eligible to serve a full term as long as the unexpired term being filled is no longer than two (2) years for an at-large member and one (1) year for a HIMSS Board of Directors representative. Otherwise, the unexpired term shall be considered a full term for the purposes of Section 3.5.

SECTION 3.8. Resignation. Any director may resign at any time by giving written notice of such resignation to the chairman of the Governance Council, who shall promptly give notice to the president/CEO of HIMSS.

SECTION 3.9. Treasurer. The Chair shall annually appoint a voting member of the Council to serve as treasurer. The treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made periodically, that reports of such transactions are presented to the Governance Council, and that all accounts payable are presented to such representatives as the council may designate for authorization of payment.

SECTION 3.10. Annual Meeting. The annual meeting of the Governance Council shall be held at such place and at such hour as determined by the Governance Council. The purposes of the annual meeting shall be to transact such business as may be necessary or desirable.

SECTION 3.11. Regular Meetings. The Governance Council shall hold regular meetings at such place, in such manner and at such time as may be designated by the president/CEO. The annual meeting shall be considered a regular meeting.

SECTION 3.12. Special Meetings. Special meetings of the Governance Council may be called by the president/CEO, chair of the Governance Council, or by the written request of at least 3 members of the Governance with the president/CEO determining where such meetings will occur.

SECTION 3.13. Notice. Written notice of all regular Governance Council meetings shall be mailed by first class mail or delivered by any means permitted by law to each Council member not less than thirty (30) calendar days before the date of the meeting. In the case of special meetings, written notice shall be delivered to each member within three (3) calendar days before the date of the meeting and shall state generally the nature of the business to be conducted at the meeting.

SECTION 3.14. Quorum. For all meetings of the Governance Council, a quorum shall be a majority of the voting members then serving, who shall be present.

SECTION 3.15. Procedure. *Roberts Rules of Order Revised* (latest edition) shall govern procedure at all meetings of the Governance Council and its committees where not covered expressly by these bylaws.

SECTION 3.16. Dispersed meetings. The Governance Council may hold meetings and conduct business in which the members are not present in the same room as detailed in Section 3.16 and 3.17. Such meetings shall be defined as Dispersed Meetings.

SECTION 3.17. Informal Action by the Governance Council. Any action required to be taken at a meeting of the Governance Council, or any other action which may be taken at a meeting of the Governance Council or of any committee of the Governance Council, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Governance Council members entitled to vote with respect to the subject matter thereof, or by all the members of the committee, as the case may be. Any consent signed by all the Governance Council members or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Illinois Secretary of State or with anyone else.

SECTION 3.18. Meeting by Conference Telephone. Members of the Governance Council or of any committee of the Governance Council may participate in and act at any meeting of such Council or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE IV. OFFICERS OF THE CORPORATION

SECTION 4.1. Designation of Corporate Officers. The officers of the Corporation shall be a president/CEO and a chair of the Governance Council. The president/CEO of HIMSS shall serve concurrently as the president/CEO of the Corporation. The chair shall be selected from those currently on the Council and with at least one year remaining on the Council prior to April 1 of the year in which the position is to be filled. The sitting Governance Council shall make the chair selection for a one-year

term to commence on July 1. The chair may serve more than one term not to exceed the term limitation of Section 3.5. The chair of the HIMSS Board of Directors cannot serve simultaneously as the chair of the Governance Council.

SECTION 4.2. Duties of the President/CEO. The president/CEO shall be the chief executive officer of the Corporation and shall have all the duties which that position would customarily require and all other duties assigned under these bylaws or by Council resolution. The president/CEO or designee shall be a member of all Council committees but shall not be entitled to vote.

SECTION 4.3. Duties of the Chair. The chair shall preside over all meetings of the Governance Council and the Board of Trustees. The chair shall also have all other duties assigned to that position under these bylaws or by council resolution.

ARTICLE V. COMMITTEES OF THE GOVERNANCE COUNCIL

SECTION 5.1. Committees Generally. Committees of the Council shall be standing or special. All committee chairs and committee members shall be appointed by the council chair and ratified by a majority vote of the Governance Council. Committee members shall be predominately members of HIMSS who at the time of their appointment serve in no leadership capacity within HIMSS. Only a HIMSS member shall serve as committee chair with a term of one (1) year beginning July 1. The committee chair may serve more than one (1) term.

SECTION 5.2. Committee Procedures Generally. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the president/CEO of this Corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the president/CEO, who shall have the right to attend and participate in the deliberations of the committee. The president/CEO or the committee chair may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and that of its subcommittees not inconsistent with these bylaws or the policies of the Governance Council.

SECTION 5.3. Standing Committees. The standing committees shall be the Fund Raising and Scholarship Committees and such other standing committees as the Council may authorize by resolution. Standing committee members shall be appointed for two (2) year terms and divided into classes so that approximately one-half of the members' terms expire each year. Standing committee members are eligible for reappointment. Each standing committee shall have one member of the Governance Council appointed by the Governance Council chair to serve as a liaison to that committee.

SECTION 5.4. Special Committees. Special committees may be created or terminated at any time by resolution of the Council. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Council. Each special committee shall have one member of the Governance Council appointed by the Governance Council chair to serve as a liaison to that committee. Upon completion of the tasks for which created, a special committee shall stand discharged.

ARTICLE VI. BOARD OF TRUSTEES

SECTION 6.1. Powers. The Board of Trustees shall have only those powers granted to it by the Corporation's Governance Council. The purpose of the Board of Trustees shall be to recognize the contribution or raising of funds for the Corporation.

SECTION 6.2. Number. The Board of Trustees shall consist of the Governance Council and additional trustees sufficient in number to achieve the goals of the Corporation.

SECTION 6.3. Eligibility. Trustees shall be elected based on criteria established by the Governance Council. The HIMSS Fellows Advisory Council shall have one designated seat filled at their discretion. The Governance Council may establish additional designated seats for emeritus trustees or for special recognition purposes.

SECTION 6.4. Election and Term. Trustees shall be elected by a majority vote of the Governance Council to two-year terms and may be reelected to additional terms as long as the eligibility criteria for serving on the Board of Trustees is met. Terms shall commence on July 1.

ARTICLE VII. FISCAL MATTERS

SECTION 7.1. Fiscal Year End. The fiscal year of the Corporation shall end on the 30th of June of each year.

SECTION 7.2. Contracts. The president/CEO and his express designees shall be authorized to execute contracts on behalf of the Corporation. In addition, the Council may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.

SECTION 7.3. Capital Expenditures, Loans and Indebtedness. No loans or expenditures shall be contracted or incurred on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless such amounts are included in the annual capital and operating budget.

SECTION 7.4. Checks, Drafts, Etc.. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by officers who shall be authorized as signatories on the accounts of the Corporation by resolution of the Council. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

SECTION 7.5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board may select.

SECTION 7.6. Transfer of Assets. No transfer of this Corporation's assets shall occur except in accordance with the express requirements established by HIMSS, as in effect from time to time.

SECTION 7.7. Budgets. The Council shall prepare or have prepared, and shall approve the annual capital and operating budgets of the Corporation; provided, however, that such annual budgets shall be approved by HIMSS before the same shall become effective.

SECTION 7.8. Maintenance of Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its member, Governance Council, and committees having any of the authority of the Governance Council, and shall keep at the principal office a record giving the name and address of the member entitled to vote. All books and records of the Corporation may be inspected by the member for any proper purpose at any reasonable time.

SECTION 7.9. Gifts. The Governance Council may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE VIII. CONFLICTS OF INTEREST

SECTION 8.1. General. The Council shall administer the Corporation's affairs honestly and economically and exercise their best care, skill and judgment for the benefit of the Corporation. The Governance Council members shall exercise the utmost good faith in all transactions relating to their duties to the Corporation. In their dealing with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealing with the Corporation. They shall not use their position, knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual.

All acts of Governance Council members shall be for the benefit of the Corporation in any dealings that may affect the Corporation adversely. The Governance Council members shall not accept any favor that might adversely or improperly influence their actions affecting the Corporation.

During their terms of office, Governance Council members shall promptly make full disclosure to the Corporation 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 the Corporation.

SECTION 8.2. Disclosure of Conflict of Interest. Each Governance Council member, nominee for a Council position, or nominee for a Council committee shall make written disclosure of any interest that might result in 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 are adopted by the Council for that purpose.

SECTION 8.3. Resolution of Conflict of Interest.

- 8.3.1 Upon disclosure of a conflict of interest or a challenge on that basis, any Governance Council member or nominee shall resolve such conflict in a manner consistent with that provided by policies adopted by the Council or by any other ethical manner.
- 8.3.2 Any Governance Council member or nominee who fails to make written disclosure or is found to have an unresolved conflict of interest that does or could substantially impair faithful and diligent performance of the duties of the position, shall be removed from the position or nomination.
- 8.3.3 Conflict of Interest forms shall be delivered to the Corporation for review. Any form containing information that suggests a possible conflict of interest shall be brought to the immediate attention of the president/CEO, or in the event that the form concerns the president/CEO, the council chair. If it is decided that action is required, the involved party shall be informed.
- 8.3.4 The president/CEO shall schedule a meeting of the Council to be held within no more than 10 working days of notification of the involved party. This meeting may be a dispersed meeting. A vote of the Council shall determine the disposition and any further action related to the conflict of interest.
- 8.3.5 Pending determinations as provided under 8.3.4 above, the Governance Council member or nominee shall not in any way be constrained relative to status as a director or nominee, as the case may be.
- 8.3.6 Persons subject to conflict of interest review shall be kept fully informed, by the Corporation, of Council decisions and other relevant Corporation actions.

ARTICLE IX.
INDEMNIFICATION

SECTION 9.1. Basic Indemnification.

- 9.1.1 The Corporation 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 the

Corporation) by reason of the fact that the party is or was a Governance Council member, officer, employee, member of a committee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Governance Council member, 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 to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the party's conduct was unlawful.

- 9.1.2 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 believe to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that the party's conduct was unlawful.

SECTION 9.2. Actions by or in the Right of the Corporation. The Corporation shall not indemnify any person with respect to any matter where the party is adjudged to be liable to negligence or misconduct in the performance of the party's duty to the Corporation unless and only to the extent that the court shall determine that, despite the findings 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 9.3. Indemnification When Successful on the Merits. To the extent that a Governance Council member, officer, employee, member of a committee or agent of the Corporation has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Sections 9.1 and 9.2 or in defense of any claim, issue, or matter therein, the party shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the party in connection therewith; provided, however, nothing contained in this section shall limit the ability of the Corporation to provide indemnity, including costs of counsel, as provided elsewhere in these bylaws.

SECTION 9.4. Appropriate Authorization for Payment of Indemnification. Any indemnification under Section 9.1 and 9.2 (unless ordered by a court) shall be made by the Corporation 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 9.1 or Section 9.2. Such determination shall be made:

- 9.4.1 By the Governance Council by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding; or
- 9.4.2 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 9.5. Payment in Advance of Final Disposition. Expenses (including attorneys' fees) incurred in defending a civil action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 8.4 upon receipt of a written promise by or on behalf of a Governance Council member, officer, employee, member of a committee, or agent of the Corporation that he or she will repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

SECTION 9.6. 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 Governance Council members, 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 Governance Council member, officer, employee, committee member, or agent and shall inure to the benefit of the heirs, executors, or administrators of such a party.

SECTION 9.7. Purchase of Director and Officer Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any party who is or was a Governance Council member or officer, employee, or committee member of the Corporation, or who is or was serving at the request of the Corporation as a Governance Council member, 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 of such, whether or not the Corporation would have the power to indemnify such party against such liability under the provisions of this Article.

SECTION 9.8. Definitions. For the purposes of this Article, the following terms are defined as follows:

- 9.8.1 References to "the Corporation" 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 Governance Council members, officers, employees, committee members, or agents so that any party who was a Governance Council member, officer, employee, committee member, or agent of such merging corporation, or was serving at the request of such merging corporation as a Governance Council member, 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.

- 9.8.2 References to "other enterprises" shall include employee benefit plans.
- 9.8.3 References to "fines" shall include any excise taxes assessed on a party with respect to an employee benefit plan.
- 9.8.4 References to "serving at the request of the Corporation" shall include any service as a Governance Council member, officer, employee, member of a committee, or agent of the Corporation which imposes duties on, or involves services by such Governance Council member, 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 the Corporation" as referred to in this Article.

ARTICLE X.
NON-DISCRIMINATION

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

ARTICLE XI.
AMENDMENTS

Bylaw amendments may be proposed by a two-thirds majority of either the Governance but must be approved by the HIMSS Board before becoming effective.