

ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY, INC.

BADGER CHAPTER BYLAWS

ARTICLE 1 - NAME AND SEAL

Section 1. Name

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., Badger Chapter, hereafter referred to as APIC Badger 075 or as APIC 075 or the Chapter.

Section 2. Seal

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

Instructions for ARTICLE I: Information in this section is MANDATORY as written.

ARTICLE II – PURPOSE AND GOALS

SECTION 1. PURPOSE

The general purpose of the Association is to improve health by serving the needs and aims common to all disciplines that are united by infection control and epidemiology activities.

SECTION 2. GOALS

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

Instructions for ARTICLE II: This entire section is MANDATORY as written and should not be changed.

ARTICLE III - TAX STATUS

SECTION 1. TAX STATUS

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

The Association intends to obtain the full benefit of any tax exemption it may be entitled to under the Internal Revenue Code. Accordingly, the Association and its Chapters shall be managed in a manner consistent with such exempt statutes.

Instructions for ARTICLE III: This entire section is MANDATORY as written and should not be changed.

ARTICLE IV - MEMBERSHIP

SECTION 1. PRIVILEGES

- A. Membership in the Association is a privilege and is achieved by compliance with these bylaws.
- B. Categories
 1. Active Membership
Active members shall be individuals occupationally or professionally involved in the practice and management of infection control and/or the application of epidemiology. Such members may vote in elections, serve on committees, and hold elected office.
 2. Associate Membership
Associate members shall be individuals not actively involved in the practice and management of infection control and/or the application of epidemiology. Such members may not vote or hold elected office.

3. Retired Membership
Retired members shall be individuals who are no longer employed in any capacity and who have had five consecutive years of Active or Associate APIC membership prior to retirement. Retired members may not vote or hold elected office; however, they may serve in appointed capacities.
 4. Honorary Membership
Honorary Members shall be individuals elected to this category by the National APIC [not Chapter] Board of Directors in recognition of their contribution to the Association. Honorary members shall not be occupationally or professionally involved in the practice or management of infection control or the application of epidemiology. Such members may serve the Association in any manner mutually agreeable to themselves and to the Board, but may not vote or hold office.
 5. Lifetime Membership
Lifetime Members shall be individuals elected to this category by the National APIC [not Chapter] Board of Directors in recognition of their contribution to the field of infection control and/or epidemiology or to the Association. Lifetime members are those individuals who are currently or have been occupationally or professionally involved in the practice and management of infection control and/or the application of epidemiology. Such members may vote in elections, serve on committees, and hold elected office.
- C. Membership Renewals
Membership is based on an anniversary year.
- D. Membership in Local Chapters
All members of the Chapter must also be members of APIC. Active Members of APIC are the only persons eligible for Active Member status in the Chapter.

Instructions for ARTICLE IV: Chapter membership categories must be consistent with National APIC categories. *Honorary and *Lifetime memberships can only be conferred by the National Board of Directors. Patron membership applies only to the national level and should not be referred to in chapter bylaws. Letters A, C, and D above are MANDATORY as written.

SECTION 2. FISCAL YEAR

The fiscal year shall be the calendar year.

SECTION 3. DUES

- A. Dues for each calendar year shall be determined by the Board of Directors.
- B. Local chapter membership dues shall not exceed those of the National Association.
- C. All dues shall be remitted according to Board policy.
- D. Membership cards shall be issued contingent upon receipt of current dues.

Instructions for ARTICLE IV, SECTIONS 2 & 3: Dues amounts are not specified in the Bylaws. Any increase or decrease in Chapter dues does require a vote by the Chapter membership after presentation at a Chapter meeting. Because it is not a Bylaws change, it does not require a 30day advance notice. Dues for Retired Members on the national level are one-half (1/2) the annual dues. Local chapters may follow suit or establish a rate equitable to them including up to a full rate.

SECTION 4. TERMINATION

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

Instructions for ARTICLE IV, SECTION 4: This section is mandatory as written and should not be changed.

ARTICLE V - MEETINGS OF THE MEMBERSHIP

SECTION 1. MEETINGS

- A. Annual Meetings

The annual business meeting of this organization shall be held on the Tuesday, July meeting or at such time as directed by the Board of Directors.

B. Quorum

Those members present at the annual business meeting shall constitute a quorum.

Instructions for ARTICLE V: The annual meeting day of the week and month should be inserted where indicated above.

ARTICLE VI – OFFICERS

SECTION 1. COMPOSITION

The officers shall be a President, a President-Elect, a Treasurer, a Treasurer-Elect, a Recording Secretary and a Membership Secretary. These officers shall perform their duties as prescribed by the bylaws and the Board of Directors.

SECTION 2. DUTIES

A. President

1. Shall be directly responsible to the Board of Directors for the administration of the organization.
2. Shall delegate committee activities and appoint members to committees as necessary with Board approval.
3. Shall preside at all Board meetings of the Chapter.
4. Shall preside at all business meetings of the Chapter.

B. President-Elect

1. Shall prepare to assume the office of President.
2. Shall fill the office of President should that office become vacant and subsequently fill the office of President for a regular term as is entitled the President-Elect.
3. Shall serve as chairperson of the Program Committee.

C. Treasurer

1. Shall oversee and be responsible for the management of the financial affairs of the Chapter.
2. Shall oversee the preparation of periodic financial reports for the Board.
3. Shall review financial affairs of the Chapter as necessary with legal counsel and/or accountant.
4. Shall oversee the preparation of the annual budget and present it to the Board of Directors.
5. Shall be a member or consultant to any committee having to do with the Association's monies.
6. Shall be bonded through the National Association.

D. Treasurer-Elect

1. Shall be responsible for review of the quarterly financial reports prior to being submitted to the Board of Directors.
2. Shall be responsible for the management of the Scholarship Fund Program.
3. Shall be responsible for assisting with the preparation of the annual budget.
4. Shall be a member or consultant to any committee having to do with the Association's monies.

E. Recording Secretary

1. Shall be responsible for the accurate recording and transcribing of the minutes of all Chapter and Board of Directors meetings.
2. Shall submit all minutes to the Board of Directors in accord with established procedure.

F. Membership Secretary

1. Shall be responsible for the accurate recording of the Chapter membership.
2. Shall be responsible for communication with the national office regarding membership rosters and dues.

Instructions for ARTICLE VI: Chapters may choose to alter the number and functions of officers based on the needs of their chapter and the number of individuals available to fill the positions. More specific details of officers' responsibilities should be described in chapter policies to avoid frequent Bylaws revisions.

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 Recording Secretary shall serve for a term of two years or until a successor has assumed office; and shall be elected in the even-numbered years.
- D. The Treasurer shall serve for a term of one year or until a successor has assumed office.
- E. Treasurer-Elect shall serve for a term of one year or until a successor has assumed office.
- F. The Membership 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.

G. No officer or director shall serve more than two consecutive terms in the same office.

H. All terms of office shall begin at the first Board of Directors meeting of the calendar year.

SECTION 4. QUALIFICATIONS

- A. The President-Elect shall have automatically succeeded to the Presidency after having held the office of President-Elect the preceding year.
- B. The President-Elect shall have served at least one year as a member of the Chapter Board of Directors prior to assuming the office of President-Elect.
- C. The Treasurer-Elect shall have automatically succeeded to the Treasurer after having held the office of Treasurer-Elect the preceding year.

SECTION 5. VACANCIES

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

SECTION 6. REMOVAL

Any Officer, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Chapter 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.

Instructions for ARTICLE VI: The terms of offices can be individually altered to meet the needs of the Chapter.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall consist of the six (6) officers, the immediate Past President and no less than one (1) and no more than three (3) directors.

SECTION 2. TERMS

- A. There shall be three Directors.
 - 1. One Director shall serve a term of one year, or until a successor has assumed office.
 - 2. Two Directors shall serve a term of two years; they shall be elected in alternate years and shall serve until a successor has assumed office.
- B. The immediate Past-President shall serve as a Director for one year upon completion of the term of office of President.

SECTION 3. DUTIES

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

SECTION 4. MEETINGS

- A. Meetings shall be held a minimum of twice yearly at the discretion of the Board or upon the call of 2 or more of the Directors.
- B. Dates, notices, and agenda shall be according to the policy set by the Board of Directors.
- C. A minimum of fourteen days notice shall be required prior to a Board of Directors meeting.
- D. Two-thirds (2/3) of the Board of Directors shall constitute a quorum.

SECTION 5. 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 Chapter would be served thereby. The Director, to be removed, shall be given notice of said

meeting at which a decision for removal is to be made and shall be given an opportunity to be heard prior to the final decision.

Instructions for ARTICLE VII: The composition of the Board and the number of people on the Board may be more or less. An odd number of directors is recommended to avoid ties in votes.

ARTICLE VIII – ELECTIONS

SECTION 1.

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

SECTION 2. VOTING

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

SECTION 3. TELLERS

- A. A Tellers' Committee shall be appointed annually from the membership-at-large by the President and approved by the Board of Directors.
- B. Shall count the ballots in accord with established procedure approved by the Board of Directors.
- C. Shall submit to the Board of Directors a written analysis of ballots cast and the number cast for each candidate.
- D. Shall not be eligible to run for any office while serving on the Tellers' Committee.

SECTION 4. ELIGIBILITY OF CANDIDATES - GENERAL QUALIFICATIONS

- A. Shall be current active member of APIC.
- B. No Officer or Director may hold local and national office in the Association simultaneously.

Instructions for ARTICLE VIII: The election process may be altered to fit chapter size, but SECTION 4. B. is MANDATORY as written and should not be changed.

ARTICLE IX – COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

- A. Shall consist of three members of the Board of Directors: the President, the President-elect, and one member elected by and from the current Board of Directors.
- B. Shall make all necessary decisions between Board meetings to insure the continuous functioning of the Chapter.

SECTION 2. STANDING AND SPECIAL COMMITTEES

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

SECTION 3. BUDGET AND FINANCE COMMITTEE

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

SECTION 4. NOMINATING AND AWARDS COMMITTEE (NAC)

- A. Qualifications: To be eligible to serve on the Nominating Committee, an individual must meet those qualifications stated in Article VIII. Section 4, subsections A & B.
- B. Composition
 - 1. Shall consist of four (4) members to be elected by the membership for a two-year term on a rotating basis with two (2) members elected each even-numbered year and two (2) members elected each odd-numbered year.
 - 2. In addition, two (2) Board members will serve in non-elected positions as liaisons.
 - 3. Shall not be eligible to run for any office while serving on the Nominating and Awards Committee.
 - 4. Shall be headed by a chairperson appointed from the committee members and approved by the Board of Directors.
- C. Duties specific to Nominating function:

1. Shall solicit nominations representative of a multidisciplinary international organization.
 2. Shall develop procedures for the conduction of elections and submit for Board approval.
 3. Shall develop and submit a slate of candidates for the Chapter ballot to the Board of Directors for approval.
 4. Shall notify all nominees of their status regarding their candidacy.
- D. Duties specific to Awards function:
1. Promote the national and local chapter APIC awards program to the membership on an ongoing basis.
 2. Review application process and forms with any APIC member requesting a submission of an award.
 3. Revise and update the awards program as needed.
 4. Notify award recipients of their selection.
 5. Notify awards recipient's facility/manager and public relations person.
 6. Assume responsibility to facilitate writing and submitting award applications.

Instructions for ARTICLE IX: The number of Nominating Committee members and its policies will vary depending upon the size of the chapter. Standing committees and their composition are up to the chapter.

ARTICLE X - OFFICIAL PUBLICATION

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

Instructions for ARTICLE X: This section is MANDATORY as written and should not be changed.

ARTICLE XI - LIABILITY AND INDEMNIFICATION

SECTION 1. LIMITATION OF LIABILITY

No officer or director shall be personally liable to the Chapter or its members for monetary damages for breach of fiduciary duty as an officer or director not withstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of an officer or director to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the Chapter 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 nor repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

SECTION 2. INDEMNIFICATION

The Chapter 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 Chapter or any person who is serving or shall have served at the request of the Chapter against all liabilities and expenses (including judgments, fines, penalties, and attorney's fees and all amounts paid, other than to the Chapter, 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 Chapter or such other Chapter, 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.

Instructions for ARTICLE XI: This section is MANDATORY as written and should not be changed.

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.

Instructions for ARTICLE XII: This section is MANDATORY as written and should not be changed.

ARTICLE XIII - AMENDMENTS

SECTION 1. PROCESS

These Bylaws may be amended upon two-thirds (2/3) vote of those Active Members present at a meeting of the membership, provided that such proposed amendments have been presented, in writing, to the voting membership at least thirty (30) days prior to the vote.

SECTION 2. APPROVAL

Amendments approved by the voting membership shall not become final until they have been submitted to the APIC Senior Manager of Component Relations, who will then seek final approval from APIC's Legal Counsel. The Senior Manager of Component Relations shall notify the local Chapter of approval or non-approval. Approved Bylaws (original copy) shall be sent to APIC Headquarters for inclusion in the local Chapter's permanent file.

Instructions for ARTICLE XIII: This section is MANDATORY as written and should not be changed.

ARTICLE XIV - FINANCIAL OPERATIONS

The Chapter shall keep accurate and complete books and records of its accounts, meetings, and proceedings of the organization. There may be an annual audit of the books and accounts of the Chapter in such a manner as directed by the Board of Directors of APIC. The Treasurer shall submit necessary documentation as required by APIC.

Instructions for ARTICLE XIV: This section is MANDATORY as written and should not be changed.

ARTICLE XV - DISSOLUTION OF THE ORGANIZATION

In the event of dissolution, the Board of Directors, after payment or making provision for the payment of all liabilities, shall dispose of all the assets of the Chapter by distributing the assets to the said organization known as the Association for Professionals in Infection Control and Epidemiology, Inc. (APIC), as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or a successor statute.

Instructions for ARTICLE XV: This section is MANDATORY as written and should not be changed.

ARTICLE XVI – CONSISTENCY OF APIC POSITIONS

The Chapter will not take a public position contrary to the national or international position of the parent organization.