

Chapter Governance and Policy Manual

Updated November 2020

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Section I: Incorporation, Governance, and Bylaws for Chapters Operating in the United States and Canada

Incorporation

Chapters in the United States are incorporated individually as a 501(C)(6) by HIMSS through the Illinois Secretary of State. For each of these chapters, HIMSS completes the annual filings and submits the appropriate annual fees. A chapter officer must respond within 5 business days of HIMSS outreach to request information for the annual filing.

Chapters in Canada are incorporated in provincially or federally, as appropriate, based on guidance from HIMSS legal.

The Board of Directors have the responsibility of loyalty, care, and obedience to the chapter, an incorporated non-profit entity. It is their legal responsibility to govern and manage in the best interest of the organization. When boards operate responsibly, directors receive legal protection from personal liability for certain risks inherent to managing a chapter (see D&O insurance section).

Chapter Affiliate Agreement

The affiliate agreement outlines the relationship between HIMSS and the chapters, including its right to using the HIMSS name and branding. It is a required document for all operating chapters. HIMSS has a signed copy of the affiliate agreement from all chapters on file, please contact chapters@himss.org to review. The affiliate agreement can be reviewed through the Chapter Leader Resource Area: <http://clra.himsschapter.org/affiliate-agreement>.

Standardized Chapter Bylaws

All chapters are required to adopt the most current HIMSS Standardized Chapter Bylaws. The standardized bylaws allow for flexibility for board composition and terms (Articles V and VI). The board positions listed in the chapter bylaws are the voting members of the chapter board.

All chapter bylaws changes must be reviewed and approved by HIMSS staff and your entire chapter membership. Standardized Bylaws template stored here: <http://clra.himsschapter.org/bylaws-1>.

If chapter bylaw changes are necessary, contact chapters@himss.org **before** beginning the process. HIMSS will send your chapter board the most recent version of your chapter's approved bylaws.

Chapter Expectations / Accountability Reporting

As an entity chartered by HIMSS, chapters must meet minimum organizational and program delivery requirements. The ongoing requirements are outlined in the Accountability Report (<http://clra.himsschapter.org/Accountability-Reporting>). HIMSS may ask for additional information from the chapter board to support operations.

Section II: HIMSS US and Canada Chapter Governance Policies and Procedures

Chapter Status

Per the HIMSS Chapter Affiliate Agreement, chapters must maintain ongoing compliance with HIMSS Standardized Chapter Bylaws, current policies and procedures, and reporting to HIMSS. The following defines chapter status, and the progressive action that may be taken if a chapter does not comply with the bylaws, policies and procedures, reporting requirements, or any other requirement associated with HIMSS chapters remaining in good standing.

Definition of HIMSS Chapter in Good Standing:

- HIMSS receives completed ongoing reporting metrics as identified in the Accountability Report by the designated date
- Complies with affiliate agreement, chapter bylaws, policies and procedures
- All chapter officers and directors have been and are currently HIMSS individual members of both HIMSS and the chapter for at least one year
- The chapter has adopted HIMSS Standardized Chapter Bylaws
- The chapter has conducted an annual bylaws review to ensure all board members have been educated on the bylaws and policies and procedures
- The chapter is in good standing with the IRS, federal, state, provincial and local laws

Chapters in Good Standing receive full benefits and resources provided by HIMSS. It is at the discretion of HIMSS staff to give deadline extensions to chapters on the Accountability Report, per pre-deadline communication with the chapter.

Probation

Chapters that have not complied with any one, or multiple, of the above requirements for Good Standing will be notified of the deficiency. Said chapter will receive a 30-day period in which to remedy the deficiency. Failure to resolve the deficiency will result in the Chapter status being reclassified as Probationary.

HIMSS will provide written communication of the reason for the change to Probationary status to the Chapter's Board of Directors. The chapter will have 30 days from the date of the notice to correct the deficiency, and to provide HIMSS documented evidence of the corrective action. Formal communication of the corrective action and related documentation must be sent by traceable means to HIMSS, Chapter Relations, 33 W. Monroe Street, Suite 1700, Chicago IL 60603, chapters@himss.org, or a Chapter Relations team staff member.

Failure to correct the probationary deficiency(ies) within the provided timeframe may result in the suspension or revocation of a chapter's charter.

Suspension

If, after 30 days on Probation, an acceptable solution has not been documented and received by HIMSS's Chapter Relations team, the chapter's charter may be suspended. If suspended, said chapter will lose benefits that include, but are not limited to:

- Shared revenue of HIMSS member dues
- Promotions of chapter events by HIMSS, at the discretion of HIMSS staff
- Access to chapter reports
- Use of chapter website (website taken over by HIMSS staff)
- Limited use of HIMSS name and logo, based on approval from HIMSS staff
- Additional benefits as determined by HIMSS staff

HIMSS will provide written communication of the Suspension, and reason for the suspension, to the Chapter's Board of Directors. The Chapter will have 30 days from the date of the Suspension notice to correct the deficiency, and to provide documented evidence to HIMSS of the corrective action. Formal communication of the corrective action and related documentation must be sent by traceable means to HIMSS, Chapter Relations, 33 W. Monroe Street, Suite 1700, Chicago IL 60603, chapters@himss.org, or a Chapter Relations team staff member.

Revocation

If, after 30 days on Suspension, said chapter has not successfully resolved the compliance issue(s), HIMSS will initiate the revocation process. The Chapters Task Force will convene to review the situation, and either:

- a) Grant a one-time 30-day extension on the suspension to allow the chapter a final opportunity to resolve the compliance issue(s), or
- b) Recommend to HIMSS to revoke the chapter's charter.

The HIMSS Chief Americas Officer will review the recommendation from the Chapters Task Force and the Vice President of Member Relations. The HIMSS Chief America's Officer may:

- a) Request the Chapters Task Force review specific suggestions and reconsider their decision, or
- b) Recommend to the HIMSS Board of Directors to revoke the chapter's charter.

When the HIMSS Board of Directors votes to revoke a chapter's charter, the chapter must legally dissolve. At this point, the following actions will be taken:

- All assets shall be distributed to HIMSS or a HIMSS designated entity, in accordance with the federal laws governing dissolution of non-profit organizations.

- Assets will be used to pay any outstanding expenses and the expenses related to the dissolution. If any monies remain, these funds must be distributed to HIMSS.
- All official records documenting the financial and legal status of the chapter (i.e. financial statements, incorporation papers, and minutes) must be forwarded to HIMSS.
- The former chapter immediately ceases the use of HIMSS in any name and/or logo.
- The chapter's website will be removed.
- The chapter's Directors & Officers liability insurance will be cancelled.

Assets

HIMSS will hold and administer the assets of a dissolved chapter as follows:

- A new chapter can be formed, as long as all new officers are elected by the chapter's members. No president or president-elect from the revoked chartered chapter can serve on the new Board of Directors for three years after dissolution.
- If individuals are interested in establishing a new chapter in the territory of the revoked chartered chapter, at the discretion of HIMSS, the HIMSS chapter staff will conduct outreach procedures to develop a new chapter.
- If, within two years a new chapter is established in the territory in which the chapter was revoked, the full assets will be transferred to that chapter.
- HIMSS will hold the assets equal to the value upon revocation until a new chapter is established in the territory in which the chapter was revoked or for a period of two years, whichever is lesser.

Appeals

Before the HIMSS Board of Directors makes its final ruling, said chapter will be given a ten day window to appeal the recommended action. The chapter must submit its written appeal within ten days from the date of the notice of recommendation for charter revocation. The written appeal must be addressed to the Chapter Relations team and sent by traceable means. The recommending body will rule on the written appeal within 30 days of receipt. If the chapter's appeal is denied by the Chief America's Officer, the revocation recommendation will be sent to the HIMSS Board of Directors.

Written Policies

Chapter policies are important to offer the Chapter Board of Directors a consistent approach, code of conduct, and a set of guidelines relating to recurring issues or situations. Policies should also be maintained as pertinent documents – saved or distributed electronically, and shared with new board members during their transition into a leadership role. A policies document addresses day-to-day chapter management and should be separate from the bylaws. A sample Chapter Policies template is maintained here: <http://clra.himsschapter.org/>.

Chapter IRS Filing Policy

All HIMSS U.S. Chapters **MUST** be in compliance and file with the IRS. Chapters are responsible for the filing and **MUST** file the postcard form 990-N, Form 990-EZ, or the Form 990 based on the amount of gross receipts received during the fiscal year and assets. All Chapters are recognized as exempt from Federal income tax under Internal Revenue Code section 501(c)(6). Forms are due November 15 of each year. If needed, extensions must be filed directly with the IRS. For further information on IRS tax exempt status or for obtaining 990 forms, call the IRS Exempt Organizations (not-for-profit) toll-free hotline at 1 (877) 829-5500 or go to <http://www.irs.gov/>. Per Accountability Reporting, chapters are required to show proof of compliance to HIMSS.

Chapters are required to comply with all state, provincial, and local laws. Check your chapter's local government office for requirements.

Chapter Financial Review Policy

In order to safeguard the assets of the organization, and to provide a timely and accurate accounting of those assets, HIMSS requires that each chapter completes a chapter financial review annually. The financial review may be performed by either a reputable accounting firm or by a Financial Review Committee appointed by the Chapter Board. The Financial Review Committee engages and oversees the independent financial review of the chapter's financial records. The Financial Review Committee **may not be involved** with chapter finances. The financial review committee must review and sign the financial checklist in the Accountability Reporting. If an unrelated accounting firm is used to complete the Financial Review, please include the name and credentials of the firm and contact information for the reviewer on the submitted financial report.

Financial Review Committee Roles and Responsibilities

The committee will be composed of at least three members from either the general membership, or outside of the membership (voting board members or family members of the Board may not serve on this committee). It is recommended that Committee members who are not Chapter members have accounting and/or banking experience. Members of the committee should have a demonstrated knowledge of accounting, financial management, and financial review. Committee members are subject to the chapter's policy on conflicts of interest and may not be relatives of current chapter officers. Committee members may not be employed by firms who have provided goods, services or sponsorships to the chapter within the three years preceding the current financial review year. Members of the committee may not be compensated for their service on the committee, except for expense reimbursement as may be approved through existing chapter policy and procedures. The chapter treasurer will oversee the committee.

To comply with the Chapter Financial review requirements, a financial review checklist must be completed and submitted to the Chapter Board of Directors and HIMSS by **November 15** every year. A copy of the Financial Review Checklist is available with the Accountability Reporting. The bank account should have a minimum of two signatories.

Conflict of Interest

All acts of the members of the chapter's Board of Directors and those who hold volunteer positions in the chapter, in any dealings on behalf of, or related to the business or interests of the chapter, shall be for the benefit of the chapter and shall not affect the chapter or HIMSS adversely. These individuals shall not accept any favors that might influence their actions regarding the chapter or its members. **Under no circumstances, may voting board members receive direct payment from chapter activities or programs.** Review the full policy on the Chapter Leader Resource Area [Policies and Procedures page](#) for the full policy.

Directors and Officers Insurance

Directors and Officers (D&O) policy protects the personal assets of directors and officers from potentially unlimited financial liability. Such loss may result from litigation that finds the directors and officers personally liable for real or alleged wrongful acts, errors or omissions in the performance of their corporate duties. The D&O policy does not cover bodily injury or property damage. D&O insurance is not considered event insurance or personal liability insurance. Event insurance or any additional insurance must be obtained separately.

The Chapters Directors & Officers liability insurance is provided and paid for by HIMSS. Each HIMSS Chapter Director and Officers are covered up to \$5,000,000 with a \$5,000 deductible for claims made. Claims include wrongful acts, employment practice, personal injury, and publisher's liability. HIMSS must be notified immediately if legal action is taken by or against the Chapter Directors and Officers. All chapter leaders are responsible for acting with good faith on behalf of the chapter. D&O insurance does not cover criminal activity.

Maintenance of Pertinent Documents

The documents integral to a chapter's business must be organized and maintained by the chapter board. These materials are passed on to succeeding leadership or maintained in a secure site such as the HIMSS extranet platform. Key business documents include and limited to:

- Articles of Incorporation
- Chapter Bylaws
- Copy of banking and financial information
- Contracts (e.g., with hotels for meetings, co-sponsorship agreements, paid chapter contractor)
- Insurance Policies
- Board Agendas and Minutes
- Committee Minutes
- Current Board Roster/Organizational Calendar
- Year-end Financial Statements/Reports
- Strategic and Annual Plans
- Policies

Section III: HIMSS US and Canada Chapter Operational Policies and Procedures

Chapter Programming Policies

Chapter Collaborations

Collaborations occur when the chapter is engaging with an external organization that creates an action/output. The action/output could be an event, promotion, initiative, etc. Chapters may collaborate with HIMSS and other non-profits, such as but not limited to, non-profit academic institutions, associations, and healthcare provider organizations. All collaborating partners must be within the chapter's approved territory and **must** be approved by HIMSS prior to entering into the collaboration.

Complete the following steps to enter into a collaboration with a non-profit organization:

1. The Chapter Board must approve the collaboration.
2. The Chapter Board must complete the [collaboration request form](#) before entering into the collaboration. An agreement may not be signed without HIMSS approval.
3. HIMSS will review the collaboration request. Wait for response from HIMSS before moving forward.
4. Any collaborations entered into without HIMSS approval may be cancelled at the expense of the chapter.

Disclaimer: Chapter support does not constitute an endorsement or a recommendation by HIMSS.

Programming Restrictions

Chapters may only sponsor or conduct educational programming that are less than 4 hours in total time within 30 days prior to and 30 days following the HIMSS Global Health Conference and Exhibition. Public Policy events may be approved by the HIMSS Member Relations Vice President and Government Relations Vice President within this period due to the legislative schedule. Email chapters@himss.org to seek approval.

Speaker Requests

HIMSS can assist with the speaker outreach and selection process. HIMSS chapters staff will conduct the outreach to HIMSS staff speakers and respond accordingly. **[The request form must be completed for all HIMSS staff speaker requests.](#)**

Financial Assistance Requests

HIMSS can provide financial assistance to chapters for speaker and/or educational programming costs related to a specific chapter event. A limited amount of funds are available and awarded based on their availability and the Chapter's financial

need. There is a maximum request of \$1,000 per chapter. Chapters can receive one assistance payment per fiscal year. The [request form](#) must be completed to process the request.

Logo Usage Policy

Chapters must use their full name and/or logo as provided by HIMSS Marketing. Chapters may only use their own name and/or logo and may not use the HIMSS name and/or logo in any materials without HIMSS approval. Permission to use a Chapter logo shall be withdrawn if it is found to be in violation of policy. For appropriate logo usage guidelines, please contact chapters@himss.org. For more information on trademark and branding, please refer to the Affiliate Agreement.

Nickname Policy

Due to the length of some chapter names, approved nicknames may be used. Chapters may not use other names outside the approved nickname. To approve a chapter nickname, please email chapters@himss.org.

- The first mention of the chapter's name in any document, email, flyer, etc. must be the full chapter name.
- The full chapter name is HIMSS XXX Chapter.

Position Statements

Chapters may take regional positions that are not in conflict with an existing Society position or HIMSS public policy principles. Prior to taking such positions, the proposed position must be reviewed by HIMSS to ensure they are consistent with the goals and objectives of the Society.

Any member or chapter may suggest a topic on which they would like the Society to comment. HIMSS will determine if the suggested topic should be taken to the appropriate content team or committee within HIMSS for development. The position statement will follow the HIMSS process for position adoption and/or comment submission.

Chapter List Usage Policies and Guidelines

HIMSS protects the privacy of members. Chapters may not sell the membership list or use the list in any way that does not promote the mission and vision of HIMSS.

- The chapter's membership list may not be used for personal gain of any individual (board members, election candidates, sponsors, etc.)

- **Do not share member contact information with collaborators** - Chapters **must** distribute all communications directly to their members for a co-sponsoring organization. **DO NOT** share member lists with outside organizations.
- **Do not share member contact information with sponsors** - **DO NOT** share the chapter's complete list with sponsors or market suppliers (vendors). The chapter may share limited information such as name, title, company, city, and state. If attendees permit you to share their information via **opt-in** on the registration form, then approved contact details may be provided. Exhibitors may collect attendee information at their booths or tabletops.

Job Posting and Position Listings Policy

Health IT positions **cannot** be posted on HIMSS chapter websites or social media sites created by a HIMSS Chapter, such as, but not limited to Facebook, LinkedIn, or Twitter. HIMSS currently offers JobMine for this purpose. The service is available to members and non-members, whom HIMSS encourages all to use. The chapter may post on the chapter's website positions the chapter is hiring for, such as an administrator or events coordinator.

HIMSS JobMine website: <https://jobmine.himss.org/>

HIMSS Membership

Potential members should join via a HIMSS membership application, electronic application or by contacting the HIMSS finance office. All membership dues collected at a chapter event **must** be submitted to staff with proper documentation including application and payment. All membership information is entered into the HIMSS database and maintained by HIMSS staff. Memberships are not processed without payment. For questions on membership type, refer to the membership website: <https://www.himss.org/membership-types/individual>.

Payment methods:

Payments can be made one of three ways and must accompany membership application:

1. Make check or money order payable to HIMSS, and mail to:
HIMSS
6901 Eagle Way
Chicago, IL 60678-16902
2. Online at <http://www.himss.org/membership/individual-options>

3. Contact HIMSS Finance via phone (credit card payments only)

HIMSS Membership Rebate to Chapters

Funds are transferred to the chapter through direct deposit on the second week of each month for the preceding month's dues. The amount reflects the chapter's portion of dues collected for Individual and chapter members (\$23), and for Corporate Members (\$23) as of the preceding month. Chapters will receive a percentage of payment for Organizational Affiliates. The determination of weighted percentage distribution of the 4% of the Organizational Affiliate invoice is determined at 2 months following renewal to reflect actual assignment of Organizational Affiliate members to specific chapters. Organizational Affiliate listings are posted on the Chapters' Engage site on the first of each month by HIMSS Organizational Affiliate team. The rebate report is emailed to the president and treasurer on the 10th of each month.

Corporate Sponsorship Policy

Chapters have the option to utilize sponsors to help offset event costs. If you elect to use sponsorship dollars, please have a sponsorship policy in place. A chapter sponsorship program may allow sponsors to pay a fee for the year or per event. Benefits may include but are not limited to: company name/logo on website, promotional materials, and the event program. Please notify HIMSS staff for guidance when additional benefits, beyond those listed here, are offered.

- The appearance of advertising or sponsorship is neither a guarantee nor an endorsement by HIMSS of the product, service or company or the claims made for the product in such advertising or sponsorship.
- As a matter of policy, HIMSS will sell advertising space or sponsorships when the inclusion of advertising or sponsorships does not interfere with the mission or objectives of HIMSS or its products and services.
- To maintain the integrity of HIMSS publications, advertising (i.e., promotional material, advertising representatives, companies or manufacturers) will not influence decisions about content or delivery of products and services. Decisions to sell advertising or sponsorships are made independently of specific product and service content.
- All sponsorship and advertising arrangements will be for a defined period.
- Chapters may **not sell** member information of any kind. Member information **should not be shared** outside the Chapter Board unless members opt-in to sharing their contact information with a specific person/company.
- To avoid confusion among HIMSS Membership and Chapter sponsorship programs, Diamond, Platinum, Emerald, and Gold named sponsorship are **not permitted** for Chapter sponsorship categories.

Policy for Paid Chapter Positions

HIMSS Chapters are volunteer-lead nonprofit subsidiaries of HIMSS. HIMSS encourages chapters to utilize the skills of its volunteers for all chapter activities and needs. If a Board approves the use of chapter funds to pay a third party, these guidelines must be followed. Within the guidelines below, "individuals" refers to paid chapter positions which are used for at least 6 months out of the year.

- Individuals require a HIMSS membership and a chapter membership (for each chapter if more than one contractual agreement exists).
- Chapter Board must vote and approve all contracts, including paid contractors.
- Paid individuals should be included on the Accountability Report or identified on a board list emailed to chapters@himss.org.
- Signed agreement between individual and Chapter Board must be on file with HIMSS.
 - Contractor must disclose all relationships with other HIMSS Chapters and all conflict of interest disclosures must be included in signed agreement.
- Chapter Board is responsible for filing the appropriate state and federal tax forms for the contractor (i.e. 1099) by deadline.
- Under no circumstances, may voting board members receive direct payment from chapter activities or programs.

Chapter Website Policy

All chapters are required to maintain a current/up-to-date webpage through the HIMSS provided platform. No independent websites or webpages are allowed.

- Chapter website compliance is the responsibility of the Chapter Board of Directors.
- Reference the webpage update process guide on the Chapter Leader Resource Area for detailed information on how to update the chapter's webpage.
- No blank, incomplete, or off brand information will be published on the webpage.
- If a chapter is not in compliance with the webpage process guide, it will have 30 days from the date of notification to conform. If after 30 days the site is still not compliant, the Chapter will be put on probation and follow the process of the Chapter Status Policy.

Section IV: US and Canada Chapter Territories, Mergers, Formation, and Dissolution

Territorial Jurisdiction

Description of Territorial Jurisdiction is well defined, and delineated by a list of zip codes within the geographic boundaries defined for all areas that the chapter is requesting to serve (See *Chapter Affiliate Agreement*). If you anticipate a change, this will need to be approved by HIMSS. Upon inquiry from a chapter or individual, the Chapter Relations Department will send the "*Application for Territorial Jurisdiction*". The Chapter Board of Directors must approve the application before it is submitted to HIMSS staff. If you wish to expand your chapter's territory, you must contact the Chapter Relations Department.

Chapter Mergers

In a chapter merger, the chapter must follow the "Procedure for Chapter Merger." The merger will need to be approved by a Chapters Board of Directors and, HIMSS Member Relations Vice President. If you wish to merge your chapter, you must contact HIMSS.

Chapter Formation

For the policy and procedure on chapter formation please contact HIMSS staff and review the [chapter formation policy](#).

Dissolution of a Chapter

If a chapter is having trouble maintaining leadership, membership, or maintaining its operations please work with HIMSS to revitalize the chapter. If the appropriate steps have been taken and the chapter is at risk of dissolving, the process of dissolution must be followed according to the articles from the Affiliate Agreement.

HIMSS Chapter Relations Team

For more information on these policies, HIMSS resources, and benefits to chapters, visit <http://clra.himsschapter.org/> or reach out to HIMSS staff.



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