

**AMENDED AND RESTATED  
BYLAWS  
OF  
HEALTHCARE INFORMATION AND MANAGEMENT SYSTEMS SOCIETY**

(An Illinois Not-For-Profit Corporation)

June 30, 2020

## **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 how the existing principles of healthcare information and management systems can reform the global health ecosystem. 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 General Not For Profit Corporation Act of 1986 (as amended from time to time, the "Illinois Act") and which are not inconsistent with the

purposes set forth in the Articles of Incorporation of HIMSS and these Amended and Restated Bylaws (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 Act as now in effect or as may hereafter be amended, including, but not limited to:

- (a) The power to produce publications and to conduct educational and information programs to promote improved understanding of healthcare information and management systems; and,
- (b) 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. The Board at its discretion from time to time may make any changes to the membership procedures, types of membership (and voting rights with respect thereto), levels of membership, membership dues, termination of membership and any other matters with respect to membership set forth in this Article V.

**Section 5.3 Types of Membership.** The types of membership in HIMSS shall be individual 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 Individual Membership.** The category of individual membership shall not be limited by geography or other segmentation. All individual members are equally entitled to all services and benefits provided by the organization unless otherwise specified in these Bylaws.

**5.3.1.1 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 and otherwise do not meet the requirements of another individual membership category.

**5.3.1.2 Student Member.** Student membership shall be defined as the category for persons who are engaged in formal 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.

**5.3.1.3 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 ten (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.

**5.3.1.4 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 thirty (30) continuous years. Members must request Life Member status in writing. The Board 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.

**5.3.1.5 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.

**5.3.2 Organizational Membership.** The category of organizational membership shall be defined as the category for organizations which are active and/or interested in the fields of healthcare information and management systems, subject to the restrictions in HIMSS regulations and procedures. Each organizational membership shall include regular individual memberships as approved by the Board.

**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 a writing delivered to HIMSS, resign as a member of HIMSS.

**5.6.2 Action of the Board.** The Board may suspend or expel any member for cause after providing such member the opportunity to have a hearing on terms set forth by the Board. Membership may be terminated by action of the Board as a result of violation of the Code of Ethics of HIMSS (as in effect from time to time), failure to comply with these Bylaws, or conduct unbecoming a member, as determined by the Board. Any member suspended or expelled may be reinstated by the Board, in the Board's discretion or pursuant to any policy set forth by the Board.

**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.** Unless otherwise determined by the Board, the CEO shall determine the dues to be charged to each type of HIMSS member. Dues for Student Members and Retired Members shall be a reduced 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 his or her 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 of the members and such other special meetings of the members as determined by the Board, in each case at such date and time and at such location as determined by the Board.

**Section 7.2 Notice of Meetings.** The Chief Executive Officer of HIMSS (the "CEO") shall notify the membership of annual or special meetings by providing at least five (5) day's prior notice of the meeting.

**7.2.1 Electronic Communications.** Unless otherwise prohibited by applicable 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 set forth the rules and procedures for conducting meetings of the members, or the rules and procedures shall otherwise be in accordance with Robert's Rules of Order Newly Revised (latest edition), to the extent they are not in conflict with these Bylaws or the Articles of Incorporation of HIMSS (the "Articles of Incorporation").

**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 twenty-five (25) eligible voting members of HIMSS.

**Section 7.7 Eligibility to Vote.** Except as may otherwise be determined by the Board, only Individual Members in the categories of: Regular Member, Life Member and Members Emeritus 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 (which shall include e-mail) may be used to vote by dispersed ballot.

## **ARTICLE VIII THE BOARD AND BOARD OFFICERS**

**Section 8.1 Eligibility.** The governance of HIMSS shall reflect the geographic and professional scope of the organization. The governance structure shall be based upon the principles of the right expertise at the right level of governance, customized approaches to fit needs of the organization's units, to aid international growth and recognition, be flexible for the future, support the diversity in business activity, and balance authority and autonomy with control. Except as may otherwise be set forth in these Bylaws, each Director shall be a natural person and shall have the power to vote on all issues that may come before the Board.

**Section 8.2 Composition and Term of the Board.** The Board shall be composed of thirteen (13) individual Directors: (a) the CEO and (b) twelve (12) additional Directors (the "At-Large Directors"), serving in staggered terms and divided into four (4) classes, "Class A Directors", "Class B Directors", "Class C Directors" and "Class D Directors", with three (3) Directors in each class and a term of four (4) years for each such Director. An individual may only serve as an At-Large Director for two (2) terms (consecutive or non-consecutive). The term of Class A Directors shall commence on July 1, 2022, the term of Class B Directors shall commence on July 1, 2023, the term of Class C Directors shall commence on July 1, 2024 and the term of Class D Directors shall commence on July 1, 2025. A majority of the voting members of the Board must be eligible HIMSS members. Except as otherwise set forth in these Bylaws, each Director shall be entitled to one (1) vote on each matter on which the Board votes. At-Large Director positions shall be filled as set forth in Section 11.2.2.1.

**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. Final budgetary authority to approve annual operating budgets (and material changes thereto) of HIMSS and its business units resides with

the Board. 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 Chair and Vice Chair of the Board.** The Board shall have a “Chair” and a “Vice Chair”. Such officers shall be elected by the Board pursuant to the procedures set forth in these Bylaws from amongst the members of the Board and shall serve for terms of two (2) years, which shall correspond with the commencement of Director terms (i.e., beginning July 1) for a maximum of two (2) terms at any position, which may or may not be consecutively served. A Director may not be elected as Chair or Vice Chair if there is not at least two (2) years remaining on such Director’s term. The Chair and Vice-Chair positions shall be filled as set forth in Section 11.2.2.1.

**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 affairs, to call meetings, and to perform other duties inherent in, and implied by, the office of Chair. In the event that the final vote of the Board on a matter results in a tie, the Chair shall be entitled to submit a second vote to break the tie (unless the Chair was not initially entitled to vote on the matter). Directors shall perform such duties as may be reasonably assigned or requested by the 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.

**Section 8.5 Chief Executive Officer.** The CEO shall be appointed by the Board in its discretion and the Board shall be entitled to remove the CEO at any time in its discretion. The CEO has complete responsibility for the day-to-day operations of HIMSS in a manner that supports implementation of the Board-identified objectives, affairs and policies, and the performance of other duties as assigned by the Board.

**Section 8.6 Additional Officers.** HIMSS shall also have the additional corporate officer positions of “Chief Financial Officer”, “Treasurer”, “Secretary” and such other officers as the CEO may deem advisable for the operation of the business. The individual serving as the Chief Financial Officer shall also hold the position of Treasurer and the individual serving as the General Counsel of HIMSS shall also hold the position of Secretary. In each other case, an individual shall be appointed to such position by the CEO. Each such officer shall have its duties set forth by the CEO and otherwise perform such duties as is commensurate with their title (e.g., the Secretary shall be responsible for maintaining the books and records of HIMSS). Each such officer shall have such express authority in the management of the property and affairs of HIMSS (including authority to bind or obligate HIMSS to any commitment or contract) as may be determined by resolution of the Board, as may be granted by the CEO, or as otherwise shall be implied authority as recognized by the common law from time to time (unless the Board or the CEO provide otherwise). The CEO shall be entitled to remove an officer at any time in its discretion.

## **Section 8.7 Meetings and Procedures.**

**8.7.1 Meetings.** Regular meetings of the Board shall be held at least three (3) times during each fiscal 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 a majority of the Directors.

**8.7.2 Quorum.** A majority of the Directors entitled to vote on a matter shall constitute a quorum for the transaction of business at any duly called meeting of the Board; provided that, if less than a quorum is present at said meeting, a majority of the Directors present who are entitled to vote may adjourn the meeting from time to time without further notice.



**8.7.3 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.

**8.7.4 Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Illinois Act or under the provisions of the Articles of Incorporation or these 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.

**8.7.5 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.

**8.7.6 Action of the Board and Committees of the Board.** Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those voting Directors present at a meeting at which a quorum is present, shall be the action of the Board or committee of the Board, as applicable. Directors may not vote by proxy.

**8.7.7 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 consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors entitled to vote with respect to the subject thereof. Electronic signatures shall be acceptable. Consent may be executed in one or more counterparts, all of which together will constitute one 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 affirmative majority vote taken at a meeting of the Directors and may be stated as such in any articles or documents filed with the State of Illinois, as required by law.

**Section 8.8 Vacancies.** Vacancies in Board positions may occur through a written resignation, through a written notice of incapacitation that will prevent a Director from completing his or her term, through the unexcused absence from two (2) consecutive meetings of the Board pursuant to Section 8.10, through forfeiture of or removal from office pursuant to the terms of these Bylaws or any applicable law, or through succession to another Board position due to a vacancy. Vacancies in Board or officer positions shall be filled in the same manner in which such position was initially filled (and a new Director filling in a vacated position shall be of the same class as the vacated Director, unless the Board determines otherwise).



The person placed in the vacant position shall assume all the obligations and rights of the position. The assumption of a vacated position shall not count against any maximum number of terms a person may serve for a given position, unless otherwise determined by the Board.

**Section 8.9 Forfeiture of and Removal from Office.** Any Director 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 Director is subject to removal from his or her position pursuant to Article X hereof. Any Director shall automatically forfeit his or her Board position if absent from two (2) consecutive Board meetings without extenuating circumstances accepted and approved by the Board.

**Section 8.10 Compensation and Expenses.** Directors may receive salaries, an honorarium or such other compensation for their service on the Board, in such amount as may be approved by the Board, and may be reimbursed for their reasonable expenses incurred in connection with attendance at approved Board and committee meetings in accordance with HIMSS' policies.

**Section 8.11 Loans.** HIMSS may not make loans to Directors.

## **ARTICLE IX SUBSIDIARIES**

**Section 9.1 Subsidiary Boards.** The board of managers or board of directors, if any, of any subsidiary of HIMSS shall, to the fullest extent permitted by applicable law and the organizational documents of such entity, be comprised of the same members of the Board at any given time, with the same relative voting rights and requirements, officer positions and committee memberships, and shall be granted full power to manage the business and affairs of such subsidiary to the extent permitted by applicable law and the organizational documents of such subsidiary.

## **ARTICLE X CONFLICT OF INTEREST**

**Section 10.1 General.** With respect to conflicts of interest, all members of the Board shall abide by (i) the HIMSS Conflict of Interest Policy in place from time to time, including the disclosure requirements and procedures for addressing a conflict of interest set forth therein, (ii) the Illinois Act and all other applicable laws and (iii) any other rules, policies or determinations set forth by the Board. Subject to the forgoing, a Director shall not be entitled to vote on any matter of the Board of any committee thereof for which he or she has a conflicted of interest or is otherwise an interested director.

## **ARTICLE XI COMMITTEES**

**Section 11.1 General.** All committee appointments, unless otherwise specified in these Bylaws, shall be made jointly by the Chair and the CEO, subject to confirmation by the Board. Each committee shall maintain a charter setting forth its operating rules and procedures and such charter (and any amendments thereto) shall be subject to approval by the Board. If so requested by the Board, committees shall provide routine reports to the Board on its activities. Members of a committee of the Board shall serve for a term paralleling the term of the Chair, unless otherwise provided in these Bylaws. Each committee shall have authority to make decisions and take actions regarding matters delegated by the Board to such committee, as may be set forth in these Bylaws or such committee's charter.

**11.1.1 Finance Committee.** The Finance Committee shall consist of no less than three (3) but no more than five (5) At-Large Directors. The Chief Financial Officer and Treasurer shall be a permanent non-voting member of the committee. Except as may not be permitted pursuant to applicable law or due to confidentiality restrictions, the Board may choose to appoint individuals other than Directors as non-voting members of the committee.

**11.1.2 Nomination Committee.** The Nomination Committee shall consist of no less than three (3) but no more than five (5) At-Large Directors. The CEO shall be a permanent member of the committee. Except as may not be permitted pursuant to applicable law or due to confidentiality restrictions, the Board may choose to appoint individuals other than Directors as non-voting members of the committee.

**11.1.2.1 Director and Officer Nominations.** In accordance with the terms and procedures set forth in its committee charter, the Nomination Committee shall be responsible for nominating (i) individuals to serve as Directors and (ii) Directors to serve as Chair and Vice Chair (subject to the consent of the CEO), provided that, in each case, the Board shall have full discretion and sole authority to formally appoint any such nominated Director or officer of the Board pursuant to the Illinois Act. Notwithstanding the foregoing, the Nomination Committee may, in accordance with its charter, recommend up to three (3) individuals for the Chair and Vice Chair positions, together, and may recommend an alternative voting method for the Board to use in its final selection and appointment process (i.e., a plurality-based voting method, rather than a simple majority vote) and such alternative voting method shall be permissible for the formal appointment of the Chair and Vice chair, if deemed advisable by the Board.

**Section 11.2 Additional Committees and Task Forces.** The Board or the Chair (subject to the Board's approval) may establish such other standing or ad hoc committees, subcommittees, task forces or work groups, as deemed necessary to achieve the objectives of HIMSS and the work of the Board. Rights and responsibilities of all such groups shall be as defined by the Board.

## **ARTICLE XII CHAPTERS**

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

**Section 12.2 Affiliation Agreement.** The request to become a chapter of HIMSS or for any affiliation with HIMSS may be initiated by a local or regional group or HIMSS in accordance with rules and procedures established by the CEO. Approval of such requests and HIMSS' entry into any related agreements shall be the discretion of the CEO or the HIMSS management team delegated such authority by the CEO.

## **ARTICLE XIII AMENDMENTS**

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

**13.1.1 Board Approval.** The Board shall vote, by no less than two-thirds (2/3) majority of those present and eligible to vote at the meeting, to approve a proposed amendment to these Bylaws.

**13.1.1.1 Written Petition by the Members.** If a written petition setting forth a proposed amendment to these Bylaws is signed by at least two percent (2%) of the members eligible to vote and delivered to the Board, the Board shall in good faith review, consider and hold a vote on whether to approve such proposed amendment to these Bylaws; provided that it shall be in the Board's sole and absolute discretion to determine whether or not to approve such proposed amendment.

**13.1.1.2 Submission to the Members.** If the Board has approved any proposed amendment to these Bylaws, the Board shall submit the proposed amendment to all of the eligible members for a vote, providing each member eligible to vote with the proposed amendment or a summary of the changes to be effected thereby.

**13.1.2 Member Approval.** The proposed amendment pursuant to Section 13.1.1 shall receive an affirmative vote from a majority of all eligible members actually voting.

#### **ARTICLE XIV USE OF HIMSS NAME**

**Section 14.1 Use of HIMSS Name.** HIMSS intellectual property, trademarked property, and other such assets shall be used for authorized HIMSS business and projects exclusively. Use of HIMSS property to endorse or criticize any commercial product, vendors, or services, or to express personal views about issues is prohibited. Upon completion of official terms of office, members of the Board ("Directors"), officers, and any other authorized person shall discontinue the use of HIMSS property immediately. The same rule shall apply to HIMSS employees upon termination of their employment.

#### **ARTICLE XV INDEMNIFICATION**

##### **Section 15.1 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 Act or any other applicable laws as may from time to time be in effect, indemnify and, subject to Section 15.5, defend 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 15.2 Actions by or in the Right of HIMSS.**

- (a) HIMSS shall indemnify and subject to Section 15.5, defend 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. The provisions of this Section 15.8 shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law
- (b) HIMSS shall not indemnify or defend any person named in Section 15.2(a) where prohibited by the Illinois Act or these Bylaws, including Section 15.8 hereof.

**Section 15.3 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 15.1 and 15.2 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 15.4 Appropriate Authorization for Payment of Indemnification.** Any indemnification under Sections 15.1 and 15.2 (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 15.1 or Section 15.2. 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 15.5 Payment in Advance of Final Disposition.** Expenses (including attorneys' fees) incurred in defending a civil action, suit, or proceeding shall be paid by HIMSS (on such terms and conditions, if any, as the Board deems appropriate) in advance of the final disposition of such action, suit, or proceeding if authorized in the manner provided in Section 15.4(a-b) upon receipt of a written guarantee 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 if it shall ultimately be determined that such person is not entitled to be indemnified by HIMSS as provided for in these Bylaws.

**Section 15.6 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 15.7 Purchase of Director and Officer Liability Insurance.** HIMSS shall 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 15.8 Limitation of Director Liability.** In all respects subject to, and without limiting any of the foregoing provisions of this Article XV, a Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the Director has breached or failed to perform the duties of his office (including fiduciary duties) under the Illinois Act or any other applicable laws and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, as determined the manner provided in Section 15.4(a-b) and except as otherwise required by the Illinois Act or any other applicable laws. The provisions of this Section 15.8 shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

**Section 15.9 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 XVI DISSOLUTION**

**Section 16.1 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 XVII NONDISCRIMINATION**

**Section 17.1 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, veterans status, handicap, sex, sexual orientation or age.

## **ARTICLE XVIII MISCELLANEOUS PROVISIONS**

**Section 18.1 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, as determined by the Board in good faith. 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 CEO at the HIMSS registered office. Each such demand may be granted by the CEO, but unless so granted, shall be referred to the Board.

**Section 18.2 Bylaws, Minutes, and Membership Records.** The original or a certified copy of these 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 18.1.

**Section 18.3 Fiscal Year.** The fiscal year of HIMSS shall commence on January 1 of each calendar year, or such other date as the Board may establish from time to time.

**Section 18.4 Effect of Bylaws.** These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the Illinois Act, other applicable laws, and the Articles of Incorporation. Except as these Bylaws may be inconsistent with such laws and the Articles of Incorporation, they shall regulate the conduct of the business and affairs of HIMSS with respect to all matters to which they relate.