

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

**Chicago Metropolitan Area**

**05-IL01-11.10.75-002**

ORIGINAL BYLAWS	DATE: November 10, 1975
REVISION #1	DATE: December, 1980
REVISION #2	DATE: November, 1981
REVISION #3	DATE: November, 1982
REVISION #4	DATE: January, 1988
REVISION #5	DATE: September, 1989
REVISION #6	DATE: December, 1991
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REVISION #11	DATE: December, 2002
REVISION #12	DATE: June, 2004
REVISION #13	DATE: February 2006

**CHAIRPERSON, BYLAWS**

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

**APIC BYLAWS**

**CHICAGO METROPOLITAN AREA  
05-IL01-11.10.75-002**

DATE OF REVIEW/REVISION: April 2006

POSITION     President  
NAME         Mary Beth Fry  
ADDRESS  
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INITIALS

POSITION     Membership Secretary  
NAME         Mark Kiezel  
ADDRESS     6410 Glenwood #2S, Chicago, IL 60626  
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INITIALS

POSITION     Board of Directors, By-laws Chairperson  
NAME         Angela Hammer  
ADDRESS     2300 Children's Plaza Chicago, IL 60164  
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INITIALS

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

**ASSOCIATION FOR PROFESSIONALS IN INFECTION CONTROL AND  
EPIDEMIOLOGY, INC.  
CHICAGO METROPOLITAN AREA 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., Chicago Metropolitan Area, hereafter referred to as APIC Chicago Metropolitan Area 002 or as APIC 002 or the Chapter.

**Section 2. Seal**

The seal of the 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.

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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 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 **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. Student members are exempt from Chapter dues.
- C. **Membership Renewals**
  - 1. Membership shall be based on the calendar year or per National APIC Office Schedule
  - 2. Honorary membership shall be valid until revoked or terminated by the Board of Directors.
- D. **Membership in Local Chapters**  
All members of the local chapters of the Association must also be members of the National Association.

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**Section 2. Fiscal Year**

The fiscal year shall be the calendar year.

**Section 3. Dues**

A. Membership

1. Dues for each calendar year shall be determined by the Board of Directors.
2. Local chapter membership dues shall not exceed those of the national Association.
3. All dues shall be remitted according to Board policy.
4. Membership cards shall be issued by the national Association contingent upon receipt of current dues.

B. Honorary, Lifetime and Student Membership shall be exempt from chapter 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 first Wednesday of December, or at such time as directed by the Board of Directors.

B. Regular Meetings

Regular meetings of the organization shall be held at least four times during each fiscal year with the time and place determined by the program committee.

C. Special Meetings

A special meeting of the membership may be called by the President, the Board of Directors, or by a written request by a quorum of the voting membership

D. Quorum

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

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**ARTICLE VI  
OFFICERS**

**Section 1. Composition**

A. The officers shall be a President, a President-Elect, a Treasurer, a Recording Secretary and a Membership 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. Be directly responsible to the Board of Directors for the administration of the organization in the capacity of President. Shall report applicable correspondence from National, other chapters, industry and other professional groups, meetings attended, and discussion which occurred in capacity as President of the organization to the Board of Directors and membership via both meeting and newsletter
2. Preside or appoint designee to preside at all Board and general membership meetings.
3. Represent the local organization at meetings or other organizations (or designate an alternate).
4. Serve as consultant to all committees.
5. Serve as chairperson of the Board of Directors with non-voting privileges except in the situation of a tie.
6. Mentor the President-elect to the duties of President by sharing information and actively involving the President-elect in organization business.
7. Appoint the chairperson and at least one teller for ballot counting. Appointments should be made when the ballot is accepted by the Board.
8. Notify chairperson, Nominations committee of election date.
9. Serve as, or appoint a coordinator for the newsletter.
10. Maintain current filing of all APIC related correspondence and give all of the same to President-elect at conclusion of term of office.
11. Forward a copy of all APIC related correspondence to the Recording and Corresponding Secretary for inclusion in the archives of the organization.
12. Sign contractual agreements with individuals or organizations.
13. Appoint parliamentarian for meetings when necessary.

**B. Immediate Past-President**

1. Perform such duties as appointed by the President.
2. Assist the President in the transition period from President-elect to President.
3. Actively recruit new members to the Association.
4. Serves as chairperson of the Recognition and Awards Committee

**C. President-Elect**

1. Perform the duties of the President in his/her absence.
2. Perform such duties as delegated by the President.
3. Automatically rotate to the office of President after term of office has been served.
4. Fill the office of President should the office become vacant, with the title, President-Designee, and subsequently fill the office of President for the regular term.
5. Actively recruit new members to the Association.

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**D. Treasurer**

1. Shall oversee and be responsible for the management of the financial affairs of the Chapter
2. Keep a record of all receipts and disbursements.
3. Submit financial records at least quarterly to the Board of Directors for audit.
4. Be bonded through the National Association.
5. Prepare and submit annual budget to the Board of Directors.
6. Submit financial report including the past year financial and prospective budget for the upcoming year to the membership annually.

**E. Recording and Corresponding Secretary**

1. Record the minutes of all Chapter and Board of Directors meetings and submit to the Board of Directors within 30 days of meeting.
2. Preserve the minutes of all meetings including financial reports to be distributed upon request in a permanent file.

**F. Membership Secretary**

1. Maintain a membership roster and update it monthly as updates from National are made available.
2. Oversees distribution of notices of meetings, newsletter, ballot and other pertinent information to membership.
3. Ensures that the Ballot is sent 30 days prior to an election and must include the ballot, resumes of Candidates, and a return envelope marked "Ballot" with the name and mailing address of the chairperson of the tellers.
4. Maintain a "mailing list" for notices of educational program meetings or other pertinent information. The "mailing list" shall be defined as parties who are not members of Chicago Metropolitan APIC chapter.
5. Serves as the Chairperson for the Welcoming/Mentoring Committee and the Membership Committee

**G. Board of Directors**

1. The Director elected in the even year shall serve as Chair of the Bylaws Committee.
2. The Director elected in the odd year shall serve as Chair of the Education Committee.

**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 Membership Secretary shall serve for a term of two years or until a successor has assumed office and shall be elected in the odd numbered years.
- D. The Recording and Corresponding Secretary shall serve for a term of two 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 years or until a successor has assumed office and shall be elected in the even 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**

- 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..

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**Section 5. 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 guiding body of this organization shall be the Board of Directors. The Board of Directors shall consist of the following:

- 1. President
- 2. President-elect
- 3. Immediate past-President
- 4. Recording and Corresponding Secretary
- 5. Membership Secretary
- 6. Treasurer
- 7. Two members elected to the board for two year terms each, elected in alternate years.

**Section 2. Duties**

- A. The Board of Directors has the responsibility to direct the business and financial affairs of the organization through the following methods:
  - 1. Approve financial report(s) submitted by the Treasurer.
  - 2. Review and approve the budget for the next fiscal year.
  - 3. Attend a minimum of 60% of the Board meetings.
  - 4. Review and approve all educational meetings
  - 5. Approve fee setting, including but not limited to, honorariums, travel, tuition and advertising.
  - 6. Serve as a consultant to current President and APIC membership.
  - 7. Assist the President in preparing an agenda which expresses the concerns of the local membership for discussion at the National Chapter Presidents' meeting.
  - 8. Annually prepare the goals and objectives of the Chapter and of the Board for the ensuing year.
  - 9. Approve the candidates for office (ballot) submitted by the chairperson of the Nominating Committee
- B. The Board of Directors has the responsibility to establish administrative policies of the organization through:
  - 1. Development of knowledge of the bylaws.
  - 2. Selection of the date of the annual election of officers ninety (90) days prior to the last business meeting of the year.

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- C. The Board of Directors has the responsibility to foster the growth and development of the organization through:
1. Receipt and safeguarding of the membership list.
  2. Input into the newsletter.
  3. Assisting individuals to become contributing members of the organization.
- D. Meetings of the Board of Directors
1. All elected members of the Board of Directors shall have voting privileges except the President who will act as the chairperson. The President will cast a vote only in the event of a tie.
  2. At least four (4) Board meetings will be held during a fiscal year.
  3. Special meetings may be called at any time by the President or any two elected members of the Board of Directors with at least a two (2) days notice.
  4. A quorum is 50% of the elected Board members.
  5. All appointed committee chairpersons may be invited by the President to attend Board meetings as non-voting members.

### **Section 3. Terms**

- A. The Directors shall serve a term of two years or until a successor has assumed office. They shall be elected on a rotating basis.  
The immediate Past-President shall serve as a Director for one year upon completion of the term of office of President.

### **Section 4 Action by Writing**

An action may be taken without a meeting if the action is taken by 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 by electronic transmission to the recording secretary having custody of the records of proceedings of directors, and included in the minutes or filed with the records reflecting the action taken.

### **Section 5 Presence Through Communications 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.**

- A. Elections shall be held annually prior to the beginning of the terms of office.
1. The Board of Directors shall declare the election date and the offices to be filled.
  2. The election shall be held by December 1.
- B. Nominations
1. The nominating committee shall solicit the names of eligible members willing to serve as Officer, Director or Nominating Committee member.
  2. Members of the Nominating Committee shall not be eligible to run for any office while serving on the Nominating Committee.
  3. Each nominee shall consent to serve, if elected, before their name is placed on the ballot.
  4. The Board of Directors approves the slate of candidates for the ballot.

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C. Eligibility of Candidates

1. Shall be current Active or Lifetime members of APIC.
2. Shall have been a member of APIC for the past two (2) years.
3. No Officer or Director may hold local and National office in the Association simultaneously.

D. Voting

1. Only Active members may vote.
2. Voting shall be by mail ballot.
3. A majority vote shall elect when there are less than three candidates.
4. A plurality vote shall elect when there are three or more candidates.
5. Tie votes shall be broken by drawing lots.

E. Tellers

1. The President shall appoint at least one teller to count the ballots.
2. Ballots shall be mailed to the Chairperson of the Tellers.
3. Tellers shall count the ballots immediately following the deadline for the return of the ballots.
4. Results of the election will be presented by the Chairperson of the Tellers to the membership at the last business meeting of the year along with the number of ballots cast.
5. Members shall not be eligible to run for any office while serving on the Tellers' Committee.

F. Vacancies

1. If an office is vacated by a Board member, it may:
  - a. remain vacant until the next year.
  - b. be filled by an appointment of the Board of Directors .
2. In the event it is the President
  - a. The President-elect shall assume the office
  - b. If the President-elect is unable to assume the office, the Immediate Past-President shall resume the office.
3. In the event it is the President-elect:
  - a. A special election shall take place among the membership to re-elect a President-elect.

**ARTICLE IX  
COMMITTEES**

All standing and special committees are appointed by the Board. Committee members shall serve one year from 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.

**A. Executive Committee**

1. Shall consist of three members of the Board of Directors: the President, the President-elect, and the Treasurer.
2. Shall make all necessary decisions between Board meetings to insure the continuous functioning of the Chapter.

**B. Standing Committees**

1. The standing committees of the Chapter shall be:
  - a. Welcoming / Mentoring
  - b. Membership
  - c. Education
  - d. Recognition and Awards

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2. Each committee is composed of a chairperson and at least two other members.
3. The chairperson of each standing committee shall be an elected officer for each respective committee.
4. Duties of the Respective Committees:
  - a. The Welcoming / Mentoring Committee shall:
    - i. Contact any new infection control practitioners to offer advice, assistance, or networking contacts
    - ii. Act as a mentor to assist in infection control program or policy and procedure development.
    - iii. Solicit membership interest in the National Ambassador program acting as a liaison from the local chapter.
    - iv. Reports to the Membership Board Officer
  - b. The Membership Committee shall:
    - i. Recruit new members by means of ascertaining what Healthcare Agencies in the Metropolitan Chicago Area are not represented in the Chapter.
    - ii. Mail letter of inquiry to the above agencies.
    - iii. Contact individuals who are members of National APIC but not members of this Chapter and yet reside in the Metropolitan Chicago area.
    - iv. Reports to the Membership Board Officer
  - c. The Education Committee shall:
    - i. Select appropriate facilities for all meetings which will also provide a geographical rotation of sites.
    - ii. Develop each educational program to include written objectives, course content, faculty member identification, credentials of faculty members, and method of evaluation.
    - iii. Submit each program to the Board of Directors for approval.
    - iv. Prepare contractual agreements between faculty members, industry, or commercial interest (i.e. hotels) and the Chapter for the signature of the President.
    - v. Offer a minimum of one business meeting and four educational programs per year.
    - vi. Present programs from January 1<sup>st</sup> through December 31<sup>st</sup>.
    - vii. Reports to the Board of Director Officer elected as Education Committee Chairperson
  - d. The Recognition / Awards Committee shall:
    - i. Solicit names of chapter members who have promoted the discipline of infection control and supported the chapter by serving as an officer or on committees with the intent of recognition on a local or national level.
    - ii. Work to promote activities within the chapter to secure Chapter of the Year status.
    - iii. Reports to the Immediate Past President

#### H. Special Committees

Special committees, as deemed necessary by the President and approved by the Board of Directors, shall be established for the period of time they are needed. The Chairperson of these committees will be appointed by the President with the approval of the Board of Directors.

1. Special Committees shall:
  - a. Perform duties as assigned by the President, and
  - b. As required by the Chapter

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## I. Elected Committees

Elected Committees shall be elected by the membership.

1. Nominating Committee
  - a. Shall be chosen for candidacy in the same manner as other elected officials.
  - b. Shall consist of five (5) members to be elected by the membership for a one (1) year term. Only one term may be served without exception.
  - c. Shall be headed by a chairperson, appointed by the President, from the elected committee members.
  - d. The committee will prepare, for distribution by the Membership Secretary, a willingness to serve form. This form is to include the candidate's signed consent to serve.
  - e. The Committee will declare and communicate the declaration of the deadline for receipt of the willingness-to-serve form and resume.
  - f. The Committee will not edit the resume unless they are submitted in excess of 150 words. The nominee will not be contacted regarding editing
  - g. The Nominating Committee shall prepare the ballot.
  - h. The Chairperson of the Committee shall submit the ballot to the Board of Directors 45 days prior to the date of the election.
  - i. Shall notify all nominees of their status regarding their candidacy.
  - j. Shall submit a resume of each nominee with the ballot.
  - k. No member of the Nominating Committee may be placed on the ballot.

## ARTICLE X

### OFFICIAL PUBLICATION

- A. The official publication of the Association shall be the *American Journal of Infection Control*.
- B. All members shall receive the *American Journal of Infection Control*.

## ARTICLE XI

### LIABILITY AND INDEMNIFICATION

#### Section 1. Limitation of Liability

No officer or director shall be personally liable to the Chapter or its members for monetary damages for breach of fiduciary duty as an officer or director 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

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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  
AMENDMENTS**

**Section 1. Process**

These Bylaws may be amended upon two-thirds (2/3) vote of those Active Members present at a meeting of the membership, provided that such proposed amendments have been presented, in writing, to the voting membership at least thirty (30) days prior to the vote.

**Section 2. Approval**

Amendments approved by the voting membership shall not become final until they have been submitted to the APIC 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.

**ARTICLE XIV  
FINANCIAL OPERATIONS**

The Chapter shall keep accurate and complete books and records of its accounts, meetings, and proceedings of the organization. There may be an annual audit of the books & accounts of the Chapter in such a manner as directed by the Board of 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 assets of the Chapter by distributing the assets to the said organization known as 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 statue.

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