

**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY,
INC.**

APIC BYLAWS

APIC - North Central Wisconsin

Chapter I.D. No.: 03-WI03-1.20.80-070

ORIGINAL BYLAWS

September 6, 1979

REVISION #1

June 11, 1982

REVIEWED/BUT NOT REVISED

June 10, 1983

REVISION #2

November 22, 1984

REVIEWED/BUT NOT REVISED

September 9, 1988

REVISION #3

September 10, 1989

REVIEWED/BUT NOT REVISED

September 7, 1990

REVISION #4

December 6, 1991

REVIEWED/BUT NOT REVISED

December 4, 1992

REVISION #5

December 3, 1993

REVISION #6

December 6, 1996

REVIEWED/BUT NOT REVISED

December 5, 1997

REVISION #7

September 4, 1998

REVIEWED/BUT NOT REVISED

December 3, 1999

REVIEWED/BUT NOT REVISED

December 1, 2000

REVISION #8

September 6, 2002

REVIEWED/BUT NOT REVISED

December 5, 2003

REVIEWED/BUT NOT REVISED

December 1, 2004

REVISION #9

April 7, 2006

REVIEWED BUT NOT REVISED

June 29, 2007

REVIEWED BUT NOT REVISED

June 20, 2008

REVIEWED/BUT NOT REVISED

February, 6, 2009

CHAIRPERSON, BYLAWS

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**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND
EPIDEMIOLOGY, INC.**

BOARD MEMBER REVIEW SHEET

APIC BYLAWS

APIC - North Central Wisconsin

Chapter I.D. No.: 03-WI03-1.20.80-070

DATE OF REVISION: April 7, 2006

POSITION: President
NAME: Jeanine Bresnahan
ADDRESS: Aspirus Wausau Hospital, Wausau, WI 54401
PHONE: 715/847-2330
INITIALS: _____

POSITION: Treasurer
NAME: Julie Carriveau
ADDRESS: St. Joseph's Hospital, Marshfield, WI 54449
PHONE: 715/387-9779
INITIALS: _____

POSITION: Secretary
NAME: Karen Wiedeman
ADDRESS: Sacred Heart/St. Mary's Hospital, Rhinelander, WI 54501
PHONE: 715/361-2164
INITIALS: _____

THESE INITIALS APPEAR ON EACH PAGE OF THE LOCAL CHAPTER BYLAWS ATTACHED.

**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY,
INC.**

**NORTH CENTRAL WISCONSIN
CHAPTER 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., North Central Wisconsin Chapter, hereafter referred to as APIC Chapter North Central Wisconsin, I.D. No. 03-WI03-1.20.80-070, or as APIC Chapter 70 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.

ARTICLE II - PURPOSE, MISSION, AND GOALS

Section 1. Purpose

The general purpose of the Association is to improve patient care by serving the needs and aims common to all disciplines who are united by infection 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.

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.

ARTICLE IV-MEMBERSHIP

Section 1. Privileges

A. Membership in the Association is a privilege and is achieved by compliance with these bylaws.

A. 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 application of epidemiology. Such members may not vote nor 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 nor hold elected office; however, they may serve in appointed capacities.

C. Membership Renewals

Membership shall be based on the calendar year.

D. Membership in Local Chapters

All members of the local Chapters of the Association must also be members of the National Association and Active Members of the National Association are the only persons eligible for Active Member status in the Chapter.

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.

Section 4. Termination

A. If the dues of any member are not paid in accordance with the policies of the Chapter, membership shall be automatically terminated.

B. In the event a Chapter member ceases to be a member of the National Association, 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.

ARTICLE V -MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

A. Annual Meetings

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

B. Quorum

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

ARTICLE VI – 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

i. President

1. Shall be directly responsible to the Board of Directors for the administration of the organization.
2. Shall preside at all Board meetings of the Chapter.
3. 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.

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.
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 Chapter's monies.
6. Shall be bonded through the National Association.

D. 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.

Section 3. Terms of Office

- A. The President shall serve for a term of two years or until a successor has assumed office.
- B. The President-Elect shall serve for a term of two years or until a successor has assumed office.
- C. The Secretary shall serve for a term of two years or until a successor has assumed office and shall be elected in the odd-numbered years.
- D. The Treasurer shall serve for a term of two years or until a successor has assumed office and shall be elected in the even-numbered years.
- E. No officer nor director shall serve more than three consecutive terms in the same office.
- F. All terms of office shall begin the first day 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 two years.
- 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.

Section 5. Vacancies

- A. If any office with the exception of President-elect becomes vacant, it may:
 - 1. Remain vacant until the next election.
 - 3. 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.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the four officers, the immediate Past President, and two directors.

Section 2. Terms

- A. The Directors shall serve a term of two years or until a successor has assumed office. They shall be elected on a rotating basis.
- B. The immediate Past-President shall serve as a Director for two years 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 oversees committee activities and reviews committee and officer reports.
- 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 at least once yearly at the discretion of the Board.
- B. Dates, notices, and agenda shall be according to the policy set by the Board of Directors.
- C. A minimum of two (2) 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 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 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.

ARTICLE VIII –ELECTIONS

Section 1. Elections

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 may be by mail 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.

Section 4. Eligibility of Candidates - General Qualifications

- A. Shall be current Active member of APIC.
- B. No officer nor Director may hold local and National office in the Association simultaneously.

ARTICLE IX – COMMITTEES

Section 1. 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 2. Nominating Committee

- A. Qualifications: To be eligible to serve on the Nominating Committee, an individual must meet those qualifications stated in Article VIII. Section 4, subsection A & B.
- B. Composition and Duties

1. Shall consist of three members to be elected by the membership for a one year term.
2. Shall be headed by a chairperson appointed from the committee members and approved by the Board of Directors.
3. Shall develop and submit a slate of candidates for the APIC ballot to the Board of Directors for approval.
4. Shall notify all nominees of their status regarding their candidacy.

ARTICLE X - OFFICIAL PUBLICATION

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

ARTICLE XI - LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability

No officer nor director shall be personally liable to the Chapter 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 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.

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.

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 Chapter Services Coordinator, who will then seek final approval from APIC's Legal Counsel. The Chapter Services Coordinator shall notify the local Chapter of approval or non-approval. Approved Bylaws (original copy) shall be sent to APIC National Office for inclusion in the local Chapter's permanent file.

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 & 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.

ARTICLE XV - DISSOLUTION OF THE ORGANIZATION

In the event of dissolution, the Board of Directors, after payment or making provision for 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.