



**2018 Handbook for  
External Director**



## **INTRODUCTION**

Thank you for your interest in serving on the Association for Professionals in Infection Control and Epidemiology (APIC) Board of Directors. This handbook is intended to provide an overview of APIC and an understanding of the role of the external director, responsibilities and commitments of the board of directors and the process of selection. This document is a guide to help you determine how your knowledge, skills and expertise may contribute to the advancement of APIC and the degree to which serving as an external director would fit your professional and personal goals and experiences.

The basic requirements, duties, and responsibilities of APIC Board members and the role of the external director are described in this handbook. Additional documents such as audited financial statements, bylaws and articles of incorporation are available upon request. If you have questions or would like to learn more about serving as an external director, please contact the APIC CEO or the Chair of the Nominating and Awards Committee.



## **About APIC**

### **Overview**

APIC's mission is to create a safer world through prevention of infection. The Association's more than 15,000 members have primary responsibility for infection prevention, control and hospital epidemiology in health care settings around the globe. APIC's members are nurses, epidemiologists, physicians, microbiologists, quality and patient safety professionals, clinical pathologists, laboratory technicians and public health officials. APIC advances its mission through education, research, public policy, practice guidance, collaboration, consultation and credentialing.

APIC is a 501 (c) 3 non-profit organization founded in 1973. The Association currently has a budget of \$11.5 million and staff of approximately 40 at its headquarters in Washington, DC.

### **Expertise**

APIC draws on more than thirty years of experience as well as the knowledge of its diverse network of over 15,000 members to provide the highest quality products and services for the infection prevention and control community. Our commitment to patient safety and quality, evidence based approaches and best practice makes APIC one of the premiere sources of infection prevention information, education and consultation.

APIC's member experts can be found in many healthcare settings including acute care, ambulatory care, behavioral and mental health, correction and detention, long term care and pediatrics. We work closely with state and federal public health agencies as well as emergency medical services.

### **Influence**

APIC plays a significant role in helping to shape public policy as well as infection prevention standards and guidelines. The association's public policy and practice guidance teams provide expertise to over twenty three government agencies, professional and trade associations including the Centers for Disease Control and Prevention/Healthcare Infection Control Practices Advisory Committee (CDC/HICPAC) Centers for Medicare and Medicaid Services (CMS) The Joint Commission, National Quality Forum (NQF), Society for Healthcare Epidemiology of America (SHEA), Association for the Advancement of Medical Instrumentation (AAMI), American Hospital Association (AHA), American Dental Association (ADA), Institute for Healthcare Improvement (IHI), U.S. Pharmacopeia (USP), Advisory Council for Elimination of Tuberculosis (ACET), American Society of Healthcare Systems Pharmacists (ASHP) and Surgical Care Improvement Project (SCIP).

For additional information on current strategies and initiatives please refer to APIC's Strategic Plan 2020 available at [www.apic.org](http://www.apic.org).



## **The External Director Position**

In 2006, the APIC membership approved a bylaws change which added two external director positions to the APIC Board. While all other director positions require knowledge and expertise in infection prevention and control, the external directors are drawn from the broader healthcare and/or business communities. External directors are selected for their ability to bring complementary knowledge and skills as well as new relationships that could positively contribute to APIC's development. They are envisioned as individuals who are in a position to influence the course of infection prevention and control, create new stakeholder relationships, and/or bring a more diverse set of skills in business, finance, leadership, and strategy. External directors serve two-year terms and have the same voting rights and privileges as the other APIC members.



## **Serving On The APIC Board of Directors**

The APIC Board is comprised of four officers (president, president-elect, treasurer and secretary), the immediate past-president and no less than nine and no more than twelve directors. Up to two external directors may be elected to serve alternating terms. External directors serve two-year terms and may not serve consecutive terms in the same capacity.

The APIC Board is required to meet face-to-face at least two times per year. Currently, three face-to-face meetings are held -- in January in conjunction with the annual leadership orientation, in the spring in conjunction with the annual conference and business meeting and in the fall.

Board conference calls are scheduled approximately three times a year and typically occur on the first Monday of the selected month at 3:30pm ET. While board members should assume participation in these calls, they are held on an as-needed basis. Notice of cancellation will be sent if a call is deemed unnecessary. The president may also call special meetings as needed.

APIC Board members may also be asked to serve as advisors to committees.

***Candidates for office must complete a conflict of interest disclosure. Directors are required to update conflict of interest disclosure statements annually and disclose potential new conflicts at the start of each meeting of the board of directors.*** (For further information, see the APIC Conflict of Interest Policy and Disclosure Statement contained in this handbook).



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## General Responsibilities of the Board of Directors

The Board of Directors is the governing body of APIC. It is responsible for positioning the association to best serve the members of APIC as well as maintain the focus and vision to improve the practice and management of infection prevention, control and epidemiology. The board establishes policy, directs the activities of the elected officials, committees and chief staff executive; oversees APIC's finances, and charters chapters. Specific responsibilities of the board include the following:

- Determine the organization's mission and purpose. It is the board's responsibility to maintain a statement of mission/purpose that articulates the organization's goals and primary constituents served.
- Select and employ the chief staff executive. It is the board's responsibility to support the chief staff executive and assess his/her performance. The board should ensure that the chief executive has the moral and professional support he or she needs to further the mission and goals of the organization. The board should ensure that the performance of the chief staff executive is assessed yearly and prior to renewal of the contract.
- Execute fiduciary responsibility with the support of the APIC professional staff and both the audit and finance committees. The board approves the annual budget (prior to its effective date) and ensures that proper financial controls are maintained.
- Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the association to fulfill its mission.
- Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. In this context the APIC Board retains legal counsel and provides for a yearly audit of the association's finances.
- Ensure effective organizational planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals. In this context the APIC Board ensures that the association has a strategic plan that advances the mission over time and monitors organizational performance against that plan.
- Recruit and orient new board members and assess board performance. All boards have a responsibility to articulate the desired knowledge, skills and attributes of candidates, orient new members and periodically evaluate its own performance. In this context, the APIC Board conducts an annual self-assessment.



- Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments and goals to key stakeholders and garner support from these communities.
- Determine, monitor and strengthen the organization's programs and services. The board's responsibility is to ensure that programs are consistent with the organization's mission and monitor their effectiveness. In this context, the APIC Board oversees committee activities.
- Authorize official acts of elected officers and committees including position papers, guidelines, oral and written testimony, etc.
- Develop, identify and recruit new volunteer leaders. Approve the selection of committee members, chairs and co-chairs. Approve the slate of candidates for the board of directors, Certification Board of Infection Control (CBIC), The *American Journal of Infection Control* (AJIC) Editorial Review Board, and the slate of candidates for the nominating and awards committee.
- Select and retain an editor for the *American Journal of Infection Control* (AJIC) and evaluate services prior to the renewal of the contract.
- Review and approve all proposed APIC Bylaws revisions, new policies and policy revisions and/or deletions.

*Preceding information adapted from Board Source, Board Essentials, Basic Responsibilities of Non-Profit Boards, 2005.*



## **Responsibilities of Individual Board Members**

Members of the APIC Board are required to:

- Attend regularly scheduled and special board meetings, conference calls and official functions of the Association. The APIC Board is required to meet face-to-face at least 2 times per year. Face-to-face meetings are held in January in conjunction with the annual leadership orientation, in the spring in conjunction with the annual conference and again in the fall. When deemed necessary board conference calls are scheduled on the first Monday of the selected month at 3:30pm (ET).
- Be informed about the organization's mission, services, policies and programs.
- Uphold the legal responsibilities of non-profit boards. Adhere to conflict of interest and confidentiality requirements and not use position as an officer or director to his/her own advantage (See Conflict of Interest policy and disclosure statement in Legal section of this handbook.) Specifically, an APIC officer or director may not be a designated representative of an organization whose primary or secondary activity is related to the activities of APIC. APIC officers and directors must complete a conflict of interest declaration at the beginning of each year, declare conflicts at the beginning of each board meeting and update disclosure statements as warranted.
- Come prepared to board meetings and calls, review agenda and supporting documentation in advance.
- Be prepared to take on special assignments.
- When assigned, act as advisors to APIC committees. In this capacity board members act as a communications conduit and provide guidance.
- Identify and develop new leaders.
- Stay up-to-date on developments in the field.
- Refrain from making special requests of the APIC headquarters staff.
- Assist the board in carrying out its fiduciary responsibilities by understanding the overall financial status of the organization.

*Preceding information adapted from Board Source, Board Essentials, Basic Responsibilities of Non-Profit Boards, 2005.*



## **The Legal Responsibilities of Non-Profit Boards**

Under well-established principles of non-profit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Most states have statutes adopting some variation of these duties which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, duty of loyalty and the duty of obedience. A brief description of these duties appears below.

### **Duty of Care**

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of “care that an ordinary prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

### **Duty of Loyalty**

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member should not use information obtained through board service for personal gain, but must act in the best interests of the organization.

### **Duty of Obedience**

The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will direct its funds to fulfilling the organization’s mission.

*Preceding information adapted from Board Source, Board Essentials, Basic Responsibilities of Non-Profit Boards, 2005.*



## **Understanding the APIC Election Process**

Each year, the office of president-elect, at least four directors, and two nominating and awards committee positions are open. The treasurer is elected in even numbered years. The secretary is elected in odd numbered years. Up to two external directors are elected to serve staggered terms. All Active and Lifetime members of APIC are eligible to serve on committees, hold elected office and vote.

Each year the nominating and awards committee compiles a slate of candidates for APIC elected positions. Though they move through the same nominating and evaluation process as other board candidates, external directors are elected by the membership on an uncontested ballot. The APIC slate of candidates must be approved by the current board of directors before being presented to the membership for vote.

Individuals interested in serving as an external director may apply for office by submitting a curriculum vitae or resume and letter of interest to the Nominating and Awards Committee c/o APIC, 1275 K Street, NW, Suite 1000, Washington, DC 20005. An application is not required for external director candidates.

### **Eligibility of Candidates**

#### **General Qualifications**

The APIC Bylaws list the following general requirements for candidates for APIC office:

1. Candidates for APIC office shall be current active or lifetime members of APIC and be certified in infection prevention and control (CIC) by the Certification Board of Infection Control. *Please note: **This provision does not apply to candidates for external director on the APIC Board of Directors.***
2. Candidates for APIC office shall have been members of APIC for the two (2) years prior to running for office. *Please note: **This provision does not apply to candidates for external director on the APIC Board of Directors.***
3. No officer or director may simultaneously hold an office in an APIC Chapter.
4. No director shall serve consecutive terms in the same office.
5. Terms of office shall begin at the first board of directors meeting of the calendar year.
6. At least one year must have been served on the board to run for president-elect.



## **APPLYING FOR THE POSITION OF EXTERNAL DIRECTOR**

Members of the Nominating and Awards Committee are available to work with potential candidates as needed.

1. Completed documentation must be received by the deadline as announced.
  - Letter or Statement of Interest
  - Curriculum vitae or resume
  - Color photo (.jpg format – 300 dpi)
  - Conflict of Interest Disclosure Statement
  
2. Submit a color professional photograph or high quality digital photo, vertical head to waist pose of reproducible quality. Start this process early, as prior Candidates have indicated this is sometimes a lengthy process. **Please note that this picture will not be returned.**

Send to:  
Nomination & Awards Committee  
c/o APIC  
1400 Crystal Drive, Suite 900  
Arlington, VA 22202

*Policy Number:* 2.4.1  
*Category:* Board of Directors  
*Subject:* Conflict of Interest

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**Purpose:**

Outlines conflict of interest policy.

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**Scope:**

Pertains to Board of Directors, Committees and Executive Staff.

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**Purpose of Policy and Duties of Directors and Officers**

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The Directors and Officers of the Association for Professionals in Infection Control and Epidemiology (APIC) owe a duty of loyalty to APIC, which requires that in serving APIC they act, not in their personal interests or in the interests of others, but rather solely in the interests of APIC. Directors and Officers must have an undivided allegiance to APIC's mission and may not use their position as Directors or Officers, information they have about APIC or APIC's property, in a manner that allows them to secure a pecuniary or other material benefit for themselves or their relatives. Accordingly, no Director or Officer may use his or her position for personal gain or benefit at the expense of APIC, its mission, or its reputation.

A conflict of interest may arise when a person has an existing or potential financial interest or other material interest that impairs, or might appear to impair, his or her independence or objectivity in the discharge of responsibilities and duties to the Association. ***Conflicts may also arise when there is no financial interest for example the pursuit of professional advancement or recognition and/or the desire to do favors for friends, family, students or colleagues.***

This policy is intended to protect APIC's interests when it is contemplating entering into a contract, transaction, or arrangement that might benefit the private interests of a member of APIC's Board of Directors or an Officer of the organization. This policy is also meant to aid Directors and Officers of APIC in performing the duties imposed upon them by the laws of the State of Massachusetts and the United States of America with respect to their responsibilities and fiduciary obligations to APIC. APIC is committed to transparency and openness in its operations.

Every Director and Officer must discharge his or her duties in good faith, with the degree of care that an ordinarily prudent person in a like position would exercise under similar circumstances. This requires using common sense, being diligent and attentive to APIC's needs, and making thoughtful decisions in the best interest of the Association. No Director or Officer may take personal advantage of a business opportunity that is offered to the Association unless APIC first determines not to pursue such opportunity.

Each Director or Officer must protect the confidential information of the Association and must not use confidential information or his or her position as a Director or Officer to the detriment of the Association. Confidential information is information obtained through the Director's or Officer's position that has not been released to the public.

## **Other Organizations**

An Officer or Director may not be a designated representative of another organization whose primary or secondary activity is related to the activities of APIC. APIC Directors and Officers may not serve as a director or officer for another organization whose primary or secondary activity is related to the activities of APIC. An Officer or Director or Committee Member may not serve on an APIC subsidiary Board of Directors including but not limited to the Certification Board of Infection Control and Epidemiology and APIC Consulting Services, Inc. An Officer or Director may not serve as a consultant for APIC Consulting Services.

## **Direct or Indirect Financial or Other Material Interest**

1. Contracts, transactions or arrangements of APIC in which a Director or Officer has a direct or indirect financial or other material interest shall not be prohibited, but they shall be subject to scrutiny. Any such proposed contract, transaction or arrangement (collectively "arrangement") is to be reviewed to determine that it is in the best interests of the Association.
2. For the purposes of this policy, a Director or Officer has a direct or indirect financial or other material interest in a proposed or existing arrangement if he or she, or one of his or her relatives:
  - (a) has a substantial financial interest directly in the proposed or existing arrangement; or
  - (b) has a substantial financial interest in any other organization that i) is a party to the proposed or existing arrangement; or ii) is in any way involved in the proposed or existing arrangement, including through the provision of services in connection therewith (an "involved organization"); or
  - (c) holds a position as trustee, director, officer, member, partner, or employee in any such party or involved organization.

A Director's or Officer's financial interest will be considered substantial if it involves:

- (a) an ownership or investment interest representing more than 1% of the outstanding shares of a publicly traded company or 5% of the outstanding shares or comparable interest of a privately owned company with which APIC has or is negotiating an arrangement or which is an involved organization with respect to the arrangement; or
- (b) an ownership or investment interest, which produces a significant amount of income for or constitutes a significant part of the net worth of the Director or Officer, or a relative of the Director or Officer, in any entity with which the Association has or is negotiating an arrangement or which is an involved organization with respect to the arrangement; or
- (c) A relationship which produces a material amount of income (> 10% of gross annual income) for the Director or Officer, or a relative of the Director or Officer, with any entity with whom APIC has or is negotiating an arrangement or which is an involved organization with respect to the arrangement; or
- (d) a compensation arrangement of any kind with any entity or individual with which the Association has or is negotiating an arrangement or with any involved organization with respect to the arrangement.

## **Disclosure of Interest and Participation in Meeting**

3. Each Director and each Officer of APIC shall promptly disclose any direct or indirect financial or other material interest that he or she has or reasonably expects to have in

any proposed or existing arrangement with APIC prior to the start of any negotiations with respect to such matter. A direct or indirect financial interest required to be disclosed under this policy shall be disclosed in writing by completing and/or updating the Conflict of Interest Disclosure Statement provided by APIC. Each Director and Officer is required to complete and/or update his/her Conflict of Interest Disclosure Statement at the beginning of each Association year. Disclosures with regard to a specific arrangement of interest to the Association, shall include all material facts and supply any reasons why the arrangement might be or not be in the best interest of APIC. Disclosures shall be submitted to the Chief Executive officer who shall provide a copy of each completed statement to the Executive Committee for review, and if warranted, further action.

4. The Director or Officer who discloses a direct or indirect financial or other material interest in a proposed or existing arrangement in the context of a Board discussion or decision may make a presentation and respond to questions by the Board of Directors, but after such presentation, he or she shall leave the meeting during the discussion of, and vote on, the arrangement. As part of any such presentation, the Director or Officer shall provide to the Board any reasons why the arrangement might be or not be in the best interest of APIC. The Board shall determine whether APIC can obtain a more advantageous arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed arrangement. If a more advantageous contract, transaction or arrangement is not reasonably attainable under the circumstances that would not give rise to a conflict of interest, the Board shall determine by majority vote of the disinterested members of the Board whether the arrangement is in APIC's best interest and whether to enter into the arrangement in conformity with such determination.

### **Minutes of Meetings**

5. Any potential or existing conflicts of interest shall be disclosed at the beginning of each Board meeting. The names of the Directors and Officers who disclosed or otherwise were found to have a direct or indirect financial or other material interest in a proposed or existing arrangement, the nature of the interest, and the extent of the Director's or Officer's participation in the relevant Board or Committee meeting on matters related to the financial or other material interest shall be recorded in the minutes for that meeting. The minutes also shall include a record of any determination as to whether the arrangement was in the best interest of and fair and reasonable to APIC, notwithstanding the interest, and the specific reasons supporting the determination, including any alternatives to the proposed or existing arrangement, the names of the persons who were present for discussions and votes relating to the proposed or existing arrangement, and a record of any votes taken in connection therewith.

### **Co-Investment Interest**

6. Each Director and each Officer of APIC shall also disclose whether he or she, or one of his or her relatives, has personal funds invested with an investment manager providing, or expected to provide, investment management services to the Association or in a professionally managed investment fund in which the Association is invested or is considering investing (a "co-investment interest"). For the purposes of this policy a "professionally managed investment fund" shall not include mutual funds or other similar investment vehicles generally available to the investing public on essentially the same terms. Such co-investment interest shall be disclosed in writing to the Chief Executive officer for referral to the Executive Committee. Such disclosure shall include all material facts, including, but not limited to, fee arrangements and any preferential treatment received by the Director or Officer, or one of his or her relatives, and not available to

other investors necessary to determine whether such co-investment interest may provide a benefit to the Director or Officer, or one of his or her relatives. If the Executive Committee determines that the co-investment interest may provide some advantage to the Director or Officer, or one of his or her relatives, the Executive Committee shall refer the issue to APIC's Audit Committee. The Director or Officer who discloses a co-investment interest may make a presentation and respond to questions from the Audit Committee, but shall not be present during the discussion of, and vote on, how to address the co-investment interest. The Audit Committee shall determine what, if any, corrective action is required with respect to the co-investment interest, including, but not limited to, terminating the investment relationship or seeking an adjustment in fee structure.

#### **Failure to Disclose**

7. If the Board has reasonable cause to believe that a Director or Officer has failed to disclose a direct or indirect financial or other material interest or co-investment interest subject to this policy, it shall inform the Director or Officer of the basis for such belief and afford the Director or Officer an opportunity to explain the alleged failure to disclose. If, after hearing the response of such individual and making such further investigation as may be warranted in the circumstances, the Executive Committee determines that the Director or Officer has in fact failed to disclose a direct or indirect financial or other material interest or co-investment interest subject to this policy, it shall take appropriate disciplinary and corrective action.

#### **Annual Disclosure Statement**

8. Each Director and Officer has a duty to place the interest of APIC foremost in any dealing with APIC and has a continuing responsibility to comply with the requirements of this policy. Promptly following the adoption of this policy, and thereafter not later than the first day of February of each year, each Director and officer shall acknowledge his or her familiarity with this policy and shall disclose in writing any existing financial or other material interests or co-investment interest subject to this policy by completing a Conflict of Interest Disclosure Statement. The Conflict of Interest Disclosure Statements shall be submitted to the Chief Executive officer who shall provide a copy of each completed statement to the Executive Committee for review and, if warranted, further action. The Conflict of Interest Disclosure Statements shall be retained in confidential files in the Association's executive office.

#### **Employees Covered by Policy**

9. This policy shall apply to the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer.

#### **Committees, Task Forces and Program Team Members**

10. All Committee, Task Force and Program Team Members shall be required to submit annual Conflict of Interest Disclosure Statements.

#### **Policy Supplements Applicable Laws**

11. This policy is intended to supplement, but not replace, any applicable state or federal laws governing conflicts of interest applicable to nonprofit charitable corporations.

# Association for Professionals in Infection Control & Epidemiology

## Conflict-of-Interest Disclosure Statement

The Conflict-of-Interest Policy of the Association for Professionals in Infection Control and Epidemiology requires any Director, Officer, or Committee Member of APIC to disclose any direct or indirect financial or other material conflict-of-interest (whether financial or otherwise) or co-investment interest that he or she has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with APIC or in any other matter under consideration or to be considered by the board of directors, the executive committee, or any other committee made up in whole, or in part, by elected directors or officers of APIC.

Your name: \_\_\_\_\_ *(Please Print)*

Name and address of your current employer: \_\_\_\_\_.

Please initial each statement that applies to you and provide additional information as necessary:

- \_\_\_\_\_ I have read and am familiar with the APIC Conflict-of-Interest Policy.
- \_\_\_\_\_ I do not serve on other professional boards, APIC subsidiary boards, or hold an office in another professional organization.
- \_\_\_\_\_ I have described in the attached letter relationships, including official titles and positions with other healthcare related organizations, including non-profit organizations.
- \_\_\_\_\_ I am not aware of any direct or indirect financial or other material interest or co-investment interest that is required to be disclosed under the Conflict-of-Interest Policy.
- \_\_\_\_\_ I have described every direct or indirect financial or other material interest (financial or otherwise) or co-investment interest that is required to be disclosed under the Conflict-of-Interest Policy. (Please attach a letter providing complete details of any direct or indirect financial or other material interest or co-investment interest subject to the Conflict of Interest Policy.)

Return the Disclosure Statement and any required additional information to APIC Headquarters as follows:

By mail:

Association for Professionals in Infection Control and Epidemiology  
1400 Crystal Drive, Suite 900  
Arlington, VA 22202  
Attn: Chief Executive Officer

Via Fax:  
202-789-5191  
Attn: Chief Executive Officer

I understand that my completed disclosure statement and any additional information thereto may be provided to and reviewed by others at APIC in accordance with APIC's internal policies.

During the time I am a director, officer or committee member of APIC, I agree to report promptly, to the APIC Chief Executive Officer, any future situation that might involve or appear to involve me or any of my relatives in any potential conflict of interest with APIC.

I am completing this disclosure statement based on the definitions below that are taken from the Conflict-of-Interest Policy.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_  
Please print

Committee: \_\_\_\_\_

For the purposes of this policy ( APIC: 2.4.1 Conflict of Interest), a director, officer or committee member has a direct or indirect financial or other material (financial or otherwise) interest in a proposed or existing contract, transaction, decision or arrangement (collectively, "arrangement") and must report such interest if he or she, or one of his or her relatives:

- Has a substantial financial interest directly in the proposed or existing arrangement; or
- Has a substantial financial interest in any organization that i) is a party to the proposed or existing arrangement; or ii) is in any way involved in the proposed or existing Arrangement, including through the provision of services in connection therewith (an "involved organization"); or
- Holds a position as trustee, director, officer, member, partner, shareholder, or employee in any such party or involved organization.

A director's, officer's or committee member's financial interest will be considered substantial if it involves:

- An ownership or investment interest representing more than 1% of the outstanding shares of a publicly traded company or 5% of the outstanding shares or comparable interest of a privately owned company with which APIC has or is negotiating an arrangement or which is an involved organization with respect to the arrangement; or
- A relationship which produces a material amount of income (> 10% of gross annual income) for the director or officer, or a relative of the director or officer, with any entity with whom APIC has or is negotiating an arrangement or which is an involved organization with respect to the arrangement; or
- A compensation arrangement of any kind with any entity or individual with which APIC has or is negotiating an arrangement or with any involved organization with respect to the arrangement.

Each director and each officer of APIC also is required to disclose whether he or she, or one of his or her relatives, has personal funds invested with an investment manager providing, or expected to provide, investment management services to the organization or in a professionally managed investment fund in which the organization is invested or is considering investing (a "co-investment interest"). For the purposes of this Conflict of Interest Policy, a "professionally managed investment fund" shall not include mutual funds or other similar investment vehicles generally available to the investing public on essentially the same terms.



## 2018 Nominating and Awards Committee

Purpose of Committee: The Nominating and Awards Committee is charged with the identification and solicitation of potential candidates for APIC and CBIC Office, development of a slate of candidates for the annual elections, oversight of the elections process and management of the APIC Awards program.

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### 2018 Committee Members

#### **Co-chair (Nominating)**

Michelle Farber, RN, CIC  
Infection Prevention Consultant  
McGregor, MN

**Term expiring: 12/31/2019\***

#### **Co-chair (Awards)**

Elizabeth Monsees, RN, MSN, MBA, CIC, FAPIC  
Children's Mercy Hospital & Clinics  
Kansas City, MO

**Term expiring: 12/31/2019\***

\*Co-chairs serve in the leadership position for one year then rotate back into service as a committee member for one more year.

#### **Terms expiring 12/31/2018**

- Jo Micek, RN, CIC  
Liberty Hospital  
Liberty, MO
- Doramarie Arocha, PhD, MS, MT(ASCP)SM, CIC, FAPIC  
University of Texas—Southwestern Medical Center  
Dallas, TX

#### **Terms expiring 12/31/2020**

- Andrea "Lynn" Cromer, RN, BSN, MT, MPH, CIC  
Duke Infection Control Outreach Network  
Inman, SC
- Kimberly Newman, RN, BSN, CIC  
Baylor University Medical Center Dallas  
Dallas, TX

#### **Senior Advisor**

Linda Greene, RN, MPS, CIC, FAPIC  
*(APIC Immediate Past President)*  
Highland Hospital  
Rochester, NY

#### **Staff Liaison**

Barbara Long, CAE  
Sr. Director, Governance and  
Executive Affairs



## **Association for Professionals in Infection Control and Epidemiology, Inc. (APIC)**

The healthcare system has reached a critical juncture between patient safety, infection prevention, and quality of care. Significant changes in where care is and will be delivered are central issues. These changes represent an unprecedented opportunity for infection preventionists (IPs) to accelerate progress toward the elimination of healthcare-associated infections (HAIs). APIC leaders believe this is the right time to commit to an uncompromising vision and organize the association's mission and goals around a plan to advance toward *healthcare without infection*. We propose to advance our mission to *create a safer world through prevention of infection* and embrace this bold direction through *patient safety, implementation science, competencies and certification, advocacy, and data standardization*.

**Vision: Healthcare without infection**

**Mission: Create a safer world through prevention of infection**

## **APIC Strategic Plan 2020**

### **How APIC chose this vision and course of action**

Strategic conversations with APIC members, the board, and key leader focus groups at the APIC 2011 Annual Conference in Baltimore, Maryland, resulted in the following change drivers being identified that together create a tipping point for infection prevention. APIC commissioned *Signature i, LLC*, to guide its leaders through a systematic scan of the change drivers that are shaping the future for infection prevention.

- The future of healthcare focused on prevention and cost control
- The integration of evidence and outcomes-based research
- Anticipating and influencing regulatory change
- The empowered consumers demand for transparency, safety, and accountability
- An automated future for data collection and risk assessment
- A global interconnected world encourages collaboration

APIC recognizes that these challenges will require the IP to become a new kind of leader – a collaborative leader who can engage people and groups to work toward common goals that eclipse their traditional roles, disciplines, and past experiences. In the spirit of collaborative leadership, the APIC board invited the association’s strategic partners and key opinion leaders to join together in exploring new directions for the profession. They met together September 19-20, 2011 in Alexandria, Virginia, to discuss the opportunities and desired outcomes for 2020. On September 21, 2011, the APIC board analyzed this guidance and considered the association’s strengths resulting in unanimous agreement to adopt this bold vision and to set a course through strategic goals to drive the association’s efforts over the next eight years (2012 through 2019).

APIC leaders and staff will work with members across the organization and will collaborate with others to achieve these strategic goals. You are invited to join us in every step of this journey toward health care without infection.

## Strategic goals to achieve by 2020

### ***Patient safety goal***

Demonstrate and support effective infection prevention and control as a key component of patient safety.

### **Objectives and initiatives**

1. Collaborate and align with key infection prevention and public health organizations, agencies and, consumer groups, including international engagement, to demonstrate and promote effective infection prevention programs across the care continuum.
2. Define key processes of care that are shown to prevent infection.
3. Develop framework to optimize partnership between providers and IPs as part of infection prevention programs.
4. Create tools that integrate elements of the science of safety into infection prevention programs.
5. Identify and assess measures that demonstrate the impact of infection prevention as part of patient safety.

### ***Implementation science goal***

Promote and facilitate the development and implementation of scientific research to prevent infection.

#### **Objectives and initiatives**

1. Define implementation science (IS) and demonstrate the value of implementing the science of prevention to members, partners, and stakeholders.
2. Identify gaps in the research agenda and address the gaps.
3. Collaborate with related disciplines and organizations in promoting implementation science research.

### ***IP competencies and certification goal***

Define, develop, strengthen, and sustain competencies of the IP across the career span and support board certification in infection prevention and control (CIC®) to obtain widespread adoption.

#### **Objectives and initiatives**

1. Develop and refine APIC IP competency model and program for the career span.
2. Develop white paper and associated resources to support optimal use of the competency model for IPs and other leaders at the point of patient care.
3. Promote the value of CIC® certification to key stakeholders, regulators, consumers, and accreditors.
4. Explore options for supporting and recognizing IPs who have achieved an advanced/expert level of knowledge and skills.

***Advocacy goal***

Influence and facilitate legislative, accreditation, and regulatory agenda for infection prevention with consumers, policy makers, health care leaders, and personnel across the care continuum.

**Objectives and initiatives**

1. Advance the development and adoption of scientifically valid, actionable, infection prevention measures and the necessary technology support that promotes appropriate data collection.
2. Support and advocate for resources that promote effective infection prevention and control efforts, programs, and initiatives.
3. Promote active IP participation and collaboration with organizational leadership of providers, consumer advocacy groups, and payers to enhance infection prevention and control on all levels and points of care.

***Data standardization goal***

Promote and advocate for standardized, quality and comparable HAI data.

**Objectives and initiatives**

1. Support and participate in the strategic planning for advancing the description, collection, and reporting of HAI data.
2. Collaborate with government and private sector partners in initiatives supporting standardized and validated data for state and national reporting.
3. Advocate for expansion and interoperability of the electronic medical record (EMR) and standardized extractable infection data elements for state and national reporting.

APIC Strategic Plan 2020 builds on the spirit of APIC's ongoing history of leading efforts to strive for zero HAIs. Background information on efforts to target zero HAIs can be found under the "About APIC" and "Vision and Mission" sections of the APIC website located at [www.apic.org](http://www.apic.org).

**More information about the Association for Professionals in Infection Control and Epidemiology, Inc. (APIC):**

APIC is the leading professional association for infection preventionists (IPs) with more than 14,000 members.

Most APIC members are nurses, physicians, public health professionals, epidemiologists, or medical technologists who:

- Collect, analyze, and interpret health data in order to track infection trends, plan appropriate interventions, measure success, and report relevant data to public health agencies
- Establish scientifically based infection prevention practices and collaborate with the healthcare team to assure implementation
- Work to prevent HAIs in healthcare facilities by isolating sources of infections and limiting their transmission
- Educate healthcare personnel and the public about infectious diseases and how to limit their spread

Many IPs are employed within healthcare institutions and also serve as educators, researchers, consultants, and clinical scientists. The majority of APIC members are affiliated with acute care settings. An increasing number practice in ambulatory and outpatient services where they direct programs that protect patients and personnel from HAIs. Members are also involved in long-term care, home health, and other practice settings in which infection prevention and control is an increasing area of responsibility for nurses and other healthcare personnel.

APIC's educational programs, products, and services support the infection prevention activities of the many patient safety stakeholders. APIC collaborates with other professional associations, consumer groups, and thought leaders, as well as regulatory and accrediting bodies, to maximize the synergy of shared interests and resources with the goal of improving patient outcomes.



#### About the APIC Logo

The shield represents prevention [protection]

The green and blue arcs represent the globe

The overarching swoosh communicates our expanding reach around the world

The connecting link between the A and P represent the connectivity of our network

The tagline **“Spreading knowledge. Preventing infection.®”** succinctly expresses the role of an infection preventionist and APIC’s role as a premier organization representing the collective voice of more than 14,000 members.

*Disclaimer: APIC does not endorse any Strategic Partner company or its products and services. APIC Strategic Partners are required to adhere to the APIC Corporate Guidelines. APIC Strategic Plan 2020 was approved by the APIC Board of Directors on January 26, 2012.*

**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. (hereinafter referred to as “APIC” or the “Association”).

**ARTICLE II  
PURPOSE AND GOALS**

*Section 1. Purpose*

The Association for Professionals in Infection Control and Epidemiology, Inc. is a multidisciplinary, voluntary, international organization with purposes as specified in its Articles of Incorporation.

*Section 2. Goals*

To further describe, and not to limit, the purposes of the Association as described in its Articles of Incorporation, the Association shall conduct its activities with the following 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**

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  
OFFICES**

The Association shall maintain in the Commonwealth of Massachusetts a registered office and a registered agent who is a resident of the Commonwealth of Massachusetts at such office, and may have other offices within or without the States as shall be determined by the Board of Directors.

## **ARTICLE V MEMBERSHIP**

### *Section 1. Membership Categories*

- A. Membership in the Association is a privilege. Members must comply with membership requirements in these bylaws and in applicable policies as may be established by the Board of Directors from time to time. The Board of Directors shall have ultimate discretion in interpreting membership qualifications and proper membership category placements.
- 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 or when a membership vote is required by Chapter 180 of the Massachusetts General Laws or requested by the Board of Directors, serve on committees, and hold elected office.
  2. Associate Membership  
Associate Members shall be individuals who are not actively involved in the practice and management of infection control and/or the application of epidemiology. Associate Members may not vote, hold elected office or serve on committees.
  3. Retired Membership  
Retired Members shall be individuals who are no longer employed in any capacity and who have had five (5) 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. Honorary 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 or when a membership vote is required by Chapter 180 of the Massachusetts General Laws or requested by the Board of Directors, serve on committees, and hold elected office.
  6. Patron Membership  
Patron Members shall be organizations or groups interested in supporting the Association. Patron members may not vote, hold elected office or serve on committees.
  7. Student Membership  
Individuals enrolled full-time in an accredited institution, prior to the award of an associates or bachelors degree. Student members may not vote or hold office, but may serve on committees.

The Active Members and Lifetime Members may be collectively referred to as "Voting Members."

#### *Section 2. Membership Duration and Renewal*

The term of membership in the Association shall be determined by the Board of Directors from time to time. Tenure of membership shall be based on the anniversary date at which a member joins the Association. Procedures for renewal of membership shall be as determined by the Board of Directors from time to time.

#### *Section 3. Membership Application*

Application for membership shall be made in writing on a form as prescribed by the Board of Directors. The Board of Directors retains the right to reject an application for membership when it considers such action to be in the long-term best interest of the Association, consistent with its tax-exempt mission.

#### *Section 4. Membership in Local Chapters*

All members of the local chapters of the Association must also be members of the Association.

#### *Section 5. Dues*

Dues for each calendar year shall be determined by the Board of Directors and all dues shall be remitted according to Board policy. Honorary and Lifetime Members shall be exempt from dues. The Board of Directors shall determine the minimum contribution for patron membership. The Board of Directors may require that members be current in all dues payment in order for membership to be renewed. Local chapter membership dues shall not exceed those of the Association.

#### *Section 6. Termination*

Any member may be terminated by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the entire Board of Directors then in office whenever, in the Board's judgment, the best interests of the Association would be served thereby. The member for whom termination is being considered shall be given notice of the meeting at which a decision for termination is to be considered, and shall be given an opportunity to be heard prior to the Board's final decision. The Board of Directors may provide for subsequent reinstatement of members terminated in this manner.

### **ARTICLE VI MEETINGS OF THE MEMBERSHIP**

#### *Section 1. Annual Meetings*

The Association shall hold an annual meeting of its members once each fiscal year. The annual meeting of the Association shall be held in conjunction with the educational conference, or at such time as directed by the Board of Directors. Voting Members shall be provided with at least 10 days' notice prior to the meeting.

## *Section 2. Special Meetings*

Special meetings of the membership may be called at the request of the President, the Directors, or upon the written request of at least 10% of Voting Members. Voting Members shall be provided with at least 2 days' notice prior to the date of the meeting.

## *Section 3. Quorum*

The number of Voting Members present at a meeting shall constitute a quorum.

## *Section 4. Chairman*

The President shall preside as Chairman at all meetings of the Voting Membership. In the absence of the President from any meeting of the Voting Members, the President-elect shall serve as temporary Chairman.

## *Section 5. Manner of Acting*

The act of a majority of the Voting Members present at a duly called meeting of the Voting Members at which a quorum is present shall be the act of the Voting Membership, except as otherwise provided by law, by the Association's Articles of Incorporation, or by these Bylaws. Voting Members shall be permitted to vote by proxy, provided that the proxy is executed by the Voting Member or the Voting Member's representative not more than six (6) months before the scheduled meeting. Proxies shall become invalid following the meeting for which they are executed.

## *Section 6. Action without Meeting*

Any action required to be taken at a meeting of the Voting Members or any action which may be taken at a meeting of the Voting Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

# **ARTICLE VII 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*

Without limitation, the duties of the respective offices are as follows:

- A. President. The President shall be directly responsible to the Board of Directors for the administration of the Association. The President shall preside at all Board of Directors meetings and all member meetings.
- B. President-elect. The President-elect shall prepare to assume the office of President and fill the office of President should that office become vacant for the remainder of the term.

- C. Treasurer. The Treasurer shall oversee and be responsible for the management of the financial affairs of the Association. In this role, the Treasurer shall oversee the preparation of periodic financial reports for the Board of Directors, review financial affairs of the Association, oversee the preparation of the annual budget and present it to the Board of Directors, and be a member or consultant to any committee having responsibility for the Association's monies. The Treasurer shall be bonded.
- D. Secretary. The Secretary shall oversee the accurate recording and transcribing of the minutes of all Association and Board of Directors meetings, submit all minutes to the Board of Directors in accord with the procedure established by the Board of Directors, and perform duties of a clerk as specified under the Massachusetts General Laws, Chapter 180.

### *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.
- C. 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.
- D. 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.
- E. No officer shall serve more than two consecutive terms in the same office.
- F. All terms of office shall begin at the first Board of Directors meeting of the calendar year and shall continue until the officer's successor has been duly elected and qualified.

### *Section 4. Elections and Qualifications*

The officers of the Association shall be elected by the membership by affirmative vote of a majority of the members voting. The President-elect shall automatically succeed to the Presidency after having held the office of President-elect the preceding year. If the President-elect is unable or unwilling to hold the office of President, a majority of the Board of Directors present at any meeting at which a quorum is present shall elect a new president who has served at least one year as a member of the APIC Board of Directors prior to assuming the office.

### *Section 5. Vacancies*

If any office with the exception of President-elect and the Secretary becomes vacant, it may:

- (i) remain vacant until the next election; or (ii) be filled by appointment through a majority of the Board of Directors for the unexpired term. 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 VIII 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) other directors, the certain number to be determined by the Board of Directors from time to time. Up to two (2) directors may be external directors, or persons who are not occupationally or professionally involved in infection prevention and control. If elected, such external directors shall have staggered terms.

### *Section 2. Qualification and Election*

Elections for positions on the Board of Directors shall be held annually prior to the beginning of terms of office. Only Voting Members may vote in elections for Board of Director positions. A majority vote shall elect when there are less than three candidates. A plurality vote shall elect when there are three or more candidates. Tie votes shall be broken by a run off. 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. Except for candidates for external director positions, in order to be eligible to be elected as a director or as a member of the Nominating and Awards Committee, a candidate must be either a current Active or Lifetime Member of APIC and must have been a member of APIC for the prior two (2) years. No officer or director may hold office in a chapter and in the Association simultaneously.

### *Section 3. Terms*

The directors shall serve a term of three (3) years or until a successor has assumed office. Directors elected to the Board may not serve consecutive terms. Directors are not eligible for re-election in the same capacity until three (3) years have lapsed following completion of their previous terms. The terms of directors shall be staggered such that no less than four (4) and no more than six (6) directors are elected each year. The Immediate Past President shall serve as a director for one year upon completion of the term of office of President.

### *Section 4. Duties*

The Board of Directors shall

- A. be the governing body of the Association and shall establish association policy for conducting the business and management functions of the Association;
- B. select and employ a chief staff executive who shall be responsible for managing the day-to-day affairs of the Association;
- C. oversee committee activities;
- D. authorize the official acts of the elected officials and committees;
- E. approve the slate of candidates for the ballot

### *Section 5. Meetings*

Regular meetings of the Board shall be held a minimum of twice yearly, at the discretion of the Board. Unless these bylaws state otherwise, dates, notices, and agenda shall be according to policy set by the Board of Directors. Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The chief staff executive 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 chief staff executive.

### *Section 6. Notice*

Annual and regular meetings may be held without notice if the time and place of such meetings are fixed by these bylaws, the Association's Articles of Incorporation, or the Board. Notice of any special meeting of the Board of Directors shall be received by each Director by not less than two (2) days before the time set for such a meeting, and must include the time, date, place and purpose of such meeting. Notice may be waived in writing by those not present prior to the meeting.

### *Section 7. Manner of Acting*

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these bylaws.

### *Section 8. 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 the 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 9. Vacancies*

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### *Section 10. Action without Meeting*

Any action required to be taken at a meeting of the Board of Directors or any 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, is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent may be delivered to the Association by electronic transmission, to the address specified by the Association for the purpose or, if no address has been specified, to the principal office of the Association, 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 11. 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 IX COMMITTEES**

### *Section 1. Executive Committee*

The Executive Committee shall consist of six (6) members of the Board of Directors: the President, the President-elect, the Immediate Past President, 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 chief staff executive shall serve as ex-officio non-voting member of the Executive Committee. The Executive Committee shall:

- A. regularly review the performance of the chief staff executive in consultation with the Board of Directors; and
- B. make all necessary decisions, between Board of Directors meetings, to ensure 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 in accordance with these bylaws. Appointments shall be made on a year-by-year basis.

### *Section 3. Committee Power*

Committees shall exercise power as designated by the Board of Directors.

### *Section 4. Audit Committee*

The composition of the Audit Committee shall be based on best practices for nonprofit organizations as determined by the Board.

### *Section 5. Finance Committee*

The composition of the Finance Committee shall be based on best practices for nonprofit organizations as determined by the Board.

### *Section 6. Nominating and Awards Committee*

The Nominating and Awards Committee shall consist of six (6) members to be elected by the membership for a three-year term on a staggered basis with two (2) members elected each year. In order to be eligible to serve on the Nominating and Awards Committee, an individual must meet those qualifications for a non-external director stated in Article VIII, Section 2. Members of this committee shall not be eligible to run for any office in the Association while serving on the committee.

The committee shall be headed by a chairperson appointed by the committee members and approved by the Board of Directors. The committee shall:

- (i) solicit nominations for awards and elected positions in the Association that are representative of a multidisciplinary international organization ;
- (ii) develop procedures for the conduction of elections consistent with these bylaws, the Association's articles of incorporation, and applicable law and submit such procedures for Board approval ;
- (iii) develop and submit a slate of candidates for the APIC ballot to the Board of Directors for approval ;
- (iv) notify all nominees of their status regarding their candidacy

## **ARTICLE X FINANCES**

### *Section 1. Fiscal Year*

The fiscal year of the Association shall be the calendar year or such other period established by the Board of Directors.

### *Section 2. Contracts*

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

### *Section 4. Checks and Drafts*

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, or agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the Association.

### *Section 5. Deposits*

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XI LIMITATION OF LIABILITY AND INDEMNIFICATION**

### *Section 1. Limitation of Liability*

To the fullest extent permitted by Massachusetts General Laws Chapter 180, as the same may be amended or supplemented, 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 notwithstanding 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*

To the fullest extent permitted by the Massachusetts General Laws Chapter 180, as the same may be amended or supplemented, 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, the APIC Articles of Incorporation, or the Massachusetts General Laws Chapter 180.

## **ARTICLE XIII AMENDMENTS**

These bylaws may be adopted, altered, amended or repealed, and one or more new bylaws may be adopted by both the affirmative vote of a majority of the members of the Board of Directors and the approval of at least two-thirds (2/3) of the membership voting. Prior to either vote, proposed amendments to the bylaws shall be referred to the Policy and Bylaws Committee, if such committee is appointed, 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 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 accordance with Massachusetts General Laws Chapter 180 and consistent with APIC's with tax-exempt status.

## Important Dates Fall 2018 Call for Candidates

March 23 – May 15	Call for nominations open
May 15 – June 13	Candidate applications under review and scoring process.
June 13	Nominating & Awards Committee meets to review applications Meet and greet with candidates during APIC Annual Conference
August 6	Nominating chair presents the slate of candidates to the APIC Board for approval.
August 7-15	Candidates notified of their status with regard to appearing on the ballot.
August 15-30	Candidate bios and photos prepared for the electronic ballot.
September 24	APIC elections open to members.
October 22	APIC elections close.
October 26-30	Candidates appearing on the ballot notified of election results.
January 2019	Term begins for newly elected candidates.