



# Chapter bylaws

## The importance of bylaws

For ACDIS, each local chapter is different in size, activity, financial accounts, and not all are officially non-profit organizations. As a chapter matures and becomes more formalized, however, establishing bylaws becomes a vital step to ensure the chapter's longevity and stability.

Bylaws are the bones of the organization and perform many essential functions, such as defining:

- The mission and purpose of the chapter
- Structure and roles for volunteer positions (and/or elected officials) and their respective responsibilities
  - Terms of office and leadership succession processes
  - Policies for leadership team member removal
  - Leadership meeting requirements
  - Leadership membership provisions
  - Leadership voting rights
  - Leadership decision-making policies and practices
- Transactional processes regarding any accounting or tax-status obligations.
- The conflict of interest policy
- Benefits of membership

Most importantly, bylaws are the framework for connections between the members and the leadership team. It is a public document, and all members should have access to it. For ACDIS local chapters, it should contain information regarding the relationship with the national ACDIS organization, as outlined in [the Official ACDIS Local Chapter Agreement Form](#). Remember, the members have a say in the local association and the process for member participation is through access to the bylaws, voting rights, and the opportunities provided by the leadership team, for instance, conferences with continuing education credits.

The bylaws keep the leadership team members accountable to their members, federal government, and to the national ACDIS association. A description of the leadership's work plan should be incorporated in the bylaws, as well. The work plan should provide volunteers and members with a timeline for membership activities. With membership access to the bylaws, the expectations between the leadership and the membership are known. They can evolve over time to meet the needs of both the leadership and membership.

For those of you with financial transactions, there are important considerations to keep the leadership and chapter membership "safe." A one-time review of your bylaws by a tax attorney is important. There are online board and bylaw webinars you can access but working with a tax attorney in your state can assist in adherence to state as well as federal guidelines. When you pursue federal tax exemption, note that the IRS will ask your chapter to either attest to bylaw adoption or request a copy of the bylaws. Annual review of the bylaws, monthly review of financial statements, and annual financial audits will help keep you and the board protected from potential fraud and abuse allegations and should be delineated in the bylaws.

Like any endeavor, drafting chapter bylaws takes a concerted effort and it may require some help from a dedicated subcommittee within the chapter. Though ACDIS doesn't require chapters to use bylaws, doing so can provide both the chapter's leadership and membership a sense of ownership over their group's efforts, and ensure that the chapter has a firm foundation for future chapter leaders' success.



## Sample bylaws #1

**Note:** The following sample membership policy was taken from the South Carolina ACDIS chapter bylaws.

1. The South Carolina Chapter of ACDIS welcomes all clinical documentation integrity professionals interested in joining our network of fellow CDI specialists. Our mission is to support improvement and professional growth through networking, educational programs and program recognitions.
2. Membership in the South Carolina Chapter of ACDIS is not required to attend quarterly chapter meetings.
3. Benefits of becoming a member of the South Carolina Chapter of ACDIS include the right to elect board members, the right to hold office, the right to vote on chapter business, and reduced meeting fees.
4. Annual dues are voted upon and agreed to by chapter members. Current annual dues are \$XX. Dues are used to offset administrative and meeting costs.
5. The South Carolina Chapter of ACDIS membership drive begins on January 1 of each calendar year.
  - a. Invoices for renewal of annual dues will be emailed to members by December 15 of each year for the upcoming year.
  - b. Full payment is due by the first quarterly meeting held in the following calendar year.
  - c. Failure to pay dues in a timely manner shall cause a member to cease being in good standing and may result in forfeiture of membership for the calendar year.
6. In December of each year, non-member participants from quarterly meetings held throughout the year will be emailed invitations to join our chapter. Those interested in joining the chapter should submit payment before or at the time of the first quarterly meeting held in the following calendar year.
7. CDI specialists new to the profession or that relocate to the area and are interested in joining the South Carolina Chapter of ACDIS as a new member after the annual membership drive may do so at any time throughout the year. If after the first quarterly meeting, dues shall be \$XX.
8. Invitations and announcements of quarterly meetings will be emailed to both members of the chapter and non-members no less than 30 days prior to the meeting. We welcome the sharing of the invitation by our members or non-members to others who may be interested in attending our meetings.
9. The meeting invitation will include a link to register and pay online. Registrations are accepted and confirmed once payment is received, or arrangements for payment have been made with the treasurer through email (i.e., check to be mailed to the Treasurer, check in person at the door, or cash at the door).
10. Due to potential space limitations at the meeting sites, we cannot guarantee a seat at the meeting until payment or arrangements for payment have been received.
11. Situations may arise that require cancellation of a meeting reservation. Requests for refunds must be made in writing to the attention of the treasurer. The treasurer will issue a refund check within 7 days of the scheduled meeting date.



## Sample bylaws #2

**Note:** The following sample membership policy was taken from the North Carolina ACDIS chapter bylaws.

### **Article I: Name**

North Carolina Association of Clinical Documentation Integrity Specialists (NCACDIS)

### **Article II: Mission**

The mission of NC ACDIS is to promote continuing educational programs and professional growth for clinical documentation integrity professionals. Examples of Clinical Documentation Improvement Professionals include CDI specialists, RHIA, RHIT, CCS and other related healthcare professionals.

The NC ACDIS will provide support in networking opportunities through conferences and NC ACDIS affiliated informational sources.

### **Article III: Geographic Boundaries**

This organization is for all CDI professionals with the primary focus of those living and working in North Carolina and the southeast region.

### **IV: Membership**

Any CDI specialist or related professional working in the clinical documentation profession, such as CDI specialist, coder and auditor, and/or living within the stated geographic boundaries stated in Article III are eligible to join. There is a dues payment per person per year (subject to increase per board vote).

The dues will include a one-year membership to the North Carolina ACDIS Chapter. The dues will include a NC ACDIS pin, reduced conference registration, and reduced national ACDIS membership.

Yearly dues must be paid in full to receive full benefits. Annual membership dues are determined by the officers and due during the month of April. Membership term is from April to March. The membership fee can be paid via the NC ACDIS website, or under individual circumstance other payment arrangements can be made.

Active membership to national ACDIS does not include a NC ACDIS membership.

### **Article V: Voting**

Members are eligible to participate in the voting process. The voting process will include voting on bylaws, election of officers and any other matters determined by the officers.

Nomination forms will be sent out by April 1 to all on the general email list. Nominations will be returned no later than April 30. Nominations will be reviewed by the officers for eligibility and willingness to serve. Ballots will be distributed via email August 1 to members. Voting will close August 31. The elected officers will be announced on the association webpage and introduced during the Fall conference.

Nominee eligibility: Must have a current or previous position, within the last two years, that promotes clinical documentation improvement. Nominees do not have to be a member of NC ACDIS or national ACDIS, but if elected will be required to become a member of national ACDIS. Nominees for president must hold the CCDS or CDIP. Should a president elect not hold the CCDS or CDIP the expectation is that the CCDS or CDIP will be obtained prior to assuming the office of president.

Elections will be held yearly in August beginning in 2018.

Other matters requiring a vote will be accomplished by email ballot. After results from the email ballot have been



determined, the secretary will distribute the results to all members.

Other matters of concern should be expressed to any of the elected officers.

#### **Article VI: Officers/Board Members**

The NC ACDIS board consists of elected officers and retired officers within the preceding 2 years.

All officers and board member positions are voluntary and non-compensated.

Elected officers will include president, president-elect, secretary, secretary elect, treasurer, treasure elect, and they must hold current membership to national ACDIS.

##### *President/President-elect*

The president must hold a current Certified Clinical Documentation Specialist (CCDS), or Clinical Documentation Improvement Professional (CDIP) credential and must be a member of ACDIS national. The president-elect must be in pursuit and have obtained the credential prior to assumption of the president's office.

The president and president-elect will hold a one-year term.

The president-elect will assume the office of the president at the end of the president's term. If for some reason, the president cannot fulfill their duties, the president-elect will assume the office.

##### *Secretary/Secretary-elect*

The secretary and secretary-elect will hold a one-year term.

The secretary-elect will assume the office of the secretary at the end of the secretary's term. If for some reason, the secretary cannot fulfill their duties, the secretary-elect will assume the office.

##### *Treasurer/Treasurer-elect*

The treasurer and treasurer-elect will hold a one year term.

The treasurer-elect will assume the office of the treasurer at the end of the treasurer's term. If for some reason, the treasurer cannot fulfill their duties, the treasurer-elect will assume the office.

##### *Other officer matters*

In the circumstance an officer is not fulfilling their role responsibilities the officers will convene. After review the officers may take action to remove the officer from their position. An officer may relinquish their position at any time.

In the event of an unplanned vacant position an eligible candidate will be sought and appointed by the officers.

Elected officers must attend 75% of board and quarterly meetings,

Current NC ACDIS officers are exempt from NC ACDIS membership dues and conference fees.

##### *Duties of the Board and officers include, but are not limited to:*

**President:** The president assumes responsibility for the association's consistent achievement of its mission by; providing direction and leadership to achieve the association's purpose, strategy, and objectives. The president serves as chairman of the NC ACDIS board. The president will be the liaison between national ACDIS and NC ACDIS.

Duties:

- Oversees the election process
- Conducts the quarterly board meetings
- Oversees conference planning, implementation, and evaluation



- Provides oversight of the NC ACDIS website
- Provide direction and leadership to the internet presence subcommittee
- Meets quarterly with the treasurer to review budget and financial statements
- Is a designated cosigner for the NC ACDIS bank account
- Delegates any other duties as necessary to officers and committees
- Ensures review of conference evaluations and communicates results of evaluations to the conference speakers

**President-elect:** The president-elect serves as an aid to the president and shall assume the duties of this office in the absence or inability of president to preside. The president-elect accepts responsibilities delegated by the president such as representing the president at meetings, and any other duties as appropriate to the presidency.

Duties:

- Oversees the conference venue/food/vendor committee
- Oversees the speaker committee
- Responsible for oversight of review and revision of bylaws
- Will provide continuity of programs already implemented and help to develop future priorities
- Responsible for submitting and obtaining of CEUs from national ACDIS
- Will assume the role of president after one year.

**Secretary:** The secretary is responsible for the communication and record keeping.

Duties:

- Records minutes of meetings; Board and officer meetings and conference planning calls
- Responsible for posting and maintaining minutes on association's repository
- Ensures all NC ACDIS correspondence is addressed
- Maintains current roster of members
- Distributes bylaws and chapter business to NC ACDIS members
- Responsible for associations laptop computer
- Responsible for maintaining backup of associations files on Google Drive

Conference duties:

- Creates webpage for each conference
- Creates and maintain registration material/link
- Develops and distributes conference flyer
- Obtains speaker presentations and convert to PDF file
- Posts presentations on conference specific webpage
- Creates conference evaluation form posts on conference webpage
- Reconciles registration square receipts with the registration form according to defined process
- Posts CEUs in conference file
- Records and files minutes for association-related meetings

**Treasurer:** The treasurer will oversee the finances of NC ACDIS

- Maintains accurate account of all receipts and disbursements of the chapter
- Maintains bank account
- Submits quarterly financial reports to the officers
- Annually files form 990-N electronic notice to the Department of Treasury
- Maintains the NC ACDIS P.O. box
- Obtains NC ACDIS pins



- Seeks advice from an accountant as needed upon approval from president
- Reports financial updates at conferences
- Responsible for payment of NC ACDIS chapter expenses
- Maintains and update square account presence

Treasurer and secretary elect will act as aide to treasurer and secretary and assume the duties of these offices in the inability of the officer to perform their duties. They will assume their respective office at the end of the corresponding officer's term.

### **VII: Meetings/Conferences**

The NC ACDIS will hold conferences: Fall, winter, and spring (subject to change).

Anyone interested can attend the conferences, without membership, for a fee. NC ACDIS officers and conference speakers receive free registration. The conference hosting facility will receive up to three free registrations.

Registration and fees must be received five days prior to the conference. No registration or payment at the door unless prior approval by the president. You may transfer registration to another designee. The designee will have to register online and indicate in the comment section who they are replacing.

If NC ACDIS has to cancel a scheduled conference due to unforeseen circumstances conference fees will be refunded.

A volunteer host facility/appropriate venue will be obtained to hold each conference. The officers along with the host facility will work together with organization of the conference.

Officers will meet quarterly and as needed.

### **VIII: Committees**

The following committees are to assist the officers in conference planning and are directed by the overseeing officer.

12. Speaker
13. Food, vendors, and venue
14. Gifts
15. Internet presence

With the advancement and growth of the NC ACDIS, future committees will be developed.

### **IX: Contracts and Finances**

This is a not-for-profit organization. The treasurer and president will be responsible for the chapter bank account. Either of these two designated officers may write checks and or use credit/debit card on behalf of the organization. No self-reimbursement will be allowed. All expenditures must be approved by the president prior to payment of any monies on behalf of the NC ACDIS chapter organization.

NC ACDIS does not formally endorse any sponsor or participating vendor. NC ACDIS may accept vendor support to promote educational programs and professional growth.

All financial records will be kept for a minimum of 7 years. Financial records will be posted on NC ACDIS repository. The funds will be deposited in a designated bank account determined by the treasurer. Per the request of the designated bank for NC ACDIS accounts any changes in officers, minutes from each chapter meeting and bylaws will be given to the bank.



#### **X: Amendment of Bylaws**

The bylaws will be reviewed by the officers annually in January and sent to the membership in February for approval.

The bylaws may be amended by the members of a majority online vote. The newly amended bylaws will therefore be amended, and a copy sent to all members.

#### **XI: Indemnification**

NC ACDIS may indemnify officers and agents of NC ACDIS to the maximum extent permitted by applicable law.

#### **XII: Dissolution**

Upon the event of dissolution of the NC ACDIS chapter organization, any funds remaining will be applied to a final conference.