

ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY, INC.

BYLAWS

ARTICLE I

NAME AND SEAL

Section 1. Name

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., hereafter referred to as APIC or the Association.

Section 2. Seal

The seal of the Association shall be a circular impression seal with the words "Association for Professionals in Infection Control and Epidemiology, Inc., Massachusetts 1987" affixed thereto.

ARTICLE II

PURPOSE AND GOALS

Section 1. Purpose

The Association for Professionals in Infection Control and Epidemiology, Inc. is a multidisciplinary, voluntary, international organization whose purpose is to improve health by serving the needs and aims common to all disciplines that are united by infection control and epidemiology activities.

Section 2. Goals

- A. To direct, support and improve the practice and management of infection control and the application of epidemiology.
- B. To position APIC as the leader in the practice of infection control and the application of epidemiology.
- C. To ensure that APIC's mission is supported by its resources and activities.

ARTICLE III

TAX STATUS

Section 1. Tax Status

The Association for Professionals in Infection Control and Epidemiology, Inc. (APIC) is an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or a successor statute.

ARTICLE IV

MEMBERSHIP

Section 1. Privileges

- A. Membership in the Association is a privilege and is achieved by compliance with these bylaws.
- B. Categories
 1. Active Membership
Active Members shall be individuals occupationally or professionally involved in the practice and management of infection control and/or the application of epidemiology. Such members may vote in elections, serve on committees, and hold elected office.
 2. Associate Membership
Associate Members shall be individuals not actively involved in the practice and management of infection control and/or the application of epidemiology. Such members may not vote or hold elected office.
 3. Retired Membership
Retired Members shall be individuals who are no longer employed in any capacity and who have had five consecutive years of Active or Associate APIC membership prior to retirement. Retired Members may not vote or hold elected office, however, they may serve in appointed capacities.
 4. Honorary Membership
Honorary Members shall be individuals elected to this category by the Board of Directors in recognition of their contribution to the Association. Honorary members shall not be occupationally or professionally involved in the practice or management of infection control or the application of epidemiology. Such members may serve the Association in any manner mutually agreeable to themselves and to the Board, but may not vote or hold elected office.
 5. Lifetime Membership
Lifetime Members shall be individuals elected to this category by the Board of Directors in recognition of their contribution to the field of infection control and/or epidemiology or to the Association. Lifetime members are those individuals who are currently or have been occupationally or professionally involved in the practice and management of infection control and/or the application of epidemiology. Such members may vote in elections, serve on committees, and hold elected office.
 6. Patron Membership
Patron Members shall be organizations or groups interested in supporting the Association. Such members may not vote or hold elected office.
 7. Student Membership
Individuals enrolled full-time in an accredited institution, prior to the award of an associates or bachelors degree. Such members may not vote or hold office; however, may serve on committees.
- C. Membership Renewals
 1. Membership shall be based on the calendar year.
 2. Honorary membership shall be valid until revoked or terminated by the Board of Directors.
- D. Membership in Local Chapters
All members of the local chapters of the Association must also be members of the national Association.

Section 2. Fiscal Year

The fiscal year shall be the calendar year.

Section 3. Dues

- A. Membership
 1. Dues for each calendar year shall be determined by the Board of Directors.
 2. Local chapter membership dues shall not exceed those of the national Association.
 3. All dues shall be remitted according to Board policy.
 4. Membership cards shall be issued contingent upon receipt of current dues.
- B. Honorary and Lifetime Membership
- C. Honorary and Lifetime Members shall be exempt from dues.
- D. Patron Membership
The Board of Directors shall determine the minimum contribution for patron membership.

Section 4. Termination

- A. If the dues of any member are not paid in accord with the policies of the Association, membership shall be automatically terminated.
- B. Any member may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office, whenever, in its judgment, the best interests of the Association would be served thereby. Such member, to be removed, shall be given notice of said meeting, at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision.
- C. The Board of Directors of APIC may provide for subsequent reinstatement.

ARTICLE V

MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

- A. Annual Meetings
The annual business meeting of this organization shall be held in conjunction with the educational conference, or at such time as directed by the Board of Directors.
- B. Quorum
Those members present at the annual business meeting shall constitute a quorum.

ARTICLE VI

OFFICERS

Section 1. Composition

The officers shall be: a President, a President-elect, a Treasurer, and a Secretary. These officers shall perform the duties prescribed by these bylaws; perform those duties as usually pertain to their respective offices; and perform those duties prescribed by the Board of Directors.

Section 2. Duties

- A. President
 - 1. Shall be directly responsible to the Board of Directors for the administration of the Association.
 - 2. Shall preside at all Board meetings of the Association.
 - 3. Shall preside at all business meetings of the Association.
- B. President-elect
 - 1. Shall prepare to assume the office of President.
 - 2. Shall fill the office of President should that office become vacant and subsequently fill the office of President for a regular term as is entitled the President-elect.
- C. Treasurer
 - 1. Shall oversee and be responsible for the management of the financial affairs of the Association.
 - 2. Shall oversee the preparation of periodic financial reports for the Board.
 - 3. Shall review financial affairs of the Association.
 - 4. Shall oversee the preparation of the annual budget and present it to the Board of Directors.
 - 5. Shall be a member or consultant to any committee having to do with the Association's monies.
 - 6. Shall be bonded.
- D. Secretary
 - 1. Shall be responsible for the accurate recording, and transcribing of the minutes of all Association and Board of Directors meetings.
 - 2. Shall submit all minutes to the Board of Directors in accord with established procedure.

Section 3. Terms of office

- A. The President shall serve for a term of one year or until a successor has assumed office.
- B. The President-elect shall serve for a term of one year or until a successor has assumed office.
The Secretary shall serve for a term of two years or until a successor has assumed office; and shall be elected in the odd-numbered years.
- C. The Treasurer shall serve for a term of two years or until a successor has assumed office; and shall be elected in the even-numbered years.
- D. No officer or director shall serve more than two consecutive terms in the same office.
- E. All terms of office shall begin at the first Board of Directors meeting of the calendar year.

Section 4. Qualifications

- A. President
Shall have automatically succeeded to the Presidency after having held the office of President-elect the preceding year.
- B. President-elect
Shall have served at least one year as a member of the APIC Board of Directors prior to assuming the office of President-elect.

Section 5. Vacancies

- A. If any office with the exception of President-elect becomes vacant, it may:
 - 1. Remain vacant until the next election.
 - 2. Be filled by appointment by the Board of Directors for the unexpired term.
- B. If the office of President-elect becomes vacant, it shall be filled by a special election of the membership.

Section 6. Removal

Any Officer, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Association would be served thereby. The Officer, to be removed, shall be given notice of said meeting, at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the four officers, the immediate Past-President, and no less than nine and no more than twelve (12) directors. Up to two (2) external directors shall be elected to serve alternating terms. There is no requirement that external directors be occupationally or professionally involved in infection prevention and control.

Section 2. Terms

- A. The directors shall serve a term of two (2) years or until a successor has assumed office. They shall be elected on a rotating basis with no less than four (4) no more than six (6) elected each year.
- B. The immediate Past-President shall serve as a director for one year upon completion of the term of office of President.

Section 3. Duties

- A. The Board of Directors shall be the governing body of the Association and shall establish association policy for conducting the business and management functions of the Association.
- B. The Board oversees committee activities and reviews committee and officer reports.
- C. The Board authorizes the official acts of the elected officials and committees.
- D. The Board approves the slate of candidates for the ballot.

Section 4. Meetings

- A. Meetings shall be held a minimum of twice yearly, at the discretion of the Board.
- B. Dates, notices, and agenda shall be according to policy set by the Board of Directors.
- C. A minimum of two (2) days notice shall be required prior to a Board of Directors meeting.
- D. Two-thirds (2/3) of the Board of Directors shall constitute a quorum.
- E. The Executive Director shall be in attendance at all such meetings as an ex-officio non-voting member, but shall not be counted for the purpose of a quorum. The Board of Directors may meet without the Executive Director.

Section 5. Removal

Any Director, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Association would be served thereby. The Director, to be removed, shall be given notice of said meeting, at which a decision for removal is to be made, and shall be given an opportunity to be heard prior to the final decision.

Section 6. Action by Writing.

The action may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one (1) or more consents describing the action taken, in writing, signed by each director, or delivered to the corporation by electronic transmission, to the address specified by the corporation for the purpose or, if no address has been specified, to the principal office of the corporation, addressed to the secretary or other officer or agent having custody of the records of proceedings of directors, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 7. Presence Through Communications Equipment.

The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

**ARTICLE VIII
ELECTIONS**

Section 1. Elections shall be held annually prior to the beginning of terms of office.

Section 2. Voting

- A. Only Active Members may vote.
- B. Voting shall be by mail or electronic ballot.
- C. A majority vote shall elect when there are less than three candidates.
- D. A plurality vote shall elect when there are three or more candidates.
- E. Tie votes shall be broken by drawing lots.

Section 3. Election Verification

- A. An independent outside balloting agency will oversee the tabulation of the election ballots and communicate results as specified by APIC Nominating and Awards Committee policy regarding election procedures as amended from time to time.

Section 4. Eligibility of Candidates—General Qualifications

- A. Shall be a current Active or Lifetime Member of APIC, except for external directors.
- B. Shall have been a member of APIC for the prior two (2) years, except for external directors.
- C. No officer or director may hold local and national office, in the Association, simultaneously.

**ARTICLE IX
COMMITTEES**

Section 1. Executive Committee

- A. Shall consist of five (5) members of the Board of Directors: the President, the President-elect, the Treasurer, the Secretary and one member elected at the first Board meeting of the year by and from the current Board of Directors. The Executive Director shall serve as ex-officio non-voting member of the Executive Committee.
- B. Shall make all necessary decisions, between Board meetings, to insure the continuous functioning of the Association.

Section 2. Standing and Special Committees

Standing and Special committees are appointed by the Board. The composition, terms, and duties of these committees shall be determined by the Board of Directors. Appointments shall be made on a year-by-year basis.

Section 3. Audit and Finance Committee

- A. Shall be comprised of the President, President-elect, Treasurer and such other members as determined by the Board of Directors.
- B. Shall be chaired by the Treasurer.

Section 4. Nominating and Awards Committee

- A. Qualifications: To be eligible to serve on the Nominating and Awards Committee an individual must meet those qualifications stated in Article VIII, Section 4.
- B. Composition and duties:
 - 1. Shall consist of six (6) members to be elected by the membership for a three-year term on a rotating basis with two (2) members elected each year.
 - 2. Members shall not be eligible to run for any office while serving on the Nominating Committee.
 - 3. Shall be headed by a chairman appointed from the committee members, and approved by the Board of Directors.
 - 4. Shall solicit nominations representative of a multidisciplinary international organization.
 - 5. Shall develop procedures for the conduction of elections and submit for Board approval.
 - 6. Shall develop and submit a slate of candidates for the APIC ballot to the Board of Directors for approval.
 - 7. Shall notify all nominees of their status regarding their candidacy.

**ARTICLE X
OFFICIAL PUBLICATION AND EDITORIAL BOARD**

Section 1. Official Publication

- A. The official publication of the Association shall be the *American Journal of Infection Control*.
- B. All members shall receive the *American Journal of Infection Control*.

Section 2. Editorial Board

- A. The Editorial Board shall consist of no less than eleven (11) members who shall be recommended by the Editor and approved by the Board of Directors each year.

**ARTICLE XI
LIABILITY AND INDEMNIFICATION**

Section 1. Limitation of Liability

No officer or director shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as an officer or director not withstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of an officer or director to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the Association or its members, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which there is improper personal benefit. This provision shall not eliminate the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

Section 2. Indemnification

The Association may, in the sole discretion of the Board of Directors, indemnify in whole or in part any person (and his heirs, executors, administrators, or other legal representatives) who is, or shall have been an officer or director of the Association, or any person who is serving or shall have served at the request of the Association against all liabilities and expenses (including judgments, fines, penalties, and attorney's fees and all amounts paid, other than to the Association, in compromise or settlement) reasonably incurred by any such officer, director or person who may be a party defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been an officer or director of the Association or such other Association, except in relations to matters as to which any such officer, director or person shall be finally adjudged, other than by consent, in such action, suit or proceeding to have been liable for bad faith or misconduct in their performance of his duty as such officer or director.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

The parliamentary writings of General Henry M. Roberts, *Roberts Rules of Order*, most recently revised, govern the Association in all cases not covered by these bylaws or the APIC Articles of Incorporation.

**ARTICLE XIII
AMENDMENTS**

Amendments to the bylaws shall be referred to the Policy and Bylaws Committee for study and necessary revisions. In accord with established procedure, proposed amendments, as presented by the Policy and Bylaws Committee, shall be approved by the Board, and shall be submitted to the membership via mail or electronic ballot and must be approved by two-thirds (2/3) of the membership voting.

**ARTICLE XIV
DISSOLUTION OF THE ASSOCIATION**

In the event of dissolution of the Association, all assets shall be disposed of in keeping with its tax-exempt status.