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

GREATER LOS ANGELES AREA CHAPTER

#003

ORIGINAL BYLAWS	DATE: 1/11/75
REVISION #1	DATE 10/24/78
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REVISION #3	DATE 1981
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REVISION# 7	DATE 7/1992
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REVISION #9	DATE 1996
REVISION #10	DATE 12/98
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REVISION #11	DATE 5/2001
REVISION #12	DATE 11/2005
REVISION #13	DATE 10/2006
REVISION #14	DATE 11/2007
REVISION #15	DATE 1/21/2011

CHAIRPERSON, BYLAWS

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INITIALS

08/26/11 **Initials**_____ **Initials**_____ **Initials**_____

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

BOARD MEMBER REVIEW SHEET

APIC BYLAWS

GREATER LOS ANGELES AREA CHAPTER

#003

DATE OF REVIEW/REVISION: January 21, 2011

POSITION: President
NAME : Joan Finney RN, BSN, CIC
ADDRESS: 1225 Wilshire Boulevard, Los Angeles, CA 90017
PHONE: (213) 977-2366
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POSITION: President-Elect
NAME : Annemarie Flood RN, BSN, CIC
ADDRESS: 1500 East Duarte Road, Duarte, CA 91010
PHONE: (626) 256-4673 x62115
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POSITION : Past-President
NAME: Denise M. Bleak RN, MSN, PHN, CIC
ADDRESS: 590 West Main Street, # 105, Santa Paula, CA 93060
PHONE: (805) 340-7133
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THESE INITIALS APPEAR ON EACH PAGE OF THE LOCAL CHAPTER BYLAWS
ATTACHED.

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

APIC GREATER LOS ANGELES AREA CHAPTER

#003

ARTICLE 1 - NAME AND SEAL

Section 1. Name

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., hereafter referred to as APIC Greater Los Angeles Area Chapter, #003 or as APIC-Los Angeles or the Chapter.

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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 general purpose of the Association 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. APIC is organized exclusively for educational, charitable, scientific, and literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The 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.

ARTICLE IV - MEMBERSHIP

Section 1. Privileges

- A. Membership in the Association is a privilege and is achieved by compliance with these bylaws.

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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 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.

C. Membership Renewals

Membership shall be based on the Anniversary 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.
- E. The membership of any individual whose dues have not been paid three months past their anniversary date of any given year shall be forfeited automatically.
- F. Increases or decreases in Chapter dues do require the vote by the Chapter membership after presentation at a Chapter meeting.
- G. Dues for Retired members shall be ½ of the Annual 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.

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ARTICLE V - MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

- A. Annual Meetings
The annual business meeting of this organization shall be held on the 4th Tuesday of October 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.
- C. Monthly Meetings
There shall be a minimum of 10 meetings per year at times determined by the Board.

ARTICLE VI – OFFICERS & DIRECTORS

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 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 pertain to the office of the President or as directed by the Board.
- B. 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 parliamentarian.
 - 4. Shall preside at general and special meetings in the absence of the President.
 - 5. Shall assume the duties of President at the joint Board meeting for the succeeding year.
 - 6. **Shall chair the Education Committee.**
- 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 **for the following Fiscal Year** and present it to the Board of Directors at the October meeting of the Board **[the “annual meeting” is the Membership Annual Meeting so the additional of the words “annual meeting” in this context are unnecessary.]**
 - 5. Shall be a member or consultant to any committee having to do with the Association’s monies.
 - 6. Shall be bonded through the National Association.

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D. 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.

E. Board Members-at-Large

1. The elected Board Members-at-large shall perform duties as directed by the Board of Directors. This will include the following:
 - a. Retention and Recruitment (**Membership**): **duties are to assist membership, increase chapter representation from all infection preventionists and product representatives, and promote the chapter.**
 - b. Vendor Liaison: **duties are to provide a schedule of sponsorship of meetings, from product representatives, for each general membership meeting education, including meals, promotional literature, special studies, speakers or other components.**
 - c. **Legislative representative: duties are to deliver verbal and/or written reports on current local, State and federal laws and regulations impacting the practice of Infection prevention.**

F. Past-President

1. Shall serve as Nominating/**Awards/Scholarships** Committee Chairperson
2. Shall solicit a slate of officers for the membership to vote on each fall
3. Shall chair the by-laws 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 odd numbered years (to begin in Election year 2007)
- 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-Elect 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.
- C. General Qualifications, all Candidates, for Board
 1. Shall be current active member of APIC.
 2. Shall have been a member of APIC for the past year.
 3. Shall be a member of the chapter.
 4. No Officer or Director may hold **other chapter, local, CACC and or** National office in the Association simultaneously.
- D. Qualification of Candidates for President
 1. Shall have automatically succeeded to the presidency after having held the office of ~~President-Elect~~ the preceding year.
 2. Shall have served at least one year as a member of the APIC Board of Directors

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- prior to assuming the office of President-Elect.
- D. Qualifications of Candidates for President-Elect
1. Shall have served at least one year as a member of the Board prior to assuming the office of President-Elect.

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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 *two* and no more than *nine* directors.

Section 2. Terms [I know they know how this works but I need some help. Let's say we have 4 at large directors. 2 are elected for one year and two serve for two years. Do they elect 3 each year (2 "ones" and one "two") or do they elect 4 in a year (all "ones" and "twos") and in the alternate year only elect the "ones". It should be said somewhere.]

- A. Half the Directors shall serve a term of *one* year or until a successor has assumed office.
- B. Half the Directors shall serve a term of *two* years or until a successor has assumed office.
- C. The immediate Past-President shall serve as a Director for one year 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 reviews committees and officers reports and makes recommendations concerning committee 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. Meetings shall be held a minimum of twice yearly at the discretion of the Board or upon the call of two or more of the Directors.
- B. Dates, notices, and agenda shall be according to the policy set by the Board of Directors.
- C. A minimum of fourteen days notice shall be required prior to a Board of Directors meeting.
- E. Two-thirds (2/3) of the Board of Directors shall constitute a quorum.
- F. **Action may be taken by the Board without a meeting if a quorum of the Board consents verbally or in writing to such action. Such consent shall be filed with the minutes of the proceedings of the Board. These actions will be reviewed and**

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confirmed at the next Board meeting. [I would strongly suggest that actions without a meeting be accepted if 2/3rds (the so-called quorum) of the board agree in writing, not orally. What one person at a time hears or says today may be very different tomorrow or next month. It makes it a little harder to act quickly but it protects the officers and the chapter if there is no room to “change one’s mind”. I added Sections 6 and 7 below for consideration. NEITHER is required, but are added as possible solutions to the issue raised immediately above.]

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. ACTION BY WRITING

The action may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one (1) or more consents describing the action taken, in writing, signed by each director, or 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 records reflecting the action taken.

Section 7. 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 at the meeting.

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 shall (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.
- G. Membership will have the opportunity to approve the slate if no more than one candidate is running for each position.
- H. Write-in candidates will receive one vote per name submitted and be counted as outlined above
- I. If the majority of the returned ballots do not approve the slate, a new slate of officers must be solicited. [What if there are no contested positions and only one ballot is returned, checking off all those listed?]

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Section 3. Tellers

- A. A Tellers' Committee shall be appointed annually from the membership-at-large by the President and approved by the Board of Directors.
- B. Shall count the ballots in accord with established procedure approved by the Board of Directors.
- C. Shall submit to the Board of Directors a written analysis of ballots cast and the number cast for each candidate.
- D. Shall not be eligible to run for any office while serving on the Tellers' Committee.

Section 4. Eligibility of Candidates - General Qualifications

Refer to Article VI, Section 4

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.

Deleted: President-elect

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. Budget 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.

Deleted: President-elect

Section 4. Nominating Committee

- A. Qualifications: To be eligible to serve on the Nominating Committee, an individual must be an Active member of APIC and not be simultaneously holding a National office in the Association.
- B. Composition and Duties
 - 1. Shall consist of at least three members, determined by the Board of Directors and serve for the term of one year.
 - 2. Shall not be eligible to run for any office while serving on the Nominating Committee.
 - 3. Shall be headed by the Past President.
 - 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.
 - 6. Shall notify all nominees of their status regarding their candidacy.

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 not withstanding any provision of law imposing such

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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.

INSTRUCTIONS FOR ARTICLE XI: This section is MANDATORY as written and should not be changed.

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.

INSTRUCTIONS FOR ARTICLE XII: This section is MANDATORY as written and should not be changed.

ARTICLE XIII - AMENDMENTS

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 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 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

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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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