



AIRA
AMERICAN IMMUNIZATION
REGISTRY ASSOCIATION

Proposed AIRA Bylaws

UPDATED MAY 2019

Bylaws

Revised May 2019

ARTICLE I

Name and Organization

Section 1: Name

The name of this corporation is the American Immunization Registry Association (hereinafter referred to as Association).

Section 2: Incorporation

The Association is organized as a non-profit corporation under the laws of the State of Delaware.

Section 3: Location

The Association shall maintain an office in a place determined by the Board, which is not required to be in the state of Delaware. The Association shall have a registered agent as required by law.

Section 4: Registered Office

The registered office of the Association in the State of Delaware shall be Corporation Service Company, 251 Little Falls Drive, Wilmington, DE, 19808 or in such other location as the Board may from time to time determine or the business of the Association may require.

Section 5: Other Offices

The Association shall also have and maintain an office or principal place of business at such place as may be fixed by the Board, and may also have offices at such other places, both within and without the State of Delaware, as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II

Purpose

Section 1: IRC Section 501 (C) (3) Purposes

The Association is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

Section 2: General Objectives & Purposes

The Association is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware General Corporation Law (the "Act"), and such other laws governing not-for-profit, Delaware corporations

exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code").

Section 3: Specific Objectives & Purposes

The charitable purposes of the Association are to support and promote the development, implementation and interoperability of immunization information systems.

ARTICLE III

Members

Section 1: Membership Criteria and Categories

Criteria for membership and membership categories shall be determined by the Board.

Each member must agree to support the mission, vision and values of the Association. No person, otherwise qualified for membership, shall be denied membership on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status, or political affiliation.

Section 2: Voting and Non-voting Members

The Association shall have both voting and non-voting members. The number of voting members, if any, in each membership category will be determined by the Board.

Section 3: Annual Meeting

An Annual Meeting of the membership shall be held in-person or via electronic communication, with the date, time and place to be determined by the Board. Notice of the Annual Meeting shall be mailed or emailed to every member of the Association at least 30 days before the meeting.

Section 4: Quorum

One third of the voting members shall be present or represented by proxy at any meeting in order to constitute a quorum for transaction of business at all membership meetings.

Section 5: Manner of Acting

Each voting member shall have one vote on all matters submitted to the members for approval. The act of a majority of members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.

ARTICLE IV

Directors

Section 1: Number of Directors

The Board shall consist of such number of Directors as the Board shall determine from time to time, provided that such number shall not be less than five or more than fifteen.

Section 2: Director Terms

The Directors shall have staggered terms of two years in length such that the terms of no

more than half the directors end simultaneously, as established by the Board.
Directors may not serve more than two consecutive terms as a Director unless there is a break of at least one year.

ARTICLE V

Officers

Section 1: Number of Officers

The Association shall have such officers with such titles and duties as shall be established by the Board. All officers are directors and voting members of the Board.

The Officers of the Association shall initially be as follows:

1. President who presides over the full membership meetings of the Association and all meetings of the Board and Executive Committee.
2. President Elect who assists the President and assumes the responsibilities of the President during a planned or unplanned absence or after the resignation of the President.
3. Secretary who has the duty to oversee the recordings of the proceedings of the meetings of the members, Board and Executive Committee.
4. Treasurer who has responsibility for oversight of all fiscal activities of the Association and who shall report to the Board on fiscal matters.

Section 2: Officer Terms

The President shall be elected to a term of two years; serving one year as President Elect, followed by one year as President. The President Elect becomes the President at the end of his/her one-year term as President Elect. All other officers shall be elected to a term of two years.

If a Director is elected to an Officer position, his/her term as a Director ends and a new term as an Officer begins.

ARTICLE VI

Board

Section 1: Composition of the Board

The Board shall consist of the Directors (both voting and non-voting) and Officers.

Section 2: General Powers

The property, affairs and business of the Association shall be managed and controlled by its Board. Except as prohibited by statute or by the Certificate of Incorporation, the Board may delegate such powers to an Executive Director and to committees.

Section 3: Eligibility Criteria for Directors and Officers

The Board may establish eligibility criteria for serving as a Director and Officer of the

104 Board.

105 Section 4: Slate of Candidates

106 Voting members of the Association may make nominations for Director candidates in a
107 manner set forth by the board.

108 Section 5: Election of Directors

109 The Board shall annually set an election date for open positions of the Directors which date
110 shall coincide with the annual meeting of members. The election may occur by mail, by
111 electronic means, or by balloting, as determined by the Board.

112 Section 6: Member Voting to Elect Board Members

113 A quorum of members must be present at the annual meeting (in person, through
114 electronic means, or by proxy) for a vote to take place. Directors shall be elected by a
115 plurality of these votes.

116 Section 7: Election of Officers

117 The Board shall elect the Officers. The Board shall annually set an election date for open
118 Officer positions. The election may occur by electronic means, or by balloting, as
119 determined by the Board.

120 Section 8: Vacancies

121 With the exception of the President, and any new director positions created by the Board,
122 any vacancy in the President-Elect, Treasurer or Secretary roles may be filled by a majority
123 approval of the remaining Directors on the Board, even if less than a quorum. A vacancy
124 created by resignation that is effective at a future date may be filled by a majority approval
125 of Directors then in office, including the resigning Director. A Director or Officer selected to
126 fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office.

127 A vacancy in any new director positions created by the Board must be filled according to
128 the candidate eligibility criteria, nomination process and election as described in this
129 Article.

130 A vacancy in the President role must be filled by the President-Elect, who will serve the
131 remaining, unexpired term of his or her predecessor in office. At the end of that term, s/he
132 will begin and serve a new term as President, per Article V, Section 2.

133 Section 9: Attendance, Resignations, Removal

134 Any member of the Board choosing to resign must submit a written resignation to the
135 Executive Committee.

136 The Board can remove a member of the Board:

- 137 1. For missing three consecutive Board meetings for any unexcused reason.
- 138 2. Without cause in the event the Board feels it is in the best interest of the
- 139 Association.

140 Section 10: Meetings

141 The Board may provide by resolution the time and place for holding annual membership
142 meetings and regular meetings of the Board. Both voting and non-voting Directors may
143 attend board meetings.

144 Section 11: Special Meetings

145 Special meetings of the Board may be called by the president, the Board or the Executive
146 Committee.

147 Section 12: Notice

148 Notice of any meeting of the Board shall be sent to each member of the Board by either
149 electronic mail or other mode of written transmittal, not less than 10 days before the time
150 set for such a meeting, and must include the time, date, and place of such meeting. Any
151 member of the Board may waive notice of any meeting before, at, or after such meeting.

152 Section 13: Quorum

153 A presence of a majority of the voting members of the Board in office shall constitute a
154 quorum for the transaction of business at any meeting of the Board.

155 Section 14: Manner of Acting

156 The act of a majority of the voting members of the Board shall be the act of the Board,
157 except as otherwise provided by law or by these Bylaws.

158 Section 15: Actions by Written Consent

159 Any action required or permitted to be taken at any meeting of the Board may be taken
160 without a meeting if all voting members of the Board consent thereto in writing, or by
161 electronic transmission. The writing or writings or electronic transmission or transmissions
162 must be filed with the minutes of proceedings of the Board. Such filing shall be in paper
163 form if the minutes are maintained in paper form and shall be in electronic form if the
164 minutes are maintained in electronic form.

165 Section 16: Teleconferencing

166 Meetings of the Board may be conducted by conference call, teleconference, or other
167 electronic means, as permitted by law, provided that all persons can communicate with
168 one another, and all persons are otherwise able to fully participate in the meeting. Votes of
169 the members of the Board received in such manner shall have the same force and effect as
170 votes at a meeting at which the members of the Board are physically congregated.

171 ARTICLE VII

172 Executive Committee

173 Section 1: Creation

174 The board may appoint an Executive Committee of the Association. In the event that the
175 Board appoints an Executive Committee, it shall adhere to the rules and powers articulated
176 in this Article.

177 Section 2: Members and Chair

178 The Executive Committee shall be composed of the President, President-Elect, Treasurer
179 and Secretary. The President shall chair the Executive Committee. All four members have
180 voting rights.

181 Section 3: Powers

182 The Executive Committee shall ensure the work of the board is completed. The Executive
183 Committee shall implement the policies of the Association and ensure the objectives and
184 goals of the Association's strategic plan are addressed and monitored.

185 Responsibilities of the Executive Committee include, but are not limited to:

- 186 1. Acting for the board between board meetings, as needed.
187 2. Responding in times of emergency.
188 3. Supporting the Executive Director.

189 All actions taken between Board meetings shall be submitted for approval at the next
190 earliest Board meeting. Activities of the Executive Committee shall be reported to the
191 Board.

192 Section 4: Meetings

193 Meetings may be called at the discretion of the President.

194 Section 5: Notice of Meetings

195 At least 24 hours advance notice of a meeting must be given to all members of the
196 Executive Committee.

197 Section 6: Quorum

198 A majority of the members of the Executive Committee constitutes a quorum for the
199 transaction of business.

200 Section 7: Manner of Action

201 The act of a majority of the members of the Executive Committee present at any meeting at
202 which a quorum is present shall be the act of the Executive Committee.

203 Section 8: Actions by Written Consent

204 Any action required or permitted to be taken at any meeting of the Executive Committee
205 may be taken without a meeting if all members of Executive Committee consent thereto in
206 writing, or by electronic transmission. The writing or writings or electronic transmission or
207 transmissions must be filed with the minutes of proceedings of the committee. Such filing
208 shall be in paper form if the minutes are maintained in paper form and shall be in
209 electronic form if the minutes are maintained in electronic form.

210 Section 9: Teleconferencing

211 Meetings of the Executive Committee may be conducted by conference call,
212 teleconference, or other electronic means, as permitted by law, provided that all persons
213 can communicate with one another, and all persons are otherwise able to fully participate

in the meeting. Votes of the members Executive Committee received in such manner shall have the same force and effect as votes at a meeting at which the members of the Executive Committee are physically congregated.

Section 10: Prohibited Actions

Anything in this Article to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board:

1. Make, alter or repeal any bylaw of the Association;
2. Elect or appoint any member or director, or remove any officer, director or member of the Association;
3. Submit to Association members any action that requires members' approval; or
4. Amend or repeal any resolution previously adopted by the Board.

ARTICLE VIII

Other Committees

Section 1: Creation

The Board may, by resolution or resolutions, designate one or more committees, workgroups, advisory groups, or task forces in addition to the Executive Committee. The Board shall determine and set forth in such resolution or resolutions, the duties, powers, and authority in the management of the business of the association.

Section 2: Membership

The Board shall establish criteria for membership in each committee, workgroup, advisory group, or task force through approval of a charter for each except the Executive Committee. Members shall be chosen and removed in the manner set forth in the charter for each committee. Each committee shall determine the voting eligibility of its members.

Section 3: Committee Charter

The Board shall approve a charter for each committee, workgroup, advisory group, or task force, except as otherwise provided in these bylaws. These charters will be consistent in structure across the committees and include the purpose or mission, responsibilities, type of committee, number and criteria for qualifications of the chair(s), delegation of authority, membership, procedures, and prohibited actions. The Board may revoke a charter at any time.

Section 4: Prohibited Actions

Anything in this Article to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board:

1. Make, alter or repeal any bylaw of the Association;
2. Elect or appoint any member or director, or remove any officer, director or member of the Association;
3. Submit to Association members any action that requires members' approval; or
4. Amend or repeal any resolution previously adopted by the Board.

ARTICLE IX

Indemnification

The Association shall indemnify to the full extent authorized or permitted by the laws of the State of Delaware as now in effect or as hereafter amended, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee or agent of the corporation or serves any other enterprise as such at the request of the Association and advance such person's related expenses. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, the executors and administrators of such a person.

ARTICLE X

Liability

A member of the Board of the Association shall not be personally liable to the Association or its members for monetary damages for any action taken unless the member of the Board has breached or failed to perform the duties of his/her office under the Delaware Nonprofit Corporation Law or the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE XI

Tax Exemption Provisions

Section 1: Limitations on Activities

No substantial part of the activities of the Association shall be the carrying out of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2: Prohibition against Private Inurement

No part of the net earnings of the Association shall inure to the benefit of or be distributed to its Officers, Directors, or members. However, the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein stated.

283 ARTICLE XII

284 Amendments

285 Section 1: Proposed Amendment Process

286 The Board shall determine the process for members submitting proposed amendments to
287 the bylaws.

288 Section 2: Amendment by Voting Members

289 These bylaws may be amended by a majority of the voting members.

290 Section 3: Notice

291 A copy of the proposed amendments shall be sent to the voting members at least thirty
292 (30) days prior to the mail or electronic vote.

293 Section 4: Amendment by Board for Minor Errors

294 The Board can correct article and section designations, punctuation, typographical errors,
295 and cross-references in these Bylaws. Member approval will not be required for these
296 types of minor changes. The Board shall not otherwise alter the content of these bylaws
297 without member approval.

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