

**BYLAWS
OF THE**

American Immunization Registry Association

July 7, 2000

Ammended July 9, 2001

Article I: Corporate Name and Location

Section 1: The name of the organization shall be the American Immunization Registry Association, hereinafter referred to as the Association.

Section 2 *The Medical and Health Research Association of New York City shall function as the fiscal agent for the Association until such time the Association is incorporated under the laws of the District of Columbia for a perpetual term.*

Section 3. 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 place apart from the main office, or both, as the Board of Directors from time to time may designate.

Article II: Purpose, Vision, Mission, and Goals

Section 1: Tax Status. The Association shall at all times be operated exclusively as a 501(c)(3) tax-exempt, charitable, educational, and scientific organization as defined by the Internal Revenue Code of 1954, as amended.

Section 2: Restrictions. 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.

Section 3: *Vision and Mission. The vision of the Association is that all people are protected against vaccine preventable diseases. The mission of the Association is to provide a forum through which immunization registry programs, interested organizations and individuals, and communities may combine efforts and share methods, techniques, standards, and information to enhance the capacity of population-based registries to prevent and control vaccine*

preventable disease. The Association shall also promote policies and programs to support population-based immunization registry networks and the privacy and confidentiality of data collected

Article III: Seals

Section 1: 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 shall be:

- a). Organization Members. Any organization, except those directly involved in for profit development or sales of immunization registry software, product or services, whose missions is consistent with those of the Association and agrees to support the actions and activities of the Association, may apply for membership in the Association. Organization members may designate one individual as its representative to the Association who may vote, hold office, serve on committees, and participate in other membership privileges and activities. Only Organization Member representatives may chair committees.
- b). Affiliate Organization Member. Any organization directly involved in the for profit development or sales of immunization registry software, products or services (e.g. registry software vendor, registry consultants), whose mission is not in conflict with that of the Association and agrees to support the actions and activities of the Association, may apply for membership in the Association. Affiliate Organization Members may designate one individual as its representative to the Association who may vote, serve on committees, and participate in other membership privileges and activities, but may not serve as an Officer or voting Director of the Board
- c). Sustaining Member. Any organization that qualifies as an Organization Member or Affiliate Organization Member may upgrade the membership to Sustaining Member. The organization is entitled to all benefits and privileges of either an Organization Member or Affiliate Organization Member for which the organization qualifies, and organizations directly involved in the development of for profit immunization registry software, products or services may not serve as an Officer or voting Director of the Board.
- d). Individual Members. Any individual who supports the mission of the Association may apply and if accepted, becomes a member of the Association. Individual Members may vote or serve on the Board of Directors, and may serve on committees and participate in other Association activities.
- e). Individual Retired Charter Members (First Year Only). Individuals who joined the

Association and paid dues during its first year of operation and remained members in good standing until retirement, will upon retirement from employment become (if they so choose), Individual Retired Charter Members. This membership category is exempt from payment of dues. These members shall not vote nor serve as an Officer or Director of the Board, but may continue to serve on committees and participate in other Association activities.

Section 2. Requirements and Privileges. There shall be five categories of membership as described above. Organization, Sustaining, individual and Affiliate Organization Members are eligible to vote, and participate in all activities of the Association. Affiliate Members may not hold office. Voting members must recuse themselves from any vote if there is a potential conflict of interest. Non-voting members may not vote, hold office, or chair Standing Committees, but may participate in all other activities of the Association and serve on committees. All members, with the exception of Individual Retired Charter Members, must pay annual dues in the amounts set by the Board of Directors. Failure to pay dues within 60 days of each new fiscal year shall cause loss of active membership status, including loss of voting and other participant privileges.

Section 3: Application Process. In order to join the American Immunization Registry Association, membership candidates must submit to the Board of Directors a completed application form provided by the Association along with current dues payment, and agree to support the mission and goals of the organization. Membership shall be renewed on an annual basis, on a date specified by the Board. If there is a change in status or eligibility of a member, the renewal request will be referred to the Board of Directors. The Board of Directors will establish procedures for admission and renewal for members.

Article V: Officers and Directors

Section 1: Elected Officers. Officers are elected by the voting members of the Association. The officers 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 two year terms, unless the President is reelected for a second term. 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 Treasurer shall serve a three year term. Officers may not serve more than two terms in the same office.

Section 2: Duties of Officers. The President shall serve as the Chief Executive Officer of the corporation and assume all responsibilities consistent with such a position, including serving as Chair of the Executive Committee, and serving as 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-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. The Secretary is responsible for assuring 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. 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. The Immediate Past President shall serve as Chair of the By-laws Committee.

Section 3: Directors. In addition to the five officers, there shall be up to six voting and two ex-officio directors who constitute the Board of Directors of the Association. The voting directors are elected by the voting members in the following manner: Three voting members are elected to serve three year staggered terms and three voting members are elected to serve staggered two year terms. At least two of the voting members should represent private sector organizations at all times. The two ex-officio members, representatives of Affiliate Organization members, are nominated for election by the Nominating Committee.

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 vacancy in an appointed position on the Executive Committee may be filled by Presidential appointment with concurrence of the Executive Committee for the remainder of the established term.

Section 5. Resignation and Removal. Board members choosing to resign must submit a written resignation to be acted upon by the Board of Directors. In the event the Board feels it is in the best interest of the Association, an officer or director may be removed by a majority vote of the Board of Directors.

Section 6. Duties of the Board. The Board of Directors will carry out business of the Association. 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 members. Duties shall include, but not be limited to:

- Conduct Association business consistent with the Bylaws and good business practice.
- Establish all committees and committee Chairs.
- Enter into agreements with individuals, agencies or organizations as necessary to carry out Association business and activities.
- Meet at least twice a year.
- Establish annual membership dues.
- Assure all members sign a Conflict of Interest statement.

- Make regular reports to the membership concerning actions taken by the Board of Directors, and the fiscal status of the Association.
- 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. Nominations to the Board may also be made by the voting members. 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 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 or by balloting during the annual meeting of the membership. The election results will be announced at the annual meeting.

Section 8. Meetings. The Board of Directors shall meet at least twice a year, of which one time shall be during the annual meeting of the membership. The Executive Committee shall determine the dates and times of Board meetings, including conference calling and any other reasonable means of communication. Notice of the annual meetings shall be given at least thirty days prior to the meeting date, and shall be mailed to every Board member. Notice of specially called meetings must be sent to every Board member at least seven days prior to the date of the meeting. Special meetings may be called by the President with agreement of the Executive Committee, or by request of a majority of the Board members. All meetings of the Board of Directors shall be conducted in accordance with *Roberts Rules of Order Newly Revised*. Actions taken at all Board meetings shall be recorded by the **Secretary**, and shall be distributed in writing to the membership.

Section 9: Quorum. Fifty-one percent of the members of the Board of Directors 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 who may be asked to report on the activities of their committees.

Article VI: Executive Committee

Section 1: Responsibilities. The policy making body of the Association is the Board of Directors

in collaboration with the voting membership. Between the annual and other special meeting 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 member-at-large, 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 annual 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 needed policy additions and revisions. All emergency policy actions taken during the interim of the annual membership meeting 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, one of which shall occur at the annual meeting. Additional meetings may be called at the discretion of the President, and may be held via conference calls, e-mail, or other telecommunication modalities. Advance notice of a meeting must be given to all members of the committee at least five days prior to a meeting. Sixty percent of committee members must be present during the meeting to constitute a quorum.

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 VII: Standing and Other Committees

Section 1: There shall be nine standing committees 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 Bylaws, Finance, Membership, Policy, Administrative, Nominating, Strategic Planning, Technical Standards and Education. The Bylaws Committee is chaired by the Immediate Past President (or in the absence of this office be appointed by the President), and the Finance Committee is chaired by the Treasurer. All other standing committee chairs are appointed by the President. Terms of office for committee chairs shall coincide with their terms on the Board. The composition and roles of the standing committees shall be:

- Nominating Committee. The Nominating Committee shall be Chaired by the Secretary. 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 Affiliate Organization Members, who will work with the Affiliate Members to nominate the two ex-officio directors of the Board. The Nominating Committee shall annually develop and submit a slate of consenting and eligible candidates for vacant officer and director positions, as well as a slate of consenting and eligible candidates for non-standing committee chair positions. Committee members shall serve staggered two year terms.

- Bylaws Committee. This committee shall be Chaired by the Immediate Past President who will select a minimum of two and not more than four other members. At least one member each should represent the Affiliate Organization and Individual Members. Committee members shall serve staggered two year terms.
- Finance Committee. The Treasurer shall Chair the Finance Committee. This Committee shall be 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.
- Membership Committee. The Membership Committee shall be chaired by a Presidential appointee, and shall be comprised of at least four and not more than six committee members selected by the Chair. At least two committee members shall be selected from the Organization members, and one each from the Affiliate Organization and Individual Members. This committee 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.
- Administrative. The Administrative Committee shall be chaired by a Presidential appointee, and shall be comprised of at least two and not more than four committee members selected by the Chair. Members of this committee may be selected from all membership categories, but at least one must be a non-Board, Organization Member. This committee shall be responsible for assisting the Board and Executive Director in the development of personnel policies and procedures, including establishing salaries and benefits within budgetary guidelines, conducting feasibility and other studies related to securing office space, furniture, and equipment and making recommendations to the Board related to these items, selection and development of accounting and bookkeeping processes and systems, and other administrative issues deemed appropriate by the Executive Committee. This Committee may be dissolved after the first few years of operation and after the above functions are appropriately carried out by Association staff. Committee members shall serve staggered two year terms.
- Policy Committee. The Policy Committee shall be chaired by a Presidential appointee, and shall be comprised of at least four and not more than six committee members. At least one half of the committee members shall be selected by the Chair from Organization Members. This committee shall conduct policy studies and analysis, prepare position papers as directed by the Executive Committee or Board, and shall recommend issues and topics to be addressed. It will carry out advocacy efforts, and track legislative issues of importance to the mission of the Association in order to keep the Board and membership informed. Committee

members will serve staggered three year terms.

- Strategic Planning Committee. The Strategic Planning Committee shall be chaired by the President Elect, and shall be comprised of at least four and no more than six committee members. At least one half of the committee shall be selected by the Chair from Organization 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.
- Technical Standards Committee. The Technical Standards Committee shall be chaired by a Presidential appointee, and shall be comprised of at least six but not more than ten members selected by the Chair. At least half of the members shall be selected from Organization Members and at least one from the Affiliate Members. This committee shall be responsible for monitoring technical trends as related to public health data, and coordinating with the Education Committee to ensure that registry professionals are aware of technical trends, advances, and best practices.
- Education Committee. The Education Committee shall be chaired by a Presidential appointee, and shall be comprised of at least six and not more than 10 members selected by the chair. At least one half of the members shall be selected from the Organization Members. This committee shall be responsible for determining the educational needs of professionals working with or in support of registries and the public, to promote the cause of immunization registries.

Section 2: Other Committees. The Executive Committee, with the approval of the Board of Directors, shall establish other committees and task forces as appropriate to carry out the mission and goals of the Association. 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 elected by the voting members from a slate presented by the Nominating Committee at annual elections. In event of a vacancy in a non-standing committee chair position, the President may appoint a chair to fill the vacancy until the next election. Task Force chairs shall be appointed by the President.

Article VIII: Indemnification

The Association shall indemnify any officer, director, or employee and any other person acting on its behalf pursuant to an official election, appointment, or direction, who is made a part to any legal proceeding or is threatened with any legal action relating to the personal activities on behalf of the Association to the maximum extent permitted by law, provided the officer, director, or employee or other person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Association, with respect to any criminal action or proceeding, and had no reasonable cause to believe the conduct was unlawful.

Article IX: 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 X: Amendments

These Bylaws may be amended or repealed by two-thirds vote of the members present at any Annual Meeting of the Association, provided that written notice of such proposed changes has been sent to the members not less than thirty days before such meeting. Alternatively, such proposed changes may be effected by two-thirds affirmative vote of members voting a mail ballot within not less than 15 days of distribution. Amendments may be proposed by the Executive Committee on its own initiative, the Bylaws Committee, or upon petition of 25% of the voting members addressed to the Executive Committee. All such proposed amendments shall be presented by the Executive Committee to the membership with or without recommendation.