

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

## CHAPTER BYLAWS

*Effective October 2021*

**Chapter Name:**

San Diego & Imperial County

**Chapter Number:**

057

**\*Approving Board Members:**

Karin Pardoel

Margaret Turner

Megan Medina

\*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. (hereinafter referred to as "APIC" or the "Association"). The name of this APIC Chapter that represents the San Diego and Imperial County region is the San Diego and Imperial County Chapter 057 (hereinafter referred to as "APIC Chapter 57" or as APIC 057 or the Chapter).

## ARTICLE II: PURPOSE AND GOALS

### Section 1. Purpose

The Association for Professionals in Infection Control and Epidemiology, Inc. 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

For clarity, and not to limit, the purposes of the Association as described in its Articles of Incorporation, the Association 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**

The Association for Professional 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. The Chapter shall operate at all times consistent with the requirements of Section 501(c) (3).

## **ARTICLE IV: OFFICES**

The Association shall maintain in the Commonwealth of Massachusetts a registered office and a registered agent who is a resident of the Commonwealth of Massachusetts at such office, and may have other offices within or without the States as shall be determined by the Board of Directors.

## **ARTICLE V: MEMBERSHIP**

### Section 1. Membership Categories

Membership in the Association and the Chapter is a privilege. Members must comply with membership requirements in these bylaws and in applicable policies as may be established by Board of Directors from time to time. The Board of Directors shall have ultimate discretion in interpreting membership qualifications and proper membership category placements.

Categories:

a. 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 Association's Board of Directors of, serve on committees, and hold elected office.

b. 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.

c. 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.

d. 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. Honorary members may serve the Association in any manner mutually agreeable to themselves and to the Board, but may not vote or hold elected office.

e. 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 or when a membership vote is required by Chapter 180 of the Massachusetts General Laws or requested by the Board of Directors, serve on committees, and hold elected office.

f. Patron Membership

Patron Members shall be organizations or groups interested in supporting the Association. Patron members may not vote, hold elected office or serve on Committees.

g. Student Membership

Individuals enrolled full-time in an accredited institution, prior to the award of an associate's 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 Association's Board of Directors shall determine the term of membership in the Association and the Chapter from time to time. Tenure of membership shall be based on the anniversary date at which a member joins the Association. Procedures for renewal of membership shall be as determined by the Association's Board of Directors from time to time.

## Section 3. Membership Application

Application for membership shall be made in writing on a form as prescribed by the Association's Board of Directors. The Association's Board of Directors retains the right to reject an application for membership when it considers such action to be in the long-term best interest of the Association, consistent with its tax-exempt mission.

## Section 4. Membership in Local Chapters

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

## Section 5. Dues

The Association's Board of Directors shall determine the Association's dues for each calendar

year and all dues shall be remitted according to Board policy. Honorary and Lifetime Members shall be exempt from dues. The Association's Board of Directors shall determine the minimum contribution for patron membership. The Association's Board of Directors may require that members be current in all dues payment in order for membership to be renewed. Local chapter membership dues shall not exceed those of the Association.

## Section 6. Termination

The Chapter Board of Directors upon the affirmative vote of two-thirds may terminate any Chapter member from Chapter membership (2/3) of the entire Chapter Board of Directors then in office whenever, in the Board's judgment, the best interests of the Association 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 VI: MEETINGS OF THE MEMBERSHIP**

## Section 1. Annual Meetings

The Association shall hold an annual meeting of its members once each fiscal year. The annual meeting of the Association shall be held in conjunction with the educational conference, or at such time as directed by the Association's Board of Directors. Voting Members shall be provided with at least 10 days' notice prior to the meeting.

## Section 2. Regular Chapter Meetings

The Chapter shall hold general meetings of its members at least three times each fiscal year. Proposed bylaws revisions shall be voted on by the Voting Members every odd year, and as needed. Voting Members shall be provided with an electronic copy of the modified Chapter By-Laws and at least 10 days' notice prior to the meeting.

## Section 3. Special Meetings

Special meetings of the membership may be called at the request of the Chapter 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 4. Quorum

The number of Voting Members present (in person, online, or by phone) at a meeting shall constitute a quorum. A quorum will be at least 25% of the voting membership.

## Section 5. 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 shall serve as temporary Chairman.

## Section 6. Action without Meeting

Any action that may be required or is required may be taken at a meeting of the Voting Members or without a meeting if there is 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 VII: OFFICERS

## Section 1. Composition

The officers shall be a President, a President-elect, a Treasurer, a Secretary, and a Director of Education. 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 the Association.
- 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.
- e. Director of Education. The Director of Education shall oversee the planning, development, and implementation of chapter educational courses and programs that address identified needs related to infection prevention and control for APIC Chapter 057. In this role, the Director of Education will be responsible for providing and maintaining the chapter's California Board of Registered Nursing Continuing Education Program. Must have a full understanding and maintain documents for the California Code of Regulations (CCR) Title 16, Division 14, and Article 5.

### 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. In the case the chapter is unable to elect a new Secretary, Treasurer or Director of Education, the Board of Directors may allow the current Secretary, Treasurer, or Director of Education to continue for an additional term.
- 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 Chapter Voting Membership shall elect the officers of the Chapter 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 the Association 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 VIII: 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 or Lifetime 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 simultaneously.

Section 2 (a) If a chapter member, who has been in the chapter for less than one year, is nominated for a Board of Directors position and expresses a willingness to run for a vacant office position: upon consideration and agreement of the Board, and evidence of the nominee's commitment to the Chapter by participation in meetings, social events, and planning committees, the nominee who has been a member for less than one year may run for a vacant office on the San Diego Imperial County APIC Board.

## Section 3. Terms

The Chapter Directors shall serve a term of two (2) years or until a successor has assumed office. Chapter Directors elected to the Board may not serve consecutive terms. In case the chapter is unable to elect a new Chapter Director, the Board of Directors may allow the current Chapter Director to continue to perform the duties of the Chapter Director, as permitted by the Chapter Board of Directors shall:

- b. oversee committee activities;
- a. authorize the official acts of the Chapter officials and committees.

## Section 4. Duties

## 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 these bylaws or the Board fixes the

time and place of such meetings. 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

All activity of the Board members is in good faith and are actions that represent the membership of the Chapter. Any differences in opinion regarding a specific issue between Board members will be discussed at the Board meetings; if consensus cannot be achieved, the matter will be taken to the Chapter membership and a vote taken to resolve the issue.

### 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 currently 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

The Chapter Board of Directors shall fill any vacancy occurring in the Chapter Board of Directors or any directorship to be filled due to an increase in the number of Chapter 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 that may be required or is required may be taken at a meeting of the Chapter Board of Directors or 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 by 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 present in person at the meeting.



## **ARTICLE IX: COMMITTEES**

### *Section 1. Executive Committee*

Upon resolution, the Chapter Board of Directors may establish an executive committee.

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), Director of Education 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. The Chapter Board of Directors in accordance with these bylaws shall determine the composition, terms, and duties of these committees. Appointments shall be made on a year-by-year basis

### *Section 3. Committee Power*

Committees shall exercise power as designated by the Chapter Board of Directors.

### *Section 4. Nominating and Awards Committee*

The composition of the Chapter Nominating and Awards Committee shall be determined by the vote of the active members of the Chapter. In order to be eligible to serve on the Chapter Nominating and Awards 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. A chairperson appointed by the committee members and approved by the vote of the active members shall head the committee. The committee shall:

- a. solicit nominations for awards and elected positions in the Chapter that are representative of a multidisciplinary local organization;
- b. develop procedures for the conduction of elections consistent with these bylaws, the Association's articles of incorporation, and applicable law and submit such procedures for Chapter Board approval;
- c. develop and submit a slate of candidates for the Chapter ballot to the Chapter Board of Directors for approval;
- d. notify all nominees of their status regarding their candidacy for awards or elected positions
- e. Other actions may include creating voluntary, limited scope positions, formed to answer a problem or situation, then terminate once the call to action has been resolved. A vote of the Board of Directors or Chapter members is not required to form or terminate these members from these

## **ARTICLE X: FINANCES**

### Section 1. Fiscal Year

The Chapter Board of Directors shall the calendar year or such other period establish the fiscal year of the Chapter.

### Section 2. Contracts

The Chapter Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract, execute, or deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.

### Section 3. Checks and Drafts

Such officer or officers shall sign all checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Chapter,, or agent or agents of the Chapter and in such manner as shall be determined by resolution of the Chapter's Board of Directors. In the absence of such determination by the Board of Directors, the Treasurer of the Association shall sign such instruments.

### Section 4. Deposits

All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies or other depositories as the Chapter Board of Directors may select.

## **ARTICLE XI: 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 the Association, 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 Association, 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.

### Section 2. Indemnification

To the fullest extent permitted by the Massachusetts General Laws Chapter 180, as the same may be amended or supplemented, the Association 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 Association, 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 Association, 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 Association, 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 Chapter 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 and Chapter in all cases not covered by these bylaws, the APIC Articles of Incorporation, or the Massachusetts General Laws Chapter 180.

## **ARTICLE XIII: 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 XIV: DISSOLUTION OF THE ASSOCIATION**

In the event of dissolution of the Chapter, all assets after allowance for liabilities is made shall be distributed to the Association or, in the event the Association 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.