

ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL
AND EPIDEMIOLOGY, INC.

APIC BYLAWS

CALIFORNIA APIC COORDINATING COUNCIL

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CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

DATE OF REVIEW/REVISION: [September 2008](#)

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

CALIFORNIA APIC COORDINATING COUNCIL CHAPTER BYLAWS

ARTICLE 1 - NAME AND SEAL

Section 1. Name

The name of this organization is the Association for Professionals in Infection Control and Epidemiology, Inc., California APIC Coordinating Council, hereafter known as CACC.

Section 2. Seal

The seal of the National Association "APIC" or "Association" shall be the 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 CACC 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, its Chapters and Coordinating Councils shall be managed in a manner consistent with such exempt statutes.

CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

ARTICLE IV – MEMBERSHIP

Section 1. Privileges

- A. Membership in the Association is a privilege and is achieved by compliance with these bylaws.
- B. The membership in CACC consists of participating California APIC Chapters. Each participating chapter appoints or elects two (2) representatives. All such representatives must be an active member of the National Association and maintain their active local membership status in order to be a chapter representative. The Council may deny representative status to anyone not so qualified and the chapter in question shall be required to fill the vacancy. The chapter has to remove its representative if not an APIC member in good standing. Each participating chapter has two (2) votes. A participating chapter is one which is current in paying its annual contribution to CACC. The appointed representatives of each participating Chapters shall collectively be called the “Board of Directors” or “Board.”
- C. Membership Renewals (National)
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 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 a calendar year.

Section 3. Dues

- A. Chapter membership contribution shall be determined for the following calendar year at the fourth quarterly meeting of the current calendar year.
- B. This annual contribution shall be remitted by 2nd meeting of each calendar year.
- C. Chapter dues for any calendar year shall be determined based on the number of chapter members, regardless of status, as of January 1st of that year using the roster provided by National APIC
- D. The number of votes for each chapter used for the approval of the annual budget and changes in chapter dues is 1:1 based on membership as described in section 3 C above.

Section 4. Termination

- A. If the dues of any member are not paid in accordance with the policies of CACC, membership in CACC shall be automatically terminated.
- B. In the event a CACC member ceases to be an official chapter of the National Association, membership in CACC shall also automatically terminate.
- C. Any member may be removed by the Executive Committee upon two-thirds (2/3) affirmative vote of the entire Executive Committee then in office, whenever, in its judgment, the best interests of the Council 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 Executive Committee may provide for subsequent reinstatement.

Section 5. Non-Election Voting

- A. Issues shall be decided by a majority vote of the votes cast by those representatives present, assuming there is a quorum.
- B. Voting may be by written ballot, verbal response or mail ballot at the request of the President

- C. The chapter will automatically forfeit its voting privilege when the chapter's annual CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

Section 5. Non-Election Voting continued

- Contribution has not been received on or before the second quarterly meeting of any given year.
- D. The chapter's voting privileges will be reinstated when the annual contribution is received.

Section 6. Approval of annual budget and chapter dues to CACC.

- A. Each participating chapter will have a proportionate number of votes for approval of the annual budget and approval of changes in chapter dues
- B. The proportion of votes allocated to each chapter for the purpose of approval of annual budget and approval of changes in chapter dues are determined by the methods outlined in Section 3 D
- C. Each chapter will designate one (1) of their representatives as a proxy holder. The proxy holder will cast the chapter's votes for approval **or disapproval** of the annual budget and changes to chapter dues
- D. **The vote for the approval of the budget shall occur at the meeting following the meeting at which the proposed budget was presented. If the budget is not approved at such meeting, it may be considered and approved at any subsequent meeting**
- E. Budget variances and emergency spending will, when and if possible be reviewed and approved by the council. If that is not feasible, such expenditures will be approved by the Chapter Officers then reported to the council at the earliest opportunity.
- F. Two signatures are required on all banking accounts to ensure access to funds should the primary signer be unavailable for any reason. Both signers are bonded.

ARTICLE V - MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

- A. CACC meetings shall be held on the first Friday of February, May, August and November unless otherwise specified.
- B. The annual business meeting of this organization shall be held on the third meeting of the year, August or at such time as directed by the Executive Committee.
- C. Meeting places shall rotate between northern and southern California locations.
- D. Meeting places for the next calendar year shall be determined by vote at the third quarterly CACC meeting.
- E. Non-representative chapter members' attendance is welcome.
- F. A quorum shall be defined as greater than 50% of the members of the Board represented at the quarterly meeting or greater than 50% of the members of the Board's mail ballots.

ARTICLE VI – OFFICERS

Section 1. Composition

- A. ELECTED officers shall be a President, a President-elect, and a Secretary.
 - 1. These officers shall perform the duties prescribed by these bylaws.
 - 2. Perform those duties as usually pertain to their respective officers.
 - 3. Perform those duties prescribed by CACC.
- B. APPOINTED officer shall be a Treasurer.

CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

Section 2. Duties of Officers

- A. President shall:
 - 1. Be directly responsible for the administration of CACC.
 - 2. Delegate committee activities and appoint members to committees as necessary with CACC representative approval.
 - 3. Preside at all meetings of CACC.
 - 4. Perform other duties pertaining to the office of the President.
 - 5. Vote only to break a tie vote.
 - 6. Be an ex-officio member of all committees except the Nominating Committee.

- B. The President-Elect shall:
 - 1. Chair the Bylaws Committee.
 - 2. Preside at meetings of CACC in the absence of the President.
 - 3. Prepare to assume the office of President.
 - 4. Fill the office of President should that office become vacant, with the title of President-designee, and subsequently fill the office of President for the regular term as is entitled the President-elect.

- C. The Secretary shall:
 - 1. Be responsible for the accurate recording, transcribing, and distributing of CACC minutes.
 - 2. Distribute minutes to CACC representatives within 60 days after the last meeting.
 - 3. All corrections to the minutes should be communicated back to the secretary upon receipt of the minutes.
 - 4. Minutes shall be maintained indefinitely. Teller's report will be maintained by the secretary for three (3) years

- D. Appointed Position – Treasurer:
The Treasurer shall:
 - 1. Be appointed by the President and approved by the voting representatives of CACC
 - 2. Be responsible for the management of the financial affairs of CACC.
 - 3. Prepare a quarterly financial report for CACC. Oversee the financial affairs of CACC as necessary with legal Counsel and/or accountant.
 - 4. Prepare and present the annual budget to CACC representatives by the third quarterly meeting of the year.
 - 5. Chair the Budget and Finance Committee.
 - 6. Be a member or consultant to any committee having to do with CACC monies.
 - 7. Be bonded through the National Association
 - 8. Financial records shall be maintained indefinitely.

Section 3. Term of Office

- A. Term of office for the President, President-elect, and Secretary shall be for one (1) year or until a successor has assumed office. No current officer shall hold the same office for more than two (2) consecutive terms.
- B. The Treasurer shall be appointed for a period of two (2) years and may serve consecutive appointments as approved by CACC for no more than four years.
- C. All terms shall begin at the first meeting of the calendar year.

CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

Section 4. Qualifications

Qualifications for the office of President

- A. Shall have automatically succeeded to the Presidency after having held the office of President-Elect the preceding year except in a case when there is a vacancy that needs to be filled pursuant to Section 5 below

Qualifications for the President –Elect:

- A. Shall serve at least one year as a chapter representative of a CACC chapter 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

Any Officer, regardless of the manner of election or appointment, may be removed by CACC upon two-thirds (2/3) affirmative vote of the entire CACC voting representatives, then in office whenever, in its judgment, the best interests of CACC 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/Executive Committee

Section 1. Composition

The Executive Committee is composed of the elected officers and the treasurer for the duration of their tenure.

ARTICLE VIII -Elections

Section 1. Elections

- A. Nominations shall be presented and approved at the third quarterly meeting.
- B. Elections shall be held annually prior to the fourth quarterly meeting.

Section 2. Voting

- A. Only officially designated representatives of participating chapters may vote.
- B. Voting shall be by written ballot.
- C. Majority vote shall elect when there are less than (3) candidates.
- D. A plurality shall elect when there are three (3) or more candidates.
- E. Tie votes shall be broken by drawing lots.

Section 3. Tellers

- A. A Teller's Committee shall be appointed annually from the membership by the President and approved by the voting representatives of CACC.
- B. Shall count the ballots in accord with established procedure approved CACC.
- C. Shall submit to the President 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 as a teller.

CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

Section 4. Eligibility of Candidates

- A. Candidate shall be a current active member of APIC for the prior two (2) years.
- B. Candidate shall be current member of a participating California APIC Chapter.
- C. Officer shall have a minimum of one (1) year of active participation in CACC as a current or past designated representative.
- D. No Officer may hold local and National office in the Association simultaneously.
(Mandatory Language)

ARTICLE IX– COMMITTEES

Section 1. Executive Committee

- A. Shall consist of the four members: the President, the President-elect, Secretary and Treasurer.
- B. Shall make all necessary decisions between CACC meetings, to insure continuous functioning of the coordinating council.

Section 2. Standing and Special Committees

- A. Standing and Special Committees shall be appointed by the President, unless otherwise specified in these Bylaws, and approved by the representatives of CACC. The composition, terms and duties of these committees shall be determined by CACC.
- B. The Standing Committees shall be:
 3. Public Policy Team
 4. Budget and Finance Committee
 5. Nominating Committee
 6. Bylaws Committee
- C. Persons interested in serving as a committee chairperson may be present or past CACC representatives.
- D. Standing Committee chairpersons shall be appointed for a period one (1) year
- E. If a chair is vacant; it may remain vacant or be filled for the duration of the term by an appointment by the President and approval by a majority vote of the representatives at the next CACC quarterly meeting.
- F. Committee members shall be selected by the Committee Chairperson, unless otherwise specified below.

Section 3. Public Policy Team

- A. Team/Committee shall consist of the current President, President-Elect, Past-President, Governmental Affairs Liaison and other invited CACC members.
- B. A report on current state and federal legislative and policy activities shall be presented at each quarterly meeting.
- C. If the President does not serve as chairperson, the chairperson shall contact the President if immediate response to a legislative initiative is required between quarterly meetings.

Section 4. Budget and Finance Committee

- A. Committee shall be comprised of the President, the President-Elect, the Treasurer, and such other members as determined by the President.
- B. Committee shall be chaired by the Treasurer.
- C. Committee shall be responsible for preparing proposed budget for CACC and other financial planning and duties as determined by CACC.

CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

Section 5. Nominating Committee

- A. Qualifications: To be eligible to serve on the Nominating Committee, an individual must meet those qualifications of active membership in CACC.
- B. Composition and Duties:
 - 1. Shall consist of a maximum of three (3) CACC representatives and shall be appointed by the President annually at the second quarterly meeting.
 - 2. Shall be representatives from three (3) different Chapters.

Section 5. Nominating Committee

- 3. Shall not be eligible to run for any office while serving on the Nominating Committee.
- 4. Shall be headed by a chairperson elected by the committee members.
- 5. Shall solicit nominations for CACC offices from all current or past CACC designated representatives.
- 6. Shall develop and submit the slate of candidates for CACC offices at the third quarterly meeting.

Section 6. By-Laws Committee

- A. The President-Elect shall chair the Bylaws Committee.
- B. Committee members shall be selected from the current or past CACC representatives.
- C. Bylaws shall be reviewed and/or amended at least annually.
- D. Recommendations for amendments shall be presented at the third quarterly meeting and voted on at the fourth quarterly meeting.
- E. Proposed amendments shall be distributed to the current CACC representatives at least thirty (30) days prior to being voted upon.

ARTICLE X – Official Publication (Mandatory Language)

- 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 Coordinating Council 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 Coordinating Council 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.

CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

Section 2. Indemnification

The Chapter may, in the sole discretion of the Board of Directors/Executive Committee, 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 Coordinating Council or any person who is serving or shall have served at the request of the Coordinating Council against all liabilities and expenses (including judgments, fines, penalties, and attorney's fees and all amounts paid, other than to the Coordinating, 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 CACC 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, Robert Rules of Order, the most recently revised edition, shall govern CACC 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 designated representatives present at a meeting, provided that such proposed amendments have been presented in writing, to the designated representatives at least thirty (30) days prior to the vote.

Section 2. Approval

Amendments approved by the designated representatives shall not become final until they have been submitted to the National APIC Member Services Committee and APIC Legal Counsel for their approval. Approved Bylaws (original copy) shall be sent to APIC National Office for inclusion in California APIC Coordinating Council's permanent file.

ARTICLE XIV- FINANCIAL OPERATIONS

The California APIC Coordinating Council 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 Treasurer of CACC in such a manner as directed by the Board of Directors of the said organization known as the Association for Professionals in Infection Control and Epidemiology, Inc. (APIC). The Treasurer shall submit necessary documentation as required by APIC.

CALIFORNIA APIC COORDINATING COUNCIL BYLAWS

ARTICLE XV- DISSOLUTION OF THE ORGANIZATION

In the event of the dissolution, the Executive Committee, after payment or making provision for the payment of all liabilities, shall dispose of all the assets of California APIC Coordinating Council by distributing the assets to the Participating Chapters of said organization known as the Association for Professionals in Infection Control and Epidemiology, Inc. (APIC), at the time of dissolution or if there are no such Participating Chapters, then to APIC, an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or a successor statute. No funds may be distributed to any Participating Chapter that is not exempt from taxation under IRC Section 501(c) (3) as amended.

ARTICLE XVI- JOINT VENTURE AGREEMENT

CACC Participating Chapters may choose to participate in the Joint Venture Agreement.

- A. This is a legal contract, which describes a partnership for the purpose of funding specifically defined projects, programs, or expenses, upon which all participants agree.
- B. Chapter participation is not mandatory to remain a member of CACC.
- C. Proceeds following payment of receipts will be divided evenly amongst participating members.
- D. The management of all financial affairs for the Joint Venture program shall be the responsibility of the program treasurer