



BYLAWS
of the
AMERICAN MEDICAL INFORMATICS ASSOCIATION, INC.

**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 charitable scientific, literary, and educational purposes of AMIA shall be eligible for membership. Eligibility, obligations, dues, voting rights, and privileges of all membership categories shall be determined by the Board of Directors and shall be set forth in manuals, handbooks, and in resolutions adopted by the Board.
- Section 3. Termination from membership may occur under the following conditions:
- 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 a confidential review by the Executive Committee.
- 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.

- 4.2 Any action required to be taken by the membership may be taken without a regular meeting with a special notice from the Board of Directors. These special meetings may take place via email using the process outlined in manuals, handbooks, and in resolutions adopted by the Board. Each special meeting shall address only one issue.

ARTICLE 3 BOARD OF DIRECTORS

- Section 1. The Board of Directors shall govern AMIA and shall determine from time to time the responsibilities and authority of officers, standing committees, and employees. Other duties and powers of the Board include:
- 1.1 To adopt rules and regulations governing AMIA.
 - 1.2 To employ or contract for administrative and technical personnel as the Board of Directors may consider necessary to support the activities of AMIA.
 - 1.3 To establish ad hoc committees, task forces and special work groups to ensure a volunteer community of AMIA members.
 - 1.4 To approve the Board Chair's appointments of Committee Chairs and Special Liaisons and Representatives to other organizations.
 - 1.5 To approve a budget for the succeeding fiscal year which includes dues and fees.
 - 1.6 To report to the membership annually regarding committee activities, financial status, and such matters as are necessary and advisable.
 - 1.7 To exercise its legal and constitutional authority and responsibility in the direction and conduct of the affairs of AMIA in order to promote and attain the objectives of AMIA.
 - 1.8 To engage in such business activities as may be in furtherance of AMIA's charitable, scientific, literary, and educational purposes, including, but not limited to, the entering of contracts, and purchasing and sale of real and personal property, and the transacting of all other affairs of AMIA not otherwise provided for in these Bylaws.
- Section 2. The Board of Directors shall consist of five (5) officers, twelve directors, a non-voting student representative, and the elected leader of ACMI who is also a non-voting member.
- Section 3. Four (4) of the twelve (12) elected directors shall be elected annually by AMIA's voting members, and shall serve for a term of three years, may serve no more than two consecutive terms, and take office on the first day of the calendar year following their election.
- Section 4. Unscheduled vacancies on the Board of Directors may be filled by the Board of Directors until the next regular election (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.
 - 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 with a special notice from the Chair. These special meetings may take place via email using the process outlined in manuals, handbooks, and in resolutions adopted by the Board. Each special meeting shall address only one issue.
- 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 President and CEO. Eligibility, obligations, voting rights and terms shall be determined by the Board of Directors and shall be set forth in manuals, handbooks, and in resolutions adopted by the Board.
- 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 manuals, handbooks, and in resolutions adopted by the Board. The position of President and 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.
- Section 4. The Executive Committee comprises the officers of AMIA, one member-at-large selected by the Chair from the Board of Directors, and the Executive Vice President who is a senior AMIA employee. The Executive Committee serves as the Board's proxy in the intervals between Board meetings only to the extent that it knows how the Board would act on a given topic and is authorized to act on a matter when the Board's position is not clear. Actions required 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 President and CEO and Executive Vice President are non-voting members.
- 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, under the direction of the Board of Directors, shall maintain, or cause to be maintained, corporate documents, minutes of Board meetings, Executive Committee meetings, membership meetings, records of activities, membership lists, and any other records required by law.
- 7.1 If the Secretary is not able to perform his/her 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 his/her 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 maintain, or cause to be maintained, all financial reports presented to the Board and members.
- 8.1 The Treasurer shall employ, or cause to be employed a certified public accountant to audit the records and financial statements of the corporation as required by the Board of Directors.
- 8.2 The Treasure shall maintain, or cause to be maintained, the orderly collection of dues and any assessments.
- 8.3 If the Treasurer is not able to perform his/her 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 STANDING COMMITTEES

- Section 1. Permanent Standing Committees shall include: Executive; Audit; Finance and Investment; Nominating; Membership and Outreach; and Education.
- 1.1 The Chair of each standing committee, shall, with the approval of the Board, be appointed by the Board Chair to serve for two (2) years.
- 1.2 A standing committee Chair is limited to serving no more than two (2) successive terms.
- 1.3 The Chair and each member of each standing committee shall be members of AMIA.
- 1.4 At least one member of each standing committee shall be a member of the Board of Directors.
- 1.5 Members of standing committees shall be appointed by the committee Chair and approved by the Board Chair.
- 1.6 The term of office of all standing committee members shall be for two (2) years, and shall be renewable.
- Section 2. The Executive Committee is defined in Article 4.
- Section 3. The Audit Committee's primary function is to assist the Board of Directors in fulfilling their financial and compliance oversight responsibilities. The committee reviews audit reports to ensure internal controls and sound financial management. The committee has a direct

relationship with the outside auditors ensuring an open and transparent process and direct reporting of the outside auditors to the Board. The committee is a sub-committee of the Board.

- Section 4. The Finance and Investment Committee's primary function is to monitor the financial health of AMIA and ensure that its assets are protected, its resources are used properly, and that AMIA complies with all applicable laws and reporting requirements. The committee reports to the Board.
- Section 5. The Nominating Committee's primary function is to ensure the effective and appropriate involvement of AMIA members in the organization through the annual election process. Beginning with the strategic plan, the Nominating Committee decides on the variety of skills and expertise that are desired of Board members. The committee reports to the Board.
- Section 6. The Membership and Outreach Committee's primary function is to ensure the effective and appropriate involvement of AMIA members in the organization by monitoring membership communication, structures, benefits, and services including publications. The committee reports to the Board.
- Section 7. The Education Committee's primary function is to ensure the richness of educational and practice opportunities for members and others as determined by the Board.. The committee reports to the Board.

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. All eligible voters will receive an electronic notice of the election at his/her preferred email address. The notice will contain directions for casting a vote using the electronic balloting process as well as information on an alternative balloting procedure. The notice will provide the voter's membership identification number which will be required for voting. AMIA will maintain an online election site that ensures the secrecy of each ballot and the protection of ballot results so that once a ballot is cast, it cannot be altered or traced to the voter.
- Section 4. Retention of election materials shall be set forth in manuals, handbooks, and in resolutions adopted by the Board.

Section 5. 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.

- Section 2. Any volunteer, including an officer, director, or any other person, who performs services for AMIA without direct or indirect compensation, shall be indemnified for damages beyond the limits of any personal insurance the volunteer may have in any suit that arises from the volunteer's actions or omissions in connection with any services performed for AMIA, unless the actions or omissions constitute gross negligence, reckless, willful or wanton misconduct or intentionally tortious conduct.
- Section 3. 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 4. 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. In their capacity as leaders of AMIA, members have an obligation to make decisions and conduct affairs of the organization based upon the desire to promote AMIA and its mission. *AMIA's Conflict of Interest Policy* 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 two-thirds 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 present at the annual business meeting or any special membership meeting.
- Section 2. Notice of proposed amendments to these bylaws shall be transmitted to the voting members not less than thirty (30) calendar days before such meetings.

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 transmitted to the voting members of AMIA, and a majority do not object in writing within ninety (90) calendar days following transmittal of notice to dissolve. Upon dissolution, the assets of AMIA shall be distributed in accordance with the Articles of Incorporation of AMIA.