



Immunize Kansas Coalition, Inc. Bylaws

Originally adopted 08/19/16; amended 4/5/18; last amended 12/22/23

ARTICLE I. **Name and Offices**

Section 1. The name is “Immunize Kansas Coalition, Inc.”, which is hereinafter referred to as “Coalition.”

Section 2. The principal office and mailing address of the Coalition shall be such Kansas site and address as determined by the Board of Directors.

ARTICLE II. **Mission and Purpose**

The Corporation, Immunize Kansas Coalition, Inc., is organized NOT FOR PROFIT. Its purposes and activities are limited to charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3). Except as so limited, the purpose of the Corporation is to engage in any lawful act or activity for which Kansas not-for-profit corporations may be organized, including, but not limited to, protecting every Kansan from vaccine preventable diseases.

The mission of the Coalition is to protect all Kansans from vaccine-preventable diseases.

ARTICLE III. **Membership**

Section 1. New Members: Membership shall be open to any individual who supports IKC’s mission and commits to adhering to the by-laws.

Section 2. Purpose: Members shall support IKC’s mission and priorities.

Section 3. Membership Meetings

A. Frequency: The Coalition and Strategic Teams will hold at least one annual membership meeting at a time and place determined by the Board.

B. Location: Participating members may join in person or virtually.

Section 4. Termination of Membership: A Member may be terminated from the Coalition as a consequence of the following egregious actions:

A. The Member intentionally acts in conflict with the interests of the Coalition; or

B. The Member acts on behalf of the Coalition without the Coalition’s permission.

The Board shall vote to determine if a Member is to be terminated. An absolute majority of all voting Board members is required.



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ARTICLE IV. Coalition Governance

Section 1. Definition. The governing body of the Coalition shall be known as the **Board of Directors**, hereinafter referred to as the “Board.”

Section 2. Powers.

- A. The Board shall supervise and control all of the affairs, business activities, and policies of the Coalition.
- B. Board votes may take place during meetings or electronically between meetings.

Section 3. Number. The number of Board members shall be not less than 7 not more than 19. The exact number of Board members shall be fixed from time to time by a resolution adopted by an absolute majority of the Board members then in office. The Board in total is comprised of the Chair, Chair-elect, Immediate Past Chair, Secretary-Treasurer, Strategic Team Chairs, and At-Large Members. The current Kansas Department of Health and Environment Institutional Representative shall serve as an ex officio Board member. The current Coalition Executive Director shall serve as a non-voting ex officio Board member.

Section 4. Qualifications

- A. Board members shall support the mission, priorities, and bylaws of the Coalition.
- B. Board members shall be active member of the Coalition living in Kansas *or* working for an organization based in Kansas.
- C. Unless otherwise listed in the bylaws, the Board shall determine the qualifications of its Officers and Board.

Section 5. Terms of Office

- A. A Chair Elect shall be elected annually and serve for a total of three years. The Chair-elect shall serve the first year as Chair Elect, the second year as Chair, and the third year as Immediate Past Chair.
- B. The Secretary-Treasurer shall be elected and serve a term of two years.
- C. Strategic Team Chairs and At-Large Board Members shall be elected, and the term of office shall be two years.
- D. The Board, at a minimum, will meet quarterly by conference call or in person. Board members are expected to be present at 75% of Board meetings per year.
- E. A quorum is defined as a majority of voting Board members.
- F. Board Vote: Approval of action on a matter brought before the Board is confirmed if a quorum exists and the votes cast favoring the action exceed the votes cast opposing the action, unless otherwise noted in the bylaws.
- G. If there is a tie on the Board vote, then the Chair shall break the tie.



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Section 6. Elections

Elected Board positions shall be elected annually by the Board to take their office at the start of the fiscal year. The Board shall have the power and authority to make appointments of Board members taking office such that approximately one-half of the two-year positions stand for election each year.

Section 7. Succession and Vacancies

- A. Resignation.** A member of the Board may resign at any time by giving written notice of his or her resignation by mail or electronic mail to the Chair and Executive Director or by presenting his or her written resignation in person at a meeting of the Board. The resignation will take effect upon receipt or at the time specified in the notice. Acceptance of a resignation will not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected in advance to take office at the time the resignation becomes effective.
- B. Removal.** Any member of the Board may be removed for cause and replaced when such action is deemed to be in the best interest of the Coalition by a two-thirds (2/3) majority vote of the Board members present and voting, provided that notice of the Board meeting at which such action is proposed states that such removal would be considered and that the member of the Board is given notice of and an opportunity to answer the charges against him or her at such meeting.
- C. Order of Succession for Chair.** The order of succession to the Chair unable or unwilling to perform the duties of the office shall be the Chair Elect, then the Immediate Past Chair until the next election. If succession is invoked, the Successor Chair shall appoint, with absolute majority confirmation by the Board, a Member to fill a resulting vacancy of the Chair Elect position for the unexpired term. If succession is by a Past Chair, that position may remain vacant until the next election.
- D. Vacancies.** Vacancies on the Board resulting from the death, resignation or removal of a Board member, or from an increase in the authorized number of Board members, may be filled by an affirmative vote of a majority of the remaining Board. The Board member elected to fill any such vacancy or newly-create Board position shall hold office until the next election.

Section 8. Position Duties

- A. Chair**
 - (1.) The Chair shall call meetings of the Board.
 - (2.) The Chair shall preside over all meetings of the Coalition and all meetings of the Board. In the absence of the Chair, the Chair Elect shall preside, or the Board shall appoint another Board member to preside
- B. Chair Elect**
 - (1.) The Chair Elect shall work with special committees as designated by the Board.
 - (2.) When the Chair is absent, the Chair Elect shall assume the Chair's duties at meetings of the Coalition and meetings of the Board.



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C. Immediate Past Chair

- (1.) The Immediate Past Chair shall work with special committees as designated by the Board.
- (2.) When the Chair and Chair Elect are absent, the Immediate Past Chair shall assume the Chair's duties at meetings of the Coalition and meetings of the Board.

D. Secretary-Treasurer

The Secretary-Treasurer is the financial and records officer for the Coalition and shall have primary responsibility for the following:

- (1.) Ensuring the minutes of the meetings are kept and notices are duly given in accordance with the provisions of the bylaws or as required by law;
- (2.) Serving as custodian of the corporate records and membership records;
- (3.) Ensuring that all the business and legal obligations of the organization are met and reports filed on a timely basis;
- (4.) Ensuring that regular financial reports are prepared and that an annual review of the books is conducted;
- (5.) Performing other duties as may be implied by the position or assigned by the Chair.

- E. Executive Director.** The Executive Director shall be the chief administrative officer and shall have general and active management of the business of the Coalition. The Executive Director is authorized to perform all duties usual and incidental to the office. The term of appointment of the Executive Director shall be subject to contract and may be modified upon approval of the Board.

The Executive Director shall

- (1.) Be solely responsible for the hiring, termination, promotion, demotion, and compensation of all other employees and contractors of the Corporation, subject to budgets approved by the Board,
- (2.) See that all orders and resolutions of the Board are carried into effect,
- (3.) Be responsible for carrying out the programs and policies established by the Board,
- (4.) Be authorized to sign all contracts authorized by the Board,
- (5.) Be authorized to speak for and represent the Coalition,
- (6.) Keep or arrange for the safekeeping of any personal property belonging to the Corporation, and
- (7.) Assume all responsibilities as the Board may from time to time prescribe.



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ARTICLE V. Committees and Strategic Teams

Section 1. Standing Committees: There shall be standing committees authorized by the Board. The Chair shall appoint the Standing Committee Chair, with confirmation by the Board.

A. Executive Committee. The Executive Director and elected Chair positions (Chair, Chair Elect, Immediate Past Chair) of the Coalition comprise the Executive Committee of the Board. The Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the full Board, except for the power to amend the Articles of Incorporation and Bylaws. Any actions undertaken by the Executive Committee may be overruled by a two-thirds absolute majority vote of the full Board.

B. Finance Committee. The Secretary-Treasurer is the Chair of the Finance Committee which shall include at least three other Board members. The Finance Committee, along with staff and Board members, is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget. The Board must review the budget and all expenditures must be within the budget. Any major changes to the budget must be approved by the Board or the Executive Committee. Annual reports must be submitted to the Board showing income, expenditures, and pending income. Summaries of financial records (such as IRS Form 990) are public information and shall be made available to membership and the public upon request. The financial records of the Coalition are subject to annual audit by an outside independent organization.

C. Nominating Committee. The Chair shall appoint members of the Nominating Committee, subject to approval of the Board. The Nominating Committee shall receive nominations for Board positions and shall certify as to the qualifications of the nominees to serve in such positions. The Nominating Committee also shall recommend qualified candidates for open Board positions. The Nominating Committee shall be responsible for managing the election of Board positions of the Coalition and establishing a calendar for such elections.

Section 2. Special Committees

A. From time to time, as deemed necessary, the Board shall authorize one or more ad hoc committees to assist in performing its functions, provided all such committees shall be advisory only. The Board shall establish powers, duties, composition, relationships, staff support, and terms of members for committees created hereunder .

B. The Board Chair shall appoint the Chairperson, with confirmation by the Board.

Section 3. Strategic Teams

A. The ongoing work of the Coalition will be guided through Strategic Teams. The Board may add or remove Strategic Teams by an absolute majority vote of the Board.

B. Each Strategic Team is led by a Chair. Strategic Team Chairs serve a two-year term on the Board.



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ARTICLE VI. Conflict of Interest

Board members shall be provided with the Coalition Conflict of Interest (COI) policy and are required to disclose any COI, and sign and date the policy prior to consideration for Board membership. Board members must recuse themselves from votes that pose a COI.

ARTICLE VII. Fiscal Rules

Section 1. Fiscal Year: The Coalition's fiscal year shall begin July 1st and end June 30th of each year.

Section 2. Financial Audit: The financial records of the Coalition shall be audited as deemed necessary to meet fiduciary responsibilities, funder requirements, and Coalition fiscal policies by an outside entity. After all audits, a report will be given to the Board and a summary made available to Coalition members.

Section 3. Pecuniary Gain: This Coalition does not provide pecuniary gain, incidentally or otherwise, to its members or the Board.

Section 4. Compensation:

- A. No part of the net earnings of the Coalition shall inure to the benefit of, or be distributed to, its members, Board members, or other private persons, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in the furtherance of the purposes of the Coalition.
- B. No member shall receive any compensation for his/her services as a member of the Board other than reimbursement for authorized expenses incurred on behalf of the Coalition.

Section 5. Limits on Lobbying:

- A. No substantial part of the activities of the Coalition shall be directed towards lobbying activities, propaganda, or other attempts to influence legislation.
- B. The Coalition shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political candidate for public office.
- C. Notwithstanding any other provision of these Articles, the Coalition shall not carry on any other activities not permitted to be carried on:
 - (1.) By a Coalition exempt from federal income tax under section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code; or
 - (2.) By a Coalition, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Service Code, or corresponding section of any future federal tax code.



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ARTICLE VIII. Books and Records

The Coalition shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, Strategic Teams, and committees having any of the authority of the Board.

ARTICLE IX. Parliamentary Authority

Rules of parliamentary procedure, according to the latest edition of Robert's Rules of Order, shall govern meetings of the Board and its sub-units unless suspended by a majority vote of the Board members attending.

ARTICLE X. Amendments

Section 1. Process of Amendment

- A. All Members may submit proposed amendments to the Bylaws. These will be referred to the Board for study and necessary revisions.
- B. If the Board concurs with the proposed amendment, the amendment will be presented for a vote of approval.

Section 2. Voting

Passage of an amendment to the Bylaws shall be by two-thirds vote by voting Board members. If voting occurs electronically, ballots must be received by the time specified in the ballot materials.

ARTICLE XI. Liability and Indemnification

Section 1. Limitation of Liability

- A. No Board member shall be personally liable for Coalition actions, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a Board member to the extent that such liability is imposed by applicable law:
 - (1.) For any breach of the Board member's duty of loyalty to the Coalition or its members;
 - (2.) For acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law; or
 - (3.) For any transaction from which there is improper personal benefit.
- B. This provision shall not eliminate the liability of a Board member for any act or omission occurring prior to the date upon which this provision becomes effective.
- C. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Board member for or with respect to any acts or omission of such Board member occurring prior to such amendment or repeal.



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Section 2. Indemnification: The Coalition may, at the sole discretion of the Board, indemnify in whole or in part any person, his or her heirs, executors, administrators, or other legal representative who is or was a Board member of the Coalition, or any person who is serving or has served at the request of the Coalition, against all liabilities and expenses including judgments, fines, penalties, and attorney’s fees and all amounts paid, other than to the Coalition, in compromise or settlement reasonably incurred by any such Board member or person who may be a party defendant or with which he or she may be threatened or otherwise involved, directly or indirectly, by reason of his or her being or having been a Board member of the Coalition or other such corporation, except in relations to matters as to which any such Board member, adjudged, other than by consent, in such action, suit, or proceeding to have been liable for bad faith or misconduct in their performance of his or her duty as such Board member or person serving the Coalition.

ARTICLE XII. Policies

The Coalition shall adopt Conflict of Interest, Whistleblower, and Document Destruction and Retention policies. The Coalition may adopt such other policies as approved by the Board.

ARTICLE XIII. Dissolution of the Coalition

Section 1. Legal Dissolution: In the event of dissolution of the Coalition, such dissolution shall be in accordance with Section 501(c)(3) of the Internal Revenue Code and the Kansas Secretary of State.

Section 2. Liquidation of Assets and Payment of Obligations

- A.** Upon dissolution or liquidation of the Coalition, no member shall share in or receive any funds or other assets then remaining in the possession of the Coalition.
- B.** All liabilities and obligations shall be paid and any remaining funds and other assets shall be transferred to any group that supports the mission of the Coalition, pursuant to a plan of distribution as provided by law under section 501(c)(3) of the Internal Revenue Code.
- C.** The Coalition will decide at the time of dissolution to whom the distribution will be made.