

AIRA BYLAWS
Approved by Board of Directors 8-26-09

ARTICLE I
Name and Organization

Section 1. Name:

The name of this corporation is 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 name and address of the Registered Agent is: Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808. The principal office of the Association shall be in such a locality as determined by the Board of Directors. The Association may also have offices at such other places apart from the main office, or both, as the Board of Directors from time to time may designate.

Section 4. Restrictions:

The Association is not, nor shall it ever become, a trade union or collective bargaining agency. No person, otherwise qualified for membership, shall be denied membership because of race, religion, sex, origin or political affiliation.

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. 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.

ARTICLE II
Purpose

Vision: A healthy, fully immunized community supported by the electronic sharing of information.

Mission: The American Immunization Registry Association (AIRA) is an organization whose mission is to promote the electronic use, tracking and sharing of complete immunization records for people of all ages.

Purpose /Value statement: The purpose of the American Immunization Registry Association (AIRA) is to support and promote the development, implementation and interoperability of Immunization Information Systems through partnerships, peer and professional education/training, and resource development. AIRA values the voluntary and collaborative interaction of all of its

members and interested others to develop the electronic health care infrastructure necessary to prevent and control vaccine preventable diseases.

ARTICLE III

Seals

The corporate seal shall have inscribed thereon the American Immunization Registry Association, year of organization, "Corporate Seal", state of incorporation.

ARTICLE IV

Members

Section 1. Membership Categories:

The types of membership categories for participation in the American Immunization Registry Association (AIRA) shall be determined by the Executive Committee of the Board of Directors, and with approval by the full Board of Directors. Membership dues/fees as well as the number of voting members in each category will also be determined by the Executive Committee of the Board and with approval by the full Board of Directors. The AIRA membership will be informed of all changes to the membership categories and/or membership dues/fees prior to the Annual Enrollment period for membership. Membership changes will take effect only after notification of the membership and only at the start of a new membership year cycle.

Section 2. Requirements and Privileges:

The Association shall have both voting and non-voting members. The number of voting members is determined by the type and level of each membership category. Eligible members may vote and participate in all activities of the Association including holding office on the Board of Directors. Eligibility is determined by type of membership held. Non-voting members may serve on committees, participate in Association activities but may not hold office on the Board of Directors nor chair a Standing Committee of the Association. All members must pay annual dues in the amounts set by the Board of Directors unless otherwise noted. Failure to do so may result in loss of active membership status, including all voting and other participant privileges.

Section 3. Application Process:

In order to become a member of the Association, membership candidates must submit a completed application form provided by the Association along with current dues payment and agree to support the mission and goals of the organization through active participation in the Association. Membership shall be renewed on an annual basis. The Annual Enrollment period for membership shall be determined by the Board of Directors and communicated to the membership.

Section 4. Reinstatement:

A former member whose resignation has been accepted by AIRA or whose membership has been forfeited for nonpayment of dues may be reinstated upon submission of an application in a manner prescribed by the Board of Directors accompanied by the current year's dues.

Section 5. Suspension or expulsion of members of Association:

- 1) The Board of Directors 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.
- 2) The Board of Directors must communicate in writing to the member notice of the suspension or expulsion within 14 days of such a decision.

- 3) If a member who is expelled under this rule wishes to appeal against the suspension or expulsion, the member shall give notice to the President of their intention to do so within 14 days of the notice of suspension.
- 4) The member's appeal will be heard by the Board of Directors within 60 days of this notice.

Section 6. Annual Meeting:

An Annual Meeting of the membership shall be held in-person, via conference call or other two-way communication modality, with the date to be determined by the Board of Directors. Notice of the Annual Meeting shall be mailed or emailed to every member of the Association at least 30 days before the meeting.

ARTICLE V OFFICERS AND DIRECTORS

Section 1. Elected Officers:

The voting members of the Association elect officers. The officers of the Association shall be a President, President Elect, Immediate Past President (or Vice President should this position be vacant), Secretary, and Treasurer. The President, President Elect, and Immediate Past President (or Vice President) shall serve one year terms. The President Elect automatically becomes the President at the expiration of the President's term, and the President becomes the Immediate Past President at the end of his/her term as President. The Secretary and Treasurer shall each serve a two-year term. Officers may not serve more than two terms in the same office, unless there is a break of at least one year between terms.

Section 2. Duties of Officers:

- 1) The President shall preside over the full membership meetings of the association and all meetings of the Board of Directors 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.
- 2) The President-Elect shall assist the President, and assume the responsibilities of the President during the absence of the President. The President-Elect shall also chair the Strategic Planning Committee.
- 3) The Secretary is responsible for assuring that all minutes of the 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. The Secretary shall also Chair the Nominating Committee.
- 4) The Treasurer shall be responsible for oversight of all fiscal activities of the Association and shall report on fiscal matters. The Treasurer shall serve as Chair of the Finance Committee.
- 5) The Immediate Past President shall serve as Chair of the Bylaws Committee.

Section 3. Directors:

In addition to the five officers, there shall be up to six voting and two non-voting directors who constitute the Board of Directors of the Organization. The voting members of the Association elect both the voting and non-voting directors for staggered terms of two years in length. The two non-voting directors may represent private, for-profit businesses. 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, the preceding terms as Director shall not apply to the term limit.

Section 4. Vacancies:

In the event of a vacancy in an elected office or director position, the President, with the concurrence of the Executive Committee, may appoint an appropriate member representative to fill such vacancy until the next election. A subsequent vacancy in an appointed position may be filled by Presidential appointment with concurrence of the Executive Committee for the remainder of the established term.

Section 5. Attendance, Resignations, Removal:

- 1) In recognition of the responsibility entailed in serving on the Board of Directors, Board members are expected to participate in Board meetings regularly. If more than three consecutive meetings are missed for any reason, unless temporary and exceptional extenuating circumstance apply, that Board member will be removed by Board vote.
- 2) If an officer or director has a change in their membership category that affects their eligibility for their Board position, they shall inform the Board President and automatically be removed from that position. They may, however, be invited to participate on the Board in a non-voting capacity for the duration of their term if the Board determines, by majority vote, that it is in the best interest of the organization.
- 3) Board members choosing to resign must submit a written resignation to be acted upon by the Board of Directors.
- 4) In the event the Board feels it is in the best interest of the Association, a Board officer or Board director may be removed without cause by a majority vote of the Board of Directors

Section 6. Duties and Responsibilities of the Board of Directors:

The Board of Directors will carry out business of the Association. The Board of Directors shall adhere to the Association's Conflict of Interest Policy. The Board shall have the power to conduct, control, manage and govern the affairs, operations, business, property, and assets of this Association, and to make and enforce such rules of operation in reference thereto as it may deem proper, not inconsistent with the laws of state, the Articles of Incorporation, or the Bylaws of the American Immunization Registry Association, or may delegate any such powers to certain officers or appointees of the Association by resolution at any meeting of the Board of Directors. The Board of Directors, may, at its discretion hire and manage an Executive Director to whom the responsibility for the administration of the organization may be delegated. The Board shall assess and provide a performance appraisal for the Executive Director no less than once per year.

Additional duties that are not in conflict with these bylaws or with other applicable state or federal laws or regulations, may be described in a separate document entitled "Board Roles and Responsibilities", as well as in a Conflict of Interest Policy.

Duties of the board of directors shall include, but not be limited to:

- 1) Conduct Association business consistent with the Bylaws and good business practice.
- 2) Establish all committees and committee Chairs.
- 3) Establish contracts and set the salary of, employ, conduct regular performance review, and/or terminate the Executive Director of the Association
- 4) Enter into agreements with individuals, agencies or organizations as necessary to carry out Association business and activities.
- 5) Meet at least four times a year.
- 6) Establish annual membership dues.
- 7) Assure all Board members sign a Conflict of Interest statement.

- 8) Make regular reports to the membership concerning actions taken by the Board of Directors, and the fiscal status of the Association.
- 9) Review and act upon all membership applications, or delegate that authority by resolution to the appropriate committee.

Section 7. Election of the Board of Directors:

The Board of Directors shall establish eligibility criteria for serving as a director and officer of the Board. Annually, the Nominating Committee shall be responsible for developing a slate of consenting and eligible candidates to fill vacancies on the Board, including officers. The voting members of the Association may also make nominations to the Board. These nominations must be submitted to the Chair of the Nominating Committee at least 30 days prior to the election of new members. The slate of eligible candidates must be submitted to the Board of Directors for approval before being sent to the membership for a vote. Those eligible for election shall be included on the ballot, which shall be sent in writing to all voting members at least 15 days prior to election. Officers and other members of the Board of Directors must be elected by a simple majority of the voting members voting in the election, which may occur by mail, by electronic means, or by balloting during the Annual Meeting of the membership, as determined by the Board. The Board of Directors shall ensure that a neutral party shall tally the ballots. 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.

Section 8. Meetings:

- 1) **Regular Board Meetings.** The Board of Directors shall meet at least four times a year. The Executive Committee shall determine the dates and times of regular Board meetings, including conference calling and any other reasonable means of communication.
- 2) **Special Board Meeting.:** Special Board Meetings may be called by the President with agreement of the Executive Committee, or by request of a majority of all the Board members, voting and non-voting. Notice of specially called Board meetings must be sent to every Board member at least seven days prior to the date of the meeting. If insufficient notice is given, the meeting may be held and business conducted if a quorum of all Board members, voting and non-voting, attend.
- 3) **Board Actions.** All Board Actions shall be recorded by the Secretary, and posted on the Association website and/or distributed in writing to the membership.
- 4) **Mode of Meetings.** All Board and Committee meetings may be held in-person, via conference call, or any other two-way communication modality. .

Section 9. Quorum:

Fifty-one percent of all the members of the Board of Directors, voting and non-voting, shall constitute a quorum for the transaction of business at all meetings of the Board.

Section 10. Special Board Attendees:

The Executive Director of the Association shall attend all 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 selected Board meetings or portions of meetings when appropriate. The Board may also invite special advisors to attend selected Board meetings, as well as non-standing committee chairs that may be asked to report on the activities of their committees.

Section 11. Actions by Written Consent:

In the absence of a Board meeting, Board action may be taken in writing. In this case unanimous consent in writing is required for a Board action to pass. Every Board member eligible to vote must vote in writing and approve the stated action for it to be adopted.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Responsibility:

The policy making body of the Association is the Board of Directors in collaboration with the voting membership. Between the annual and other special meetings of the Board, the Executive Committee shall be empowered to direct the operational affairs of the Association. The Executive Committee shall be composed of the President, President-Elect, Treasurer, Immediate Past President (Vice President), Secretary, and one voting Board Member, appointed by the President. The President chairs the Executive Committee. The Executive Committee shall be responsible for the direction and supervision of all Association affairs in the interim of regular and special business meetings. The Executive Committee shall implement the policies of the Association, assure the objectives and goals of the Association's strategic plan are addressed and monitored, and may also respond in times of emergency to needed policy additions and revisions. All emergency policy actions taken during the interim of the regular Board meetings shall be submitted for approval at the next earliest meeting of the Board.

Section 2. Meetings and Quorum:

There shall be at least two meetings of the Executive Committee each year, which may be held in-person, via conference call, or other telecommunication modality. Additional meetings may be called at the discretion of the President. Advance notice of a meeting must be given to all members of the committee at least two business days (48 hours) prior to a meeting. Sixty percent of committee members must be present during the meeting to constitute a quorum.

ARTICLE VII STANDING AND OTHER COMMITTEES

Section 1. Standing Committees:

There shall be five standing committees of the Association overseeing the administration and operation of the Association, which meet at the call of the Committee Chair. Chairs of all standing committees shall be members of the Board of Directors. The standing committees are:

- Executive Committee – chaired by President
- Strategic Planning - chaired by Pres-Elect
- Bylaws Committee – chaired by Past President or vice President
- Nominating/Membership Committee – chaired by Secretary
- Finance Committee – chaired by Treasurer

Terms of office for standing committee chairs shall coincide with their terms on the Board.

The composition and roles of the standing committees shall be:

1) Nominating/Membership Committee:

The **Secretary** of the Board of Directors shall chair the Nominating/Membership Committee. The Chair shall select a minimum of two and a maximum of three committee members from the Organization Members. At least one additional committee member shall be selected to represent the Business and Individual Members to nominate the two non-voting directors of the

Board. The Committee shall annually develop and submit a slate of consenting and eligible candidates for vacant officer and director positions, This Committee also shall be responsible for recruitment of new members for the Association, development of an annual plan of action to support and engage the membership of the Association, and recommend, when appropriate, changes to the membership application process and status. Committee members shall serve staggered two-year terms.

2)Bylaws Committee:

The Immediate Past President (or Vice President) shall chair the Bylaws Committee. The chair will select a minimum of two and not more than four other members. Committee members shall serve staggered two-year terms.

3)Finance Committee:

The Treasurer shall chair the Finance Committee. The chair will select a minimum of two and not more than four other committee members, and is responsible for oversight of all fiscal matters related to the Association including an annual audit, and have primary responsibility for preparing and submitting a proposed annual budget to Board. The Finance Committee will also recommend candidate firms to the Board to serve as accountants of record. The accountant of record firm shall be reviewed at least every three years, and a new firm appointed every five years. Committee members shall serve staggered three year terms.

4)Strategic Planning Committee:

The Strategic Planning Committee shall be chaired by the President Elect, and shall be comprised of at least five and no more than seven committee members. At least one half of the committee shall be selected by the Chair from Association Members. This committee shall be responsible for preparing and updating a strategic plan for the Association, and shall work with the Finance committee in preparation of a proposed annual budget that will support the strategic plan.

Section 2. Other Committees:

The Executive Committee, with the approval of the Board of Directors, shall establish other committees, workgroups, and task forces as appropriate to carry out the mission and goals of the Association and as defined in the operational and strategic plan. Each committee shall have a Board member as a chair or co-chair. Committee recommendations that are material to the Association shall be presented to the Board of Directors for approval. For each committee or task force to be established, the Executive Committee shall submit a written description of the committee or task force to the Board for approval including its charge, scope of responsibilities, number of members, and expected duration of operation. Chairs of these committees shall be appointed by the President.

No Committee shall have the authority of the Board of Directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or office of the Association; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the association; adopt a plan for the distribution of the assets of the association not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors unless the Board explicitly so allows.

Section 3. Advisory Council:

The Board of Directors may establish an Advisory Council whose members shall be selected by the Board so as to advance the interest of immunization registries.

ARTICLE VIII

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 corporation 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 IX

Liability

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for any action taken unless the director has breached or failed to perform the duties of this office under the Delaware Nonprofit Corporation Law or the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that this Article IX shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director of the payment of taxes pursuant to federal, state or local law.

ARTICLE X

Dissolution

Upon any dissolution or final liquidation, the Executive Committee shall, after paying or making provisions for the payment of all lawful debts and liabilities (including provision for a reasonable separation pay for the employees), distribute all of the assets to one or more organizations having aims and objectives similar to the Association and which qualify as organizations exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XI

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall guide the corporation 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 in which they are not inconsistent with these Bylaws, special rules of order, and any Standing Rules the American Immunization Registry Association may adopt.

ARTICLE XII

Amendments

Section 1. The Board of Directors and/or Committees may propose amendments to these Bylaws. Individual voting members may propose amendments provided such amendments are accompanied by written endorsement of at least 25% of members.

Section 2. Proposed amendments to these Bylaws shall be submitted in the prescribed form to the Chair of the Bylaws Committee at least ninety (90) days prior to the Annual Meeting.

Section 3. A two-thirds (2/3) vote of the voting members present at the Annual

Meeting of the membership shall be required to adopt any amendment. Alternatively, such proposed changes may be effected by two-thirds (2/3) affirmative vote of members voting a mail or electronic ballot. Unless stated otherwise, the amendment shall become effective upon adoption.

Section 4. A copy of the proposed amendments shall be sent to the voting members at least thirty (30) days prior to the Annual Meeting, or thirty (30) days prior to the mail or electronic vote.

Section 5. The Bylaws Committee shall be authorized to submit for Board approval correction of article and section designations, punctuation, typographical errors, and cross-references in these Bylaws. Member ratification will not be required for these types of minor changes. The Board shall not otherwise alter the content of these bylaws without member ratification.