

ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY, INC.

HOUSTON CHAPTER

06-TX02-5.24.76-006

ORIGINAL BYLAWS DATE: SEPTEMBER 1976

REVISION #1 July 1980
REVISION #2 September 1982
REVISION #3 December 1983
REVISION #4 October 1984
REVISION #5 September 1986
REVISION #6 April 1989
REVISION #7 May 1990
REVISION #8 February 1992
REVISION #9 April 1993
REVISION #10 December 1993

NAME CHANGED TO: Association for Professionals in Infection Control and Epidemiology
--September 1994

REVISION #11 April 1996
REVISION #12 November 1999
REVISION #13 June 2004
REVISION #14 January 2009
REVISION #15 May 2010
REVISION # 16 February 2011
REVISION # 17 October 2012

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INITIALS

CS *KW* *JM*

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BYLAWS

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October 2012

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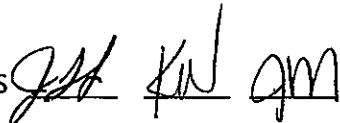
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THESE INITIALS APPEAR ON EACH PAGE OF THE LOCAL CHAPTER BYLAWS
ATTACHED.

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ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND
EPIDEMIOLOGY, INC.

HOUSTON CHAPTER

ARTICLE 1 - NAME AND SEAL

Section 1. Name

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., Houston, hereafter referred to as APIC-Houston (TX02-5.24.76-006) or as APIC-06 or the Chapter.

Section 2. Seal

The seal of the National Association "APIC" or "Association" shall be a circular impression seal with the words "Association for Professionals in Infection Control and Epidemiology, Inc., Massachusetts 1987" affixed thereto.

ARTICLE II – PURPOSE 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

D. To support the APIC public policy efforts and other association positions

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ARTICLE III - TAX STATUS

Section 1. Tax Status

The Association for Professionals in Infection Control and Epidemiology, Inc. (APIC) is an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or a successor statute. APIC is organized exclusively for educational, charitable, scientific, and literal purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The 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.

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.

4. Honorary Membership

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Honorary Members shall be individuals elected to this category by the APIC 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. Such members may serve the association in any manner mutually agreeable to themselves and to the board, but may not vote or hold office.

5. Lifetime Membership

Lifetime Members shall be individuals elected to this category by the APIC 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, serve on committees, and hold elected office.

C. Membership Renewals

Membership is based on an anniversary year.

D. Membership in Local Chapters

All members of the local chapters of the Association must also be members of the National APIC and Active Members of the APIC are the only persons eligible for Active Member status in the Chapter. **If a chapter leader does not follow the public policy position papers and overall stance of APIC HQ, their chapter membership could be in jeopardy.**

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.

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Section 4. Termination

A. If the dues of any member are not paid in accord with the policies of the Chapter, membership shall be automatically terminated.

B. In the event a chapter member ceases to be a member of APIC, 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.

ARTICLE V - MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

A. Monthly Meetings

The monthly business meetings of this Chapter shall be held on the third Tuesday of each month or at such time as directed by the Board.

B. Quorum

Those members present at the monthly business meeting shall constitute a quorum.

ARTICLE VI – OFFICERS

Section 1. Composition

The officers shall be President, President-Elect, Treasurer and Secretary, who shall perform their duties as prescribed by the bylaws and by the Board of Directors.

Section 2. Duties

A. President

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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.

B. President-Elect

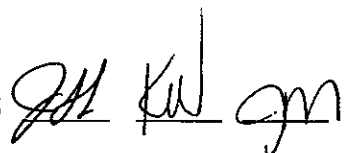
1. Shall prepare to assume the office of President.
2. Shall fill the office of President should that office become vacant and subsequently fill the office of President for a regular term as is entitled the President-elect.

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 of Directors.
3. Shall review financial affairs of the Chapter as necessary with legal counsel and/or accountant.
4. Shall oversee the preparation of the annual budget and present it to the Board of Directors.
5. Shall be a member or consultant to any committee having to do with the Association's monies.
6. Shall be bonded through the National Association.

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.

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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;
- D. The Treasurer shall serve for a term of two years or until a successor has assumed office
- E. No officer or director shall serve more than two consecutive terms in the same office.
- G. All terms of office shall begin at the first Board of Directors meeting of the calendar year.
- H. Officers shall attend at minimum 80% of Board of Directors meetings unless excused by the President.

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.

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.

Section 6. Removal

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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 The 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, and the immediate Past President, Membership Chair, and no less than two and no more than five directors.

An odd number of Directors is recommended to avoid ties in votes.

SECTION 2. TERMS OF OFFICE

A. The directors shall serve a term of two years or until a successor has assumed office. They shall be elected on a rotating basis with no less than two and no more than five elected each year. Directors may not serve consecutive terms in the same capacity. Directors are not eligible for re-election in the same capacity until two years have lapsed following completion of their previous term.

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

C. Directors shall attend at minimum 80% of Board meetings unless excused by the 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 of Directors reviews committees and officers reports and makes recommendations concerning committee activities.

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C. The Board of Directors authorizes the official acts of the elected officials and committees.

D. The Board of Directors approves the slate of candidates for the ballot.

Section 4. Meetings

A. Meetings shall be held monthly 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.

D. Fifty-one percent (51%) of the Board of Directors shall constitute a quorum.

Section 5. Removal

Any Director, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the entire Board of Directors then in office whenever, in its judgment, the best interests of the Chapter would be served thereby. The Director, to be removed, shall be given notice of said meeting at which a decision for removal is to be made and shall be given an opportunity to be heard prior to the final decision.

ARTICLE VIII – ELECTIONS

Section 1.

Elections shall be held annually prior to the beginning of the terms of office.

Election Timing

A. The President shall officially notify candidates of the election results.

B. The election by the membership will be held by December 1 at the latest to fill the following year's vacancies.

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Section 2. Voting

- A. Only Active members may vote.
- B. Voting may be by electronic mail or paper mail ballot as determined by the Nominating Committee.
- 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.

SECTION 3. NOMINATING COMMITTEE

- B. Shall count the ballots in accord with established procedure approved by the Board.
- 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 Committee.
- E. See additional duties under Article IX, Section 3.

Section 4. Eligibility Of Candidates - General Qualifications

- A. Shall be current Active member of APIC.
- B. Shall have been a member of APIC-06 for the prior year.
- C. No Director may hold local and national office in the Association, simultaneously.

ARTICLE IX – COMMITTEES

Section 1. Executive Committee

- A. Shall consist of three members of the Board: the President, the President-Elect, and the Treasurer.

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B. Shall make all necessary decisions between Board meetings to insure the continuous functioning of the Chapter.

Section 2. Standing and Special Committees

Standing and Special Committees are appointed by the Board. The composition, terms, and duties of these committees shall be determined by the Board. Appointments shall be made on a year-by-year basis.

The Standing Committees shall be the Bylaws Committee, the Membership Committee, the Education Planning Committee (to be chaired by a RN, BSN), the Nominating Committee, the Historical Committee and the Legislative Committee.

SECTION 3. NOMINATING COMMITTEE

A. Qualifications: To be eligible to serve on the Nominating Committee, an individual must meet those qualifications stated in Article VIII. Section 4.

B. Composition and Duties

1. Shall consist of three (3) members to be elected by the membership-at-large for a two year term.
2. Shall not be eligible to run for any office while serving on the Nominating Committee.
3. Shall be headed by a chairperson appointed by the President and approved by the Board.
5. Shall develop procedures for the conduction of elections and submit for Board approval.
6. Shall develop and submit a slate of candidates for the Chapter ballot to the Board for approval.
7. Shall notify all nominees of their status regarding their candidacy.
8. Each nominee shall submit written consent to serve if elected before their name is placed on the ballot.
9. No write-in votes shall be allowed in any election.

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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 notwithstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of an officer or director to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the chapter or its members, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which there is improper personal benefit. This provision shall not eliminate the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to nor repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

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.

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ARTICLE XII - PARLIAMENTARY AUTHORITY

The parliamentary writings of General Henry M. Roberts, Roberts Rules of Order, most recently revised, govern the association in all cases not covered by these bylaws.

ARTICLE XIII - AMENDMENTS

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 Senior Manager of Component Relations, who will then seek final approval from APIC's legal counsel. The Senior Manager of Component Relations shall notify the local chapter of approval or non-approval. Approved bylaws (original copy) shall be sent to APIC Headquarters for inclusion in the local chapter's permanent file.

ARTICLE XIV - FINANCIAL OPERATIONS

The Chapter shall keep accurate and complete books and records of its accounts, meetings, and proceedings of the organization. There may be an annual audit of the books & accounts of the Chapter in such a manner as directed by the Board of APIC. The Treasurer shall submit necessary documentation as required by APIC.

ARTICLE XV - DISSOLUTION OF THE ORGANIZATION

In the event of dissolution, the Board, 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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