



AIRA

AMERICAN IMMUNIZATION
REGISTRY ASSOCIATION

Operational Plan

Effective April 20, 2020

OPERATIONAL PLAN

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OVERVIEW

This document is a companion to the American Immunization Registry Association (AIRA, also referred to as Association) Bylaws. It spells out details and relevant processes as permitted or required by the Bylaws. At a minimum, the Association Board will review this plan at least every other year, update it as needed, and vote on whether to approve it or not. The Operational Plan is also available to all Association members.

Location

AIRA is a virtual workplace with employees who work remotely. It maintains a physical address where all mail is directed. Currently, its address is 1155 F Street NW, Suite 1050, Washington D.C., 20004. AIRA may change this address as needed.

MEMBERS

Dues

Membership dues will be determined by the Board. In the absence of any changes which are brought before the Board for approval, the Board will review the pricing structure and amounts every three years to assess whether they align with AIRA's value.

Membership Categories, Criteria, and Voting Rights

The following are the membership categories, dues, and voting rights for Association members:

IIS are local, state, and territorial public health agencies that operate an IIS, including those that receive CDC funding for an IIS. The annual dues for an IIS are \$1,995. An IIS is allowed to designate up to three voting members.

An **IIS Implementer** is a for-profit organization specializing in developing, supporting, or maintaining software designed for use in an IIS. An IIS Implementer may choose one of five packages with annual dues of \$5,000, \$10,000, \$15,000, \$25,000, or a custom amount. An IIS Implementer may designate up to three voting members.

A **Nonprofit Member** is a nonprofit organization. The annual dues for a nonprofit organization are \$495. A Nonprofit Member may designate up to three voting members.

An **Individual Member** is an individual associated with an organization that is within the IIS community; or an IIS Implementer that has fewer than three

employees; or any other individual who is not associated with a for-profit organization. The annual dues for an individual are \$295. An Individual Member is designated one vote.

A **Supporting Member** is a for-profit organization. A Supporting Member must choose one of five dues and benefits packages: annual dues of \$5,000, \$10,000, \$15,000, \$25,000, or a custom amount. A Supporting Member is not allowed to vote.

A **Reciprocal Member** is a nonprofit or government organization that exchanges membership in its organization for membership in AIRA's organization. There are no annual dues levied on either organization. A Reciprocal Member is not allowed to vote.

AIRA bestows a **Lifetime membership** on an individual within the IIS community who was previously associated with an organization that is within the IIS community, an IIS Implementer, or a Nonprofit Member or who was or is a consultant in the community. This includes AIRA Board Presidents who have completed their terms. There are no annual dues for a Lifetime Member. A Lifetime Member is not allowed to vote.

Benefits

All Association member benefits are described on the AIRA website. Benefits for IIS, Nonprofits and Individual Members can be found [here](#). Benefits for IIS Implementers and Supporting Members vary by participation level and are described [here](#). All shall be reviewed by the Board whenever the Board reviews membership dues.

Requirements and Privileges

Both voting and non-voting Association members may participate in all activities of the Association. Only voting Association members may serve on the Board.

Application Process

In order to become a member of the Association, membership candidates must complete the [enrollment form](#) provided on the AIRA website along with current dues payment. They must agree to support the mission and goals of the Association through active participation in the Association.

Notification and Effective Date for Membership Changes

Annual enrollment begins in July. Membership runs from October 1 through September 30. The Association membership will be informed of all changes to the membership categories and membership dues prior to the annual enrollment period for membership. Membership changes will take effect only after notification of the membership. There is no proration of dues.

Grace Period for Membership

Unforeseen challenges, such as mail delays, bureaucracy, and staff turnover, can delay a timely membership renewal. AIRA offers its members a 60-day renewal grace period following the September 30 expiration date. This allows members to continue to receive member benefits (such as access to the members-only portion of the website) until November 30. After November 30, non-renewing past members will no longer receive AIRA benefits.

Suspension or Expulsion of Association Members

1. The Association Board shall determine if continued membership in the Association would be detrimental to the Association and may suspend or expel a member from the Association at its discretion by a majority vote of the Board.
2. The Association Board must communicate in writing a notice of the suspension or expulsion within 14 days of such a decision to the member.
3. If a member who is expelled under this rule wishes to appeal the suspension or expulsion, the member shall give notice to the AIRA Board President of his/her intention to do so within 14 days of the notice of suspension.
4. The member's appeal will be heard by the Association Board within 60 days of the notice.
5. A member's dues are not refundable if the member is suspended or expelled.

Reinstatement

A former member who has been suspended or expelled or whose resignation has been accepted by the Association Board may be reinstated by the Association Board upon his/her submission of an application in a manner prescribed by the Association Board accompanied by the current year's dues. A former member whose dues have lapsed may be reinstated following the member's submission of a completed enrollment form along with current dues payment.

Annual Meeting

An Annual Meeting of Association members will be held in August at a date, place, and time determined by the Board.

Notice of the Annual Meeting of Association members shall be emailed to every member of the Association at least 30 days before the meeting and will include the time, date, and place of the meeting.

DIRECTORS

Number of Directors

The number of Directors shall not be less than five or more than fifteen. Within the total number, Nonprofit Members, Individual Members and IIS Implementers (i.e., non-IIS voting

members) shall comprise no more than twenty percent (20%) of the full Board. The Board will review these numbers annually and can change them within the range stated in the Bylaws.

Duties of the Board

The Board will carry out business of the Association per the Bylaws and adhere to the Association's Conflict of Interest Policy.

Duties of the Board shall include but not be limited to:

1. Conduct Association business consistent with the Bylaws and good business practices.
2. Ensure all Board members sign a Conflict of Interest Statement.
3. Set the strategic direction of the Association.
4. Hire, set the salary of, and manage an Executive Director to whom the responsibility for the administration of the Association has been delegated.
5. Assess and provide a performance appraisal for the Executive Director no less than once per year.
6. Establish all committees of the Board (in addition to the Executive Committee, which is established in the Bylaws) and committee chairs.
7. Review and, when needed, appoint new committee chairs.
8. Ensure oversight for Association budget and financial responsibilities.
9. Oversee and ensure the completion and filing of all financial and legal documents including, but not limited to, annual audits, 990 forms, and articles of incorporation.
10. Enter into agreements with individuals, agencies, or organizations as necessary to carry out Association business and activities.
11. Make regular reports to the membership concerning actions taken by the Board and the fiscal status of the Association.
12. Meet as stated in accordance with the Bylaws.
13. Establish annual membership dues.
14. Review and act upon all membership applications, or delegate that authority by resolution to the appropriate committee.

Term Limits

The voting members of the Association elect the Directors for staggered terms of two years in length such that half of the Directors will be elected every year.

Directors may not serve more than two terms as a Director unless there is a break of at least one year. If a Director is elected to an Officer position, his/her preceding term(s) as

Director shall not apply to the term limit.

Nomination Criteria: All Directors

The Governance Committee recommends nomination criteria for Directors to the Board. The Board votes on the criteria. The Governance Committee also recommends desired leadership qualities, skill sets, and experience for each Director role. The Board votes on those, as well.

Currently, all Director candidates for the Association Board must be associated with a paid [AIRA IIS Member](#) organization. Individuals from Supporting Members are not permitted to serve on the Board. No more than twenty percent (20%) of the total board shall be comprised of Individual Members, Nonprofit Members, and IIS Implementers.

As of March 16, 2020, all Directors have voting rights.

OFFICERS

Number of Officers

There are currently five Officers of the Board. The Board will review this number annually and may add Officer roles if it deems necessary.

Duties of Officers

President

The President shall preside over the full membership meetings of the Association and all meetings of the Board and Executive Committee. The President shall oversee the affairs of the Association. The President shall be the spokesperson for all public statements on matters relating to the Association. The President may delegate responsibility for making public statements on specific issues to other members of the Board or the Association's Executive Director. The President chairs the Executive Committee.

President-Elect

The President-Elect shall assist the President and assume the responsibilities of the President during the absence of the President. Upon an unplanned absence or resignation of the President, the President-Elect will automatically assume the duties and responsibilities of the President.

Secretary

The Secretary is responsible for assuring that all minutes of Board and Executive Committee meetings are appropriately recorded and kept on file in the offices of the Association and will be responsible for the archives of the Association.

Treasurer

The Treasurer shall be responsible for oversight of all fiscal activities of the Association and shall report on fiscal matters. The Treasurer will have primary responsibility for preparing and presenting the budget and the monthly financial reports to the Executive Committee and to the Board.

Governance Chair

The Governance Chair shall lead the Governance Committee. He/she will report recommendations from the Governance Committee to the Board. The term for the Governance Chair shall be voted upon annually.

Officer Term Limits

The Board elects the President-Elect, Treasurer, Secretary, and Governance Chair. Annually, the Board shall elect the President-Elect to a term of one year. At the end of his/her one-year term, the President-Elect becomes the President of the Association. The Board shall elect the Governance Chair to a term of one year. The Board shall elect the Treasurer to a term of two years during the even years. The Board shall elect the Secretary to a term of two years during the odd years.

If a Director is elected to an Officer position, his/her preceding term(s) as Director shall not apply to the term limit.

Additional Guidance for Officer Terms

1. A Director may be elected as President for two consecutive terms but no more than that. He/she may be elected as President again after a break of one year.
2. An Officer may be a Director again. An individual may serve two Director terms, then be an Officer, and then be a Director again.
3. An individual may serve two Officer positions consecutively but no more than that. The individual then must take a break of one year before being elected as an Officer again.

Nomination Criteria: All Officers

The Governance Committee recommends nomination criteria for each Officer to the Board. The Board votes on the criteria. Currently, the following nomination criteria apply to all Officer candidates for the Association Board:

1. A nominee must be associated with a paid [AIRA IIS Member](#) organization. Individuals from Supporting Members are not permitted to serve on the Board.
2. A nominee must have the ability to act in accordance with legal standards:
 - Duty of Care: Stay informed and ask questions
 - Duty of Loyalty: Show undivided allegiance to the organization's welfare
 - Duty of Obedience: Stay faithful to the organization's mission

The Governance Committee also recommends desired leadership qualities, skill sets, and experience for each Officer role. The Board votes on those, as well.

Additional Nomination Criteria: President-Elect

In addition to the nomination criteria listed above, the following criteria also apply to all President-Elect candidates:

1. No President-Elect candidate may be involved in the profit, development, or sale of IIS software, products, or services.

2. A nominee must have participated on an AIRA committee or workgroup for a minimum of one year prior to the beginning of the term for which he/she is nominated.
3. A nominee must have served at least one term as a Director on the AIRA Board prior to the beginning of the term for which he/she is nominated.

Additional Nomination Criteria: Secretary

In addition to the nomination criteria listed above for all officers, the following criteria also apply to all Secretary candidates:

1. A nominee must have served at least one year as a Director on the AIRA Board prior to the beginning of the term for which he/she is nominated.
2. A nominee must have participated on an AIRA committee or workgroup.

Additional Nomination Criteria: Treasurer

In addition to the nomination criteria listed above for all Officers, the following criteria also apply to all Treasurer candidates:

1. A nominee must have served at least one year as a Director on the AIRA Board prior to the beginning of the term for which he/she is nominated.
2. A nominee must have participated on an AIRA committee or workgroup.
3. A nominee should have prior fiduciary experience, such as budget oversight and management, financial reporting, contracting, etc.

Additional Nomination Criteria: Governance Chair

In addition to the nomination criteria listed above for all Officers, the following criteria also apply to all Governance Chair candidates:

1. A nominee must have participated on an AIRA committee or workgroup for a minimum of one year prior to the beginning of the term for which he/she is nominated.
2. A nominee must have served at least one term as a Director on the AIRA Board prior to the beginning of the term for which he/she is nominated.

ELECTION PROCESS

General

The Association membership elects the Directors of the Association. A quorum (i.e., one third) of the Association membership is needed for a vote to occur. The Board elects the Officers of the Association and fills vacancies as needed.

Slate of Candidates

Annually, the Governance Committee is responsible for creating a slate of consenting and eligible candidates to fill Director and Officer vacancies. The voting members of the Association can submit nominations to the Governance Committee by completing a nomination form. These nominations must be submitted in a designated manner at least 30 days prior to the election of new Directors. The slate of eligible candidates must be

submitted to the Board of Directors for approval before being sent to the membership for a vote. Candidates on the Board-approved slate shall be included on the ballot, which shall be sent in writing to all voting members at least 14 days prior to election.

Member Voting to Elect Directors

Candidate information is compiled and posted on the AIRA website. An Election Ballot is created in Survey Monkey or a similar service and sent to current voting Association members along with a deadline by which they must submit their vote. The service must be able to correlate individual email addresses with individual voting members. Each voting Association member may cast one vote for each open position. All voting will be considered complete by the deadline established. If a quorum of the Association membership does not participate in the vote, the votes cast do not count, and the Board may fill the vacancies.

In the event of a tie, the AIRA Board will determine how the winning candidate will be selected. The election results will be announced to the membership in writing. "In writing" includes by mail as well as by email or other electronic communication means.

Certifying and Recording the Election Results

The Secretary must record the following in a certificate:

"The undersigned, the duly appointed Secretary of the American Immunization Registry Association, does hereby certify:"

Then list, in an enumerated form:

1. The date and time of the meeting [e.g., "The 2019 Annual Meeting of the Members was held at [Location] on [Date] at [Time]."]
2. Describe the vote: [e.g., "The votes taken at the annual meeting concerned proposals to elect [#] directors of the Corporation."]
3. The number of members present in person
4. The number of members represented by proxy (electronically)
5. Confirmation that a quorum was present [e.g., "I counted all of the Members present in person or represented by proxy at the meeting. I found that there were, present in person or represented by proxy and entitled to vote at the meeting, [#] Members, each entitled to one vote. The total number of Members as of the date of notice of the meeting was [#]. Accordingly, the Members present in person or represented by proxy at the meeting constituted a quorum in accordance with the Bylaws."]
6. Count and tabulation of the votes: [e.g., "I inspected the proxies and found them to be valid and in proper form. I received the votes by the Members by ballot and by proxy, which were tallied as follows: [describe results of all candidates]."]
7. Conclusion [e.g., "Pursuant to the tallies described above, [NAMES OF DIRECTORS] have been elected Directors of the Corporation pursuant to the Bylaws by the Members present in person or represented by proxy at this meeting and entitled to vote."]

Then, the Secretary will sign the certificate: "IN WITNESS WHEREOF, the undersigned has hereby executed this certificate as of this [DATE]."

This certificate will be kept with the minutes from the meeting of the Members.

Board Voting to Elect Officers and Fill Vacancies

Officers (except the President) are elected by a majority vote of the full Board. Results of the vote will be announced to the Association membership in writing 30 days before the Annual Meeting of the Association membership is held.

When the Board deems it necessary, the Board may vote to fill vacancies outside of the annual election. The results will be announced to the Association membership within 14 days of the Board's vote being held. Any individual voted into a vacant position will complete the term of that position.

Meetings

Meetings of the Association membership may be called at the discretion of the Board, during which elections to fill vacancies or to elect individuals to newly established positions may be held.

Meetings of the Association membership 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 Association members received in such manner shall have the same force and effect as votes at a meeting at which the members of the Association members are physically congregated.

Notice of any meeting of Association members shall be emailed to every member of the Association at least 30 days before the meeting and will include the time, date, and place of the meeting.

Resignations

If a Director has a change in eligibility status, he/she shall inform the Board President in writing and be removed automatically from his/her position as a Director or Officer.

Removal

The Board can remove a Director from the Board by a majority vote of the full 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

The Association Board must communicate in writing to the member notice of the expulsion within 14 days of such a decision. The expelled member has 14 days to file a written appeal to the Board President for consideration. The Board must respond to the member within 30 days of the day he/she files the appeal.

Special Board Attendees

The Executive Director of the Association shall attend (as possible) all routinely scheduled Board and Executive Committee meetings but is not a member of the Board and therefore shall not vote. The Executive Director, with the approval of the President, may invite specific Association staff to attend select Board meetings or portions of meetings when appropriate. The President may opt to schedule an ad hoc Board meeting without the Executive Director or other Association staff if circumstances warrant. The Board may also invite special advisors to attend select Board meetings as well as committee chairs who may be asked to report on the activities of their committees.

Advisory Council

The role of an Advisory Council is to share expertise on an issue or topic and/or to help the Board achieve a particular goal. The Board may establish an Advisory Council and select members according to specific membership criteria. The Board must articulate how it will seek and use information gained from the Advisory Council.

BOARD COMMITTEES

Committee Creation

Board committees take on ongoing policy and strategic work and prepare the board for decision making (e.g., a finance committee ensures that the board has the information it needs to monitor the organization's financial health and safeguard its assets). Committees do not make organizational decisions. Each committee created, excluding the Executive Committee, must draft a charter and specify the following:

- Committee mission/charge
- Number of chair/co-chairs of the committee and criteria for qualifications
- The termination date for the committee
- Committee membership criteria, including term limits, if any
- Who can vote, quorum, and manner of action
- Number of committee members
- How to handle vacancies
- Prohibited actions

All charters shall be approved by the Board and reviewed at least every other year. All committees must report their work at Board meetings in the manner prescribed by the Board.

An example of a committee is the Governance Committee.

Prohibited Actions

No committee shall have authority to authorize or take actions which are reserved to the Board by Delaware law, the Articles of Incorporation, or the Bylaws.

Removal of Committee Members

The Board can remove a chair, co-chair, or member of a committee by a majority vote:

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

The committee will notify a member of his/her removal in writing within 24 business hours of the vote.

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall guide the Association in day-to-day activities and meetings and shall govern the procedure of the Association in cases of dispute, in all situations to which they are applicable, and when they are not inconsistent with the laws of the state of Delaware, the Articles of Incorporation, or the Bylaws.