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**BYLAWS OF
TRANSCEND SERVICES, INC. CHAPTER OF THE
ASSOCIATION FOR HEALTHCARE DOCUMENTATION INTEGRITY
as of May 6, 2009**

Article I - NAME, BOUNDARIES, AND PRINCIPAL ADDRESS

This unincorporated nonprofit mutual benefit organization is recognized by petition to be a component association of the Association for Healthcare Documentation Integrity (formerly American Association for Medical Transcription).

Section 1. Name

The name of this component association is the (Transcend Services, Inc, Chapter) of the Association for Healthcare Documentation Integrity (AHDI), hereafter referred to as Transcend-AHDI.

Section 2. Boundaries

The boundaries of Transcend-AHDI shall be:

Employees of Transcend Services, Inc., and its divisions, subsidiaries, and acquisitions.

Section 3. Principal Address

The principal location for the transaction of business of Transcend-AHDI shall be the address of the current President or other location designated by the Board of Directors.

Article II – OBJECTIVES AND PURPOSES

The objectives and purposes of Transcend-AHDI are:

- (a) To do all things appropriate to the advancement of the profession of medical transcription in order to benefit the public.
- (b) To promote general awareness of the field of medical transcription as an allied health profession.
- (c) To gather, publish, and disseminate information pertinent to growth, development, and improvement in the skills of medical transcription.
- (d) To affiliate, cooperate, and work with medical societies and other agencies, professionals, and associations in the health services field, and to improve and maintain high standards in the field of medical transcription.
- (e) To assist the public by developing high standards of education and training for medical transcriptionists and to implement these standards of education and training through appropriate channels.
- (f) To stimulate and encourage research concerning the knowledge needed to perform efficient and accurate medical transcription and the sociologic, environmental, and legal issues related thereto.
- (g) To do any and all things that are lawful and not inconsistent with (a) through (f) above.

Article III – MEMBERSHIP

Section 1. Classes of Membership

The membership of this chapter shall be divided into three (3) classes as follows:

- (a) Individual Professional
- (b) Honorary
- (c) Non-AHDI Member

Section 2. Qualifications, Rights, and Privileges of Membership

An individual or institution may hold only one (1) class of membership at a time and may belong to more than one (1) chapter. The rights and privileges of all members shall be equal except as herein stated.

- (a) Individual Professional Member: Any person whose employment is or has been in the field of healthcare

documentation and data capture. Any person holding Individual Professional Membership in good standing shall be entitled to all membership privileges, including the right to vote, and to hold office and a committee appointment.

- (b) Honorary Membership: Any person engaged in furnishing services to AHDI shall be eligible for Honorary Membership, upon approval by the Board of Directors. Honorary Members shall not be entitled to vote, or to hold office or committee appointments.
- (c) Non-AHDI members: Any person who has an interest in healthcare documentation and data capture and is not an Individual Member of AHDI. Non-AHDI members shall not be allowed to vote, hold office, or serve on any chapter committees.
- (d) An application for membership may be rejected upon a finding by a majority of the Association's Board of Directors that an applicant is not in compliance with the Association's Code of Ethics.

Section 3. Voting

At all meetings of the members, voting shall be done by individuals who are Individual Professional, Student, Postgraduate, or Sustaining Members of AHDI (Voting Members) in good standing. Cumulative voting shall not be allowed. Each Voting Member shall have one (1) vote. There shall be no voting by proxy.

Section 4. Expiration

Any AHDI member whose employment status has expired is no longer a member of Transcend-AHDI.

Any non-AHDI member whose employment status has expired is no longer a member of Transcend-AHDI.

Section 5. Resignation and Sanctions

Any AHDI member who resigns membership in AHDI shall automatically resign membership in Transcend-AHDI. In addition, any member may resign by sending a letter to the President of Transcend-AHDI.

Any non-AHDI member may resign membership in the Chapter. In addition, any member may resign by sending a letter to the President of Transcend-AHDI.

Any sanction imposed by AHDI on a chapter member as a result of a violation of AHDI policies, rules, bylaws, or Code of Ethics shall result in comparable sanctions against the member's chapter membership. No refunds of dues or assessments shall be given upon resignation or termination.

Section 6. Reinstatement

(a) A former member whose resignation has been accepted by Transcend-AHDI shall be reinstated upon application and payment of current year's dues and assessments, provided that the member continues to meet all qualifications for membership.

(b) A former member whose membership has expired for nonpayment of dues shall be reinstated upon application and payment of the current year's dues and assessment. If a member fails to pay dues or otherwise allows membership to lapse during the pendency of a proceeding concerning possible sanctions for violation of the Code of Ethics of the Association, the Board, in its discretion, may require that this matter be resolved acceptably prior to reinstatement.

Section 7. Property Rights

No member shall have any right, title, or interest in any of the property or assets, including name of Transcend-AHDI or its logo, any earnings or investment income of Transcend-AHDI, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof. Furthermore, no part of the net earnings of this Chapter shall inure to the benefit of any member or individual.

Section 8. Liability of Members

Except as may otherwise be required by law, no member, or employee of Transcend-AHDI shall be personally liable for any debts, liabilities, or obligations, nor shall any member be subject to any assessment except such dues and assessments as may be adopted in the manner set forth in Article IX, Section 2.

Section 9. Dues

Membership dues and assessments and the time and manner for the payment thereof, and the method of collection of dues and assessments, shall be as set forth in Article IX, Finances, Section 2 hereof.

Section 10. Roster

A roster of the members of Transcend-AHDI shall be maintained by and under the guidance of President of the Chapter.

Article IV - MEETINGS OF MEMBERS

Section 1. Number of Meetings

Transcend-AHDI shall hold no less than one (1) business and two (2) educational meetings for members each year. The business meeting(s) may be held in conjunction with the educational meeting(s).

Section 2. Annual Business Meeting

An Annual Business Meeting of the members of Transcend-AHDI shall be held each calendar year for the transaction of business. A quorum will consist of a meeting at which at least twenty (20) percent of Individual Professional, Student, Postgraduate, and Sustaining Members in good standing are present. The exact time, date, and place shall be designated by the Board of Directors at least three (3) months prior to the date of the Business Meeting. Members shall be given written notice at least forty-five (45) days in advance of the time and place of the Business Meeting. Mail vote is not permitted, except to amend bylaws. Proxy vote is not permitted.

Section 3. Special Meetings

Special meetings of members may be called by the President, the Board of Directors, or not less than five (5) percent or more of such members as may be qualified to vote. Written notice of the agenda, time and place of special meetings shall be given to the members setting forth the reason for the special meeting and shall be given to the members not less than twenty (20) nor more than ninety (90) days prior to the date of such special meeting, by or at the direction of the President, Board of Directors, or such persons as are calling the meeting. A quorum will consist of a meeting at which at least twenty (20) percent of Individual Professional, Student, Postgraduate, and Sustaining Members in good standing are present. Mail vote is not permitted, except to amend bylaws. Proxy vote is not permitted.

Article V - BOARD OF DIRECTORS

Section 1. Number and Composition of Board of Directors

(a) The number of Directors of Transcend-AHDI shall not be less than two (2). The board of directors shall include all Transcend-AHDI Officers. Notwithstanding any other provisions of these Bylaws, an amendment to change the number of Directors must be initiated and approved either by the Board of Directors or by the members. (b) A President whose term of office as a Director simultaneously ends with the term of office as President shall serve one (1) additional year as Director.

Section 2. Powers and Duties

- (a) The Board of Directors shall be the governing body of Transcend-AHDI and shall be empowered to establish policies and manage the property, business, and affairs of Transcend-AHDI, subject to the limitations of the AHDI Articles of Incorporation, the AHDI Bylaws and rules, and applicable law.
- (b) In addition to having general authority to govern the chapter, the Board of Directors shall be responsible to:
- (1) Study, determine, and execute the short- and long-range plans of Transcend-AHDI for the continued growth and financial stability, develop policies, and periodically assess the needs of the membership and respond thereto, and manage affairs and funds of Transcend-AHDI.
 - (2) Make decisions regarding the recommendations of committees.
 - (3) Establish policies and procedures.
 - (4) Create and confer special awards.
 - (5) Accept, on behalf of Transcend-AHDI, grants, contributions, gifts, bequests, or other property to further the purposes of the Chapter.
 - (6) Establish, merge, dissolve committees, or substantially change the mandate of a committee.

- (7) Conduct such other lawful action as is advisable to achieve the goals of Transcend-AHDI and of AHDI.
- (8) Serve as liaison to AHDI.

Section 3. Eligibility

Only Individual Professional, Student, Postgraduate, and Sustaining Members of AHDI in good standing shall be eligible to serve as Directors of Transcend-AHDI.

Section 4. Term of Office

Each Director shall be elected by the membership for a term of 1 year, beginning January 1, following election. Election dates shall be established by the Board of Directors, but elections must take place no later than November 15 prior to the year in which the newly elected Directors and Officers will take office.

Section 5. Conflict of Interest

A potential or actual conflict of interest exists if a Chapter Board Member might reasonably lack objectivity in his/her decision making or performance for Transcend-AHDI because of any personal, professional, financial, or other interest or relationship she/he has. If any Board member believes that a conflict of interest may arise or exist with respect to himself/herself or another person, at the earliest possible date she/he should disclose the situation to the President (and the Vice President and/or President-Elect, in the case of the President.) If, upon investigation, the potential for conflict appears clearly ill-founded or erroneous, and concerns a person other than himself/herself, the President need not present the matter to the Board of Directors, which shall resolve the matter by majority vote of the disinterested directors.

Section 6. Election

The President shall cause to be distributed to all Voting Members, no later than thirty (30) days prior to the election deadline, a list of the candidates selected by the Nominating Committee, including a summary of the candidates' qualifications. Election for members of the board shall be approved and directed by the Board of Directors. In order to be counted, a ballot must reach the person designated by the Board of Directors no later than the election deadline and is subject to verification of the member's right to vote. Tellers may not be candidates. When the ballots reach the designated address they shall be placed unopened in a secure area.

The President shall appoint a Teller to direct the opening and tabulation of the ballots and to report the results to the President. A quorum votes is the number of valid votes received within the designated voting period. The election shall be determined by plurality vote. The President shall present the results in a formal report to the Board of Directors. In the event of a tie vote, a ballot will be sent to the then sitting Board of Directors of Transcend-AHDI. The ballot shall identify those candidates who received a tie vote. The Board of Directors shall break the tie by majority vote if two (2) candidates are tied, and by plurality vote if more than two (2) candidates are tied. Any Director who is also one (1) of the tied candidates shall not participate in the vote to break the tie.

Section 7. Quorum

The presence in person, through telephonic or online means of a majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Board of Directors present at any regular or special meeting of the Board may adjourn the meeting to another specified day and hour, upon due notice to all other directors.

Section 8. Voting

Voting shall be as approved and directed by the Board of Directors. If vote is by mail, electronic, or online vote, the designated person to receive the vote shall tally the vote and call the President with the results. Cumulative voting shall not be allowed. Each Director shall have one (1) vote. There shall be no voting by proxy.

Section 9. Meetings

(a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without such meeting if all members of the Board of Directors consent in writing to the action to be taken.

(b) Regular meetings of the Board of Directors shall be held at least quarterly at any place which has been designated by Board of Directors. Written notice of the time and place of regular meetings shall be sent, either by mail or electronically, to each Board Member at least ten (10) days prior to the time of holding such regular meetings.

(c) Special meetings of the Board may be held at such place as designated by the Board of Directors. A special meeting of the Board of Directors shall be held whenever called by the President, President-Elect, Vice President or a majority of the members of the Board. Notice of the time and place of special meetings shall be given to each Director at least forty-eight (48) hours prior to the time of holding all such meetings if notice is given by telephone, facsimile, or electronically at least ninety-six (96) hours prior to such meeting if notice is made by first-class mail, addressed to such Director at the address as shown on the records of the Chapter, and shall include an agenda of the business to be considered. Official action may not be taken on any item which is not reasonably within the scope of the matters noticed on the agenda. The above required notice may be waived if every Board member agrees, in writing, prior to the scheduled meeting.

Section 10. Waiver of Notice; Consent; Approval of Minutes

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors present and each of the Directors not present sign a written waiver of notice or consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the Chapter records or made a part of the minutes of the meeting. A Director shall be deemed to have waived notice of a meeting if he/she participates in the meeting or, either before or after the meeting, signs a waiver of notice in writing.

Section 11. Resignation

Any member of the Board of Directors may resign at any time by submitting a written resignation to the Board of Directors. The vacancy shall be filled as stated in Section 13.

Section 12. Removal from Office

A Director may be removed in any one of the following circumstances.

- (a) A Director shall be deemed to have resigned if he/she allows his/her AHDI Membership to expire.
- (b) A Director shall be deemed to have resigned if he/she is absent for two (2) Board of Director meetings in a calendar year, provided that the Board by majority vote may, for good cause shown, immediately reinstate such a Director.
- (c) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of the court or convicted of a felony.
- (d) Upon the Order of the Court in response to any suit brought by a Director or by at least ten (10) percent of the Chapter's Voting Members alleging fraudulent or dishonest acts, gross abuse of authority or discretion, or breach of the standard of conduct applicable to Directors.
- (e) A Director may be removed at any time by a majority vote of Chapter Members who are eligible to vote, so long as such vote complies with the provisions of these bylaws and of applicable law.

Section 13. Vacancies

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors then in office, even though less than a quorum, or by sole remaining Director. Filling a vacancy for a period of less than 1 year shall not constitute a term for the purpose of counting permissible tenure in office. A successor Director so elected shall serve the remainder of the term for the vacated position.

Article VI - OFFICERS

Section 1. Composition

- (a) The Officers of Transcend-AHDI shall be President, President-elect, Secretary, Treasurer, Immediate Past President, and such other Officers as the Board of Directors may elect. Any person, other than the President, may hold more than one (1) of these offices.
- (b) All Officers are to be members of the Board of Directors and report to the President in their capacity as officers.

Section 2. Eligibility

Only Individual Professional, Student, Postgraduate, and Sustaining Members of AHDI in good standing shall be eligible to serve as Officers of Transcend-AHDI.

Section 3. Election and Term of Office

Officers shall be elected by Transcend-AHDI's Voting Membership. Each Officer shall be elected by the membership for a term of 1 year, beginning January 1, following election.

Section 4. Vacancies

In the case of death, incapacity, resignation, or removal of any Officer during a term of office, the vacancy shall be filled by vote of the Board of Directors. The fulfillment of a vacancy shall not constitute a term.

Section 5. President

- (a) The President shall serve as the chair of the Board of Directors of Transcend-AHDI, and with the approval of the Board of Directors, shall appoint committee chairs.
- (b) The President shall preside at all meetings of the members and Board of Directors, at which he/she is present and shall have such other powers and duties as may be prescribed by the Board of Directors.
- (c) The President shall be an ex officio member of all committees except the Nominating Committee, and shall submit the annual report of the Board of Directors to the general membership.

Section 6. President-elect

- (a) In the temporary absence or disability of the President, the President-elect shall assume the office of President, and in so acting shall have all the powers of the President.
- (b) In the permanent absence or disability of the President, the President-elect shall assume the office of President to complete that term of office.
- (c) The President-elect shall have such other powers and duties as may be prescribed by the Board of Directors.
- (d) The President-elect shall prepare to assume the presidency following the President's term of office.

Section 7. Secretary

- (a) The Secretary shall keep a full and complete record of the chapter proceedings and shall submit them for correction and approval of the Board of Directors and submit approved minutes to AHDI.
- (b) The Secretary shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 8. Treasurer

- (a) The Treasurer shall be the Chief Financial Officer of Transcend-AHDI.
- (b) The Treasurer shall receive and securely keep all funds of the Chapter and deposit them in such bank or banks as may be designated by the Board of Directors.
- (c) The Treasurer shall monitor the receipt and distribution of funds of Transcend-AHDI and shall present current financial reports at all Board of Director meetings and to the membership at the Annual Business Meeting. These shall be made part of the official records of Transcend-AHDI and shall be submitted to AHDI.
- (d) The Treasurer shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 9. Immediate Past President

- (a) A Director who served as President shall hold office as Immediate Past President in the year following the term as President.
- (b) The Immediate Past President shall have such powers and duties as may be prescribed by the Board of Directors.

Section 10. Removal

Any Officer elected by the membership may be removed from office by a majority vote of the members. Removal from office does not constitute removal as a member of the Board of Directors.

Section 11. Resignation

Any Officer may resign at any time by submitting a written resignation to the President. Resignation from office does not constitute removal as a member of the Board of Directors.

Article VII - COMMITTEES

Section 1. Committees

There shall be committees, as necessary or appropriate to carry on the work of Transcend-AHDI, including but not limited to Nominating and Bylaws Committees. The Chapter's Board of Directors is empowered to create, combine, or dissolve other committees, or to change their composition or responsibilities.

Section 2. Composition

(a) Except as may be otherwise specified in the bylaws, the composition of the committees shall be as determined by the Board of Directors.

(b) Committee chairs shall be appointed by the President, with the approval of the Board of Directors, with the exception of the Nominating Committee which shall be appointed by the Board of Directors.

(c) Committee members shall be appointed jointly by the President and committee chair with the exception of the Nominating Committee which shall be appointed by the Board of Directors.

(d) The President shall serve as an ex officio member of each committee with the exception of the Nominating Committee.

Section 3. Powers and Duties

Committee chairs shall carry on the work of the Chapter as prescribed by the Board of Directors. Committee chairs shall report to the Board of Directors as outlined in Transcend-AHDI policies.

Section 4. Eligibility

Only Individual Professional, Student, Postgraduate, and Sustaining Members of AHDI in good standing shall be eligible to serve on and be appointed as committee chairs.

Section 5. Voting/Quorum

A majority of the committee members of a committee shall constitute a quorum. Each committee member shall have one (1) vote. Cumulative voting shall not be allowed. There shall be no voting by proxy.

Section 6. Nominating Committee

(a) At least ninety (90) days prior to the election, the Board of Directors shall name a Nominating Committee which shall solicit candidates for vacancies.

(b) The Nominating Committee shall be comprised of (at least) one (1) Director and not more than four (4) other Individual Professional, Student, Postgraduate, or Sustaining Members in good standing, who have been chosen to provide reasonably broad representation of membership. The President is not a member of the Nominating Committee. The Nominating Committee will attempt to consider a broad range of candidates from different practice modes and perspectives and shall nominate at least one (1) candidate for each vacancy occurring on the Board of Directors.

Section 7. Bylaws Committee

(a) There shall be a Bylaws Committee comprised of members of the Board of Directors and Individual Professional, Student, Postgraduate, or Sustaining Members of Transcend-AHDI. The Bylaws Committee Chair shall report activities and recommendations of the Committee to the Board of Directors.

(b) The Bylaws Committee shall be responsible for recommending additions, deletions, and/or modifications to Transcend-AHDI bylaws in conformance with the AHDI Model Bylaws and AHDI Policies for Local Chapters and shall submit them to Transcend-AHDI Board of Directors for review.

Article VIII - FINANCES

Section 1. Fiscal Year

The fiscal year of Transcend-AHDI shall be from January 1 through December 31.

Section 2. Dues

The annual dues for each member of Transcend-AHDI shall be determined by the Chapter's Board of Directors.

(a) Dues are set and subject to change upon two-thirds (2/3) vote of the Board of Directors.

(b) Dues shall be paid annually and are not refundable. Transcend-AHDI shall send each member a statement of dues thirty (30) days prior to the due date, and the amount shown on such statement shall be paid within forty-five (45) days after the date of the statement. Any member who fails to pay dues within such forty-five (45)-day period

shall be delinquent. The delinquency notice shall contain a statement that if the dues are not paid within fifteen (15) days from the date of the notice, the membership of such member shall lapse.

(c) The dues of the Chapter shall include the subscription fee for any Chapter periodical.

Section 3. Assessments, Method of Collection

Special assessments, in addition to annual dues, may be levied for a specific purpose by the Chapter. Method of collection will be determined at the time the assessment is considered and approved.

Section 4. Federal Tax Exemption

(Note: The IRS provides an annual opportunity for the Chapter to apply for inclusion under AHDI's group tax exemption. This section applies only if the Chapter is included in AHDI's Federal group tax exemption.)

To maintain Federal group tax exemption status Transcend-AHDI will remain in compliance with all IRS eligibility and filing requirements.

Article IX - DISSOLUTION

(a) Transcend-AHDI will dissolve upon majority vote by mail of Voting AHDI members who are members of Transcend-AHDI and after notifying the AHDI Board of Directors.

(b) Within thirty (30) days following the vote to dissolve, final property and equipment inventories and financial audits shall be done.

(c) After financial obligations have been paid, remaining assets, including property, equipment, monies, copies of audits, and proof of financial account closures, shall be donated to an AHDI State/Regional Association or other AHDI Local Chapter, where it shall become the property of the State/Regional Association or Local Chapter, or forwarded to AHDI Administrative Office and shall become the property of AHDI. The disposition of said assets shall be determined by vote of the remaining Voting Members of the Local Chapter at the time of dissolution.

Article X - LOSS OF RECOGNITION

(a) A Chapter that fails to abide by the policies and goals of AHDI as set forth in their petition for AHDI recognition or fail to pay any special assessments levied by AHDI may have recognition as a Chapter revoked by the AHDI Board of Directors.

(b) The AHDI President shall first notify Transcend-AHDI of noncompliance and establish a date by which Transcend-AHDI shall submit satisfactory proof of compliance. Failure to respond by the established date will result in withdrawal of recognition of Transcend-AHDI at the direction of the AHDI Board of Directors. All rights and privileges of Transcend-AHDI will be forfeited.

(c) After financial obligations have been paid, remaining assets, including property, equipment, monies, copies of audits, and proof of financial account closures, shall be donated to an AHDI State/Regional Association or other AHDI Local Chapter, where it shall become the property of the State/Regional Association or Local Chapter, or forwarded to AHDI Administrative Office and shall become the property of AHDI. The disposition of said assets shall be determined by vote of the remaining Voting Members of the Local Chapter at the time of loss of recognition.

Article XI - BYLAWS AND AMENDMENTS

Within one (1) year of recognition as a Chapter, these Bylaws and any amendments thereto, shall be submitted to AHDI. Following acceptance of the proposed bylaws or amendments thereto by the AHDI Board of Directors, the Voting Members of Transcend-AHDI may adopt, amend, repeal, or add new bylaws by two-thirds (2/3) vote of Voting Members of Transcend-AHDI eligible to vote.

Article XII - PARLIAMENTARY AUTHORITY

Except as otherwise provided for in the Bylaws and the Articles of Incorporation in respect to meetings, elections, and procedural matters, Robert's Rules of Order, Newly Revised, are hereby adopted and govern in respect to meetings, elections, and procedural matters, unless for a given matter the President shall rule that strict adherence is not feasible.