



BYLAWS
of the
AMERICAN MEDICAL INFORMATICS ASSOCIATION, INC.

Incorporated November 3, 1988
(Amended as of 11/8/2022, 11/1/2023)

**ARTICLE 1
NAME AND PURPOSE**

- Section 1. The name of this Corporation is American Medical Informatics Association, Inc., hereinafter called AMIA.
- Section 2. The registered office of AMIA shall be in the District of Columbia. AMIA may have offices in other places as determined by the Board of Directors.
- Section 3. AMIA aims to lead the way in transforming health care through trusted science, education, and the practice of informatics. AMIA connects a broad community of professionals and students interested in informatics. AMIA is the bridge for knowledge and collaboration across a continuum, from basic and applied research to the consumer and public health arenas.

**ARTICLE 2
MEMBERS**

- Section 1. AMIA members shall be categorized as: Regular, Retired, Student, Life (Honorary), Affiliate Corporate, and other categories as may be determined by the Board of Directors.
- Section 2. Any person or entity with an interest in biomedical and health informatics who is committed to advancing the purposes and mission of AMIA shall be eligible for membership. Each member, regardless of category, shall be entitled one vote on all matters submitted to the membership for a vote. Any other rights and privileges, as well as criteria, dues and other obligations of all membership categories shall be determined by the Board of Directors and published in Board policies.
- Section 3. Termination from membership may occur under the following circumstances:
- 3.1 Failure to pay dues or other monies due to AMIA in a timely manner.
 - 3.2 Resignation filed in writing with the Board of Directors.
 - 3.3 Upon a two-thirds vote of the Board of Directors, following notice to the member and an opportunity to respond.

Section 4. Membership Meetings

- 4.1 There shall be an annual business meeting of the members to be held at a time and place designated by the Board of Directors no later than three (3) months prior to the date of the meeting. Membership meetings also may be held via remote communication.
- 4.2 Any action required to be taken by the membership may be taken without a meeting, or by ballot, as authorized by the Board of Directors and as permitted by the District of Columbia Nonprofit Corporation Act.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 1. The activities and affairs of AMIA shall be governed by or under the direction of, and subject to the oversight of, the Board of Directors

Section 2. The Board of Directors shall consist of four (4) officers, twelve directors, including a student representative, and the CEO who is an ex-officio, non-voting member.

2.1 The student representative is defined as a student member of AMIA and has voting privileges.

2.2 The student member will complete the term even if their status changes from student member.

Section 3. Four (4) of the twelve (12) elected directors shall be elected annually by AMIA's voting members and take office on the first day of the calendar year following their election. Each shall serve for a term of three years and may serve no more than two consecutive terms. An elected director who has served two consecutive terms must be off of the Board for at least 12 months before being eligible to be elected again as a director.

Section 4. Unscheduled vacancies on the Board of Directors may be filled by the Board of Directors for the remainder of the unexpired term (except in the cases of a Chair's vacancy as defined in the governance manual).

Section 5. Board of Directors Meetings

5.1 A quorum for conducting official business at a meeting of the Board of Directors shall be a majority of its voting members.

5.2 The Board of Directors shall hold at least two regular meetings per year. Meetings shall be at such dates, times, and places as the Board shall determine. Board meetings also may be held via remote communication.

5.3 Other meetings of the Board of Directors may be held at the request of the Chair, the Executive Committee, or by request and vote of one-third of voting Board members.

5.4 Notice of all Board of Directors meetings shall be sent to all members of the Board at least ten (10) calendar days prior to the meeting.

5.5 Any action required to be taken at a meeting of the Board may be taken without a regular meeting as permitted by the District of Columbia Nonprofit Corporation Act.

5.6 Any or all officers or directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence at the meeting.

ARTICLE 4
OFFICERS AND EXECUTIVE COMMITTEE

- Section 1. The AMIA officers are Chair, Chair-elect/Past Chair, Secretary, Treasurer, and CEO. Eligibility, obligations, voting rights and terms shall be determined by the Board of Directors and shall be set forth Board policies.
- Section 2. The Chair-elect, Secretary, and Treasurer shall be elected by the AMIA voting members per election bylaws herein. Eligibility for offices and succession is determined by the Board of Directors and shall be set forth in Board policies. The position of CEO is filled by employment action of the Board of Directors, and the Chair-elect must have served previously as a Board member.
- Section 3. Terms of office for the Chair, Secretary, and Treasurer shall be for two (2) years and for the Past Chair and Chair-elect one (1) year, beginning on the first day of the calendar year following their election. No person shall serve more than two (2) consecutive terms in any one officer position and must be no longer in such position for at least 12 months before being eligible to again serve in that position. Prior AMIA Board experience is required to run for an officer position.
- Section 4. The Executive Committee comprises the officers of AMIA and the CEO who is a senior AMIA employee. The Executive Committee exercises the authority of the Board of Directors between Board meetings, except as limited by the District of Columbia Nonprofit Corporation Act or by the Board of Directors. Actions taken by the Executive Committee between Board meetings shall be reported at the next scheduled Board meeting. The Executive Committee is a standing committee of AMIA (see also Article 5). A quorum of the Executive Committee shall consist of three voting members, one of whom shall be the Chair, Chair-elect or Past Chair. The CEO is a non-voting member.
- Section 5. The Chair shall be the principal officer of AMIA and is the chief elected member.
- 5.1 The Chair shall preside at all meetings of the Executive Committee, the Board of Directors, and of the membership.
- 5.2 The Chair shall be a member, ex officio, with vote, on all standing and ad hoc committees.
- Section 6. The Chair-elect shall automatically become the Chair at the conclusion of the term of the previous Chair.
- 6.1 The Chair-Elect or Past Chair shall perform the duties of the Chair during absence or disability of the Chair. In cases where the vacancy shall be permanent, an interim Chair shall be selected by the Board of Directors for the remaining period of the term of the former Chair.
- Section 7. The Secretary shall prepare, or cause to be prepared, minutes of meetings of the Board of Directors, Executive Committee, and membership. The Secretary shall perform such other duties as required by law or by the Board of Directors.
- 7.1 If the Secretary is not able to perform their duties during a meeting of the Board, Executive Committee, or of the members, an Acting Secretary will be appointed by the Secretary or Chair to fulfill their duties during that specific meeting. In cases where the vacancy is permanent, an interim Secretary shall be selected by the Board of Directors for the remaining

period of the term of the former Secretary.

Section 8. The Treasurer shall prepare, or cause to be prepared, all financial reports presented to the Board of Directors, Executive Committee, and members. The Treasurer shall perform such other duties as required by law or by the Board of Directors

8.1 If the Treasurer is not able to perform their duties during a meeting of the Board, an Acting Treasurer may be appointed by the Chair. In cases where the vacancy is permanent, an interim Treasurer shall be selected by the Board of Directors for the remaining period of the term of the former Treasurer.

ARTICLE 5 BOARD COMMITTEES

Section 1. Permanent Board Committees shall: Executive; Ethics, Finance and Investment; and Governance.

1.1 The Chair of each Board committee shall, with the approval of the Board, be appointed by the Board Chair to serve for two (2) years.

1.2 A Board Committee Chair is limited to serving no more than two (2) successive terms.

1.3 The Chair and each member of each Board committee shall be members of AMIA.

1.4 At least one member of each Board committee shall be a member of the Board of Directors and serve as liaison. The role of the liaison is to keep the Board of Directors aware of the activities of the committee and bring any requests and recommendations from the committee to the Board as appropriate and in a timely manner.

1.5 Members of the Board committees shall be nominated through a call for participation to self-nominate, current committee recommendations, and Board of Director nominations. Members of Board committees will be approved by the Board of Directors.

1.6 The term of office of all Board committee members shall be for two (2) years, and shall be renewable provided that no Board committee member may serve more than three (3) successive terms and must be no longer in such position for at least 12 months before being eligible to again serve in that position.

Section 2. The Executive Committee is defined in Article 4.

Section 3. The Ethics Committee reviews and recommends AMIA Conflict of Interest and other policies and procedures to ensure high ethical standards of AMIA, its leadership, and membership, and addresses allegations of unethical conduct. The committee reports to the Board. The COI Committee is a subcommittee of the Ethics Committee. The COI Committee reviews AMIA conflict policies to ensure they remain current and comprehensive and provides education, training, and counsel on conflict of interest policies and matters.

Section 4. The Finance and Investment Committee's primary function is to monitor the financial health of AMIA. The Finance and Investment Committee shall work with AMIA staff to prepare a proposed annual budget for approval by the Board of Directors, oversee the annual audit of AMIA's financial records, and generally advise the Board on financial matters affecting the AMIA. The committee reports to the Board. The Audit Committee is a subcommittee of the Finance and Investment Committee. The Audit Committee oversees the AMIA audit process and ensures the adequacy of AMIA's system of internal financial controls.

Section 5. The Governance Committee reviews and makes recommendations to the Board of Directors regarding AMIA governance policies and procedures as well as AMIA's governance structure generally. The committee reports to the Board. The Nominating Committee is a subcommittee of the Governance Committee. The Nominating Committee oversees the nominations process for candidates for the Board of Directors.

ARTICLE 6 ELECTIONS

Section 1. Ninety (90) calendar days prior to each annual business meeting, the Nominating Committee shall submit to the Board of Directors nominations of candidates for election to the Board of Directors, and to the offices of Chair-elect, Secretary, and Treasurer when the terms of office of the incumbents warrant such nominations.

1.1 The Nominating Committee shall give due consideration to all constituencies that contribute to the field of biomedical and health informatics.

1.2 The Nominating Committee shall forward to the Board for presentation to the membership an election slate with the names of at least two (2) persons for each elective position.

Section 2. Additional nominations may be received by petition of fifty (50) voting members at the Corporation's office not less than sixty (60) calendar days prior to the annual business meeting.

Section 3. The Chair of the Nominating Committee shall report the results of the election to the membership at the annual business meeting.

ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. The Board of Directors may authorize any officer or officers, agent, or agents of AMIA in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AMIA and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of AMIA shall be signed by such officer or officers, agent, or agents of AMIA and in such manner as shall be set forth in manuals, handbooks, and in resolutions adopted by the Board.

Section 3. All funds of AMIA shall be deposited from time to time to the credit of AMIA in such banks, trust companies, or other depositories as the Board of Directors or agents of AMIA may select.

Section 4. The Board of Directors may accept on behalf of AMIA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of AMIA.

**ARTICLE 8
BOOKS AND RECORDS ADMINISTRATION**

Section 1. AMIA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE 9
FISCAL YEAR**

Section 1. The fiscal year shall be the calendar year.

**ARTICLE 10
INDEMNIFICATION**

Section 1. To the maximum extent provided by District of Columbia law, AMIA shall indemnify and advance expenses to any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer or employee of AMIA against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding. AMIA may indemnify and may advance expenses to any present or former employee or agent or any other person who serves or served any other enterprise at the request of AMIA, if and to the extent indemnification is authorized and determined to be appropriate, in each case in accordance with applicable law, by the Board of Directors or special legal counsel appointed by the Board of Directors. The foregoing indemnification and expense advancement obligations do not apply to legal proceedings brought by AMIA itself.

Section 2. This article does not affect, and may not be construed as affecting, any immunities from or limitations on civil liability or any defenses established by any provision of the District of Columbia Code or available at common law, to which a volunteer may be entitled.

Section 3. To the fullest extent permitted by the laws of the District of Columbia, no director or officer shall be liable to AMIA for money damages for services performed for the benefit of AMIA lawfully and in good faith.

**ARTICLE 11
PROCEDURE**

Section 1. The rules contained in *Roberts' Rules of Order Newly Revised* shall govern all meetings in all cases in which they are not inconsistent or in conflict with these Bylaws.

**ARTICLE 12
CONFLICT OF INTEREST**

Section 1. AMIA officers, directors, committee members, and other volunteer leaders have an

obligation to make decisions and conduct affairs of the organization based upon the desire to promote AMIA and its mission. AMIA shall adopt a conflict of interest policy which aims: to educate members on what constitutes a conflict of interest or the appearance of a conflict of interest; to set standards for full disclosure of professional and relevant personal activities and relationships that created a conflict of interest or the appearance of a conflict of interest; to remedy and resolve conflicts of interest per AMIA's conflict of management options; and to encourage leaders to remain aware of and take initiative to manage, disclose, and resolve conflicts of interest appropriately.

ARTICLE 13 AMENDMENTS

- Section 1. These bylaws may be amended by an affirmative vote of a simple majority of members of the Board of Directors present and voting at any Board of Directors meeting, and by a subsequent affirmative vote of the majority of voting members.
- Section 2. Notice of proposed amendments to these bylaws shall be transmitted to the voting members not less than thirty (30) calendar days before a vote.

ARTICLE 14 DISSOLUTION

- Section 1. AMIA may be dissolved by a two-thirds vote of all of the Board of Directors. Such dissolution shall become effective only after notice of such action has been approved by the membership as required by the District of Columbia Nonprofit Corporation Act. Upon dissolution, the assets of AMIA shall be distributed in accordance with the Articles of Incorporation of AMIA.