



Immunize Kansas Coalition Bylaws

Adopted 8.19.16

ARTICLE I. **Name and Offices**

Section 1. The name of the Coalition shall be the “Immunize Kansas Coalition” (IKC), which is hereinafter referred to as the “Coalition.”

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

ARTICLE II. **Mission**

Section 1. The mission of the Immunize Kansas Coalition is to protect every Kansan from vaccine preventable diseases.

ARTICLE III. **Membership**

Section 1. There shall be the following categories of membership:

A. **Institutional Members:** All institutions, organizations, agencies and partnerships who support and agree to work toward the mission of the coalition are eligible for institutional membership except those which have perceived financial gain from the mission.

(1.) The Board also shall determine on an annual basis and prior to the membership renewal period, a maximum number of individuals per Institutional Member Program who can be granted institutional membership privileges under this category.

a. Individuals granted membership under the Institutional Member Program category who are not the Institutional Member Representative shall be considered *non-voting members* only. Individuals granted membership under this category may serve on and/or Chair Coalition and Board designated workgroups and/or committees.

B. **Liaison Members:** All institutions, organizations, agencies and partnerships who support and agree to work toward the mission of the coalition but may have perceived financial gain from the mission are eligible for liaison membership.

(1.) Individuals granted membership under the Liaison Member Program category shall be considered *a non-voting member* only. Individuals granted membership under this category may serve on Coalition and Board designated workgroups and/or committees.

C. **Individual Members:** Includes any individual professional, student, honorary, and 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. Individuals granted membership



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under this category may serve on and/or Chair Coalition and Board designated workgroups and/or committees.

- D. **Qualifications of Active Membership:** To remain an active member, or member in good standing, members of all categories should be active by attending at least one coalition or committee meeting per year. Members without active participation at any point during a fiscal year may be moved to inactive status.

Section 2. Special Voting Circumstances

- A. There may be times when the Coalition is required to take special actions that directly impact the continued existence of the organization as presently defined. Such activities would include merging or legally affiliating with another organization or dissolving the Coalition in its present form. In such situations, the person casting the official vote shall be designated by his/her institution.

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, Fiduciary Representative and Strategic Team Chairs. The current Kansas Immunization Program Section Chief shall serve as an ex officio member.

Section 2. To fulfill 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 shall 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 objectives 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 Representative Member at the next Board meeting, or as indicated by the Representative Institutional or Individual Member at the next membership meeting.
- H. Have the authority to employ, set the salary and any associated benefits, or terminate staff of the Coalition.



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- I. Confirm appointments to fill vacancies on the Board and seat new team or committee leaders.

Section 3. Qualifications

- A. The Coalition shall determine the qualifications for membership in the Coalition, its officers and Board members.
- B. Officers and Board members must be Institutional or Individual Representative Members of the Coalition.

Section 4. Duties of the Officers

- A. Chair
 - (1.) 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.
 - (2.) 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.
 - (3.) The Chair shall call meetings of the Board.
- B. Chair-elect
 - (1.) The Chair-elect shall assume the duties of Chair in the Chair's absence at meetings of the Coalition and all meetings of the Board. The Chair-elect shall work with special committees as designated by the Board.
- C. Fiduciary Representative
 - (1.) The Fiduciary Representative 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 upon the explicit direction of the Board.
 - (2.) The Fiduciary Representative, assisted by employed staff, shall ensure that a record is appropriately kept of all monies payable to the Coalition; shall ensure that a current register is kept of all members of the Coalition; and shall ensure performance of all duties pertaining to the office of the Fiduciary Representative.
 - (3.) The Fiduciary Representative shall prepare and disperse payments by the Coalition.
 - (4.) The Fiduciary Representative may delegate selected functions of the office of the Fiduciary Representative to employed staff, with the exception of payments made to staff. The Fiduciary Representative shall review and authorize all remuneration or reimbursement prior to dispersal of any payment.



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Section 5. Terms of Office

- A. A Chair-elect shall be elected annually and serve for a total of three (3) years. The Chair-elect shall serve the first year as Chair-elect, the second year as Chair, and the third year as Past Chair, which shall be an ex-officio and non-voting member of the Board.
- B. The terms of office for the Fiduciary Representative shall be at the Discretion of the fiduciary agent.
- C. The terms of office for the strategic team chair members of the Board elected to represent shall be two (2) years.
- D. Coalition Board members, at a minimum, will meet monthly by conference call. Board members are expected to be present at 80% of called meetings.
- E. Meeting agendas are set by the Board Chair or designee, with input from Board membership, as appropriate. Agenda items and other pertinent information are sent to all Board members prior to the scheduled meeting.
- F. A quorum is defined as a simple majority of eligible Board members.

Section 6. Nominations

- A. A Nomination Committee shall be appointed each year by the Board and confirmed by the Coalition.
- B. At least 50% of the Nomination Committee shall be comprised of members of the Coalition who are not officers or members of the Board.
- C. The Nomination Committee shall prepare a list of all qualified nominees for each open office and Board position in such time to comply with the annual election schedule. Candidates must meet membership qualifications for the position to which they seek election.
- D. Nominations for any of the open offices or positions may also be submitted in writing by a member of the Coalition for consideration by the Nomination Committee. Nominations must be received no later than June 15th of any year to allow time for the Nomination Committee to validate the nomination. Qualified nominees shall have indicated a willingness to serve and complete a full term, if elected.

Section 7. Elections

- A. Election of officers and elected Board members shall be by secret ballot.
- B. The election shall 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.



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- C. Election for any office on the Board shall be by a majority of votes cast. A tie vote for a seat shall be decided by coin toss by the Fiduciary Representative.
- D. Three (3) Tellers shall be appointed by the Chair to certify the electronic results or count the ballots. Tellers 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 Nominating Committee shall notify all candidates of the results of their candidacy within five (5) business days of the certification of the election.
- G. Election results shall be publicly announced within two (2) weeks of notifying the candidates.

Section 8. Succession and Vacancies

- A. The order of succession to a Chair unable or unwilling to perform his/her duties shall be the Chair-elect and the Past Chair until the next election of the Coalition. If succession is invoked, the new Chair shall appoint, with confirmation by the Board, a member to fill any resulting vacancy for the unexpired term.
- B. The Chair, with confirmation by the Board, shall appoint an Institutional or Individual Representative Member to fill a vacancy occurring to complete the term of the elected officer of Chair-elect.
- C. A vacancy occurring in a seat held by a Board member elected to represent a strategic team as 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 with confirmation by the Board. The newly appointed member shall serve for the remainder of the unexpired term.
- D. All Board members appointed to fill vacant leadership positions within the Coalition shall be current with Coalition membership requirements.

ARTICLE V. Employed Staff

Section 1. The employed staff shall efficiently and effectively carry out all duties as described in 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 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

Section 1. Standing Committees: There shall be standing committees authorized by the Board. The Chair shall appoint the Chairperson 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, or written to the Chair, or at the Chair's request to the employed staff, who will distribute them to members of the Board.



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- A. Bylaws Committee. The Bylaws Committee shall be responsible for reviewing the Bylaws annually and proposing amendments as necessary for the effective and efficient function of the Coalition. The Bylaws Committee shall also receive proposals for amendments from Coalition members for study and necessary revision.
- B. Executive Committee. The elected officers of the Coalition comprise the Executive Committee of the Board. The Executive Committee shall have all the powers and authority of the Board in to in the intervals between meetings of the full Board, except for the power to award the Articles of Incorporation and Bylaws. Any actions undertaken by the Executive Committee can be overruled by a two-thirds majority vote of the full Board.
- C. Finance Committee. The Fiduciary Representative is chair of the Finance Committee which includes at least three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget developed with staff and other Board members. 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. The fiscal year for the Coalition shall be the Federal fiscal year (July 1 to June 30). 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. Membership Committee. The Membership Committee will work with the Coalition members to recruit potential new members of the Coalition. The Membership Committee will also be responsible for recruitment materials and defining the membership application process. Each year, at least one membership campaign will be undertaken to recruit new Coalition members.

Section 2. Special Committees

- A. From time to time, the Chair and/or the Board shall authorize one or more special ad hoc committees as deemed necessary to carry out the work of the Coalition.
- 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 presented orally or written 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. Areas of strategic activities include:
 - 1. Education and Awareness
 - 2. Policy
 - 3. Improved System Performance
 - 4. Funding and Grant Development



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- B. Coalition members can add or remove areas of strategic activity by consensus or majority vote of members present. “Present” includes those joining telephonically or electronically.

ARTICLE VII. Membership Meetings

Section 1. Time and Place: The Coalition and Strategic teams shall hold periodic membership meetings at a time and place determined by the Board. These meetings may be in person, by videoconference, or by teleconference.

Section 2. 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 designated Voting Members.

ARTICLE VIII. 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 team or committee shall be reviewed by the Coalition Chair with confirmation by the Board.

Section 2. Representing the Coalition

- A. 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.
- B. In no case shall the consultant publish reports or written findings of any project undertaken on the behalf of the Coalition without the permission of Officers and the Board.
- C. From time to time the organization is represented by constituents/affiliates other than in a consulting capacity to the organization, such as speaking on behalf of the organization to advisory boards, legislative committees, and others, or serving on committees and workgroups as a representative of the Coalition. Such representation must be discussed with the Executive Committee of the Board prior to the activity, with provision made for reporting back to the Executive Committee and full Board on the activity approved. Coalition members and affiliates involved in such activities for other purposes may not also speak or engage in activities or make any commitments on behalf of the Coalition without Executive Board approval.

ARTICLE IX. Fiscal Rules

Section 1. Fiscal Year

- A. The Coalition’s fiscal year shall begin July 1st and end June 30th of each year.



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Section 2. Annual Audit

- A. 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

- A. This Coalition does not afford pecuniary gain, incidentally or otherwise, to its members.

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 as stated above.
- 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 otherwise attempting to influence legislation.
- B. The Coalition 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 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.
 - (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 X. Publications and Properties

Section 1. Publications

- A. Any publications of the Coalition shall be issued under the direction of the Board.

Section 2. Coalition Property

- A. The Board shall act as Trustee of the properties of the Coalition.

ARTICLE XI. 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.



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ARTICLE XII. Amendments

Section 1. Process of Amendment

- A. Institutional Members may submit proposed amendments to the Bylaws. These will be referred to a Bylaws Committee for study and necessary revisions.
- B. 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 membership.

Section 2. Voting

- A. Proposed amendments to the Bylaws approved by the Board will be scheduled for a vote at the meeting with at least twenty-one (21) days written notice to members. Otherwise, the vote will occur by electronic ballot to Voting Members.
- 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.
 - (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 acts or omissions 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 (and his/her heirs, executors, administrators, or other legal representatives) who is, or shall have been, an officer or Board member of the Coalition, or any person who is serving or shall have 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/she may be threatened or otherwise



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involved, directly or indirectly, by reason of his 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/her duty as such officer, Board member, or person serving the Coalition.

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 Service 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 Immunize Kansas Coalition, pursuant to a plan of distribution as provided by law under section 501(c)(3) of the Internal Revenue Service Code.
- C. The Coalition will decide at the time of dissolution to whom the distribution will be made.