

ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY, INC.

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 **Delaware Valley & Philadelphia Chapter, APIC ID#01-DE01-1.11.77-015,** hereinafter referred to as the Chapter.

ARTICLE II PURPOSE AND GOALS

Section 1. Purpose

The Association for Professionals in Infection Control and Epidemiology, Inc. ("APIC") is a multidisciplinary, voluntary, international organization with purposes as specified in its Articles of Incorporation. The Chapter shall at all times have the same purposes as those of APIC.

Section 2. Goals

To further describe, and not to limit, the purposes of APIC and Chapter as described in the APIC Articles of Incorporation, Chapter 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 Chapter's mission is supported by its resources and activities.

ARTICLE III TAX STATUS

The Chapter shall operate at all times consistent with the requirements of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or a successor statute.

ARTICLE IV MEMBERSHIP

Section 1. Membership Categories

- A. Membership in the Chapter is a privilege. Members must comply with membership requirements in these bylaws and in applicable policies as may be established by APIC and/or Chapter from time to time. In addition to other specifications, qualifications, and requirements, only individuals who are members of APIC shall qualify as members of Chapter.
- B. Categories
 1. Professional Membership

Professional Members shall be individuals who qualify as Professional Members of APIC. Such members may vote in elections or when a membership vote is required by law or requested by the Chapter Board of Directors, serve on committees, and hold elected office.
 2. Associate Membership

Associate Members shall be individuals who qualify as Associate Members of APIC. Such members may vote in elections or when a membership vote is required by law or requested by the Chapter Board of Directors. They may serve in appointed capacities however they cannot hold elected office with the Chapter.
 3. Retired Membership

Retired Members shall be individuals who qualify as Retired Members of APIC. Retired Members may vote in elections or when a membership vote is required by law or requested by the Chapter Board of Directors and serve on committees, however, they may not hold elected office.
 4. Honorary Membership

Honorary Members shall be individuals who qualify as Honorary Members of APIC. Honorary members may serve the Association in any manner mutually agreeable to themselves and to the Chapter Board but may not vote or hold elected office. The Chapter Board of Directors cannot assign Honorary Membership status.
 5. Lifetime Membership

Lifetime Members shall be individuals who are elected as Lifetime Members by the APIC Board of Directors. Such members may vote in elections or when a membership vote is required by law or requested by the Chapter Board of Directors, serve on committees, and hold elected office. The Chapter Board of Directors cannot assign Lifetime Membership status.
 6. Organizational Membership

Organizations committed to advancing infection prevention and control may be recognized as Organizational Members. 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 who qualify as Undergraduate Student Members of APIC. Undergraduate Student Members may not vote, hold elected office, or serve on committees with the Chapter.
8. Graduate Student Membership
Graduate Student Members shall be individuals who qualify as Graduate Student Members of APIC. Graduate Student Members may not vote, hold elected office, or serve on committees with the Chapter.
9. New to Profession Membership
New to Profession Members shall be individuals who qualify as New to Professional Members of APIC. Such members may vote in elections or when a membership vote is required by law or requested by the Chapter Board of Directors, serve on committees, and hold elected office.
10. Supporting Membership
Supporting Members shall be individuals who qualify as Supporting Members of APIC. Supporting Members may not vote, hold elected office, or serve on committees with the Chapter.

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 Chapter shall be the same as the term of membership in APIC, as determined according to APIC's Bylaws and other applicable governing documents.

Section 3. Membership in Local Chapters

All members of the local chapters of APIC must also be members of APIC.

Section 4. Dues

National dues for each calendar year shall be determined by the APIC Board of Directors and APIC policy.

Chapter membership dues shall be determined by the Chapter Board of Directors. Chapter membership dues shall be within the specified range and shall not exceed those of the APIC.

Section 5. Termination

Any Chapter member may be terminated from Chapter membership by the Chapter Board of Directors upon the affirmative vote of two-thirds (2/3) of the entire Chapter Board of Directors then in office whenever, in the Board's judgment, the best interests of APIC and the Chapter 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 Chapter Board's final decision. The Chapter Board of Directors may provide for subsequent reinstatement of members terminated in this manner.

ARTICLE V

MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meetings

The Chapter shall hold an annual meeting of its members once each fiscal year. The annual meeting of the Chapter shall be held at such time as directed by the Chapter Board of Directors. Proposed bylaws revisions may be voted on by the Voting Members during this annual meeting or by written ballot. 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 or other officer as directed by the President 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 or Chapter's governing documents. 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 VI

OFFICERS

Section 1. Composition

The officers shall be: a President, a President-elect, a Treasurer, and may include a Secretary. The Treasurer and Secretary roles may be combined. The office of Secretary is optional. 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 Chapter 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 Chapter Board of Directors for the administration of the Chapter. The President shall preside at all Chapter 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 Chapter Board of Directors, review financial affairs of the Chapter, oversee the preparation of the annual budget and present it to the Chapter Board of Directors, and be a member or consultant to any committee having responsibility for the Chapter's monies.
- D. Secretary. The Secretary shall oversee the accurate recording and transcribing of the minutes of all Chapter membership and Chapter Board of Directors meetings and submit all minutes to the Chapter Board of Directors in accord with the procedure established by the Chapter Board of Directors.

Section 3. Terms of Office

- A. The President shall serve for a term of **one to two years**, as determined by the Chapter Board or until a successor has assumed office.
- B. The President-elect shall serve for a term of **one to two years**, as determined by the Chapter Board 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 opposite years of the Treasurer.
- D. The Treasurer shall serve for a term of two years or until a successor has assumed office; and shall be elected in opposite years of the Secretary.
- E. No officer shall serve more than two consecutive terms in the same office.
- F. All terms of office shall begin at the first Chapter 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 Chapter shall be elected by the Chapter Voting Membership by affirmative vote of a majority of the Chapter members voting. The President-elect shall automatically succeed to the Presidency after having held the office of President-elect the preceding year.

Section 5. Vacancies

If any office becomes vacant, the Chapter Board of Directors shall elect a replacement for the unexpired portion of the term.

Section 6. Removal

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

the Chapter and APIC 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

CHAPTER BOARD OF DIRECTORS

Section 1. Composition

The Chapter Board of Directors shall consist of the officers, the immediate Past-President, and no less than one and no more than six other Directors, the certain number to be determined by the Board of Directors from time to time.

Section 2. Qualification and Election

Elections for positions on the Chapter Board of Directors shall be held annually prior to the beginning of terms of office. Only Chapter Voting Members may vote in elections for Chapter Board of Director positions. Directors shall be elected by plurality vote. Tie votes shall be broken by a runoff. In order to be eligible to be elected as a Chapter Director or as a member of the Chapter Nominating Committee, a candidate must be a current APIC and Chapter member in an eligible membership category and must have been a member of the Chapter for at least one year. No Chapter officer or Director may hold office in a chapter and in APIC simultaneously. No Chapter member is permitted to hold elected or appointed Board or officer positions in multiple chapters simultaneously.

Section 3. Terms

The Chapter Directors shall serve a term of **two to three (2-3) years** or until a successor has assumed office. Chapter Director terms of **two or three years** must be consistent across all director seats. Chapter Directors elected to the Board may not serve consecutive terms. Chapter Directors are not eligible for re-election in the same capacity until at least one (1) year has lapsed following completion of their previous terms. The terms of Chapter Directors shall be staggered. The immediate past President shall serve as a Chapter Director for one year upon completion of the term of office of President and cannot serve in another elected position during that year.

Section 4. Duties

The Chapter Board of Directors shall:

- A. be the governing body of the Chapter and shall establish chapter policy for conducting the business and management functions of the Chapter;
- B. oversee committee activities;
- C. authorize the official acts of the elected officials and committees;
- D. approve the slate of candidates for the ballot.

Section 5. Meetings

Regular meetings of the Chapter Board shall be held a minimum of twice yearly, at the discretion of the Chapter Board. Unless these Bylaws state otherwise, dates, notices, and agenda shall be according to policy set by the Chapter Board of Directors. Two-thirds (2/3) of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Chapter Board.

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 or the Board. Notice of any special meeting of the Chapter Board of Directors shall be received by each Chapter Director 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 Chapter Directors present at a meeting at which a quorum is present shall be the act of the Chapter Board of Directors, except as otherwise provided by law or by these Bylaws.

Section 8. Removal

To the extent consistent with applicable law, any Chapter Director, regardless of the manner of election or appointment, may be removed by the Chapter Board of Directors upon two-thirds (2/3) affirmative vote of the entire Chapter Board of Directors then in office whenever, in its judgment, the best interests of the Chapter and APIC would be served thereby. The Chapter 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 Chapter Board of Directors or any directorship to be filled by reason of an increase in the number of Chapter Directors shall be filled by the Chapter Board of Directors. A Chapter 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 Chapter Board of Directors or any action which may be taken at a meeting of the Chapter 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 Chapter Directors entitled to vote with respect to the subject matter thereof. Such consent may be delivered to the Chapter by electronic transmission, to the address specified by the Chapter for the purpose or, if no address has been specified, to the principal office of the Chapter, 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 Chapter 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 Chapter Directors participating may simultaneously hear each other during the meeting. A Chapter Director participating in a meeting by this means is considered to be present in person at the meeting.

ARTICLE VIII COMMITTEES

Section 1. Executive Committee

Upon resolution, an executive committee may be established by the Chapter Board of Directors.

The Executive Committee may:

- A. consist of five to six (5-6) members of the Chapter Board of Directors: the President, the President-elect, the Immediate Past President, the Treasurer, the Secretary (if the office is filled) and one member elected at the first Chapter Board meeting of the year by and from the current Chapter Board of Directors.
- B. make all necessary decisions, between Chapter Board of Directors meetings, to ensure the continuous functioning of the Chapter.

Section 2. Standing and Special Committees

Standing and Special committees are appointed by the Chapter Board.

Section 3. Nominating Committee

The composition of the Chapter Nominating Committee shall be determined by the Chapter Board. In order to be eligible to serve on the Chapter Nominating Committee, an individual must meet those qualifications for a Chapter Director stated in Article VII, Section 2. Members of this committee shall not be eligible to run for any office in the Chapter while serving on the committee. The committee shall be headed by a chairperson appointed by the committee members and approved by the Chapter Board of Directors. The committee shall:

- (i) solicit nominations for elected positions in the Chapter that are representative of a multidisciplinary local organization;
- (ii) develop procedures for the conduction of elections consistent with these Bylaws, applicable law, and APIC's Bylaws and policies, and submit such procedures for Chapter Board approval;
- (iii) develop and submit a slate of candidates for the Chapter ballot to the Chapter Board of Directors for approval with at least one (1) candidate for each vacant position;
- (iv) notify all nominees of their status regarding their candidacy

ARTICLE IX

LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability

To the fullest extent permitted by law, no Chapter officer or Director shall be personally liable to APIC, the Chapter or the Chapter's members for monetary damages for breach of fiduciary duty as an officer or Director of the Chapter notwithstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of a Chapter 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 the Chapter's 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 Chapter officer or Director for or with respect to any acts or omissions of such officer or Director occurring prior to such amendment or repeal.

ARTICLE X

AMENDMENTS

These Bylaws where otherwise not dictated by law or restricted as a result of Chapter's role as a chapter of APIC 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 Chapter Board of Directors and the approval of at least two-thirds (2/3) of the Chapter membership voting at a meeting at which a quorum is present.

ARTICLE XI

DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the Chapter, all assets after allowance for liabilities is made shall be distributed to APIC or, in the event APIC is no longer in existence or no longer recognized as exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or any applicable successor law), such assets shall be disposed of in accordance with law and consistent with APIC's tax-exempt status.