

**APIC-SEW
CHAPTER BYLAWS
ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL
AND EPIDEMIOLOGY, INC.**

APIC BYLAWS

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Chapter 30

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

APIC BYLAWS

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Chapter 30

DATE OF REVIEW/REVISION/APPROVAL:

06/05/08

POSITION

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

**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL
AND EPIDEMIOLOGY, INC.
APIC-Southeastern Wisconsin
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., Southeastern Wisconsin Chapter, hereafter referred to as APIC Chapter Southeastern Wisconsin (SEW), Chapter 30, or as APIC 30 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 united by infection control and epidemiology activities.

Section 2. Mission

The Association for Professionals in Infection Control and Epidemiology, Inc. is a multidisciplinary, voluntary, international organization. Our purpose is to influence, support, and improve the quality of health care through the practice and management of infection control and the application of epidemiology in all health settings. APIC is committed to improve patient care, prevent adverse outcomes, and minimize occupational hazards associated with the delivery of health care.

Section 3. 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 the APIC 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 National 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.

INITIALS: _____ **INITIALS:** _____ **INITIALS:** _____

ARTICLE IV: MEMBERSHIP: Privileges, Fiscal Year, Dues, Termination

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 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. Retired members will pay one half (1/2) the price of local chapter dues.

4. 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

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.

INITIALS: _____ INITIALS: _____ INITIALS: _____

ARTICLE V: MEETINGS OF THE MEMBERSHIP: Annual Meetings, Quorum

Section 1. Meetings

A. Annual Meetings

The annual business meeting of this organization shall be held on the First Thursday of December, in conjunction with the educational conference 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. Twenty percent (20%) shall constitute a quorum at all other meetings.

ARTICLE VI: OFFICERS: COMPOSITION, DUTIES, TERMS OF OFFICE, QUALIFICATIONS, VACANCIES, REMOVAL

Section 1. Composition

The officers shall be a President, a President-Elect, a Treasurer, and a Recording and Corresponding 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 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.

5. Shall perform other duties as usually pertain to the office of the president or as directed by the Board of Directors.

6. Shall be an ex-officio member of all committees except the nominating committee

B. President-Elect

1. Shall prepare to assume the office of President.

2. Shall fill the office of President should that office become vacant, with the title of President-Designee, 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 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 chapter monies.
6. Shall be bonded through the national Association.
7. Shall be the chairperson of the Financial Committee.

D. Recording and Corresponding 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.
3. Shall be responsible for the correspondence of the organization.
4. Shall be historian of the organization.
5. Shall keep a record of attendance at all meetings.

INITIALS: _____ **INITIALS:** _____ **INITIALS:** _____

E. Membership Director

1. Shall maintain accurate records of membership.
2. Shall be responsible for all correspondence relating to membership.
3. Shall be responsible as liaison with the National Membership Committee.
4. Shall be chairperson of the Membership Committee.

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. 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.

G. The Membership Director shall serve for a term of two years.

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 prior to assuming the office of President-Elect.

Section 5. Vacancies

If any office becomes vacant, it may

- A. Remain vacant until the next election.
- B. Be filled by appointment by the Board of Directors for the unexpired term.

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: COMPOSITION, TERMS, DUTIES, MEETINGS, REMOVAL

Section 1. Composition

The Board of Directors shall consist of ten (10) members: the President, the President-Elect, the Treasurer, the Recording and Corresponding Secretary, Membership Director, four (4) Directors and the immediate Past-President.

Section 2. Terms

A. The Directors shall serve a term of two years or until a successor has assumed office. Two of the four directors shall be elected each year.

B. The immediate Past-President shall serve as a Director for one year upon completion of the term of office of President.

INITIALS: _____ **INITIALS:** _____ **INITIALS:** _____

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 committees' 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. The annual meeting of the Board of Directors shall be held immediately prior to the Annual Meeting of the membership

B. All other meetings of the Board of Directors shall be held at the discretion of the Board or upon the call of the President

C. Four (4) members of the Board of Directors shall constitute a quorum

D. Action may be taken by the Board of Directors without a meeting if the total membership of the board consents in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the board.

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: VOTING, TELLERS, ELIGIBILITY OF CANDIDATES

Section 1. Elections

- A. Elections shall be held no later than December 1, to fill the following year's vacancies.
- B. Unless stated otherwise in these bylaws, rules and procedures for conduct of elections shall be recommended by the nominating committee and approved by the Board of Directors.

Section 2. Voting

- A. Only active members may vote.
- B. Voting shall be by mail ballot.
- C. Tie votes shall be broken by drawing lots.
- D. A majority of the membership voting shall elect.

Section 3. Tellers

- A. A Tellers' Committee shall be appointed annually from the membership-at-large by the President upon recommendation of the Nominating Committee.
- B. Shall count the ballots immediately following deadline for return of the ballots.
- C. Shall submit to the Board of Directors a written analysis of ballots cast and the number cast for each candidate.
- D. The president shall officially notify candidates of the election results.

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.

INITIALS: _____ INITIALS: _____ INITIALS: _____

ARTICLE IX: COMMITTEES: EXECUTIVE, STANDING AND SPECIAL, BUDGET AND FINANCE, NOMINATING

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.

The standing committees of this chapter shall be the Bylaws Committee, the Finance Committee, the Library Committee, the Membership Committee, the Program Committee, and focus groups: Long Term Care, Acute Care and Ambulatory Care.

Section 3. Budget and Finance Committee

A. Shall be comprised of the President, the President-Elect, the 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 three (3) 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 be headed by a chair appointed from the committee members and approved by the Board of Directors.
4. Shall solicit nominations representative of a multidisciplinary international organization.
5. Shall develop and submit a slate of candidates for the APIC ballot to the Board of Directors for approval.
6. Shall notify all nominees of their status regarding their candidacy.
7. Shall prepare a resume of each nominee and submit same with the ballot.

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: LIMITATIONS, 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.

INITIALS: _____ INITIALS: _____ INITIALS: _____

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: PROCESS, APPROVAL

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 National APIC Member Services Committee for their approval and are subject to final approval by APIC legal counsel. The National APIC Member Services Committee 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 the 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.

INITIALS: _____ INITIALS: _____ INITIALS: _____