

**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY, INC.  
APIC GREATER CINCINNATI-DAYTON CHAPTER BYLAWS**

**ARTICLE I – NAME AND SEAL**

**Section 1. Name**

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., Greater Cincinnati-Dayton, hereafter referred to as APIC Chapter Greater Cincinnati-Dayton or as APIC Chapter 026 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 Chapter 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 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.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

INITIALS:   *JL*   INITIALS:   *JM*   INITIALS:   *MC*   Page 1

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

4. Honorary Membership

Honorary Members shall be individuals elected to this category by the **National 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 **National 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 associates or bachelors degree. Such members may not vote or hold office; however, may serve on committees.

C. Membership renewals

1. Membership shall be based on the calendar year or, per National APIC Office Schedule.
2. Honorary membership shall be for a lifetime.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

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APIC GREATER CINCINNATI-DAYTON CHAPTER BYLAWS**

**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 one year shall be determined by the Board of Directors.
- B. Membership cards shall be issued per National APIC upon receipt of current 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.

**ARTICLE V – MEETINGS OF THE MEMBERSHIP**

**Section 1. Meetings**

- A. Annual Meetings  
The annual business meeting of this organization shall be held on the second Tuesday in January or at such time as directed by Board of Directors.
- C. Quorum  
Those members present at the annual business meeting shall constitute a quorum.

**ARTICLE VI – OFFICERS**

**Section 1. Composition**

The officers shall be a President, a President-elect, a Treasurer, a Recording Secretary, a Membership Secretary, Two Nomination Secretaries, and Education Coordinator, and two elected members serving on Board of Directors. 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**

In addition to those duties outlined in these bylaws, the officers are responsible for conducting the business and management functions of the Chapter.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

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

1. Shall be directly responsible to the Board of Directors for the administration of the Chapter and preside at all Board meetings of the Chapter.
2. Shall delegate committee activities and appoint members to committees as necessary with Board approval.
3. Will prepare an agenda for all meetings of the Board of Directors and chapter meetings.
4. Shall preside at all business meetings of the Chapter.
5. Shall perform other duties as usually pertain to the office of the President or as directed by the Board of Directors.
6. Shall serve one (1) term on the Board of Directors after term in office has been served.
7. Shall speak on behalf of the Board of Directors on official and business matters.
8. Will report pertinent information from Board of Director meetings at regular Chapter meetings.
9. Will attend the national annual conference at the expense of the chapter with the board of director's approval and present a report to membership at the next meeting.
10. Will represent the Chapter at the Annual National Conference President's meeting or designate an alternate. Will prepare written goals and objectives for the current year in cooperation with the Board of Directors at the first meeting of the year.
11. Will prepare and present a written report at the annual meeting or at another meeting designated by the Board of Directors.

**B. President-elect**

1. Shall perform the duties of the President in the absence of or incapacity of the President.
2. Shall prepare to assume the office of President.
3. Shall fill the office of President should that office become vacant, with the title President-Designee and subsequently fill the office of President for a regular term as entitled the President-elect.
4. Will conduct an educational survey of the membership to assess the needs and desires of the members regarding educational programs.
5. Will be responsible for coordination of educational presentations and all needed equipment at the regular meetings.
6. Will work with Board of Directors to develop an annual budget for use as honorariums.
7. Will preside over general meetings in the absence of the President.
8. Shall serve as Chairperson of the Education Committee.

**C. Treasurer**

1. Shall manage the financial affairs of the Chapter and assume responsibility for all funds.
2. Shall prepare an annual financial report for the Board of Directors for audit.
3. Shall prepare and present the annual projected budget to the Board of Directors and the members for approval.
4. Shall review financial affairs of the Chapter as necessary with legal counsel or tax advisor and shall report to the National Association as required.
5. Shall keep a record of all receipts and disbursements.
6. Shall be bonded.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

INITIALS:   *JK*     INITIALS:   *JM*     INITIALS:   *JK*

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**D. Recording 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 official meetings of the Chapter to the Board of Directors and the members within Fourteen (14) days of the business meeting. After board approval minutes will be disseminated within Thirty (30) days of the business meeting per e-mail to all current members as per National APIC membership list. Minutes will be posted on Chapter web site.
3. Shall be historian of the Chapter, preserving the correspondence, reports and archives of the local chapter in a permanent file.
4. Will act as chairman of the By-Law/Policy committee.
5. Will receive and maintain all annual committee reports.
6. Will assist with sending other correspondence as needed to members.

**E. Membership Secretary**

1. Shall maintain accurate records of membership.
2. Shall be responsible for all correspondence relating to the membership.
3. Shall be responsible for providing the Nominating Committee with a list of eligible voters for the elections.
4. Shall be responsible as liaison with the national and regional membership director.
5. Shall contact new APIC Chapter members with information regarding APIC Chapter 26 per phone or e-mail and assist membership with the use of Chapter website.
6. Shall maintain current membership roster to be posted on chapter web site.
7. Will present an oral report during the meeting.
8. Will prepare a written report for the annual business meeting each year. The report will include achievements for the past year, recommendations for new projects, and goals and objectives for the following year.

**F. Nomination Secretaries**

1. The Nominating Secretary is an elected position comprised of two members. The Chairperson is the member serving the second year of their term.
2. Will obtain a list of active members from the Membership Secretary from which to consider eligible candidates.
3. Will select the most qualified candidates for each office and coordinate the selection with the Chapter President and President-elect.
4. Each nominee will submit written consent to serve, before their name is placed on the ballot.
5. Will prepare a ballot for voting.
6. Will prepare a ballot for at least thirty (30) days prior to the election.
7. Each candidate will be given a description of the position for which they are running prior to signing the consent to serve form. This description will include length of term of office.

**G. Education Coordinator**

1. The Education Coordinator position is an appointed position appointed by the Chapter President and approved by the Board of Directors.
2. Shall oversee the CE review process for all Chapter CE activities.
3. Shall maintain the ONA required documentation.
4. Shall assist the President-elect in completing the ONA CE provider application during reapplication years.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

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**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY, INC.  
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5. Shall complete the summative evaluation following each CE activity.
6. Shall be a member of the Education / Seminar Committees.
7. Assists the President-elect in performing quality review and improvement activities as required by ONA.
8. Attends the ONA provider update annually at the expense of the chapter.
9. Shall be a member of the Chapter Board of Directors.
10. Will maintain required documentation for Chapter as approved provider of nursing continuing education to meet Ohio Nurses Association (ONA) requirements.

**Section 3. Terms of Office**

- A. The President, President-elect and Recording Secretary shall serve for a term of one (1) year or until a successor is elected or has assumed office.
- B. The Treasurer, Membership Secretary, each Nomination Secretary, and each Director, set forth below, shall serve for a term of two (2) years. One Director and one Nomination Secretary will be elected in each year for a two-year term.
- C. Except for the President and President-elect, who shall serve for one (1) term, no officer shall serve more than two (2) consecutive terms in the same office.
- D. Education Coordinator is appointed position for one term of three (3) years.
- E. Term of office shall be 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. All other positions must be active chapter members in good standing.

**Section 5. Vacancies**

- A. Unless otherwise stated in these bylaws, if an office is vacant, it may remain vacant until the next election or be filled by appointment of the Board of Directors.

**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 eleven (11) members:

The President	Membership Secretary
The President-elect	Two (2) Directors (elected in alternating years)
Treasurer	Immediate Past President (who shall serve one year upon completion of term of office as President)
Recording Secretary	Two (2) Nomination Secretary (elected in alternating
Education Coordinator	

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

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**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND EPIDEMIOLOGY, INC.  
APIC GREATER CINCINNATI-DAYTON CHAPTER BYLAWS**

years)

**Section 2. Terms**

- A. The Directors shall serve a term of two years or until a successor has been elected. They shall be elected as set forth in Article VI, Section 3 B set forth above.
- 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 of the Board of Directors**

- A. Shall establish policy, direct the activities of the elected officers and committees and approve all actions pertaining to the business and financial affairs of the Chapter.
- B. Shall review and make recommendations on committee and officers' reports.
- C. Shall authorize the official acts of the elected officers and committees.
- D. Shall discharge such other duties as herein provided.
- E. Shall review and provide a hearing in disciplinary actions.

**Section 4. Meetings of the Board of Directors**

- A. Meetings shall be held a minimum of twice yearly, at the discretion of the Board or President.
- B. All other meetings shall be held at the discretion of the Board or upon call of the President.
- C. Over one-half (1/2) of the current members of the Board of Directors shall constitute a quorum.
- D. Actions of the Board of Directors require a majority vote of those present. If an even number of members are present at a meeting and cannot reach a majority vote on an item, then that item will not pass.

**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 AND VOTING**

**Section 1. Nominations**

- A. The Nominating Secretaries shall solicit the names of members willing to serve as an officer.
- B. Each nominee shall submit written consent to serve before name is placed on ballot.
- C. No write-in votes shall be allowed in any election.
- D. The membership approves the slate of candidates for the ballot and accepts nominations from the floor.

**Section 2. Elections**

- A. Elections shall be held annually.
- B. Elections shall be held prior to the beginning of the calendar year in the month of August and results will be announced at the September chapter meeting. New officers will assume their duties starting at the beginning of a calendar year.
- C. Unless stated otherwise in these bylaws, rules and procedures for conduct of elections shall be recommended by the Nominating Secretaries and approved by the Board of Directors.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

INITIALS:   *JK*   INITIALS:   *JM*   INITIALS:   *ML*

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**Section 3. Voting**

- A. Only active members of the Chapter may vote.
- B. Voting shall be by ballot.
- C. Tie votes on all elections shall be broken by drawing lots.
- D. Tellers for elections shall be the Nominating Secretaries.
- E. Tellers shall count ballots immediately following deadline for return of ballots.
- F. Tellers shall submit a written analysis of ballots cast and the numbers cast for each candidate to the President.
- G. The President shall officially notify candidates of the election results prior to the September meeting where results are announced.
- H. A majority of the membership voting shall elect.

**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**

All standing and special committees are appointed by the President. Except as otherwise provided in these Bylaws, the composition, terms and duties of these committees shall be determined by the Board of Directors. Appointments will be made on an annual basis as required.

**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.

**Section 2. Standing Committees**

The Standing Committees of the Chapter shall be the Bylaws Committee, Government Affairs Committee and the Education Committee. Each committee is comprised of a chairperson and at least two (2) other members.

**Section 3. 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 committees shall be determined by the Board.




**Section 4. Elected Committees**

- A. Shall be elected by the membership.
- B. Nominees shall be chosen for candidacy in the same manner as other elected officials.

**ARTICLE X – OFFICIAL PUBLICATIONS**

- 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.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

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**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, at 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  
t 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 – 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 fourteen (14) 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.

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

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**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.

Revisions submitted to National APIC: \_\_\_\_\_

**BY-LAWS:**

Reviewed:

Updated: November 10, 2009

Approved per Chapter 26 Board of Directors, Membership, and National APIC, November 10, 2009

INITIALS:   *JK*     INITIALS:   *JM*     INITIALS:   *ML*

**From:** Crystal Moohn [mailto:cmoohn@apic.org]  
**Sent:** Tuesday, November 24, 2009 3:21 PM  
**To:** Rodgers, Marian S.  
**Subject:** FW: Chapter26 bylaws review

Good Afternoon, Marian –

Per the message from APIC's legal counsel, Ralph Rivkind, your chapter's bylaws have been approved as last submitted.

Should you have any questions and/or need further assistance, please let me know. In the meantime, have a WONDERFUL Thanksgiving holiday!

Best,  
Crystal

**Crystal Moohn**  
Sr. Mgr, Component Relations  
**APIC—Association for Professionals in Infection Control and  
Epidemiology, Inc.**  
1275 K Street, NW, Suite 1000  
Washington, DC 20005-4006  
Direct Dial: (202) 454-2603  
Main Number: (202) 789-1890  
Fax Number: (202) 789-1899  
Email: [cmoohn@apic.org](mailto:cmoohn@apic.org)  
Web: [www.apic.org](http://www.apic.org)

**THE NEW APIC TEXT IS HERE: Everything you *need* to know about  
infection prevention—all in one place.**

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**From:** Rivkind, Ralph J. [mailto:rrivkind@rackemann.com]  
**Sent:** Tuesday, November 24, 2009 3:19 PM  
**To:** Crystal Moohn  
**Subject:** RE: Chapter26 bylaws review

The bylaws changes are accepted as submitted.

Ralph J. Rivkind  
Rackemann, Sawyer & Brewster  
160 Federal Street  
Boston, MA 02110-1700  
phone 617-951-1140  
fax 617-542-7437

[rrivkind@rackemann.com](mailto:rrivkind@rackemann.com)

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