

FILED

ARTICLES OF INCORPORATION

FEB - 3 1988

OF

National Association of Health Data Organizations

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TO: The D.C. Department of Consumer Regulatory Affairs  
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators, adopt the following Articles of Incorporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is National Association of Health Data Organizations.

SECOND: The period of duration is perpetual and the corporation shall have four classes of members, the terms to be described in the bylaws. Only regular members shall have voting rights, as described in the bylaws.

THIRD: The corporation is organized and will be operated exclusively for the charitable and educational purposes of assisting state health data organizations 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. In pursuance of this purpose it shall have the powers to do all things necessary, proper and consistent with maintaining its tax exempt status under section 501(c)(3). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3), and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

FIFTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

SIXTH: The registered agent is Marlene Larks, and the address, including street and number, of its initial registered office is 316 Pennsylvania Ave., S.E., Suite 202, Washington, D.C. 20003.

SEVENTH: The number of directors constituting the initial Board of Directors is 7, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

- (1) Fred Bodendorf, Assistant Director  
Pennsylvania Health Care Cost Containment Council  
Harrisburg Transportation Center  
Suite 2-F  
4th & Chestnut  
Harrisburg, PA 17101
- (2) Sal Bognanni  
Health Policy Corp. of Iowa  
601 Locust, Suite 330  
Des Moines, IL 50309
- (3) James J. Bracher, Executive Director  
Florida Hospital Cost Containment Board  
Woodcrest Office Park  
Building L, Suite 101  
325 John Knox Road  
Tallahassee, Florida 32302
- (4) Janice L. Curtis, Executive Director  
North Carolina Medical Database Commission  
3901 Barrett Drive  
Raleigh, NC 27609
- (5) Steve Fillebrown, Director of Research & Development  
New Jersey Health Care Financial Authority  
CN 366  
Trenton, NJ 08625

(6) Joan Offutt, Executive Director  
Colorado Health Data Commission  
1313 Sherman Street, Rm. 518  
Denver, Colorado 80203

(7) Susan Palmer Terry, Director  
New Hampshire Health Service Planning and Review  
6 Hazen Drive  
Concord, NH 03301

The members of the Board of Directors shall be those individuals selected, from time to time, in accordance with the Bylaws.

EIGHTH: The names and addresses, including street and number, of the incorporators are:

Suzanne Erena                    10501 Montrose Avenue  
Bethesda, MD 20814

Laury Marshall                7870 Americana Circle  
Glen Burnie, MD 21061

Anna Smith                    4408 North 4th Road  
Arlington, VA 22203

IN WITNESS THEREOF, we have hereunto set our hands and seals this 3rd day of February, 1988.

Subscribed and sworn to  
before me this 3rd day of  
February, 1988.

Blanca M. Perry  
Notary Public

My Commission Expires April 30, 1992

Suzanne Erena  
J. O'Mell  
Anna Smith

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

As Adopted As of

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**ARTICLE I**

**Name and Purposes**

Section 1.01. **Name**. The name of the organization is the National Association of Health Data Organizations.

Section 1.02. **Purpose**. The Corporation is organized for the charitable and educational purposes of assisting state health data organizations 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.

**ARTICLE II**

**MEMBERSHIP**

Section 2.01. **Classification**. There shall be four classes of members of the Corporation: Regular, Associate, Individual, and Student.

Section 2.02. **Regular Members**. Regular members shall consist of health data organizations created by legislative or other governmental act, to collect and analyze health care data on a statewide or other jurisdictional basis. Regular members are entitled to vote for the Board of Directors.

Section 2.03. **Associate Members**. Associate members shall consist of any organization not otherwise eligible for regular membership whose policies and/or operations are consistent with NAHDO's purposes, and who pays annual dues. Associate members are entitled to all benefits of regular membership other than those expressly granted only to regular members in Section 2.07. Associate members are not entitled to vote for the Board of Directors.

Section 2.04. **Representatives of Members**. Each Regular and Associate member of NAHDO shall at all times act through its duly authorized representative. Each such member shall provide in writing to the Secretary of NAHDO the name of its representative, and such person shall be regarded by NAHDO as the member's representative until any written substitution is received.

Section 2.05. Individual Members. Individual membership shall be available to any person who pays annual dues. Application for individual membership is subject to approval by the Board of Directors. Individual members are not entitled to vote for the Board of Directors.

Section 2.06. Student Members. Student membership shall be available to any individuals enrolled in a full time curriculum. Student members are not entitled to vote for the Board of Directors.

Section 2.07. Voting Rights, Membership benefits, Dues. Only regular members shall be entitled to vote in the election of the Board of Directors, which vote may be exercised by proxy or by mail ballot, in accordance with election and nominations procedures established by the Board of Directors. Only regular members may represent NAHDO in public testimony and appointments. The determination of all other membership benefits and the determination of membership dues for each class of members shall be made by the Board of Directors, consistent with these Bylaws.

Section 2.08. 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.

### 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 granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of ten (10) directors. In accordance with such procedures established by the Board of Directors not inconsistent with these Bylaws, the members of the Board of Directors shall be selected as follows:

(1) The regular members shall elect seven (7) directors, who shall be employees or representatives of regular members, but need not be the same person referenced in Article II, Section 2.04. Elected directors shall serve one-year terms, and shall serve no more than three, consecutive terms.

(2) The Chairman, in consultation with the President, shall designate two (2) directors, subject to Board approval, need not be regular members, to serve as ex officio members of the Board. Appointed directors shall serve one-year terms.

(3) The president shall serve as an ex officio member of the Board.

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

Section 3.04. Vacancies. Vacancies existing by reason of resignation, death, or incapacity before the expiration of his/her term shall be filled by a majority vote of the remaining directors.

Section 3.05. Annual Meetings. A meeting of the board of directors shall be held once a year, at such time and place as the Board of Directors shall determine. Written notice of the annual meeting shall be given by first-class mail to each director at least 20 days prior to the date of the meeting.

Section 3.06. Special Meetings. Special meetings shall be at such dates, times and places as the Board shall determine. Telephone or written notice shall be given to each director at least four (4) days before any such meeting, if given by first-class mail, or forty-eight (48) hours if given personally or by telephone or telegraph.

Section 3.07. Quorum and Voting. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. Ex Officio board members, except for the President, shall have full voting rights.

Section 3.08. Participation and Action in Meeting by Conference 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 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 of the committee as the case may be.

## ARTICLE IV

### AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a Chair, a President, 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 member of the Board of Directors. The Chair shall preside at the meetings of the Board.

Section 4.03. President. The Board of Directors shall appoint a President, who shall serve as the chief executive officer of NAHDO. The President need not be a member. The President shall be responsible for calling and preparing the agenda for Board meetings, as well as the day-to-day management of the Corporation and the execution of the policies set by the Board.

Section 4.04. 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 4.05. 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 the minutes of all Board meetings, preserving such minutes, and distributing them.

Section 4.06. Terms of Office. Officers shall serve one-year terms. Officers shall be eligible to serve three consecutive terms.

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

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 selected by the Board of Directors, and must be employees or representatives of regular members, but need not be the same person referenced in Article II, Section 2.04. 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, business, activities of the Corporation.

Section 5.02. Executive Committee. The executive committee of the board shall consist of the Chair, President, Secretary, and Treasurer. The Executive Committee may act on 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 Board of Directors.

Section 5.03. Nominating Committee. The Board of Directors shall appoint a nominating committee, 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 Bylaws. All nominations submitted by members to the Nominating Committee shall be in writing.

Section 5.04. Advisory Committee. The Board of Directors may create an Advisory Committee, consisting of persons with expertise in health care data collection and analysis. Advisory committee members, who need not be NAHDO members, shall be selected by the President, subject to approval by the Board of Directors. Advisory committee members shall serve, without compensation, for one-year terms, and shall be eligible to serve successive terms. Meetings shall be at such times and places as the Board or Officers shall determine. Members of the Advisory Committee may be called upon individually for their advice and assistance.

## ARTICLE VI

### FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be April 1 - March 31 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

AMENDMENT 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

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of NAHDO 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.