

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

CHAPTER BYLAWS

Chapter Name:

Chicago Metropolitan Area

Approving Board Members:

Marguerite Gribogiannis

Chapter Number:

002

Jeanette N. Lepinski

Linda Stein

*Entering your name above acts as your electronic signature and indicates that you have read, understand, and agree with the chapter bylaws as represented below.

**ARTICLE I
NAME AND SEAL**

Section 1. Name

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc. Chicago Metropolitan Area, hereafter referred to as APIC Chicago Metropolitan Area 002 or as APIC 002 or 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 same purposes as those of APIC.

Section 2. Goals

To further describe, and not to limit, the purposes of APIC as described in its Articles of Incorporation, APIC and the Chapter shall conduct its activities with the following 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

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

ARTICLE IV MEMBERSHIP

Section 1. Membership Categories

- A. Membership in APIC and the Chapter is a privilege. Members must comply with membership requirements in these bylaws and in applicable policies as may be established by APIC from time to time. The Board of Directors of APIC shall have ultimate discretion in interpreting membership qualifications and proper membership category placements.
- 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 or when a membership vote is required by the Massachusetts General Laws (Chapter 180) or requested by the Board of Directors of the Chapter or of APIC, serve on committees, and hold elected office.
 2. Associate Membership

Associate Members shall be individuals who are not actively involved in the practice and management of infection control and/or the application of epidemiology. Associate Members may not vote, hold elected office or serve on committees.
 3. Retired Membership

Retired Members shall be individuals who are no longer employed in any capacity and who have had five (5) 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. Student Membership

Individuals enrolled full-time in an accredited institution, prior to the award of an associates or bachelor's degree. Student members may not vote or hold office, but may serve on committees.

The Active Members and Lifetime Members may be collectively referred to as "Voting Members."

Section 2. Membership Duration and Renewal

The term of membership in APIC and the Chapter shall be determined by the Board of Directors of APIC from time to time. Tenure of membership shall be based on the anniversary date at which a member joins APIC. Procedures for renewal of membership shall be as determined by the Board of Directors of APIC from time to time.

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 Board of Directors of the Chapter, but 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 Board of Directors. Proposed bylaws revisions shall be voted on by the Voting Members during this annual meeting. 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, by APIC's Articles of Incorporation, by APIC's Bylaws, by APIC's policies, or by these Bylaws. 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. The President-elect shall fulfill the role and duties of secretary in the event of a vacancy of said office.
- 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. The Treasurer shall be bonded through APIC.
- D. Secretary. The Secretary shall oversee the accurate recording and transcribing of the minutes of all Chapter membership and Chapter Board of Directors meetings, submit all minutes to the Chapter Board of Directors in accord with the procedure established by the Chapter Board of Directors. If the Secretary position is not filled, the Board will designate another officer to record the minutes.

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 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 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 members voting. The President-elect shall automatically succeed to the Presidency after having held the office of President-elect the preceding year. If the President-elect is unable or unwilling to hold the office of President, a majority of the Chapter Board of Directors present at any meeting at which a quorum is present shall elect a new president who has previously served at least one year as a member of the Chapter Board of Directors prior to assuming the office.

Section 5. Vacancies

If any office with the exception of President-elect becomes vacant, it may:

- (i) remain vacant until the next election; or (ii) be filled by appointment through a majority of the Chapter Board of Directors for the unexpired term. If the office of President-elect becomes vacant, it shall be filled by a special election of the Chapter Voting Membership.

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. A majority vote shall elect when there are less than three candidates. A plurality vote shall elect when there are three or more candidates. Tie votes shall be broken by a run off. 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 Active member of APIC and the Chapter 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 the Association (APIC) simultaneously.

Section 3. Terms

The Chapter Directors shall serve a term of three (3) years or until a successor has assumed office. 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.

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, as permitted by the APIC Board of Directors ;
- 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 by 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, by these Bylaws, or by the policies and/or Bylaws of APIC.

Section 8. Removal

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 VIII, 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
- (iii) Chapter Board approval;
develop and submit a slate of candidates for the Chapter ballot to the Chapter Board of Directors for approval;

- (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 Massachusetts General Laws Chapter 180, as the same may be amended or supplemented, 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 APIC, 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 bylaws or policies 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.

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 Massachusetts General Laws Chapter 180 and consistent with APIC's with tax-exempt status.