



# BYLAWS OF SOUTH CAROLINA IMMUNIZATION COALITION

**ADOPTED**

October 2019

**AMENDED**

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## Article I: General

### Section 1: Name

The official name of the organization is the South Carolina Immunization Coalition, referred to as the “Organization”.

### Section 2: Address

The postal mailing address of the Organization is:

10 S. Fork Place  
Columbia, SC 29223

### Section 3: Fiscal Year

The fiscal year of the Organization shall encompass a consecutive twelve-month period beginning July 1 and ending on June 30.

## Article II: Purpose

### Section 1: Mission

The mission of the Organization is to promote the overall health of South Carolina residents through uniting vaccination champions to promote and implement current evidence-based practices and strategies that enhance the uptake of recommended and approved vaccines among all Palmetto State residents.

### Section 2: Vision

The vision of the Organization is that South Carolina leads the nation in vaccination coverage rates across the lifespan.

## Article III: Goals of the Coalition

### Section 1: Key Strategies

The Organization will engage in the overarching areas to pursue its mission.

Engage key partners and stakeholders to support efforts to improve vaccination coverage.

Promote and develop educational opportunities for healthcare providers and the general public.

Utilize effective communication methods to address current immunization issues.

Perform and/or support statewide and regional activities to improve vaccination coverage.

## Article IV: Membership

### Section 1: Membership Guidelines

General organization membership is established solely via participation in the Organization. There shall neither be dues for membership nor voting rights among general members. The sole right of membership shall be the ability to participate in the activities of the Organization.

## Article V: Organizational Infrastructure

### Section 1: Governing structure

The affairs of the Organization shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors (“the Board”), subject to the provisions of the Articles of Incorporation and these Bylaws. The Board shall have the number of members no less than five (5) and no more than thirteen (13), as designated by resolution of the Board.

The Board may, by resolution adopted by a majority of the directors, designate a managing/executive director who shall have and exercise the authority of the Board in the management of the Organization’s affairs. The incumbent is subject to the authority and supervision of the Board. The incumbent may be removed from their position by the Board, with or without cause.

#### **Terms**

- The term of each member of the initial Board shall be through June 30, 2022.
- Each elected director shall serve a minimum term duration of twelve months, not to exceed two (2) years, or such other period as prescribed by the Board at the time of election, and until their successor is elected. Any officer may be removed by unanimous vote of the Board at any time, with or without cause.
  - The Board President shall serve a term of twenty-four months
- A person is eligible to serve on the Board for three (3) consecutive terms for a maximum of six (6) consecutive years. A person may be reelected to the Board after an absence from the Board of at least one (1) year.

- Ending dates shall be staggered so that no more than one third of the Directors' terms end each year so that directors serve 12-month, 18-month, or 24-month terms.
  - President: 24-month term (i.e., July 1, 2022- June 30, 2024)
  - Records Officer: 24-month term (i.e., July 1, 2022- June 30, 2024)
  - Director at Large 1: 12-month term (i.e., July 1, 2022-June 30, 2023)
  - Director at Large 2: 18-month term (i.e., July 1, 2022-Dec 31, 2023)
  - Director at Large 3: 24-month term (i.e., July 1-2022-June 30, 2024)
  - Director at Large 4: 12-month term (i.e., July 1, 2022-June 30, 2023)
  - Director at Large 5: 18-month term (i.e., July 1, 2022-Dec 31, 2023)
  - Director at Large 6: 24-month term (i.e., July 1-2022-June 30, 2024)
  - Director at Large 7: 12-month term (i.e., July 1, 2022-June 30, 2023)
  - Director at Large 8: 18-month term (i.e., July 1, 2022-Dec 31, 2023)
  - Director at Large 9: 24-month term (i.e., July 1-2022-June 30, 2024)
  - Director at Large 10: 12-month term (i.e., July 1, 2022-June 30, 2023)
  - Director at Large 11: 18-month term (i.e., July 1, 2022-Dec 31, 2023)

### **Elections**

- At a regular meeting of the Board immediately preceding the expiration date of the term of any director, or at a special meeting, the directors shall elect a new director to replace the director whose term will expire or has expired.
- Each Director may nominate a candidate for consideration for any vacancy. Candidates are confirmed with a 2/3 majority Board vote. Nominated candidates should have an existing personal and/or professional connection to South Carolina, although the Board may allow exceptions, based on majority vote.
- Any vacancy occurring in any office shall be filled at the Board's discretion, and the person designated to fill such vacancy shall serve until the expiration of the term vacated.

### **Section 2: Officers**

- i. **General:** The officers of this Organization shall be President, Records Officer, and Director at Large.
  - a. The Board may reserve the right to create new director roles and/or expand the duties and responsibilities of existing positions based on the changing needs of the Board to serve the Organization's mission.

- b. All Board members must complete an annual commitment form, indicating any conflicts of interest and a commitment to act in good faith.
- ii. **President:** The President shall:
  - a. preside at all meetings of the Board
  - b. be responsible for the implementation of policies established by the Board
  - c. serve as the official spokesperson and representative of the Organization
  - d. direct and assist the Board to develop legislative and policy initiatives, and other external communications
  - e. oversee the assessment and evaluation of Organization activities
  - f. serve as an Organization signatory as requested
- iii. **Records and Finance Officer:** The Records and Finance Officer shall:
  - a. attend all meetings of the Board
  - b. assist the President
  - c. perform all duties of the President in their absence
  - d. establish and maintain document management and record retention system for by-laws, shared files, agendas, meeting minutes, financial documents, and any pertinent coalition documents
  - e. develop and maintain standardized templates of all coalition-branded materials
  - f. record all votes
  - g. record all meeting minutes and distribute electronically to members within 2 weeks of meeting
  - h. serve as custodian for all records and reports
  - i. serve as primary signatory for contracts, agreements, payments, and all records requiring authorization
  - j. develop and monitor annual budget
  - k. monitor fiduciary agent reports and deposits
  - l. manage spending within approved budget
  - m. ensure that regular financial reports are prepared and communicated to the board and general membership
  - n. complete/ensure completion of federal and state financial and organization reporting requirements
  - o. participate in planning and setting Organization priorities

- p. assist with new member identification, recruitment, and orientation
- q. serve as an Organization ambassador within the community and represent the Organization, as requested
- r. participate in Organization activities
- s. other duties as assigned by the President and Board of Directors

**iv. Director at Large:** The Director at Large shall:

- a. attend all meetings of the Board
- b. have demonstrated leadership experience in a relevant industry or field that aligns with the mission of the Organization
- c. participate in planning and setting Organization priorities
- d. assist in new member identification, recruitment, and orientation
- e. serve as an Organization ambassador within the community and represent the Organization, as requested
- f. participate in Organization activities
- g. other duties as assigned by the President and Board of Directors

### Section 3: Committees, Workgroups, and Taskforces

**i. Executive Committee**

- a. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate two (2) or more directors of the Organization to constitute an Executive Committee which, to the event provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Organization's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority of the Board of Directors. A member of the Executive Committee may be removed from the Executive Committee by the Board of Directors via unanimous vote, with or without cause. The Board may approve the addition of a Public Health Liaison to serve as a non-voting member of the Executive Committee. The Public Health Liaison:
  - i. is a staff of good standing within the Division of Immunization and Prevention at the South Carolina Department of Health and Environmental Control
  - ii. has no voting or decision-making authority



- iii. assists the Organization and Executive Committee in the assessment, planning, implementation, and evaluation of its activities
- iv. leads planning and organization of education and outreach activities
- v. supports general coalition and special taskforce meeting schedule and agenda development
- vi. supports member recruitment efforts

**ii. Other Committees, Workgroups, and Taskforces**

- a. The Board of Directors may establish other committees, workgroups, and taskforces to accomplish the goals and perform the programs of the Organization. Such groups shall have such responsibilities and powers as the Board of Directors shall specify. Members of such other groups may, but need not, be members of the Board of Directors. The Board of Directors may appoint and/or remove chairs by majority vote, with or without cause.

#### Section 4: Decision Authority and Voting

The Organization shall follow Robert's Rules of Order for all meetings at which action and/or decisions are made. A majority of directors in office shall constitute a quorum for the transaction of any business that comes before the Board. A majority is defined as 2/3 of the directors present either in person, by proxy, or virtually.

- i. **Voting:** Each director in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Board. Electronic voting may be used as the primary method of collecting, verifying, and recording votes. The deadline for receipt of electronic votes with respect to any such vote shall be no later than three (3) days from the date of the meeting.
- ii. **Meetings:** For purposes of soliciting electronic votes in connection with a meeting of the Board at which a quorum was present, the requisite number of votes that would have been required at such a meeting to pass an action shall be required to pass an action via the electronic voting provisions.
- iii. **Action without Meeting:** For purposes of taking *action without meeting*, solicitation via electronic balloting and voting shall be permitted. Such procedure shall be initiated by the electronic distribution of ballots and all related materials for consideration by the Board.

## Article VI: Meetings

### Section 1: Regular Meetings

The Board of Directors may hold regular meetings as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Organization. At minimum, general membership and Board of Director meetings will be convened at least quarterly. An annual calendar of regular meeting dates for the Board, general membership, and any committees shall be published at least 30 days prior to the end of the current calendar year. Regular meetings should be held with notice of the date, time, place, and/or purpose of the meeting to the membership listserv and posted electronically on the Organization's website.

### Section 2: Special Meetings

Notwithstanding the preceding Section I of this Article VI, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days' notice as described in Section 3 of this Article, upon by the President, or by not less than two (2) members of the Board of Directors. A special meeting shall be held at such date, time, and place. The purpose of any such meeting need not be specified.

### Section 3: Notice of Special Meetings and Waiver

Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Records Officer, or by the person or persons calling the meeting, to each Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the special meeting. Notice shall be effective when communicated.

Notice may be waived in writing, signed by the Director entitled to the notice, and filed with the minutes. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

### Section 4: Means of Communication

The Board of Directors, committees, or any affiliated group thereof, may (a) permit a director or a committee member to participate in a meeting by, or (b) conduct a meeting through the use of any

means of communication by which all participating parties may simultaneously hear each other during the meeting. A director or a committee member participating in a meeting by such means shall be considered “present” at the meeting, ultimately impacting any actions that require a quorum.

## Article VII: Contracts, Banking, Loans, and Gifts

### Section 1: Contracts

The Board of Directors may authorize one (1) or more officers, staff, or members of the Organization to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, staff, or member shall have the power to bind the Organization or render it liable for any purpose or amount.

### Section 2: Banking

All funds of the Organization shall be deposited to its credit in a bank or other depository the Board of Directors may designate, including an external group to serve as a Fiduciary Agent. All orders for payments of money from the Organization’s account shall be signed by the Records Officer of the Organization or by such a person or persons the Board of Directors may designate by resolution. Such designation may be general or confined to specific instances.

### Section 3: Loans

Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Organization and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

### Section 4: Gifts

The Board of Directors may accept on behalf of the Organization any gift, bequest, devise, or other contribution for the purposes of the Organization on such terms and conditions as the Board of Directors shall determine.

## Article VIII: Indemnification

### Section 1: Indemnification by the Organization

To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Organization shall be

indemnified by the Organization against all liability and reasonable expense that may be incurred by them in connection with or resulting from any claim, action, suit, or proceeding:

- i. if such person is wholly successful with respect thereof or,
- ii. if not wholly successful, then if such person is determined as provided in Section 3 of this Article VIII to have acted in good faith, in what they reasonably believed to be the best interests of the Organization (or, in any case not involving the person's official capacity with the Organization, in what they reasonably believed to be not opposed to the best interests of the Organization) and,
- iii. with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful).

The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VIII.

## Section 2: Definitions

- a. As used in this Article VIII, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Organization, any other Organization or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or their heirs or personal representatives) may become involved, as a party or otherwise:
  - i. By reason of their being or having been a director or officer of the Organization or of any Organization where they served as such at the request of the Organization, or
  - ii. By reason of their acting or having acted in any capacity in a partnership, joint venture, association, trust or other organization or entity where they served as such at the request of the Organization, or
  - iii. By reason of any action taken or not taken by them in any such capacity, whether or not they continue in such capacity at the time such liability or expense shall have been incurred.

- b. As used in this Article VIII, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- c. As used in this Article VIII, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against them; (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

### Section 3: Entitlement to Indemnification

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Organization or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Organization a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article VIII and (b) if the Board of Directors, acting upon such written finding, so determines.

The person claiming indemnification shall, if requested:

- appear before the referee and answer questions that the referee deems relevant
- be given ample opportunity to present to the referee evidence upon which they rely for indemnification.

The Organization shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the Organization.

### Section 4: Relationship to Other Rights

The right of indemnification provided in this Article VIII shall be in addition to any rights to which any person may otherwise be entitled.

## Section 5: Extent of Indemnification

Irrespective of the provisions of this Article VIII, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, or other persons to the fullest extent permitted by applicable law; or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

## Section 6: Advancement of Expenses

Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Organization (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless they are entitled to indemnification.

## Section 7: Purchase of Insurance

The Board of Directors is authorized and empowered to purchase insurance covering the Organization's liabilities and obligations under this Article VIII and insurance protecting the Organization's directors or officers, or other persons.

## Article IX: Dissolution Clause

Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

## Article X: Amendments

The power to issue, alter, amend, or repeal these Bylaws is vested in the Board of Directors of the Organization and shall require a quorum vote.