

**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 of infection prevention and control and/or epidemiology.
- B. To position APIC as the leader in the practice of infection prevention and control and/or 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. **Professional Membership**
Professional Members shall be individuals occupationally or professionally involved in the practice of infection prevention and control and/or 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 occupationally or professionally involved in the practice of infection prevention and control and/or epidemiology who are employed by Industry (ex. manufacturer, vendor, products/services to IPs). 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. They may serve in appointed capacities however they cannot hold elected office.
 - 3. **Retired Membership**
Retired Members shall be individuals who are no longer actively involved in the practice of infection prevention and control and/or epidemiology and who have had five (5) consecutive years of Professional or Associate APIC membership prior to retirement. Retired 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 and serve on committees, however, they may not hold elected office.
 - 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 of infection prevention and control and/or 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 prevention and 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 of infection prevention and control and/or 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. The APIC Board at its discretion reserves the right to revoke an individual's Lifetime Membership status for cause as determined and/or established by board policy.

6. Organizational Membership

Organizations committed to advancing infection prevention and control. Organizational members (the company) may not vote, hold elected office, or serve on committees. Individuals covered by the Organizational Membership must meet current Individual Membership requirements.

7. Undergraduate Student Membership

Undergraduate Student Members shall be individuals enrolled in an associate or bachelor's degree program at an accredited institution, who have never been employed in infection prevention and control and/or epidemiology. Undergraduate Student Members may not vote, hold elected office, or serve on committees.

8. Graduate Student Membership

Graduate Student Members shall be individuals enrolled in a master's or doctorate program at an accredited institution, who have never been employed in infection prevention and control and/or epidemiology. Graduate Student Members may not vote, hold elected office, or serve on committees.

9. New to Profession Membership

New to Profession Members shall be individuals occupationally or professionally involved in the practice of infection prevention and control and/or epidemiology for up to three years. 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. Individuals can be in this category for three years, not to exceed their first three years in infection prevention and control and/or epidemiology.

10. Supporting Membership

Supporting Members shall be individuals who are not actively involved in the practice of infection prevention and control and/or epidemiology. Supporting Members may not vote, hold elected office or serve on committees.

The Professional Members, Lifetime Members New to Profession Members, Associate Members and Retired Members categories 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

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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. Officers may not serve consecutive terms. 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. If the office of the Secretary becomes vacant, it shall be filled by appointment of a current member of the Board of Directors.

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 runoff. 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

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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 Professional, Lifetime or New to Profession 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 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

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.