

**Association for Professionals in Infection Control and Epidemiology, Inc.
Long Island, Chapter 38
BYLAWS**

APIC Long Island, Chapter 38

Chapter ID #: 01-NY02-2.8.78-038

ORIGINAL BYLAWS

DATE: January 27, 1978

REVISION #1	8/78
REVISION #2	8/80
REVISION #3	2/84
REVISION #4	9/84
REVISION #5	10/85
REVISION #6	11/86
REVISION #7	6/91
REVISION #8	12/92
REVISION #9	1/94
REVISION #10	11/94
REVISION #11	11/95
REVISION #12	10/96
REVISION #13	10/98
REVISION #14	3/00
REVISION #15	7/05
REVISION #16	07/06

Chair, Bylaws

Ceciia Wilfinger RN, BS, CIC

Address

61-20 Grand Central Pkwy
Forest Hills, New York 11375

Phone: Business

516.663-2724

Fax

516.663-2753

Home

718- 271-9659

**Association for Professionals in Infection Control and Epidemiology, Inc.
Long Island, Chapter 38
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March 2000

President

Vita J. Padrone RN, MPA, CIC
52 Plymouth Rd.
Plandome, New York 11030-1324
INITIALS:

Secretary

Donna Caccavale RN, BSN, MBA, CCRN
4 Foxhurst Court
Mahasset Hills, N.Y. 11040
INITIALS:

President Elect

Barbara Kranz LPN
10 Peach Tree Lane
Mt. Sinai, N.Y. 11766
INITIALS:

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

**Association for Professionals in Infection Control and Epidemiology, Inc.
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**ARTICLE I
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 Chapter Long Island, Chapter 01-NY02-2.8.78-038 or as APIC Chapter 38 or the Chapter.

Section 2. Seal

The seal of the National Association (APIC) 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, MISSION, AND GOALS**

Section 1. Purpose

The general purpose of the Association is to improve patient care by serving the needs and aims common to all disciplines who are united by infection control and epidemiology activities.

Section 2. Mission

The Association for Professionals in Infection Control and Epidemiology, Inc. is a multidisciplinary, voluntary, international organization. Our purpose is to influence, support, and improve the quality of health care through the practice and management of infection control and the application of epidemiology in all health settings. APIC is committed to improve patient care, prevent adverse outcomes, and minimize occupational hazards associated with the delivery of health care.

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 literal purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The National 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.

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**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 application of epidemiology. Such members may not vote nor 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 nor hold elected office; however, they may serve in appointed capacities.

C. Membership Renewals

Membership shall be based on the calendar 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 on or before the first of January of any given year shall be forfeited automatically.

Section 4. Termination

A. If the dues of any member are not paid in accordance with the policies of the Association, 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.

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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 or upon losing membership in National APIC. 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 with the exception of July / August

A monthly business meeting of this organization shall be held on the 3rd. Tuesday of the month in conjunction with the educational offering or at such time as directed by the Board of Directors.

B. Quorum

Of those members present at the monthly business meeting a majority shall constitute a quorum.

**ARTICLE VI
OFFICERS**

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.

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.

3. Shall review financial affairs of the Chapter as necessary with legal counsel and/or accountant.

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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.

3. Be archivist of the Chapter.

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 three years or until a successor has assumed office and shall be elected in the odd-numbered years (National organization only) Chapter Secretary shall serve a term of 3 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.

A position of Treasurer-Elect will be developed and the Treasurer will remain on the Board for one year to mentor the Treasurer-Elect.

E. No officer 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 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

If any office becomes vacant, it may

A. Remain vacant until the next election except for the office of President-Elect.

B. Be filled by appointment by the Board of Directors for the unexpired term.

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.

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**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. Composition

The Board of Directors shall consist of the four officers, the immediate Past President, and ten directors. The directors shall be Chairs of the following committees: Clinical Representative, Education, Fundraising, Governmental Affairs, Marketing, Membership, Nominating, Newsletter, Program and Strategic Planning/Bylaws.

Section 2. Terms

A. The Directors shall serve a term of one year and are appointed annually by the President upon commencement of his/her term.

B. 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 committees' 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 monthly at the discretion of the Board.

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. A simple majority 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

Elections shall be held annually prior to the beginning of the terms of office, and no less than 2 months before the beginning of the calendar year.

Section 2. Voting

A. Only Active members may vote.

B. Voting shall be by 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.

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- E. Tie votes shall be broken by drawing lots.
- F. The President shall officially notify candidates of election results.

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

- A. Shall be current Active member of APIC.
- B. Shall have been a member of APIC for the prior two years.
- C. No officer nor Director may hold local and national office in the Association simultaneously.
- D. Candidates for office must have been present 6/10 (60%) of membership meetings from September to June of the current administrative year to hold office.

ARTICLE IX
COMMITTEES

Section 1. Executive Committee

- A. Shall consist of three members of the Board of Directors: the President, the President-elect, and the Treasurer.
- 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 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, the President-elect, the Treasurer, and such other members as determined by the Board of Directors.
- B. Shall be chaired by the Treasurer.

Section 4. 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 be chaired by a member elected by the membership for a **oneyear term.**
 2. Shall not be eligible to run for any office while serving on the Nominating Committee.
 3. Shall solicit nominations representative of a multidisciplinary international organization.
 4. Shall develop procedures for the conduction of elections and submit for Board approval.

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5. Shall develop and submit a slate of candidates for the APIC ballot to the Board of Directors for approval.
6. Shall notify all nominees of their status regarding their candidacy.
7. Shall consist of 3 members appointed by the Chair for a one year term.

**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 nor 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 corporation 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 or the APIC Articles of Incorporation.

**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 National APIC Member Services Committee for their approval. The National APIC Member Services Committee shall notify the local chapter of approval or nonapproval. Approved Bylaws (original copy) shall be sent to APIC Legal Counsel 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 audit of the books and accounts of the chapter in such a manner as directed by the Board of Directors or APIC. The Treasurer shall submit necessary documentation as required by APIC.

**ARTICLE XV
DISSOLUTION OF THE ORGANIZATION**

In the event of the 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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