



# Immunize Kansas Coalition Bylaws

*Adopted: mm/dd/yyyy; Last Update: mm/dd/yyyy*

*\*\*Text in Blue denotes proposed changes to the original bylaws adopted on 8.19.2016. The proposed changes were developed under the advisement of the Washburn Law Clinic in preparation for filing the 501(c)(3). Several comments received since the last draft was discussed on 8.4.2017 have been incorporated, with the advisement of Washburn Law Clinic. \*\**

## **ARTICLE I.**      **Name and Offices**

- Section 1.**    The name is “Immunize Kansas Coalition, Inc.”, which is hereinafter referred to as the “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.
- Section 3.**    The registered office is 623 SW 10<sup>th</sup> Avenue, Topeka, KS, 66612.

## **ARTICLE II.**      **Mission and Purpose**

The Corporation 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 every Kansan from vaccine-preventable diseases.

## **ARTICLE III.**      **Membership**

### **Section 1.    Membership Categories**

- A.    Institutional Members:** All institutions, organizations, and agencies who support and agree to work toward the mission of the Coalition are eligible for institutional membership.
  - (1.)    Each institutional member shall designate an individual to serve as the voting member, who is the Institutional Member Representative.
  - (2.)    Individuals granted membership under the Institutional Member category who are not the Institutional Member Representative shall be considered *non-voting members* only. Individuals granted membership under this category may serve on the Board and chair Coalition Strategic Teams and Board-designated workgroups and committees. If an Institutional Member has more than one member on the Board, only one Institutional Member shall have a vote. If an Institutional Member has more than one member on a Strategic Team, only one designated vote on each Team is allowed.
- B.    Individual Members:** Includes any individual, professional, student, honorary, or retired Coalition member not otherwise included as an Institutional Member.
  - (1.)    Individuals granted membership in the Coalition under this category shall be considered *voting members* of the Coalition.



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(2.) Individuals granted membership under this category may serve on the Board and chair Coalition Strategic Teams and Board-designated workgroups and committees.

C. **Liaison Members:** Pharmaceutical companies, because of the potential for receiving financial gain from the mission, are eligible for liaison membership only.

(1.) Individuals granted membership as Liaison Members shall be considered *non voting members* only.

(2.) Individuals granted membership under this category may not serve on the Board of Directors; however, these individuals may serve on Coalition and Board-designated workgroups and committees.

## Section 2. Membership Meetings

A. **Time and Place:** The Coalition and Strategic Teams will hold at a minimum bi-annual membership meetings at a time and place determined by the Board. Participating members may join in person, by videoconference, or by teleconference.

B. **Meeting Quorum:** A membership quorum shall be required for any designated business meeting of the full membership. A quorum for a designated business meeting of the Coalition shall be twenty-five (25) percent of Voting Members.

## Section 3. Membership Status

A. **Active:** To remain an active member, or member in good standing, members of all categories must attend at least one Coalition, Strategic Team or committee meeting per year. Members without active participation at any point during a fiscal year may be moved to inactive status by the Board.

B. **Inactive:** Each January the Board will review active status of each Member for the previous calendar year to determine if a Member has become inactive. A Member who has not attended at least one Coalition, Strategic Team or committee meeting during the calendar year under review will be placed in an inactive status. Once inactive, the Member will not be eligible to vote. An inactive Member may be reinstated to active status by Board vote. An inactive Member may petition the Board to be reactivated. An inactive Member may be reactivated at any time after a Board vote.

**Section 4. Voting:** Each Institutional Member Representative and Individual Member is entitled to one vote on each matter voted on by members at a meeting of members. If a quorum exists, approval of action on a matter (other than the election of directors) is received if the votes cast within the voting group favoring the action exceed the votes cast opposing the action.

**Section 5. Special Voting Circumstances:** There may be times when the Coalition is required to take special actions that directly impact the continued existence of the Coalition. Such activities would include merging or legally affiliating with another organization or dissolving the Coalition.

**Section 6. Termination of Membership:** A Member may be terminated from the Coalition as a consequence of the following egregious actions:



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- 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.

## **ARTICLE IV. Coalition Governance**

**Section 1.** The governing body of the Coalition shall be known as the **Board of Directors**, hereinafter referred to as the “Board.” The Board in total is comprised of the Chair, Chair-elect, Immediate Past Chair, **Secretary, Treasurer,** and Strategic Team Chairs. A Kansas Department of Health and Environment Immunization **Official Representative** shall serve as an ex officio Board member.

**Section 2.** To fulfill its duties and responsibilities, the Board shall govern according to the Coalition Bylaws as approved by the membership as follows:

- A. Have authority to act for and in the name of the Coalition and shall report such actions to members of the Coalition;
- B. Propose, review, and recommend amendments to the Bylaws for submission to the members of the Coalition and enforce the Bylaws that are in effect;
- C. Assure that all monies of the Coalition are used solely for furthering the mission of the Coalition;
- D. Keep written records of all Board proceedings and provide a summary report to the members of the Coalition at scheduled meetings and more frequently if needed;
- E. Establish criteria and a process for the establishment of teams and committees of the Coalition, dissolve existing sub-units, and provide a forum for coordination among sub-units;
- F. Delegate responsibilities consistent with, and not specifically designated in, the Bylaws to standing and Ad-Hoc committees in order to carry out the mission **and purpose** of the Coalition;
- G. Allow findings or actions of the Board to be subject to reconsideration by the Coalition membership on a motion submitted in writing by an Institutional or Individual Member at the next Board meeting, or as indicated by the Institutional or Individual Member at the next membership meeting;
- H. Have the authority to employ, set the salary and any associated benefits of, and terminate staff of the Coalition; and
- I. Confirm appointments to fill vacancies on the Board and seat new Strategic Team or committee chairs.

### **Section 3. Member Qualifications**

- A. The Board shall determine the qualifications for membership in the Coalition, and of its Officers and Board.



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- B. Officers and Board members must be Institutional or Individual members of the Coalition.

## Section 4. 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 shall [be elected and serve a term at the discretion of the Board.](#)
- C. [The Treasurer shall be elected and serve a term of three years.](#)
- D. Strategic Team Chairs shall be elected, and the term of office shall be two years.
- E. 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.
- F. Meeting agendas are set by the Board Chair or designee, with input from the Board, as appropriate. Agenda items and other pertinent information are sent to the Board prior to the scheduled meeting.
- G. A quorum is defined as a majority of [voting](#) Board members.
- H. [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.](#)
- I. [If there is a tie on the Board vote, then the Chair shall break the tie.](#)

## Section 5. Nominations

- A. Nominations for any open office or position may be submitted in writing, by a member of the Coalition, for consideration by the Nomination Committee.
- B. Nominations must be received no later than June 15th of any year.
- C. [Candidates must meet membership qualifications, detailed in Article III, for the position to which they seek election.](#) Qualified nominees shall have indicated a willingness to serve and complete a full term, if elected.

## Section 6. Elections

- A. Election of Officers and the Board shall be by secret ballot.
- B. The election may be conducted electronically. Notice of the election and instructions regarding electronic voting procedures shall be electronically sent to eligible voting members of the Coalition so that the election is concluded no later than August 1st of any year. Procedures for on-line voting shall maintain the secrecy of the ballot and ensure only one (1) vote per eligible Member. The ballot shall consist of a list of candidates for each of the offices and Board positions to be filled. If electronic voting is not feasible, a paper ballot shall be prepared and mailed to voting members so that the election is concluded no later than August 1st of any year.
- C. Election for any office on the Board shall be by a plurality of the votes cast. A tie vote for a seat shall be decided by coin toss by the [Secretary, unless the tie is for the office](#)



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of Secretary, in which case the tie vote shall be decided by a coin toss by the Treasurer.

- D. Three people shall be appointed by the Chair to certify the electronic results or count the ballots. Appointees must be voting Members of the Coalition and shall not include any current Officer, member of the Board, or current candidate for an elected office or position.
- E. Each year, the Chair of the Nomination Committee shall notify all candidates of the results of their candidacy within five (5) business days of the certification of the election.
- F. Election results shall be announced to the Coalition within two (2) weeks of notifying the candidates.

## **Section 7. Succession and Vacancies**

- A. 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 by the Coalition. If succession is invoked, the Successor Chair shall appoint, with **absolute majority** confirmation by the Board, an Institutional or Individual Member to fill a resulting vacancy of the Chair-elect position for the unexpired term. **If succession is by a Past Chair, that position will remain vacant until the next election.**
- B. A vacancy occurring in a seat held by a Board member elected to Strategic Team Chair shall be filled by an Institutional or Individual Member of the Coalition from the same Strategic Team as the vacated member, appointed by the Chair, and confirmed by **an absolute majority of** the Board. The newly appointed Strategic Team Chair shall serve for the remainder of the unexpired term.
- C. All Board members appointed to fill vacant leadership positions within the Coalition shall be an active status Member.

## **Section 8. Officer 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.
- (3.) The Chair shall supervise the affairs of the Coalition and may delegate responsibility for administration and management of the Coalition's operations to staff employed by and directly responsible to the Board.

### **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.

### **C. Treasurer**



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- (1.) The Treasurer shall disburse Coalition funds to carry out the routine operating business and budgeted affairs of the Coalition. Expenditures that are outside of the approved annual budget shall be disbursed only upon the explicit direction of the Board.
- (2.) The Treasurer shall review and authorize all remuneration and reimbursement payments prior to preparation and disbursement by the Coalition.
- (3.) The Treasurer, assisted by employed staff, shall ensure that a record is appropriately kept of all monies payable to the Coalition.
- (4.) The Treasurer may delegate selected functions of the office to employed staff, with the exception of payments made to staff or other functions as specified by the Board.

## **D. Secretary**

- (1.) The Secretary shall ensure that a current register is kept of all members of the Coalition.
- (2.) The Secretary shall keep a record of the proceedings of all meetings of the Coalition, the Board, and the Executive Committee.
- (3.) The Secretary shall issue notices of all meetings and other notices required by law.
- (4.) The Secretary shall conduct the correspondence of the Corporation.
- (5.) The Secretary shall maintain corporate records.
- (6.) The Secretary shall be custodian of all books, correspondence, and papers relating to the business;
- (7.) The Secretary shall present a full report of transactions and affairs of the Corporation for the preceding year and will also prepare and present to the Board of Directors any other reports it may desire and request at any time the Board may designate.
- (8.) The Secretary may delegate selected functions of the office to employed staff, with the exception of repository of official legal documents made to staff or other functions as specified by the Board.

## **ARTICLE V. Employed Staff**

**Section 1.** The employed staff, including independent contractors, shall carry out all duties as described in a staffing agreement, and other responsibilities delegated or required by the Coalition's Officers.

**Section 2.** In addition to the Coalition's business, the Coalition's employed staff, including independent contractors, shall assure the performance of routine administrative business of any teams and committees established and approved by the Board.

## **ARTICLE VI. Committees and Strategic Teams**



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- Section 1. Standing Committees:** There shall be standing committees authorized by the Board. The Chair shall appoint the Standing Committee Chair and members of all committees, with confirmation by the Board. Standing Committees shall provide reports, as shall be required by the Chair or Board. Reports may be presented orally to the Board or membership as a whole. Alternatively, reports may also be written and presented to the Chair, or at the Chair's request, to the employed staff, who will distribute them to members of the Board.
- A. Bylaws Committee.** The Bylaws Committee shall be responsible for reviewing the Bylaws annually. The Committee may propose amendments as necessary for the effective and efficient function of the Coalition. The Committee shall also receive proposals for amendments from Coalition members for study and consideration.
  - B. Executive Committee.** The elected Officers ([Chair](#), [Chair-elect](#), [Immediate Past Chair](#), [Secretary](#), and [Treasurer](#)) 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.
  - C. Finance Committee.** The [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. The financial records of the Coalition are public information and shall be made available to the membership and the public. The financial records of the Coalition are subject to annual audit by an outside independent organization.
  - D. Nomination Committee.** A Nomination Committee shall be appointed each year by the Board and confirmed by the Coalition. At least 50% of the Nomination Committee shall be comprised of members of the Coalition who are not Officers or members of the Board. The Nomination Committee shall prepare a list of qualified nominees for each open office and Board position in such time to comply with the annual election schedule.
  - E. Audit Committee.** [The Audit Committee compiles information from the Finance Committee to provide to inside and outside auditors. The Audit Committee is a liaison between the Board and the inside and outside auditors. This Committee shall review any audit of the Coalition's annual financial statements and make resulting comments to the Board and to the membership. Current members of the Finance Committee cannot be members of the Audit Committee.](#)

## Section 2. Special Committees

- A.** From time to time, as deemed necessary, the Chair or the Board shall authorize one or more ad hoc committees to carry out the work of the Coalition.





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- B. The Chair shall appoint the Chairperson and members of all special committees, with confirmation by the Board.
- C. Special Committees shall provide reports required by the Chair or Board. Reports may be in either oral or written form and presented to the Chair, Board, or membership as a whole.

## **Section 3. Strategic Teams**

- A. The ongoing work of the Coalition will be guided through Strategic Teams. The current Strategic Teams are:
  - (1.) Education and Awareness
  - (2.) Policy
  - (3.) Improved System Performance
  - (4.) Funding and Grant Development
- B. The Board may add or remove Strategic Teams by an absolute majority vote of members. This will necessitate a change in bylaws to reflect the current list of strategic teams.

## **ARTICLE VII. Consultancies**

### **Section 1. Consultant Appointment and Term**

- A. The Chair shall appoint, with confirmation by the Board, consultants with relevant expertise to serve the interest of the Coalition on specific issues as identified by resolution of the Board and amended by subsequent resolutions as necessary. Consultant duties, length of term, remuneration, and reporting responsibilities will be determined by the Chair, with confirmation by the Board. For selected issues, co-consultants may be appointed.
- B. Consultants requested by a Strategic Team or Committee shall be reviewed by the Chair with confirmation by the Board.

### **Section 2. Representing the Coalition**

- A. A work plan is a document the Coalition uses when utilizing the services of a consultant to define the scope of the services provided.
- B. The consultant shall adhere to the work plan for the project as defined by the Chair and Board, including attendance at meetings as a representative of the Coalition and submission of periodic reports on the status of the project.
- C. The consultant shall not publish reports or written findings of any project undertaken on the behalf of the Coalition without the written permission of the Board, including all Officers.
- D. From time to time the Coalition is represented by constituents or affiliates other than in a consultant capacity. Such representation may be for example, speaking on behalf of the Coalition to advisory boards of other organizations, providing legislative committee testimony, or serving on committees and workgroups of other organizations as a representative of the Coalition. Such representation must be





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discussed with and documented for the Board, including the Executive Committee prior to the activity. A post-participation report shall be made to the Board, including the Executive Committee. Coalition members, constituents, and affiliates, involved in such activities, may not speak or engage in activities or make any commitments on behalf of the Coalition without prior Executive Committee approval.

## **ARTICLE VIII. Fiscal Rules**

- Section 1. Fiscal Year:** The Coalition’s fiscal year shall begin July 1<sup>st</sup> and end June 30<sup>th</sup> of each year.
- Section 2. Annual Audit:** The financial records of the Coalition shall be audited at the end of each fiscal year, with a report given to the Board and a summary made available to all Coalition members by the next annual meeting.
- Section 3. Pecuniary Gain:** This Coalition does not provide pecuniary gain, incidentally or otherwise, to its members, officers, and 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, Officers, 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 an Officer or 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.

## **ARTICLE IX. Publications and Properties**

- Section 1. Publications:** Any publications of the Coalition shall be issued under the direction of the Board, and are property of the Coalition.



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**Section 2. Coalition Property:** The Board shall act as Trustee of the property of the Coalition.

## **ARTICLE X. Parliamentary Authority**

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

## **ARTICLE XI. Amendments**

### **Section 1. Process of Amendment**

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

### **Section 2. Voting**

- A. Proposed amendments to the Bylaws approved by an absolute majority the Board will be scheduled for a vote with at least twenty-one (21) days written notice to members. Voting may occur at a Coalition meeting or by electronic ballot.
- B. Passage of an amendment to the Bylaws shall be by two-thirds vote by voting members casting a ballot. If voting occurs electronically, ballots must be received by the time specified in the ballot materials.

## **ARTICLE XII. Liability and Indemnification**

### **Section 1. Limitation of Liability**

- A. No Officer or Board member, including Strategic Team chairs, 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 an Officer, or Board member to the extent that such liability is imposed by applicable law:
  - (1.) For any breach of the Officer's or 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 an Officer or 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 Officer or Board member for or with respect to any



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acts or omission of such Officer or Board member occurring prior to such amendment or repeal.

**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 an Officer or 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 Officer, 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 an Officer or Board member of the Coalition or other such corporation, except in relations to matters as to which any such Officer, 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 Officer, Board member, or person serving the Coalition.

## ARTICLE XIII. 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 XIV. 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.