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**BY-LAWS**  
**OF**  
**NATIONAL ASSOCIATION OF HEALTH DATA ORGANIZATIONS**

**ARTICLE I**

**NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is the National Association of Health Data Organizations. The corporation may also be known informally as NAHDO.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes of assisting state health data organizations, state agencies responsible for management of state health data assets, and members of the public by creating, exchanging, and providing information and resources that promote the effective collection, analysis, and dissemination of health care data.

The Corporation aims to meet its purpose by developing and facilitating networks of health information professionals to:

- advocate for proper protections of health information while preserving access to such data by the appropriate users;
- promote comparability of health information through the development of guidelines and standards for data collection, analysis, and dissemination;
- share and transfer knowledge across a diverse network of individuals and organizations.

## **ARTICLE II**

### **MEMBERSHIP**

Section 2.01. Classification. There shall be four classes of members of the Corporation: Public, Health Care Association, Corporate/Vendor and General. Classification of organizational members shall be determined by the Board of Directors upon application for membership in the Corporation.

Section 2.02. Public Members. Public members shall consist of state agencies and other health data organizations created by legislative or other governmental act, or official representatives for the state reporting system, to collect and analyze health care data on a statewide or other jurisdictional basis and who pay annual dues.

Section 2.03. Health Care Association. Health Care Association members shall consist of any health care provider, provider association (physician or hospital, etc.) whose primary business is the delivery of health care services to patients or whose association is to represent a group of providers that deliver health care services, and/or organizations which collect/analyze and distribute health care data with primary focus on providers of health care, who are not otherwise eligible for Public membership, and who pays annual dues.

Section 2.04. Corporate/Vendor. Corporate and Vendor members shall consist of any organization which sells health care data-related products and services, and who pays annual dues.

Section 2.05. General. General members include but are not limited to any employer or labor organization; group of employers or labor organizations; or a business or labor coalition of employers/employees; academic; research organizations; purchasers; consumer groups; health information exchanges; health benefits exchanges; chartered value exchanges; or other interested organizations that are not otherwise eligible as Public, Health Care Associations, or Corporate/Vendor members.

Section 2.06. Voting Rights, Membership Benefits  
All Public, Health Care Association, General, and Corporate/Vendor Members are entitled to vote in the election of the Board of Directors, in accordance with election and nominations procedures established by the Board of Directors and consistent with Article III Section 3.02.

Section 2.07. Annual Meeting. A meeting of the membership shall be held once a year, at such time and place as the Board of Directors shall determine.

Section 2.08. Member Dues. The determination of membership dues for each class of members shall be made by the Board of Directors upon recommendation by the Executive Director, consistent with these By-Laws. The responsibility of members shall be to annually pay dues that are non-refundable. Dues are established according to a fee schedule determined by Board of Directors. Failure to pay shall be cause for suspension of membership rights in the Corporation. If an organization cannot afford annual dues, it may apply to the Board of Directors for temporary reduction in dues until the end of that fiscal year.

## **ARTICLE III**

### **AUTHORITY AND DUTIES OF DIRECTORS**

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of a maximum of fifteen (15) members with a minimum quorum requirement of nine (9). In accordance with such procedures established by the Board of Directors not inconsistent with these By-Laws, the members of the Board of Directors shall be selected as follows:

Elected directors shall serve three (3) year terms, and shall serve no more than two (2) consecutive terms. At least six (6) of the Directors shall be from the Public Member category, and the remainder of the Directors shall be a reasonable representation of the Health Care Association, Corporate/Vendor, and General categories of members.

The Chair in consultation with the Executive Director shall designate up to three (3) directors, subject to Board approval to serve as appointed members of the Board. Appointed members shall be selected from the categories of membership as designated by the Board, subject to periodic review and amendment consistent with Article VII of the By-laws. Appointed directors shall serve on (1) year terms

Section 3.03. Resignation. Resignations are effective upon receipt of written notification by the Secretary of the Corporation.

Section 3.04 Vacancies. Vacancies on the Board existing by reason of resignation, death, or incapacity before the expiration of a Director's term shall be filled by a majority vote of the remaining Directors. Any Director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor

Section 3.05. Meetings. A meeting of the Board of Directors shall be held at least once a year, in conjunction with the annual conference. Special meetings shall be at such dates, times, and places as the Board shall determine. Reasonable notice shall be given for such meetings; i.e., 72 hours for audioconference calls or Web-based meetings, and 30 days for in-person meetings.

Section 3.06. Quorum and Voting. A quorum shall consist of a majority of the sitting Board. All decisions will be by majority vote of those Directors present at a meeting at which a quorum is present. Appointed Directors shall have full voting rights.

Section 3.08. Participation and Action in Meeting by Telephone. Members of the Board may participate and take action in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such a meeting can hear one another.

Section 3.09. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-Laws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such

consents shall have the same force and effect as a unanimous vote of the Board or committee as the case may be.

Section 3.10. NAHDO Representation. Only directors, members designated by the Board of Directors and staff may represent NAHDO in public testimony and appointments.

## ARTICLE IV

### AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, and such other officers as the Board of Directors may designate.

Section 4.02. Chair. The Board of Directors shall elect a Chair, who shall be an elected Public member of the Board of Directors. The Chair shall preside at the meetings of the Board.

Section 4.03. Vice Chair. The Board of Directors shall elect a Vice Chair, who shall be an elected member of the Board of Directors. The Vice Chair shall preside at the meetings of the Board in the absence of the Chair.

Section 4.04. Secretary. The Board of Directors shall elect a Secretary, who shall be an elected member of the Board of Directors. The Secretary shall be responsible for keeping minutes of all Board meetings, preserving such minutes, and distributing them.

Section 4.05. Treasurer. The Board of Directors shall elect a Treasurer, who shall be an elected member of the Board of Directors. The Treasurer shall be responsible for presentation of the budget and financial reports to the Board.

Section 4.06. Terms of Office. Officers shall serve one (1) year terms. Officers shall be eligible to serve three (3) consecutive terms.

Section 4.07. Resignation. Resignations are effective upon receipt of written notification by the Secretary of the Chair of the Board.

Section 4.08. Removal. An officer may be removed, with or without cause, by the Board of Directors. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE V

### COMMITTEES

Section 5.01. Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an executive committee, may include non-Board members and may also include non-members. Committee chairs shall be directors or members designated by the Board of Directors. The Board of Directors may establish such procedures to govern the committees' activities, and delegate thereto such authority as may be necessary or

desirable for the efficient management of the property, affairs, and /or business activities of the Corporation.

Section 5.02. Executive Committee. The Executive Committee of the Board shall consist of the Chair, Vice Chair, Secretary, Treasurer, and the Current Past Chair. The Executive Committee may act of behalf of the Board of Directors where action is necessary between meetings of the Board. In the event of a tie vote on the Executive Committee, the matter shall be decided by the full Board of Directors.

Section 5.03. Nominating Committee. The Board of Directors shall appoint a Nominating Committee of up to three (3) Directors, which shall accept nominations from members, including self-nominations, for qualified candidates to serve as Board members. In addition to nominations submitted to the Committee, the Committee shall, at its discretion, nominate such other individuals satisfying the qualifications of these By-Laws. All nominations submitted by members to the Nominating Committee shall be in writing. The Nominating Committee shall strive to have more candidates than the number of available positions so that there may be competitive elections, and will communicate their proposal for nominees to the Executive Director at least one month prior to the annual conference.

Section 5.04. Finance Committee. The Board of Directors shall appoint a Finance Committee consisting of the Treasurer and at least two other Directors. The Finance Committee shall review the proposed budget for the organization and ensure that the organization remains in sound fiscal position.

## **ARTICLE VI**

### **FINANCIAL ADMINISTRATION**

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be October 1-September 30, but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board. The treasurer shall review the record of all deposits and disbursements on a quarterly basis, and submit a written report to the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

## **ARTICLE VII**

## AMMENDMENT OF BY-LAWS

These By-Laws may be amended by a majority vote of the Board of Directors, provided seven (7) day's prior notice is given of the proposed amendment or provided all members of the Board waive such notice.

### **ARTICLE VIII** **CONFLICT OF INTEREST**

Section 8.01. Existence of Conflict, Disclosure. A conflict of interest may exist when the direct, personal, financial interest of any director or other officer competes with the financial interest of the Corporation. If any such conflict of interest arises with regard to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter. The fact that director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest. When there is doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest. All Directors shall sign a conflict of interest statement on an annual basis, which reflects the organization's policies regarding: contracts between NAHDO and the Director or his or her family; contracts between NAHDO and an organization in which the Director has a material financial interest; competing with NAHDO for a contract with a third party either individually or via his or her organization; and accepting gifts from those doing business with or competing with NAHDO.

Section 8.02. Nonparticipation in Vote. The person having such a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, that person shall first provide the Board with any and all relevant information.

Section 8.03. Minutes of Meetings. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 8.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of directors and officers, and any new officers and directors shall be advised of the policy upon undertaking the duties of their offices.

### **ARTICLE IX** **AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended by a majority vote of the Board of Directors, provided seven (7) day's prior notice is given of the proposed amendment or provided all Directors waive such notice.

### **ARTICLE X** **EXECUTIVE DIRECTOR**

The Board of Directors shall select an Executive Director. The Executive Director shall be responsible for the day-to-day management of the Corporation and the execution of the policies set by the Board. The Board of Directors – via the Executive Committee - shall evaluate the performance of the Executive Director on an annual basis, and set performance goals for the following year.