

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

NORTHEASTERN WISCONSIN CHAPTER  
APIC - NEW

CHAPTER ID NUMBER – 05-W102-10.1878-049

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REVISION #12	DATE: July, 2006

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DISBANDED	DATE
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**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND  
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**BOARD MEMBER REVIEW SHEET**

**APIC BYLAWS**

**NORTHEASTERN WISCONSIN CHAPTER  
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**CHAPTER ID NUMBER: 05-W102-10.1878-049**

DATE OF REVIEW/REVISION: July 2006

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INITIALS

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INITIALS

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

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

**ARTICLE 1 - NAME AND SEAL**

**Section 1. Name**

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., Northeastern Wisconsin Chapter, hereafter referred to as APIC –NEW 05-W102-10.1878-049 or as APIC 049 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 AND GOALS**

**Section 1. Purpose**

The Association for Professionals in Infection Control and Epidemiology, Inc. is a multidisciplinary, voluntary, international organization whose purpose 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.

**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.

**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.

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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 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 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.
6. Patron Membership  
Patron Members shall be organizations or groups interested in supporting the Association. Such members may not vote or hold elected office.
7. Student Membership  
Individuals enrolled full-time in an accredited institution, prior to the award of an associates or bachelors degree. Such members may not vote or hold office; however, may serve on committees.

- C. Membership Renewals
1. Membership shall be based on the calendar year.
  2. Honorary membership shall be valid until revoked or terminated by the Board of Directors.
- D. Membership in Local Chapters  
All members of the local chapters of the Association must also be members of the National Association.

**Section 2. Fiscal Year**

The fiscal year shall be the calendar year.

**Section 3. Dues**

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

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- B. Honorary and Lifetime Membership  
Honorary and Lifetime Members shall be exempt from dues.
- C. Patron Membership  
The Board of Directors shall determine the minimum contribution for patron membership.

**Section 4. Termination**

- A. If the dues of any member are not paid in accordance with the policies of the Association, membership shall be automatically terminated.
- B. 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 Association 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.
- C. 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 on the first or second Friday in November, 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.

**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**

- A. President
  - 1. Shall be directly responsible to the Board of Directors for the administration of the chapter.
  - 2. Shall preside at all Board meetings of the Chapter.
  - 3. Shall preside at all business meetings of the Chapter.
  - 4. After completion of term of office, shall serve as the Legislative Representative and Chapter Bylaws Committee Chair.
- B. Past-President
  - 1. Shall update membership regarding current legislative activities.
  - 2. Shall coordinate chapter response regarding legislative issues.
  - 3. Shall review changes to bylaws as recommended by National APIC.
  - 4. Shall present bylaw changes to membership.
  - 5. Shall submit revised chapter by-laws to National APIC office.

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C. 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 to include notice of meetings to the membership at least one week prior to the meeting.
4. Shall serve as Membership Secretary.

D. 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.

E. 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 and shall be elected in the odd-numbered years.
- C. The 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 two years or until a successor has assumed office and shall be elected in the even-numbered years.
- E. No officer or director shall serve more than two consecutive terms in the same office.
- F. All terms of office shall begin at the first Board of Directors meeting of the calendar year.

**Section 4. Qualifications**

- A. The President 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.

**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.

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**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 no less than three 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 with one elected in odd numbered years, and two elected in even numbered years, each for a term of two years.
- 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 and reviews committees and officers 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 a minimum of twice 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 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.

**Section 6. 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.

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**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 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. The Nominating Committee shall serve as “tellers”.
- B. See duties listed below under “Nominating Committee”.

**Section 4. Eligibility of Candidates - General Qualifications**

- A. Shall be current Active or lifetime member of APIC.
- B. Shall have been a member of APIC for the prior two (2) years.
- C. No Officer or Director may hold local and National office in the Association simultaneously.

**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. Audit and Finance Committee**

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

**Section 4. 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.
- B. Composition and Duties
  - 1. Shall consist of two (2) members to be elected by the membership for a one-year term.
  - 2. Shall not be eligible to run for any office while serving on the Nominating Committee.
  - 3. Shall solicit nominations.
  - 4. Shall develop procedures for the conduction of elections and submit for Board approval.
  - 5. Shall develop and submit a slate of candidates for the Chapter ballot to the Board of Directors for approval at the October meeting.
  - 8. Shall notify all nominees of their status regarding their candidacy.

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9. Shall prepare a ballot for distribution to the membership at least two weeks prior to the November meeting.
10. Shall count the ballots in accord with established procedure approved by the Board of Directors.
11. Shall submit to the Board of Directors a written analysis of ballots cast and the number cast for each candidate.

#### 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*.

#### 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 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 or the APIC Articles of Incorporation.

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**ARTICLE XIII – AMENDMENTS**

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**Section 1. Process**

Amendments to the bylaws shall be referred to the Policy and Bylaws Committee 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 via mail or electronic ballot and must be approved by two-thirds (2/3) of the membership voting.

**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 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 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.

**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.

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