



Handbook for Candidates
for APIC Office

A HANDBOOK FOR APIC CANDIDATES
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**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL
AND EPIDEMIOLOGY**

HANDBOOK FOR APIC CANDIDATES

INTRODUCTION

Thank you for your interest in an elected office with APIC. In reading this handbook you are embarking on a new journey in leadership for the premiere professional association in the field of infection prevention and control. From the threat of bioterrorism to the emergence of new infectious diseases, the roles of infection prevention and control have never been more important. While the challenges are numerous, so too are the opportunities to advance the practice, the profession and the association.

This handbook will give you a better understanding of the opportunities for elected office, the roles, responsibilities and commitments of leadership positions and the process associated with election. It is intended as a guide to help you determine how your knowledge, skills and expertise may contribute to the advancement of APIC and the degree to which an elected office would fit with your plans, professional goals and experiences.

Specific requirements, duties, and responsibilities for each office are listed in the section of this handbook referencing that particular position. If, after review of this handbook, you have additional questions, or would like to learn more about serving in an elected position, we encourage you to contact the chairs of the nominating and awards committee.

Each year, the office of president-elect is open. The treasurer is elected in even numbered years. The secretary is elected in odd numbered years. Additionally, positions for at-large directors, and nominating and awards committee members are open. Only APIC members in the "Professional Membership" and "Lifetime Membership" and "New to the Profession" categories are eligible to serve on committees, vote and/or hold elected office. New in 2022, candidates for the APIC Board of Directors are not required to be certified in infection prevention and control (CIC). Applicants with the CIC will be eligible for additional points during the scoring process.

The nominating and awards committee compiles a slate of candidates for APIC elected positions. The APIC slate must be approved by the current board of directors before being presented to the membership for election. An evaluation and scoring process is used for initial ranking of potential candidates. Candidates are assessed on a combination of professional accomplishments and expertise as well as leadership skills and potential.

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 a current Professional Member, Lifetime Member, or New to the Profession Member of APIC. *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 hold local chapter and APIC office simultaneously.
4. No director shall serve consecutive terms in the same capacity.
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.

Candidates for APIC elected positions are not required to be certified in infection prevention and control by the Certification Board of Infection Control (CBIC). However, candidates with the CIC, LTC-CIP, and/or a-IPC, will receive additional points during the judges scoring process. Candidates seeking office who have demonstrated leadership experience at the local, national or international level will be given preference.

Applications for APIC office must be submitted using the on-line application system.

SERVING ON THE APIC BOARD OF DIRECTORS

The APIC Board of Directors meets by conference call at least 3 times each year and face-to-face three times per year. Typically, face-to-face meetings take place in January in conjunction with the APIC Leadership Orientation, in the spring in conjunction with the annual conference and in the fall. Conference calls take place the first Monday of the selected month in which they are scheduled. Board members receive a detailed schedule of calls/meeting at the start of each year.

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

On the following pages, you will find an overview of the duties and qualifications for each elected position including an indication of the time commitment and the support needed to comfortably meet the requirements of the position. Administrative support is helpful, but not required. While most healthcare organizations value leadership in a professional association, it is recommended that you discuss your plans with your employer. The following overviews are brief. More information may be obtained by contacting APIC's Chief Executive Officer.

ROLES AND RESPONSIBILITIES OF DIRECTORS

The term of office for a director is three (3) years with no option to serve a consecutive term in the same capacity. The Board of Directors:

- a. Provides governance and establishes policy.
- b. Assumes legal and fiduciary responsibility for the association.
- c. Assures that activities of the association are consistent with the mission, vision and strategic plan.
- e. Measures accomplishments against strategic goals.
- f. May act as advisors to committees, as assigned.
- g. May act as liaisons to other organizations, as assigned.
- h. Represents APIC at official functions.
- i. Actively identifies, develops and recruits new leaders.
- j. Must disclose conflict of interests by completing and maintaining an annual conflict of interest disclosure statement (See APIC conflict of interest policy and disclosure statement included in this handbook).

QUALIFICATIONS AND RESPONSIBILITIES OF DIRECTORS

Qualifications vary, but expertise in infection prevention and control and/or epidemiology is required except in the case of external directors. (For additional information on the roles and responsibilities of external directors, please see below). Experience in a variety of settings is an asset.

Those seeking election to the APIC Board should have prior leadership experience. Leadership attributes such as strategic thinking, critical thinking, active listening, facilitation skills and the ability to develop consensus are essential to the success of any governing body. The ideal board member appreciates his/her role as a steward for the practice and the profession and the difference between this responsibility and the role of a working infection preventionist.

While adequate preparation by staff and leaders is essential to the success of the governance process, directors are expected to engage in self-directed study, as needed, in order to fully understand issues and assignments.

Strong communications skills are essential. Since directors oversee a public non-profit corporation a foundation in management and basic understanding of finance are helpful skill sets.

Directors must attend board meetings; participate in conference calls, and the annual business meeting.

TIME COMMITMENT

The time commitment of directors varies with assignments from as little as one to two hours per month to approximately two days per month. Directors must be willing to assume additional duties/responsibilities, if necessary, and be able to independently follow through on tasks.

EXTERNAL DIRECTORS

In 2006, the APIC membership approved a bylaws change which added two external director positions to the APIC Board. External directors are drawn from the broader healthcare community and may not be professionally employed in the area of infection prevention and control. External directors are selected for their ability to bring complementary knowledge and skill 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 have full voting rights and privileges. 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. Currently, external directors serve two-year terms. External directors may apply for office by submitting a C.V. and letter of interest to the APIC Nominating and Awards Committee. Please note that no application is required for external directors.

QUALIFICATIONS AND RESPONSIBILITIES OF OFFICERS

PRESIDENT-ELECT

Position Summary

Responsible, in partnership with other presidential officers and the CEO, for leading the organization and representing the profession through implementation of APIC's strategic plan, assuring that the Board agenda addresses appropriate priorities and that the Board performs its fiduciary, strategic and policy responsibilities. It is expected that the President-Elect will devote time to learning and preparing prior to becoming President.

Term

- 1-year term with succession to President followed by Immediate Past President.
- Average time commitment 5-10 hours a week.
- The Preside-Elect will receive orientation from the CEO and current President.

Responsibilities

Prepare & Participate

- Prepare for, attend, and actively participate in all face-to-face meetings and conference calls as scheduled.
- Vote on motions made by the Board.
- Facilitate implementation of the goals of the strategic plan.
- Ensure that goals of assigned committees are aligned with the Board's strategic plan.
- Preside as Chairman at all Board of Directors meetings and meetings of the Voting Membership in the absence of the President.
- Assume the office of President should that office become vacant for the remainder of the term.
- Serve as a spokesperson for APIC media and policy when delegated by the President.

Board Assignments

- Serve as a member of the Executive Committee.
- Serve as a member of the Finance Committee.
- Serve as a member of the Compensation Committee.
- Serve as chair of the Audit Committee.
- Serve in an advisor capacity on the Annual Conference Committee in the year they are President.

PRESIDENT

Position Summary

Responsible, in partnership with other Board members the CEO, and staff, to lead the organization and the profession through implementation of APIC's strategic plan and by performing fiduciary, strategic and policy responsibilities.

Term

- 1-year term with succession to Immediate Past President.
- Average time commitment is 10-15 hours a week.
- The President will receive orientation from the CEO and Immediate Past President.
- The President will provide orientation to the President-Elect.

Responsibilities

Prepare & Participate

- Understand and apply the provisions of the [Bylaws](#) and other policies.
- Prepare for, attend, and preside as Chairman at all Board of Directors meetings, Executive Committee meetings and meetings of the Voting Membership.
- The President will not vote on motions unless the BOD has a tie vote on a proposed measure, in which case the President's vote may be used to break a tie on a board action.
- Serves as the primary spokesperson for APIC media and policy or designates such spokesperson.
- Serve as the APIC representative with strategic partners (CDC ,WHO, SHEA etc.).
- Create and support an environment that is inclusive, where differing perspectives, thoughts and backgrounds are encouraged and valued, and is reflective of the diversity of the members, staff, and other key stakeholders served by APIC.

Set Direction

- Collaborates with the CEO to provide optimal leadership for the association.
- Ensure that goals of assigned committees are aligned with the Board's strategic plan.
- Facilitate implementation of the goals of the strategic plan.
- Articulate, safeguard, model, and promote organizational values, including the Code of Conduct.
- Oversee the annual Board evaluation.

Ensure Resources

- Consider issues of capacity (financial and human resources), core capability and strategic position when making decisions.

Provide Oversight

- Ensure that all fiduciary and governance duties are appropriately handled.

Board Assignments

- Serve as Chairman of the Executive Committee and provide active feedback and consultation as required.
- Serve as a member of the Compensation and Finance committees.
- Select BOD members to serve as APIC committee senior advisors.
- Appoint mentors for new Board members.

IMMEDIATE PAST PRESIDENT

The immediate past president has been described as the “Elder Statesman” of the board of directors and serves as a director with all of the responsibilities of this position as described above. The immediate past president serves on the executive committee and serves as chair of the APIC Board’s Performance Outcomes Governance Committee. Additional duties may be assigned by the president.

SECRETARY

Position Summary

Provides direction for the keeping of legal documents including minutes of all meetings of the board of the organization.

Term

- 2-year term with an average time commitment of 3-4 hours a month.
- Receives orientation from the past Secretary and the APIC Governance staff member.
- The Secretary will provide orientation to the Secretary-Elect.

Responsibilities

Prepare & Participate

- Attend and actively participate in all face-to-face meetings and conference calls as scheduled.
- Facilitate implementation of the goals of the strategic plan.
- Vote on motions made by the Board.
- Call for conflicts of interest prior to all face-to-face meetings and conference calls.
- Oversee the accurate recording and transcribing of the minutes of all Association and Board of Directors meetings.
- Ensure submission of all minutes to the board of directors in accord with established procedure.
- Ensures Board members are notified of upcoming Board meetings in a timely fashion.
- Work with the CEO or assigned staff liaison to ensure that an appropriate set of governance policies are in place which are up to date and reflect best association and governance practice.
- Review new policies and/or policy revisions prior to their presentation to the board of directors for approval in a manner as established by the board of directors.
- Work with the CEO and/or assigned staff liaison to ensure that APIC bylaws conform with legal requirements and best practice in association governance.
- Ensure that key governance policies are communicated to board members, committee leaders and staff.
- Attend the annual business meeting of the Association and present the board approved Bylaws changes as indicated.

Board Assignments

- Serve as a member of the Executive Committee.
- Serve as chair of the Policy and Bylaws Committee.
- In conjunction with Policy & Bylaws Committee members, shall review proposed bylaws amendments prior to their presentation to the board of directors for approval.

TREASURER

Position Summary

Oversee and be responsible for the management of the financial affairs of the Association and provide timely reports about the organization's financial status to the board of directors.

Term

- 2-year term with an average time commitment of 1-2 hours a week.
- Receive orientation from the VP of Finance.

Responsibilities

Prepare & Participate

- Prepare for, attend, and actively participate in all Board of Directors face-to-face meetings and conference calls as scheduled.
- Vote on motions made by the Board.
- Facilitate implementation of the goals of the strategic plan.
- Serve as the financial officer of the organization.
- Maintain a substantive understanding of the organization's financial condition.
- Review the monthly financial statements.
- Review the annual audit to determine the financial condition of the organization.
- Work with the CEO and VP of Finance to ensure that appropriate financial reports are made available to the board on a timely basis.
- Ensure Board review of and action related to the board's financial responsibilities.
- Annually review and revise, as needed, the chapter treasurer's manual.

Board Assignments

- Serve as a member of the Executive Committee.
- Chair of the Finance Committee.
- Serve as a member of the Compensation Committee.

NOMINATING AND AWARDS COMMITTEE

Nominating and Awards Committee members are elected for a three-year term with two positions available each year. A chairperson for the nominating function and a chairperson for the awards function of the committee is selected from among elected members of the committee and approved by the APIC Board. Duties include:

- a. Face-to-face meeting in conjunction with the annual conference, to review candidate applications and prepare slate of candidates. There will be scheduled conference calls to work on new projects and tasks.
- b. Soliciting candidates for the APIC Board of Directors, including officers, CBIC Board of Directors, and the Nominating and Awards Committee.
- c. Serving as a resource for potential candidates and assisting them with completion of the application and supporting documents.
- d. Reviewing and scoring completed candidate applications independently prior to the ballot meeting.
- e. Participating in the full committee selection of nominees for the APIC Board, the CBIC Board, Nominating and Awards committee, and awards recipients through use of objective scoring tools.
- f. Reviewing/revising candidate handbook, application, scoring tools, and relevant APIC policies as needed.
- g. Continuously improving the APIC Awards and Scholarship Program
 - Development of the APIC Awards and Scholarship Program.
 - Revision/ modification of existing awards and scholarships as needed.

NOMINATING AND AWARDS COMMITTEE

QUALIFICATIONS/COMMITMENTS:

- a. Communication skills, interpersonal skills, and an understanding of the APIC nominating and election processes are necessary. Prior experience in APIC activities is essential to an understanding of the requirements of the organization. Commitment to confidentiality is a must.
- b. Ability to attend the annual conference is desirable in order to finalize recruitment of candidates for office.
- c. Members of the Nominating and Awards Committee are ineligible for office or awards as long as they serve on the committee.

TIME COMMITMENT

Time commitment varies greatly throughout the year. During peak candidate application, selection and processing (May through August), two to eight hours per week may be required.

APPLICATION FOR OFFICE

DIRECTIONS FOR COMPLETING APPLICATION

A member of the nominating and awards committee will work with potential candidates to assure applications are correct and complete. **Please read and follow directions carefully. Incomplete and/or illegible applications will not be considered.**

1. Completed **online application** must be submitted by the deadline announced and include:
 - CV
 - Photograph (.jpg format – 300dpi minimum; color photo)
 - Conflict of Interest Declaration Statement
 - References must be identified in appropriate section of the application
 - Reference letters

Start the process early so you have time to submit all required elements by the due date.

2. Indicate 1st, 2nd, and 3rd choices on the application if applying for more than one position.
3. Candidates for the APIC Board of Directors must identify two references. Nominating and Awards Committee candidates are required to have two references. Please identify your references from the categories listed below:
 - a. Current APIC/CBIC officer, board of directors member, or committee chair/member.
 - b. Current employer or someone from your workplace setting who can describe and affirm your leadership skills.
 - c. APIC chapter officer, board of directors members, or committee chair/member or equivalent.
 - d. Member of other professional volunteer organization who can describe your leadership skills.

6. You must submit a copy of your current CV. Your CV should include the following items:
 - Education
 - Faculty or academic appointments
 - Certifications (*include dates*)
 - Work Experience (*describe any leadership positions held*)
 - Publications (*authored by you – include dates*)
 - Presentations (*regional, state, national, international*)
 - Abstracts (*poster and oral at national or international meetings*)
 - Awards (*include dates*)
 - Skills & Interests (*related to your occupation*)

7. Submit the completed APIC conflict of interest disclosure statement. A sample of this form is included in this manual.



CANDIDATES FOR OFFICE

Instructions for References

Dear Candidate Reference:

You are being asked to serve as a reference for a candidate for either the APIC or CBIC boards of directors or the APIC Nominating and Awards Committee. Your feedback on the candidate is critically important as we review each candidate's application and supporting documents.

In preparing your letter of recommendation, we ask that you include the following information:

- **Governance Competencies Acknowledgement:** Please acknowledge that you have reviewed the governance competencies and I believe that this candidate has demonstrated leadership behaviors to warrant consideration for this position. (Include examples)
- **Briefly respond to the questions shown below:**
 1. How does this candidate demonstrate capacity for identifying and solving problems?
 2. What do you see as this candidate's greatest strengths that enables him/her to serve in a leadership role?

APIC CANDIDATE APPLICATION

Rev. 02/2024

DEADLINE FOR SUBMISSION: May 20, 2026

Eligibility Requirements:

- Active a-IPC, CIC, or LTC-CIP certification required for CBIC positions. Not required for APIC positions.
- Active APIC membership for the last two consecutive years. Not required for CBIC positions.
- Candidates cannot be currently serving as an officer or director of another organization whose primary or secondary activities is related to the activities of APIC.
- Candidates cannot be currently serving as a consultant or on the board of an APIC subsidiary – including, but not limited to CBIC and APIC Consulting Services.
- Acknowledgement that you have read the APIC Conflict of Interest Policy and provided your disclosure statement as part of your application package.

APIC or CBIC Position Desired (please indicate which organization and position):

1st Choice: _____

2nd Choice: _____

3rd Choice: _____

Name (with credentials): _____

Current Title: _____

Name of Facility/Institution: _____

Type of practice setting _____

Work Address: _____ Work Phone: _____

Work Fax: _____

Work E-mail: _____

Home Address: _____ Home Phone: _____

Home Fax: _____

Home E-mail: _____

APIC ID No.: _____ No. years APIC member: _____

Active APIC member for the last 2 consecutive years? Yes No (Required for APIC candidates)

CIC/LTC-CIP/a-IPC Initial year of certification: _____ Last re-certification date _____

Conflict of Interest Statements

Are you currently serving as an officer or director of another professional organization? Yes No
If yes, please explain.

Name of the organization: _____

Your role: _____

Term start date: _____ Term end date: _____

Is the professional organization's primary or secondary activities related to the activities of APIC?

Yes No [*Note, final determination subject to APIC Board review and approval*]

Are you currently serving as:

- Consultant, APIC Consulting Services Yes No
- Board member, APIC Consulting Services Yes No
- Board member, Certification Board of Infection Prevention and Control (CBIC) Yes No

Please be sure you have read the APIC conflict of interest policy included in the candidate handbook, especially the section on "Other Organizations". You are responsible for understanding the policy and submitting a completed conflict of interest disclosure statement with your application. Failure to do so may result in your application being deemed incomplete and not moved forward for consideration by the Nominating and Awards Committee.

I. EXPERIENCE/DIVERSITY IN INFECTION PREVENTION AND CONTROL & EPIDEMIOLOGY:

A. Number of years in infection prevention and control: _____

(1-4 years = 1 point) (5-10 years = 2 points) (More than 10 years = 3 points)

B. Certification in another healthcare-related professional area Yes No

Please explain:

(1 point)

C. Are you a Fellow in another organization Yes No

Please explain:

(2 points)

D. Are you a Fellow of APIC? Yes No

(3 points)

II. EDUCATIONAL EXPERIENCE:

Indicate highest degree held:

- Associates/diploma = 1 point
- Bachelors = 2 points
- Masters = 3 points
- Doctorate (Clinical/Academic) = 4 points

_____ (Max of 4 points)

III. GOVERNANCE COMPETENCIES

Qualified governance leaders are essential for advancing the mission, values, and strategic plan of APIC and CBIC. Please address the governance competencies listed below. (300 words max for entire section)

- A. Identify a key issue for our profession anticipated within the next five years and how you would envision APIC's or CBIC's position. **[VISIONARY]**
- B. Explain how your strengths, practice setting, experience, and knowledge can help advance APIC's or CBIC's strategic priorities. **[STRATEGIC THINKING]**
- C. Describe how you would uphold an organizational position of APIC or CBIC and mitigate competing personal or professional interests. **[LEADERSHIP]**

(0-5 points each)

IV. ELECTION STATEMENT -- APIC Candidates Only

This will be included as part of the election ballot for APIC candidates. Please limit your statement to 300 words or less.

- Using the APIC/CBIC governance competencies in your response, describe why you would be a good candidate.
- In addition, summarize in bulleted format three of your significant infection prevention accomplishments and describe how they have advanced the profession.

V. CANDIDATE REFERENCES (Select from categories shown below)

Two references required for APIC candidates Two*

references required for CBIC Board candidates

Two references required for Nominating & Awards Committee candidates

- National level: APIC Board Member/CBIC Board Member/Committee Chair/Committee Member
- Chapter level: APIC **Chapter** Officer/Board member
- Current Employer
- Member of another professional organization

A. Facility/Institution/Agency:
Title or professional relationship:
Name:
Address:
Phone:
Email:

B. Facility/Institution/Agency:
Title or professional relationship:
Name:
Address:
Phone:
Email:

VI. EMPLOYER NOTIFICATION

If elected and you would like someone at your place of employment notified, please indicate below.

Name:

Title:

Address:

Phone:

Email:

FOR INFORMATIONAL PURPOSES ONLY

VII. REQUIRED ATTACHMENTS TO THIS APPLICATION:

The documents listed below are required when submitting this application for evaluation by the committee:

- **Conflict of Interest Disclosure Statement:** You must include your completed conflict of interest disclosure statement with your application. Failure to do so may result in your application not being moved forward for consideration by the nominating and awards committee.

- **Curriculum Vitae:** Enclose a copy of your current CV. Your CV should include the following items:
 - Education
 - Faculty or academic appointments
 - Certifications (*include dates*)
 - Work Experience (*describe any leadership positions held*)
 - Publications (*authored by you – include dates*)
 - Presentations (*regional, state, national, international*)
 - Abstracts (*poster and oral at national or international meetings*)
 - Awards (*include dates*)
 - Skills & Interests (*related to your occupation*)

- **Photograph:** You must submit/upload a professional color headshot photo with your application. Electronic submissions should be in a .jpg file format with a minimum 300 dpi.

VIII. OTHER SUPPORTING DOCUMENTS: Please use this section to provide any additional documents or supplemental information you would like the review committee to be aware of in support of your application for office. (*This section is not scored.*)

IX. AFFIRMATION

I AFFIRM THE INFORMATION INCLUDED IN THIS APPLICATION IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE.

For E-Mail Submission, Click Here to Insert Your Digital Signature

Date

Electronic signature

Printed Name

Title: _____

Facility: _____

Address: _____

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

Purpose:

Outlines conflict of interest policy.

Scope:

Pertains to Board of Directors, Committees and Executive Staff.

Purpose of Policy

The Directors and Officers of the Association for Professionals in Infection Control and Epidemiology, Inc. ("APIC" or the "Corporation") owe certain fiduciary duties to APIC by virtue of holding their positions. Among those fiduciary duties is the duty of loyalty to APIC, which requires that in serving APIC they act in the best interests of APIC. Directors and Officers owe an undivided allegiance to APIC and may not use their positions as Directors or Officers in a manner that allows them to benefit personally.

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.

This policy serves to define certain terms to assist Directors and Officers in identifying and disclosing conflicts of interest, and to minimize the impact of such conflicts on the actions of the Corporation whenever possible.

Policy Definitions

1. **Competing Entity:** A Competing Entity is any entity which the APIC Board of Directors reasonably determines is in substantial competition with APIC for membership, sponsorship, or revenue.
2. **Confidential Information:** Confidential Information is information obtained by a Covered Official not otherwise made available to the general public.
3. **Conflict of Interest:** A Covered Official has a conflict of interest when he/she is unable to place the best interests of APIC at the top of his/her consideration due to an existing or potential relationship that the Covered Official has.
4. **Covered Official:** Any Director, Officer, or member of a committee with governing Board-delegated powers is a Covered Official under this policy. Further, the Corporation's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer are considered Covered Officials under this policy.
5. **Family:** With respect to a Covered Official, Family shall mean his or her: (i) ancestors (e.g., parents and grandparents), (ii) siblings (whether by whole or half-relation) and their children or grandchildren, (iii) spouse or domestic partner, and (iv) children or grandchildren. Family shall also include the children or grandchildren of a Covered Official's spouse or domestic partner.
6. **Financial Interest:** A Covered Official has a Financial Interest if the person has, or anticipates having, directly or indirectly, either personally or through business, employment, investment, or family relationship:
 - a. An ownership or investment interest in any entity with which the Corporation has a current or anticipated transaction or arrangement (provided, however, that an ownership interest of less than 5 percent of stock in a publicly traded company shall not be deemed

- a Financial Interest);
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a current or anticipated transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement (unless such potential ownership or investment interest is reasonably expected to consist of less than 5 percent ownership of stock in a publicly traded company).
7. Relationship Interest: A Covered Official has a Relationship Interest if the person or a member of the person's Family serves as a director, officer, trustee, key employee, or in some other position in which the Covered Official may exert substantial influence over the decisions of a Competing Entity.

Procedures

1. Disclosure: Every Covered Official must fully disclose, at the earliest time possible, the existence of a Financial Interest or a Relationship Interest and be given the opportunity to disclose all material facts to the Chief Executive Officer of the Corporation, who shall promptly forward to the President of the Board and the Chair of the committee, if applicable. The Chief Executive Officer may also notify counsel for the Corporation. Every Covered Official should review meeting agendas and other materials prior to each Board or committee meeting to determine whether any discussion topic may give rise to an actual or potential conflict of interest.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the Financial Interest or Relationship Interest and all material facts, and after any discussion with the Covered Official, the Covered Official shall leave the Board or committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board or committee members shall determine whether an actual or potential Conflict of Interest exists.
3. Procedures for Addressing a Conflict of Interest Involving a Financial Interest:
 - a. A Covered Official may make a presentation at the Board or committee meeting, but after the presentation the Covered Official shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The APIC President or applicable committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board or committee shall determine whether the Organization can obtain, with reasonable efforts, an equally or more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If an equally or more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of its disinterested members whether the transaction or arrangement (i) is fair and reasonable to the Corporation, (ii) is in the Corporation's best interest and for its own benefit, and (iii) results in any private inurement or impermissible private benefit. In conformity with the above determinations, the Board or committee shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflict of Interest Policy

If the Board or committee has reasonable cause to believe a person subject to this policy has failed to disclose an actual or possible Conflict of Interest, or has disclosed Confidential Information, it shall inform the person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose. If, after appropriate discussion and after making further investigation as warranted by the circumstances, it is determined that a Covered Official violated this policy, the Corporation

shall take appropriate corrective and disciplinary action, which may include sanctions up to removal from the Board or committee.

Records of Proceedings

The minutes of all Board and committee meetings at which an actual or possible conflict of interest is discussed shall contain:

1. The names of the persons who disclosed or otherwise were found to have a Conflict of Interest, the nature of the Conflict of Interest, any action taken to determine whether a Conflict of Interest was present, and the decision of the Board or committee as to whether a Conflict of Interest existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Annual Statements

Each Covered Official shall annually sign a statement which affirms such person:

1. Has received a copy of the Conflict of Interest Policy;
2. Has read and understands the Conflict of Interest Policy; and
3. Has agreed to comply with the Conflict of Interest Policy.

Further, each Covered Official shall disclose in such annual statement his/her outside relationships (including, at a minimum, present employment) which reasonably could present a Conflict of Interest to APIC.

Association for Professionals in Infection Control & Epidemiology, Inc.

Conflict-of-Interest Disclosure Statement

The Conflict of Interest Policy of the Association for Professionals in Infection Control and Epidemiology, Inc. requires any Director, Officer, or Board Committee Member of APIC to disclose any direct or indirect financial or other material conflict of interest (whether financial or otherwise) 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 of the APIC Board.

Please provide the 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 or hold an office in another professional organization.

____ I have described in the attached letter relationships, including official titles and positions with other organizations, including non-profit organizations, with which I am affiliated.

____ I am not aware of any Financial Interest or Relationship Interest that is required to be disclosed under the Conflict of Interest Policy.

_ I have described every Financial Interest and Relationship Interest that is required to be disclosed under the Conflict of Interest Policy. (Please attach a letter providing complete details of any Financial Interest or Relationship 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, Inc.
1400 Crystal Drive, Suite 900
Arlington, Virginia 22202
Attn: Chief Executive Officer

Via Fax:

202-789-1899
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: _____

**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 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.