



AIRA

AMERICAN IMMUNIZATION
REGISTRY ASSOCIATION

AIRA Bylaws

Effective July 1, 2019
Updated August 2020

Bylaws

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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 outside 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 and 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 and 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 or 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 or 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

Board.

Section 4: Slate of Candidates

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

Section 5: Election of Directors

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

Section 6: Member Voting to Elect Board Members

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

Section 7: Election of Officers

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

Section 8: Vacancies

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

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

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

Section 9: Attendance, Resignations, Removal

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

The Board can remove a member of the Board:

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

Section 10: Meetings

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

Section 11: Special Meetings

Special meetings of the Board may be called by the President, the Board, or the Executive Committee.

Section 12: Notice

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

Section 13: Quorum

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

Section 14: Manner of Acting

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

Section 15: Actions by Written Consent

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

Section 16: Teleconferencing

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

ARTICLE VII

Executive Committee

Section 1: Creation

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

Section 2: Members and Chair

The Executive Committee may be composed of the President, President-Elect, Treasurer, Secretary and any other Officer(s) elected by the Board. The President shall chair the Executive Committee. All members have voting rights.

Section 3: Powers

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

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

1. Acting for the Board between Board meetings as needed
2. Responding in times of emergency
3. Supporting the Executive Director

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

Section 4: Meetings

Meetings may be called at the discretion of the President.

Section 5: Notice of Meetings

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

Section 6: Quorum

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

Section 7: Manner of Action

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

Section 8: Actions by Written Consent

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

Section 9: Teleconferencing

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

in the meeting. Votes of the Executive Committee members 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
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
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 shall 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 the 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 or 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.

ARTICLE XII

Amendments

Section 1: Proposed Amendment Process

The Board shall determine the process for members to submit proposed amendments to the bylaws.

Section 2: Amendment by Voting Members

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

Section 3: Notice

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

Section 4: Amendment by Board for Minor Errors

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