

**Alliance of Information and Referral Systems (AIRS)**

**Bylaws**

**Approved: August 2018**

*Mission: To provide leadership and support to the membership and affiliates to advance the capacity of a standards-driven information and referral industry that brings people and services together*

## **ARTICLE 1: NAME AND OBJECTIVES**

### **SECTION 1: NAME**

The name of this organization is the Alliance of Information and Referral Systems, Inc. (hereafter referred to as "AIRS").

### **SECTION 2: ORGANIZATION**

AIRS is a non-profit corporation, organized in 1973 under the laws of the State of Arizona, which includes the requirement to maintain a statutory agent in Arizona. AIRS is a registered charitable organization exempt under Section 501(c)(3) of the United States Internal Revenue Code.

### **SECTION 3: PURPOSE**

AIRS is a professional association of organizations and individuals engaged in Information and Referral (I&R), through activities relating to education, training, public awareness, standards development and credentialing.

### **SECTION 4: PARLIAMENTARY PROCEDURE**

All meetings of AIRS members, the Board of Directors or of AIRS committees shall be governed by the parliamentary rules contained in Robert's Rules of Order.

### **SECTION 5: DISSOLUTION**

If ever necessary, AIRS shall be dissolved pursuant to the relevant legislation in Arizona.

## **ARTICLE 2 – MEMBERSHIP**

### **SECTION 1: MEMBERSHIP**

Membership is open to individuals and organizations that provide, organize or support the provision of I&R services consistent with the goals and objectives of AIRS. AIRS membership may include membership in an independently incorporated state or regional AIRS Affiliate, or in InformCanada.

### **SECTION 2: MEMBERSHIP DUES**

Membership dues and a membership structure shall be determined by the AIRS Board of Directors.

### **SECTION 3: TERMINATION**

Any membership may be terminated by majority vote of the Board without cause or appeal. Membership also terminates if annual membership dues are not renewed within the appropriate time period.

## **ARTICLE 3 - MEETINGS OF MEMBERS**

### **SECTION 1: ANNUAL BUSINESS MEETINGS**

There shall be an annual business meeting of the membership during each calendar year held at a time and place determined by the Board. Members shall receive at least 30 days notice of the annual business meeting during which the Board shall provide an accounting of the business transactions of the previous year.

### **SECTION 2: SPECIAL MEETINGS**

Special meetings of the membership may be held when called by the AIRS Board President or on the written request of 25% or more of the members delivered to the President. Notice of the time, place and purpose of the special meeting shall be provided to each member at least 15 days in advance of such meeting.

### **SECTION 3: QUORUM**

A quorum is those members in good standing who exercise their right to vote, in attendance or electronically, at any duly noticed membership meeting.

### **SECTION 4: VOTING**

Each member in good standing shall have a single unit vote on each question placed before the membership. Voting may be in person, by mail or online, as determined by the Board.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### **SECTION 1: CORPORATE POWERS VESTED IN THE BOARD OF DIRECTORS**

The Board has general charge and management of the affairs, funds and property of AIRS and the full power to adopt, amend and repeal Bylaws. The Board also makes rules and regulations for its own governance, for the governance of committees, for the guidance of the officers and management the organization. All such rules and regulations must be consistent with the laws of the State of Arizona and these Bylaws. In addition to the Bylaws,

there shall be standard operating procedures that provide more details concerning Board activities.

## **SECTION 2: QUORUM AND VOTING**

A quorum is a simple majority of the directors attending a meeting. The act of a simple majority of the directors in attendance at a meeting with quorum shall be the act of the Board. No voting by proxy shall be allowed at any meeting of the Board. Voting may be in person, by mail or online, as determined by the Board.

## **SECTION 3: NUMBER**

The Board shall consist of not less than 15 nor more than 30 members.

## **SECTION 4: QUALIFICATIONS**

All board members shall be AIRS members or represent member organizations. Board members shall be elected by the membership at the annual business meeting or by alternative polling methods as determined by the Board. The terms of office will be arranged so that the terms of approximately 25% of the elected directors will expire each year.

## **SECTION 5: TENURE**

No elected Board member can serve more than two successive four-year terms without at least a one-year sabbatical. The exceptions are an incoming President and the immediate Past President, who each have the opportunity to serve additional years.

## **SECTION 6: ORGANIZATIONAL BOARD APPOINTMENTS**

Individuals appointed by the President as assigned representatives from the following organizations with special relationships with AIRS, will sit at the will of the AIRS President and their respective organizations as liaison members. These individuals will have full voting rights and are not restricted by term limits. The organizations include:

InformCanada Representation: InformCanada (the I&R association for Canada), shall recommend a Canadian representative to the AIRS Board as needed.

Military Representation: A representative of the U.S. military shall be appointed by the President to the AIRS Board as needed.

National Association of States United for Aging and Disabilities (NASUAD) Representation: The National Association of States United for Aging and Disabilities shall recommend a representative to the AIRS Board, as needed.

National Association of Area Agencies on Aging (n4a) Representation: The National Association of Area Agencies on Aging shall recommend a representative to the AIRS Board as needed.

Due to the unique relationship between AIRS and these organizations, expectations of these appointed members may differ from elected Board members.

## **SECTION 7: VOLUNTEER APPOINTMENTS**

### AIRS Affiliates Council

Up to two chairs of the AIRS Affiliates Council, shall be appointed to the AIRS Board by the President.

### AIRS Accreditation Commission and AIRS Certification Commission Chairs

The chairs of these commissions and if not already a Board member, shall be appointed to the AIRS Board by the President.

## **SECTION 8: DUTIES**

It shall be the duty of the Board, in addition to other duties imposed on it by law, by the Articles of Incorporation, and these Bylaws, to keep a record of its actions, to supervise and conduct the business of the corporation, and to preserve its assets. It shall be the duty of members of the Board to serve on committees.

## **SECTION 9: MEETINGS**

The Board must hold a minimum of two face-to-face meetings and a minimum of three teleconference meetings over the course of a calendar year. Other meetings of the Board may be called by the President or by written request of at least five directors delivered to the President. Formally organized Board teleconferences are legally-constituted Board meetings. Each director shall have at least 7 days written notice of the time and place of any special meeting of the Board

## **SECTION 10: VACANCIES**

A Board member who is appointed to a vacant Board position, can serve as an appointee for a maximum of one year and then, if wishing to continue, must be elected to a Board position.

## **SECTION 11: ATTENDANCE**

Board members commit to attending two in-person Board meetings a year. If there is a compelling reason or circumstance preventing attendance from any two consecutive meetings of the Board (either in-person or via teleconference), a Board member may

request in writing to the President to be excused. The decision to grant the request is at the discretion of the President in consultation with the Executive Committee.

#### **SECTION 12: COMPENSATION**

The directors shall serve without compensation from AIRS, except they may be reimbursed for expenses reasonably incurred in the performance of their duties as outlined in the AIRS Reimbursement Policy.

#### **SECTION 13: CONFLICT OF INTEREST**

If a matter for consideration or decision comes before the Board, or any committee or other decision-making body, which raises a potential conflict of interest for any member of the Board or committee, that individual shall disclose the potential conflict of interest immediately and withdraw from the meeting during any discussion, review and/or vote. The disclosure and withdrawal shall be recorded in the minutes of the meeting. Elected and appointed Board members are required to sign a Conflict of Interest Policy upon joining the Board.

#### **SECTION 14: TERMINATION**

Any member of the Board may be removed upon two-thirds vote of the entire Board of Directors taken at any organizational or other meeting, provided each director has been given at least 7 days written notice that such action is to be considered at the meeting.

### **ARTICLE 5 - OFFICERS**

#### **SECTION 1: EXECUTIVE OFFICERS**

The officers of the corporation consist of a President, Vice-President, Secretary and Treasurer. Officers of the corporation shall be selected from Board members elected by the membership, and then confirmed by the Board itself. In the event of a vacancy among the officers, the position shall be filled by appointment of the Executive Committee for the unexpired portion of the term.

#### **SECTION 2: PRESIDENT**

The President shall preside at all meetings of the Board, the Executive Committee and the membership. The President shall perform all duties incident to that office and those required by the Board. The President shall appoint the chairs of committees. The President shall also be a non-voting ex officio member of all committees. The President serves a two-year term.

### **SECTION 3: VICE-PRESIDENT**

The Vice-President shall preside in the absence of the President and exercise the powers of the President in such an absence. The Vice-President shall succeed the President either upon the completion of the President's term, or should the President no longer be able to fulfill their role for any reason. The Vice-President shall be the chair of the Governance Committee.

### **SECTION 4: SECRETARY**

The Secretary shall keep minutes of the meetings of the membership, the Board, and the Executive Committee, shall send all notices required by these Bylaws or the Board, and shall perform other duties as may be assigned. The Secretary will take attendance at each Board meeting and notify the President when a member has not attended two consecutive Board meetings.

### **SECTION 5: TREASURER**

The Treasurer is the financial officer of the Board and shall chair the Audit and Finance Committee. The Treasurer shall review the financial documents of the corporation and shall have authority to assure that timely financial reports on the operation of the corporation are provided to the Board. The Treasurer shall oversee an independent audit at least every other year by an outside CPA firm and shall present the annual corporate budget for Board approval.

## **ARTICLE 6 – COMMITTEES**

### **SECTION 1: COMMITTEE CHAIR APPOINTMENTS**

The chairs of all committees shall be appointed by the President, except for the chair of the Audit and Finance Committee who shall be the Treasurer, and the Governance Committee whose chair shall be the Vice-President. The chair of all other committees shall be selected from the members of the Board of Directors whenever possible. All chair appointments shall be for a two-year term. Following the two-year period, chairs may be confirmed for a further two-year period at the discretion of the President. The President may, with the approval of the Executive Committee, dismiss a committee chair and appoint a new chair to complete the remaining portion of the term for that committee.

### **SECTION 2: EXECUTIVE COMMITTEE**

There shall be an Executive Committee consisting of the officers of the Board, the chairs of the Standards and Public Policy Committees, and up to three other members of the Board who shall be appointed by the President, and confirmed by the Board. In addition, the

immediate Past-President shall serve a one-year term as a member of the Executive Committee. The Executive Committee shall exercise the powers of the Board when the Board is not in session, except those powers which the Bylaws require be exercised by the Board itself. The vote of the majority of members of the Executive Committee shall be necessary for action by the committee. The Executive Committee shall meet at the call of the President with a minimum of a 7 days written notice.

### **SECTION 3: GOVERNANCE COMMITTEE**

There shall be a standing Governance Committee of three or more individuals chaired by the Vice-President. The Governance Committee shall select and place for nomination at the annual business meeting of the membership or by previous correspondence to the membership, a slate of candidates to fill vacancies occurring on the Board. The slate of nominations for Board directors proposed by the Governance Committee shall be distributed to all AIRS members 60 days in advance of the annual business meeting. The Governance Committee will also be responsible for the AIRS Bylaws and any related governance issues.

### **SECTION 4: AUDIT AND FINANCE COMMITTEE**

The Treasurer shall chair a standing Audit and Finance Committee consisting of Board members and members-at-large. The Audit and Finance Committee shall develop the annual budget for the approval of the Board, monitor regular financial reports and provide up-to-date financial information to the Board. The Committee will also review the result of audits.

### **SECTION 5: STANDARDS COMMITTEE**

The Standards Committee shall consist of between six to twelve members. Members will include the chair of the Accreditation Commission and the chair of the Certification Commission, but not other members of those two Commissions. The remaining members of the Standards Committee shall be chosen to represent the diversity of the I&R sector, and be drawn from both AIRS Board members and members-at-large. The Chair of the Standards Committee shall be a member of the AIRS Board and serve on the Executive Committee. The AIRS Board must approve all new Standards or major modifications of existing Standards.

### **SECTION 6: ACCREDITATION COMMISSION**

The AIRS Accreditation Commission has autonomy from the AIRS Board in terms of policy decisions and the administration of the Accreditation program, in accordance with accepted national standards for credentialing programs. Members are subject to a separate confidentiality and conflict of interest policy. The annual budget is set by the Board who appoints the Chair and maintains ultimate authority over the program. The Accreditation Commission shall consist of at least seven members who shall be chosen to represent the

diversity of the I&R sector. Members will be selected when vacancies occur through an open application process promoted within the AIRS membership.

#### **SECTION 7: CERTIFICATION COMMISSION**

The Certification Commission has autonomy from the AIRS Board in terms of policy decisions and the administration of the Certification program, in accordance with accepted national standards for credentialing programs. Members are subject to a separate confidentiality and conflict of interest policy. The annual budget is set by the Board who appoints the Chair and maintains ultimate authority over the program. The Certification Commission shall consist of at least seven members who shall be chosen to represent the diversity of the I&R sector. Members will be selected when vacancies occur through an open application process promoted within the AIRS membership.

#### **SECTION 8: AFFILIATES COUNCIL**

AIRS Affiliates are nonprofit membership organizations representing AIRS members within a defined single or multi-state geographic area. There shall be an Affiliates Council organized by the Board in partnership with AIRS Affiliates in good standing. The purpose of the Council is to provide a forum for sharing information with and from AIRS, as well as encouraging good practices between Affiliates. The Affiliates Council may elect up to two Affiliate Representatives - from different Affiliates - to serve as Affiliate Council Chairs to facilitate their meetings.

#### **SECTION 9: OTHER COMMITTEES**

The President shall appoint such other committees as the President or the Board deem necessary.

### **ARTICLE 7 - AIRS AFFILIATES**

#### **SECTION 1: DESCRIPTION**

AIRS Affiliates are nonprofit membership organizations representing AIRS members within a defined single or multi-state geographic area. If an Affiliate is not itself an incorporated nonprofit, it must have a formal arrangement with an incorporated nonprofit that will serve as its fiduciary agent.

#### **SECTION 2: ORGANIZATION**

Affiliate organizations must agree to meet all of the requirements of the AIRS/Affiliate Memorandum of Understanding (MOU) as approved by the AIRS Board, including abiding by the AIRS membership structure, name and other requirements as established by AIRS in conjunction with the Affiliates Council.

## **ARTICLE 8 - STAFF**

### **SECTION 1: HIRING**

The Board of Directors has the authority to employ and/or contract with a Chief Executive or equivalent to carry out the work of the organization in a manner and structure that is appropriate, and within defined responsibilities.

## **ARTICLE 9 - SIGNATORY POWER**

### **SECTION 1: SIGNATORY POWER**

The Board of Directors may authorize any Board Officer and the Chief Executive or equivalent, to enter into approved contracts in accordance with the goals and objectives of the agency.

## **ARTICLE 10 - AMENDMENTS**

### **SECTION 1: AMENDMENTS**

Bylaws may be adopted, amended or repealed at any annual regular or special meeting of the Board of Directors by a 2/3 vote of attending Board in accordance with quorum, provided that notice of proposed changes in the Bylaws has been given at least 10 days before the meeting.

## **ARTICLE 11 - INDEMNIFICATION**

### **SECTION 1: INDEMNIFICATION**

The corporation may indemnify any and all of its directors and officers or former directors and officers against expenses incurred by them, including legal fees or judgments or penalties rendered or levied against any such person in a legal action brought against such person for actions or omissions alleged to have been committed by any such person while a director or officer of the corporation, provided that the Board shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence in regard to the matter involved in the action. The power therein expressed to indemnify is expressly reserved to the Board and to be exercised at its discretion, subject to any relevant legislation under Arizona law, as well as the AIRS Articles of Incorporation,

Adopted: 1973

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