



**External Director  
Candidate Handbook**



## **INTRODUCTION**

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

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



## **About APIC**

### **Overview**

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

APIC is a 501 (c) 3 non-profit organization founded in 1973. The Association currently has a budget of \$14 million and staff of approximately 45 at its headquarters in Arlington, Virginia.

### **Expertise**

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

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

### **Influence**

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



## **The External Director Position**

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



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

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

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

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

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

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



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## General Responsibilities of the Board of Directors

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

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



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

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



## **Responsibilities of Individual Board Members**

Members of the APIC Board are required to:

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

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



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

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

### **Duty of Care**

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

### **Duty of Loyalty**

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

### **Duty of Obedience**

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

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



## **Understanding the APIC Election Process**

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

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

Individuals interested in serving as an external director may apply for office by submitting a curriculum vitae or resume and letter of interest to the Nominating and Awards Committee c/o APIC, 1400 Crystal Drive, Suite 900, Arlington, Virginia. An application is not required for external director candidates. However, candidates may apply using the online application.

### **Eligibility of Candidates**

#### **General Qualifications**

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

- . Candidates for APIC office shall be current active, lifetime, or New IP members of APIC Certification is not currently a requirement. *Please note: **This provision does not apply to candidates for external director on the APIC Board of Directors.***
- . 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.***
- . No officer or director may simultaneously hold an office in an APIC Chapter.
- . No director shall serve consecutive terms in the same office.
- . Terms of office shall begin at the first board of directors meeting of the calendar year.
- . At least one year must have been served on the board to run for president-elect.



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

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

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

External Director candidates should submit their application materials via email to [ctiegle@apic.org](mailto:ctiegle@apic.org)

or

Mail to:  
Nomination & Awards Committee  
Attention: Cindy Ziegler  
c/o APIC 1400 Crystal Drive, Suite 900  
Arlington, VA 22202

# APIC and CBIC Governance Competencies

## Advancing the Profession

Qualified governance leaders are essential for advancing the mission, values and strategic plan of the Association for Professionals in Infection Control and Epidemiology (APIC) and the Certification Board of Infection Control (CBIC).

The following governance competencies are designed to:

- Communicate expected governance candidate competencies to all stakeholders and the membership
- Provide criteria for the Nominating and Awards Committee (NAC) to identify, recruit, evaluate, score, and present candidates for the governance leadership ballot
- Guide members in assessing their readiness for an APIC or CBIC governance leadership position and completing the application

Each expected governance competency includes operational definitions and the desired leadership behaviors.

## Leading self and organization

### Develops oneself and promoting the organization:

- Regulates one's professional development following critical appraisal from colleagues
- Promotes trust and confidence in one's own intentions and those of the organization
- Exhibits the capacity to be aware of, controls and expresses one's emotions to handle interpersonal and professional relationship judiciously and empathetically
- Articulates one's point of view and responds to conflict in professional manner
- Reflects one's unique contributions while upholding the needs of the organization

## Strategic Thinking

### Demonstrates an understanding of the organization's mission, values, and strategic plan:

- Evaluates operational performance and adjusts processes and resources to align with organization's strategic goals while considering both the necessary human and financial resources to meet overall performance
- Thinks critically and analytically, asks pertinent questions and challenge strategic assumptions when appropriate
- Analyzes data to inform business decisions and shifts strategic priorities, when necessary
- Demonstrates capacity for addressing and solving problems
- Anticipates future trends by assessing current internal and external threats

## **Global Awareness**

**Being receptive to new ideas, behaviors, and peoples:**

- Adjusts one's thinking to incorporate different, yet relative concepts and ideas
- Prioritizes member/stakeholder participation in research and innovation
- Seeks novel solutions to address critical problems facing the organization
- Collaborates with domestic or international organizations to build productive relationships
- Tempers the diverse needs of the membership/stakeholders with the organization's mission, values and strategic plan

## **Visionary**

**Creates a shared vision and inspiring members to recognize their role in contributing to the organization's future state:**

- Imagines novel, bold ideas and creative perspectives on how to adapt to external threats
- Creates a plan for the future and establishes deliverables to achieve them
- Aligns innovative activities with the organization's strategic plan

## **Effective Communication**

**Delivers effective messages to motivate and actively engage members/stakeholders in the organization's professional growth:**

- Builds trust and engages members/stakeholders in open dialogue
- Demonstrates the 7 C's of written and verbal communication (clear, concrete, correct, courteous, complete, concise, and coherent)
- Collaborates with governance leaders to create and deliver a shared message

## **Fiduciary Responsibility**

**Ensures trust, confidence, and transparency on the financial decisions of the organization's financial and human resource assets:**

- Acts in the best interests of the organization and mitigates competing personal or ancillary professional interests
- Analyzes budgets, financial reports, and financial management to evaluate the financial stability of the association and make appropriate decisions based upon that analysis

<i>Policy Number:</i>	2.4.1
<i>Category:</i>	Board of Directors
<i>Subject:</i>	Conflict of Interest

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**Purpose:**

Outlines conflict of interest policy.

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**Scope:**

Pertains to Board of Directors, Committees and Executive Staff.

**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: \_\_\_\_\_



## Nominating and Awards Committee

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

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### Co-chair – Nominating

Tiffany Kesinger BSN, RN, CIC  
Infection Control Nurse  
The University of Kansas Health System  
Kansas City, KS

### Co-chair – Awards

Kathy Auten, RN, MSN, CIC  
Director, Infection Prevention and Control  
Children's Mercy Kansas City  
Kansas City, MO

### Members with Terms Expiring 12/31/2025

Laura Buford, MSN-IPC, RN, CIC  
Parkland Health  
Dallas, TX  
*Term on committee expires 12/31/2025*

Carol Vance, MSN, RN, CIC  
Advocate Children's Hospital  
Park Ridge, IL  
*Term on committee expires 12/31/2025*

### Members with Terms Expiring 12/31/2027

Tamara Behm MSN, RN, CIC, FAPIC,  
CER, CCSVP, CQIA, CAIP  
Interim Director Infection Prevention  
Kaiser Permanente Panorama City Medical  
Panorama City, CA 91402

Maureen Spencer, M.Ed, BSN, RN, CIC, FAPIC  
Infection Preventionist Consultant  
Halifax, MA

Senior Advisor (Board liaison)

Tania N. Bubb, PhD, RN, CIC, FAPIC

Senior Director, Infection Control Memorial Sloan Kettering Cancer Center 1275 York Ave  
New York, NY 10065

Staff Liaisons

Cindy Ziegler

Director of Governance and Special Initiatives

**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.

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#### *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.