

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

**APIC MINNESOTA
CHAPTER 018**

ORIGINAL BYLAWS

DATE: May 6, 1976

REVISION #1

DATE: January, 1977

REVISION #2

DATE: November, 1978

REVISION #3

DATE: November, 1979

REVISION #4

DATE: November, 1980

REVISION #5

DATE: November, 1982

REVISION #6

DATE: November, 1984

REVISION #7

DATE: February, 1985

REVISION #8

DATE: March, 1987

REVISION #9

DATE: November, 1988

REVISION #10

DATE: November, 1990

REVISION #11

DATE: November, 1991

REVISION #12

DATE: December, 1992

REVISION #13

DATE: September, 1993

REVISION #14

DATE: October, 1994

REVISION #15

DATE: April, 1996

REVISION #16

DATE: July, 2001

REVISION #17

DATE: September, 2006

REVISION #18

DATE: August, 2008

REVISION #19

DATE: January, 2010

REVISION #20

DATE: May 2011

CHAIRPERSON, BYLAWS (2011-2012)

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1. Joan Bartholomew (Chair)
2. Amy Priddy
3. Kathy Miller
4. Ginnie Bren

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

BOARD MEMBER REVIEW SHEET - APIC BYLAWS

APIC MINNESOTA CHAPTER 018

DATE OF REVIEW/REVISION: May 2011

POSITION: APIC MN President
NAME: Linell Santella
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SIGNATURE & INITIALS:

POSITION: APIC MN Past President
NAME: Kathleen Steinmann
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SIGNATURE & INITIALS:

POSITION: APIC MN Vice President
NAME: Mary Larweck
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SIGNATURE & INITIALS:

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

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

Minnesota Chapter 18

ARTICLE 1 - NAME AND SEAL

SECTION 1. NAME

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., Minnesota, hereafter referred to as APIC Minnesota Chapter 018, or as APIC Minnesota, 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

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. Membership cannot be transferred to another person.
- 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
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.
 6. Student Membership
Individuals enrolled full-time in an accredited institution, prior to the award of an Associate's or Bachelor's degree. Such members may not vote or hold office; however, may serve on committees.
- 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 (National)APIC. Active Members of (National) APIC 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 by National APIC contingent upon receipt of current dues.

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)/majority 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. Regular Meetings

Regular meetings of APIC MN shall be held at such time and place as determined by the Board of Directors

B. Special Meetings

A special meeting of the membership may be called by the President, the Board of Directors or by written request of ten (10) voting members or five percent (5%) of the voting membership, whichever is greater.

C. Notice of Meetings

Notice of regular meetings shall be communicated via mail, email or telephone to all members prior to the date of the meeting and notices of special meetings shall be mailed at least ten (10) days prior to the meeting date.

D. Quorum

Twenty (20) voting members shall constitute a quorum for any regular or special meeting of APIC MN.

The number of members present at any standing or special committee meeting shall constitute a quorum.

ARTICLE VI – OFFICERS

SECTION 1. COMPOSITION

The officers shall be a President, a Vice-President, a President-Elect, a Treasurer, and a Secretary. These officers shall perform the duties prescribed by these bylaws and job descriptions, perform those duties as usually pertain to their respective offices; and perform those duties prescribed by the Board of Directors

SECTION 2. DUTIES (ALSO REFER TO JOB DESCRIPTIONS)

A. President

1. Shall be directly responsible to the Board of Directors for the administration of the organization.
2. Shall preside at all Board meetings of the Chapter.
3. 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.
3. Shall serve as Parliamentarian.

C. Vice President

1. Shall assume the duties of the President in the absence of the President and President-Elect.

D. Treasurer

1. Shall oversee and be responsible for the management of the financial affairs of the Chapter.
2. Shall prepare the periodic financial reports for the Board.
3. Shall review financial affairs of the Chapter as necessary.
4. Shall prepare the annual budget and present it to the Board of Directors.
5. Shall be a consultant to any committee having to do with the Chapter monies.
6. Shall be bonded through the National Association.
7. Shall deliver, upon retiring from the office, all monies, vouchers, books and papers held in custody, to the newly elected Treasurer.

E. Secretary

1. Shall be responsible for the correspondence of the Chapter

2. Shall be responsible for the accurate recording and transcribing of the minutes of all Chapter and Board of Directors meetings.
3. Shall submit all minutes to the Board of Directors in accord with established procedure

SECTION 3. TERMS OF OFFICE

- A. The President shall serve for a term of one (1) year or until a successor has assumed office.
- B. The President-Elect shall serve for a term of one (1) year or until a successor has assumed office.
- C. The Vice-President shall serve for a term of two (2) years, elected in the odd year.
- D. The Secretary shall serve for a term of two (2) years or until a successor has assumed office; and shall be elected in the even-numbered years.
- E. The Treasurer shall serve for a term of two (2) years or until a successor has assumed office and shall be elected in the odd-numbered years.
- F. 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

SECTION 4. QUALIFICATIONS (SUCCESSION)

The President-Elect shall have automatically succeeded to the presidency after having held the office of President-Elect the preceding year.

SECTION 5. VACANCIES

- A. If any office with the exception of President-elect becomes vacant, it may:
 1. Remain vacant until the next election.
 - OR
 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

Any officer, regardless of the manner of election or appointment, may be removed by the Board of Directors upon majority 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 seven (7) members: President, President-Elect, Vice-President, Treasurer, Secretary, Immediate Past President, and a Director at Large.

General Duties of Board Members not listed under Article VI (Officers) are listed below – also refer to Job Descriptions

- A. Past President:
 1. Shall be available as a resource person to the current President and APIC –MN officers, to assist them in their duties and responsibilities.
 2. Shall serve as an alternate representative for the President-elect for other organizations.
- B. Director at Large
 1. Shall manage the Louise Krisko Scholarship selection process
 2. Shall serve as Chapter resource for CIC certification.

SECTION 2. DUTIES

The Board of Directors:

- A. Shall be the governing body of the chapter and shall establish policy for conducting the business and

- management functions of the chapter.
- B. Oversees committee activities and reviews committee and officer's reports, making recommendations as needed.
- C. Shall authorize the official acts of the elected officials and committees
- D. Shall approve the slate of candidates for the ballot.
- E. Shall have complete authority to transact the business of the Chapter between meetings and to implement the objectives and purposes during the interim between such meetings.
- F. Shall be responsible for all funds of the Chapter for payment of legitimate expenses and for the annual audit of all books of accounting.
- G. Shall adopt an annual budget.
- H. Shall secure fidelity bonds covering any person charged with custody of funds or negotiable securities.
- I. Shall authorize persons to sign and countersign checks and legal documents.
- J. Shall establish criteria for the content of permanent records and files.
- K. Shall review and make recommendations regarding reports of violation of these bylaws, or reports of unethical or unprofessional actions of a member which might affect the professional reputation of the Association.
- L. Shall assign duties to members as necessary.

SECTION 3. TERMS

The Director-at Large shall serve for a term of two (2) years, elected in the even number years.

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 majority of the Board of Directors shall constitute a quorum.
- D. All other meetings (on-site, conference calls, or web-based) of the Board of Directors shall be called by the President, or called by the President upon written (or email, or phone) request from no fewer than three (3) members of the Board. A written (or email) proxy vote shall be acceptable if a Board member cannot attend special meetings.
- E. In the intervals between regular meetings of the Board, the President may refer and submit to its members' questions relating to the affairs of the Chapter, which in the opinion of the President require immediate action of the Board. The President may solicit these informal opinions by email, telephone or written communication. A majority vote of the Board shall take place at the next scheduled Board meeting. Ratification of the action taken shall take place at the next scheduled Board meeting.

SECTION 5. REMOVAL (OF A BOARD MEMBER)

Any Director regardless of the manner of election or appointment, may be removed by the Board of Directors upon majority 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. BOARD ACTIONS BY WRITING

Actions 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 COMMUNICATION 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 in person at the meeting.

ARTICLE VIII – ELECTIONS

SECTION 1. ELECTIONS

- A. Elections shall be held annually, no less than two (2) months prior to the beginning of the calendar year and prior to terms of office.
- B. Unless stated otherwise in these bylaws, rules and procedures for conduct of elections shall be recommended by the Nominating Committee and approved by the Board of Directors.
- C. All active members of the Chapter as of August 1 each year will be eligible to vote

SECTION 2. NOMINATIONS

- A. The Nominating Committee shall solicit the names of members willing to serve as officers or Nominating Committee members.
- B. Members of the Nominating Committee shall be ineligible for nomination as long as they serve on the Nominating Committee.
- C. The Board of Directors shall review the slate of candidates for the ballot.
- D. The Nominating Committee shall count the ballots in accord with established procedure approved by the Board of Directors
- E. No write-in votes shall be allowed in any election.
- F. The Nominating Committee shall submit to the Board of Directors a written analysis of ballots cast and the number cast for each candidate.

SECTION 3. VOTING

- A. Only Active members may vote.
- B. Voting shall be by electronic or mail 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.
- F. Candidates shall be introduced to the general membership.
- G. Candidates' vitae will be electronically sent or enclosed with ballots. Photographs may be used at the Nominating Committee's discretion.

SECTION 4. ELIGIBILITY OF CANDIDATES - GENERAL QUALIFICATIONS

- A. Shall be current Active member of APIC.
- B. No Officer or Director may hold local and national office in the Association, simultaneously.

ARTICLE IX – COMMITTEES

SECTION 1. STANDING AND SPECIAL COMMITTEES

Standing and Special Committees are appointed by the Board with the exception of the Nominating Committee. Each standing committee will have a designated Board member who will act as a liaison from the Committee to the Board of Directors. Committee members shall serve one year from the time of appointment unless otherwise specified. 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 2 STANDING COMMITTEES

The Standing Committees of the Chapter shall be the Education Committee, Public Policy Committee, International Committee, Bylaws Committee, and the Nominating Committee. After the election, chairs and co-chairs shall be appointed to assume duties for the following year for the following Standing Committees:

- A. Education Committee: The Education Committee shall consist of a Chair plus no fewer than four (4) persons.
- B. Bylaws Committee: The Bylaws Committee shall consist of a chair plus no fewer than two (2) persons.
- C. Public Policy Committee: the Public Policy Committee shall consist of a Chair, who serves Chapter Legislative Representative, a Vice Chair, and interested members.
- D. International Committee: The International Committee shall consist of a chair plus an unlimited number of interested APIC-MN members.
- E. Conference Committee: The Conference Committee shall consist of a Chair, a Vice Chair and interested members. The Committee Chair and Co-chair will each serve one (2) year terms, the Vice Chair becoming Chair the second year of the term.
- F. Nominating Committee: The Nominating Committee shall:
 1. Consist of five (5) members who have the qualifications provided in Article VIII. Section 4, subsections A & B of these bylaws and chosen by ballot. Two (2) members shall be elected to serve for a term of two (2) years and will be elected on alternate years. Three (3) members shall be elected to serve for a term of one (1) year.
 2. Be limited to serve no more than two (2) consecutive years on this committee.
 3. The two-year member shall serve as the committee chair on the second year of his or her term. In the absence of a committee member serving the second year of a two year term, a chairperson shall be elected by majority vote of the committee members.
 4. Solicit nominations representative of multidisciplinary organizations
 5. Prepare a vitae (photograph optional) of each candidate
 6. Shall develop and submit a slate of candidates for the Chapter ballot to the Board of Directors for approval.
 7. Act as tellers (oversees vote tally) in the election.
 8. Notify President of results of election, he/she in turn, will notify newly elected officers.
 9. Shall notify all nominees of their status regarding their candidacy.
 10. Shall develop and submit to the Board the names of members willing to serve in committee positions appointed by the Board.
 11. Shall notify members regarding the status of committee appointment.
 12. Shall not be eligible to run for office or board member at large, but may be on the ballot for a second one year term on the committee.

SECTION 3. SUBCOMMITTEES

If a standing committee has subcommittees, the subcommittee chairperson shall be designated by the standing committee. The chairperson of the standing committee and the chairperson of the respective subcommittees may constitute a committee for action between meetings of the standing committee. All transactions of these subcommittees shall be reported in full at the time of the next regularly scheduled meeting of the standing committee.

SECTION 4. SPECIAL COMMITTEES

Special committees may be appointed by the President, with Board approval, and may cease to exist when the purpose for which they were created is accomplished. The composition, terms and duties of these committee shall be determined by the Board.

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*.
- C. The *News and Views* Editor is appointed for a two (2) year term. *The News and Views* is the official Publication of APIC MN via their website.

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 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.

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 – AMENDMENT

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 and accounts of the chapter in 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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