



## Bylaws of the American Medical Informatics Association

### Article 1 - Name, Seal, and Offices

- Section 1. The name of this Corporation is American Medical Informatics Association, Inc., hereinafter called AMIA or the Corporation.
- Section 2. The seal of the Corporation shall have inscribed thereon the names of the Corporation, the year of its incorporation, and the words "Corporate Seal, District of Columbia."
- Section 3. The registered office of the Corporation shall be in the District of Columbia. The Corporation may also have offices at such other places within or without the District of Columbia, or both, as the Board of Directors, from time to time, may designate.

### Article 2 - Purposes

- Section 1. The purposes of AMIA shall be to advance the public interest through charitable scientific, literary, and educational activities, by promoting the development and application of medical informatics in the support of patient care, teaching, research, and health care administration.
- Section 2. To achieve its charitable and educational purposes, the activities of AMIA shall include the following:
- 2.1 Serve as an authoritative body in the field of medical informatics, and provide representation with respect to such matters in international forums.
  - 2.2 Foster liaison among disciplines involved in health care, computers, information, communications, systems sciences, engineering, and technology.
  - 2.3 Promote the training and development of professional and allied health personnel necessary to support medical informatics.
  - 2.4 Plan and conduct scientific, technical, and educational meetings and programs.
  - 2.5 Publish and distribute educational materials through various media.
  - 2.6 Coordinate medical informatics activities with other national and international organizations so as better to advance the public interest.
  - 2.7 Carry on such other activities as may be necessary, suitable, and proper for the fulfillment of the Corporation's charitable scientific, literary, and educational purposes.

### Article 3 - Membership

- Section 1. Categories of membership shall include:
- 1.1 Regular member
  - 1.2 Fellow
  - 1.3 Honorary Member
  - 1.4 Student Member
  - 1.5 Retired Member
  - 1.6 Emeritus Member
  - 1.7 Life Member
  - 1.8 Institutional Member
  - 1.9 Corporate Member
- Section 2. Any person or entity with an interest in medical informatics who is committed to advancing the charitable scientific, literary, and educational purposes of the Corporation shall be eligible for membership as a Regular Member, Student Member, Retired Member, Emeritus Member, Life Member, Institutional Member or Corporate Member with procedures approved by the Board of Directors. Honorary Members may or may not be required to pay AMIA membership dues. Conditions under which dues, if any, are to be paid will be set forth in the AMIA Policy and Procedures Manual.
- Section 3. Persons who have demonstrated major contributions, who have achieved national recognition in the field of medical informatics and who are committed to advancing the charitable scientific, literary and educational purposes of the Corporation shall be eligible for membership as Fellows. Founding Fellows shall be determined by the initial Board of Directors. Thereafter, Fellowship shall be determined in accordance with procedures established by the Fellows.
- Section 4. Termination from membership may occur under the following conditions:
- 4.1 Failure to pay any sums due and owing AMIA in a timely manner, as defined by the Board of Directors.
  - 4.2 Resignation filed in writing with the Board of Directors.
  - 4.3 Upon a two-thirds vote of the AMIA Membership Committee and a two-thirds vote of the AMIA Board of Directors, following notice to the member and a confidential review by the Membership Committee or its delegate, pursuant to procedures determined by the Board of Directors and set forth in the AMIA Policy and Procedures Manual.
- Section 5. There shall be an annual business meeting of the membership (the Annual Membership Meeting). Eligibility, obligations, rights, and privileges of all membership categories shall be determined by the Board of Directors.

#### Article 4 - Fees, Dues, and Assessments

- Section 1. Dues for all membership categories shall be payable at intervals established by the Board of Directors.
- Section 2. Fees, dues, and assessment amounts for all membership categories shall be established by a two-thirds vote of those present at a meeting of the Board of Directors.
- Section 3. Fellows may establish a supplemental dues structure in order to enable the Fellows to conduct their own activities, provided, however, that all such activities must be in furtherance of the charitable scientific, literary, and educational purposes of AMIA.

#### Article 5 - Governance

- Section 1. The Board of Directors shall govern the Corporation, and shall determine from time to time the responsibilities and authority of the Officers.
- Section 2. The Board of Directors shall consist of five (5) Officers (consisting of Chairman [Chairwoman], Treasurer, Secretary, Chairman-elect/Past Chairman [Chairwoman-elect/Past Chairwoman], and Chief Staff Officer) and twelve (12) elected Directors. There shall be a Chief Staff Officer, who shall be an officer of the Corporation and who may be designated as President, CEO, Executive Director, Executive Vice President or such other title or titles as the Board of Directors may determine from time to time.
- 2.1 Four (4) of the twelve (12) elected Directors shall be elected annually by mail ballot of the Regular Members, and shall serve for a term of three years.
- 2.2 Directors may serve no more than two consecutive terms.
- 2.3 All elected Officers and Directors shall take office on the first day of the calendar year following the election.
- 2.4 Unscheduled vacancies on the Board of Directors may be filled by the Board of Directors until the next regular election, at which the Members shall elect a Director to fill the position for the duration of the vacant term of office.
- 2.5 Notwithstanding the above provisions of this Section 2, so long as the American College of Medical Informatics (ACMI) remains a component of AMIA, the duly elected President of ACMI shall be a non-voting, ex officio member of the AMIA Board of Directors. Provided, however, that an individual's status as President of ACMI shall not preclude that individual from acting as a voting member of the AMIA Board if that individual has been otherwise elected as a voting member of the AMIA Board.
- Section 3. Duties and Powers of the Board of Directors
- 3.1 To adopt rules and regulations governing AMIA.
- 3.2 To employ or contract for administrative and technical personnel as the Board may consider necessary to support the activities of AMIA.
- 3.3 To approve the Board Chairman's [Chairwoman's] appointments of Chairpersons of Standing Committees.
- 3.4 To prepare and approve a budget for the succeeding fiscal year.

- 3.5 To create such advisory groups and councils as may be necessary to fulfill liaison with other organizations.
- 3.6 To report to the membership annually regarding committee activities, financial status, and such matters as are necessary and advisable.
- 3.7 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 the Corporation.
- 3.8 To engage in such business activities as may be in furtherance of the Corporation'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 4. Board of Directors Meetings

- 4.1 A quorum for conducting official business at a meeting of the Board of Directors shall be a majority of its voting members.
- 4.2 The Board of Directors shall hold at least two meetings per year, one of which shall occur at the time of the Annual Membership Meeting, when the budget for the succeeding calendar year shall be presented to the membership.
- 4.3 Other meetings of the Board of Directors may be held at the call of the Chairman [Chairwoman], or upon petition by seven (7) voting members of the board.
- 4.4 Notice of all Board of Directors meetings and the proposed meeting agenda shall be sent to all members of the Board at least ten (10) calendar days prior to the meeting date.
- 4.5 Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all directors entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Mayor of the District of Columbia under the General Non Profit Corporation Act of the District of Columbia.
- 4.6 Any or all 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 in person at the meeting.

Section 5. Advisory Council

- 5.1 The Board of Directors shall establish an Advisory Council whose members shall be selected by the Board of Directors so as best to advance the interest of the public. The Advisory Council shall be required to make a report to the Board of Directors and to the members at least annually.

## Article 6 - Officers and Executive Committee

- Section 1. The AMIA Officers shall be a Chairman [Chairwoman], Chairman-elect [Chairwoman-elect] or Immediate Past Chairman [Chairwoman], Secretary, Treasurer, and a Chief Staff Officer. The Chief Staff Officer may be designated a President, CEO, Executive Director, Executive Vice President or such other title or titles as the Board of Directors may determine from time to time. With the exception of the Chief Staff Officer of AMIA, all Officers must be Regular Members of AMIA in good standing. There shall be not fewer than four incumbent voting Officers of AMIA at any time.
- Section 2. The Chairman-elect [Chairwoman-elect], Secretary, and Treasurer shall be elected by a mail ballot of the Regular Members. In addition, the Chairman-elect [Chairwoman-elect] shall have served previously as a Director of the Corporation. The position of Chief Staff Officer of AMIA must be filled, by action of the Chairman [Chairwoman] with the approval of the Board of Directors.
- Section 3. Terms of office for the Chairman [Chairwoman], Secretary, and Treasurer shall be for two (2) years and for the Immediate Past Chairman [Chairwoman] and Chairman-elect [Chairwoman-elect] one (1) year, beginning on the first day of the calendar year following the Annual Membership Meeting.
- Section 4. Executive Committee
- 4.1 The Executive Committee shall consist of five (5) Officers and one (1) Director. The Chief Staff Officer of AMIA shall be a non-voting member of the Executive Committee. The Executive Committee shall have authority over the Corporation between meetings of the Board of Directors. The one Director shall be appointed by the Chairman [Chairwoman], subject to the approval of the Board of Directors. A quorum of the Executive Committee shall consist of three members, one of who shall be the Chairman [Chairwoman], or the Chairman-elect [Chairwoman-elect] or Immediate Past Chairman [Chairwoman] in the absence of the Chairman [Chairwoman].
- 4.2 Notwithstanding the above provisions of this Article 6, so long as ACMI remains a component of AMIA, the duly elected President of ACMI shall be an Officer, ex officio, of AMIA, but shall not be a member of the AMIA Executive Committee unless otherwise elected to an AMIA office that sits on the Executive Committee or so appointed by the Chairman [Chairwoman].
- 4.3 The authority of the ACMI President to obligate AMIA financially shall at all times be limited to the extent of the then-current net balance in ACMI's account within the AMIA treasury. Any purported obligation in excess of such amount, whether written or oral, shall be null and void to the extent of such excess unless such obligation is specifically approved in writing in advance by the AMIA Board of Directors.
- Section 5. The Chairman [Chairwoman] shall be the principal officer of AMIA.
- 5.1 The Chairman [Chairwoman] shall preside at all meetings of the Executive Committee, the Board of Directors, and of the membership.
- 5.2 The Chairman [Chairwoman] shall be a member, ex officio, with vote, on all Standing and Ad Hoc Committees.

- Section 6. The Chairman-elect [Chairwoman-elect] shall automatically become the Chairman [Chairwoman] at the conclusion of the term of the previous Chairman [Chairwoman].
- 6.1 The Chairman-Elect [Chairwoman-elect] or Immediate Past Chairman [Chairwoman] shall perform the duties of the Chairman [Chairwoman] during absence or disability of the Chairman [Chairwoman]. In cases where the vacancy will be permanent, an interim Chairman [Chairwoman] shall be selected by the Board of Directors for the remaining period of the term of the former Chairman [Chairwoman].
- Section 7. The Secretary, under the direction of the Board of Directors, shall maintain, or cause to be maintained, minutes of meetings, records of activities, a list of the membership, or any other records required by law.
- 7.1 During absence or disability of the Secretary, an Acting Secretary may be appointed by the presiding officer of the meeting. In cases where the vacancy will be 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 establish orderly mechanisms for the collection of fees, dues, and assessments, and the distribution of monies owed.
- 8.1 The Treasurer shall prepare, or cause to be prepared, all financial reports, subject to procedures defined in these Bylaws, presented to the Board and to the membership.
- 8.2 The Treasurer shall employ, or cause to be employed, a certified public accountant to audit the records and financial statements of the Corporation when and as required by the Board of Directors. The AMIA Treasurer shall qualify for a fidelity bond procured by the Board of Directors.
- 8.3 During absence or disability of the Treasurer, an Acting Treasurer may be appointed by the Chairman [Chairwoman], subject to the approval of the Board of Directors. In cases where the vacancy will be permanent, an interim Treasurer shall be selected by the Board of Directors for the remaining period of the term of the former Treasurer.
- 8.4 The Treasurer shall be Chairman [Chairwoman] of the Audit Committee.

#### **Article 7 - Standing Committees**

- Section 1. Permanent Standing Committees shall include: Awards Committee, Audit Committee, Education Committee, Finance Committee, International Affairs Committee, Meetings Committee, Membership Committee, Nominating Committee, Publications Committee and Working Group Steering Committee.
- 1.1 The Chairman [Chairwoman] of each Standing Committee, shall, with the approval of the Board, be appointed by the Board Chairman [Chairwoman] to serve for two (2) years.
- 1.2 A Standing Committee Chairman [Chairwoman] is limited to serving no more than two (2) successive terms.

- 1.3 The Chairman [Chairwoman] and all member of each Standing Committee shall be members of AMIA. However, the Chairman [Chairwoman] of the AMIA Board may, with the concurrence of a simple majority of the AMIA Board, appoint a non-member to a Committee because that individual possesses specialized skills or qualifications relevant to a Committee's activities that are not otherwise represented by members of the Committee.
- 1.4 At least one member of each Standing Committee shall be a member of the Board of Directors.
- 1.5 Members of Committees, except for the Nominating Committee, shall be appointed by a Committee Chairman [Chairwoman] and approved by the Board Chairman [Chairwoman].
- 1.6 The term of office of all Committee members shall be for two (2) years, and shall be renewable.
- 1.7 Subcommittees of Standing Committees may be organized and directed by Committee Chairmen [Chairwoman].
- 1.8 The Board Chairman [Chairwoman] may establish such other Ad Hoc Committees as may be deemed necessary, or as directed by the Board of Directors.
- 1.9 The Chairman [Chairwoman] of each Standing Committee shall prepare a written report to the Board of Directors for each Annual Membership Meeting.

Section 2. The Awards Committee shall consist of the Chairman [Chairwoman] and at least two (2) other members. The Awards Committee shall review and recommend nominees to the Board for special recognition, honors, and awards.

Section 3. The Finance Committee shall consist of the Chairman [Chairwoman] and at least two (2) other members. The Treasurer shall not be a member of the Committee, but shall assist and fully cooperate with the Committee.

- 3.1 The Finance Committee shall receive, review, and approve financial statements and budgets to be presented to the Board of Directors.
- 3.2 The Finance Committee shall recommend to the Board of Directors policies regarding the receipt and expenditure of funds.

Section 4. The International Affairs Committee shall consist of the Chairman [Chairwoman] and at least two (2) other members. The committee shall coordinate activities of international interest to AMIA.

- 4.1 The International Affairs Committee shall consider and recommend to the Board of Directors candidates for the position of the United States Representative to the International Medical Informatics Association (IMIA).

Section 5. The Meetings Committee shall consist of the Chairman [Chairwoman] and at least two (2) other members. The Committee shall coordinate all scientific meetings and educational activities of AMIA.

- 5.1 At the time of the meeting of the Board of Directors at which the budget is to be presented and approved, the Meetings Committee shall submit for review and approval by the Board plans for all scientific and educational meetings for the budget year under discussion.

5.2 The Meetings Committee shall review requests from other organizations to co-sponsor or cooperatively conduct scientific meetings and shall make recommendations to the Board of Directors.

Section 6. The Membership Committee shall consist of the Chairman [Chairwoman] and at least two (2) other members. The Membership Committee shall consider and recommend to the Board of Directors procedures for the recruitment and retention of members.

Section 7. The Nominating Committee shall consist of the most recent Immediate Past Board Chairman [Chairwoman] as committee Chairman [Chairwoman], and at least four (4) other members appointed by the Board Chairman [Chairwoman]. Two of the four persons shall be members of the Board of Directors and two shall be from the general membership. The Nominating Committee shall function as specified in Article Eight (8) of these Bylaws.

Section 8. The Publications Committee shall consist of the Chairman [Chairwoman] and at least two (2) other members. The committee shall coordinate the publication activities of AMIA. It shall make recommendations to the Board of Directors regarding the publication or endorsement of proceedings, books, journals, and newsletters.

Section 9. The Education Committee shall consist of the Chairman [Chairwoman] and at least two (2) other members. The committee shall review opportunities for education of AMIA members and for educating outside organizations about AMIA and medical informatics, and make recommendations for how to implement such policies. The committee shall help recommend what information AMIA should gather about the expertise of its members, and how best to tap that expertise in the appropriate settings.

Section 10. The Working Group Steering Committee shall consist of the duly elected Chairman [Chairwoman] of each AMIA Working group. The Committee shall coordinate the activities of the Working Groups.

Section 11. The Audit Committee shall consist of the Chairman [Chairwoman], who is AMIA's Treasurer, at least two (2) Board members, and up to two (2) other members. The Committee is responsible for supervision of auditing activities and review of the external auditor's report.

## Article 8 - Elections

Section 1. Ninety (90) calendar days prior to each Annual Membership 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 Chairman-elect, [Chairwoman-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 medical informatics.

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

- Section 2. Additional nominations for Directors and for Officers may be received by written petition of fifty (50) Regular Members at the Corporation's office not less than sixty (60) calendar days prior to the Annual Membership Meeting.
- Section 3. The Secretary or Secretary's designee shall mail ballots to the Regular Members not less than forty-five (45) calendar days before the Annual Membership Meeting.
- Section 4. Ballots must be received at the Corporation's office not less than seven (7) calendar days prior to the Annual Membership Meeting. Ballots shall be counted by the Secretary and the Nominating Committee Chairman [Chairwoman] or their respective designees. The Chairman [Chairwoman] of the Nominating Committee shall report the results of the election to the membership at the Annual Membership Meeting.

#### **Article 9 - Membership Meetings and Conduct of Business**

- Section 1. Meetings of the Membership shall be held at such times and places, as the Board of Directors shall determine.
- Section 2. Members shall be notified at least sixty (60) calendar days prior to the conduct of the Annual Membership Meeting or any special membership meeting.
- Section 3. Robert's Rules of Order, current revised edition, shall govern the conduct of all meetings when not inconsistent with these Bylaws and with any separate rules of order the Board of Directors may adopt.
- Section 4. At the Annual Membership Meeting or any special membership meeting, a quorum shall consist of the fewest number of voting members permissible under the Non-Profit Corporation Code of the District of Columbia.

#### **Article 10 - General**

- Section 1. Notwithstanding any provision of the Bylaws which might be susceptible to contrary interpretation:
- 1.1 No part of the net earnings of AMIA shall under any circumstances inure to the benefit of any individual member of AMIA.
  - 1.2 No substantial part of the activities of AMIA shall consist of carrying on propaganda or otherwise attempting to influence local, state, or national legislation. AMIA shall not participate in, publish or distribute statements for, or otherwise intervene in any campaign on behalf of any candidate for public office.
- Section 2. All official records, archives, and historical material pertaining to the Corporation shall be preserved at the offices of the Corporation.
- Section 3. As permitted by Section 29-516(b) of the District of Columbia Non-Profit Corporation Act, any action that may be taken upon a vote of the membership at the Annual

Membership Meeting or any special membership meeting may be taken without a meeting upon a mail ballot of the members entitled to vote on such action.

#### **Article 11 - 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 Regular Members present at the Annual Membership Meeting or any special membership meeting.

Section 2. Notice of proposed amendments to these bylaws shall be mailed to the Regular Members with the agendas for meetings not less than thirty (30) calendar days before such meetings.

#### **Article 12 - Fiscal Year**

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

#### **Article 13 - 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 Regular 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.