

EFFECTIVE JANUARY 1, 2026

**AMENDED AND RESTATED BYLAWS OF CERTIFICATION BOARD OF INFECTION
CONTROL & EPIDEMIOLOGY, INC.**

ARTICLE I - NAME

The name of the Corporation is: CERTIFICATION BOARD OF INFECTION CONTROL & EPIDEMIOLOGY, Inc. ("CBIC" or "Corporation").

ARTICLE II - MISSION AND PURPOSE

Section 1 - Mission. The mission of CBIC is to provide pathways to assess and maintain infection prevention competency.

Section 2 - Purpose. The Corporation is organized exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"), for the purpose of maintaining and improving the quality of practitioners in infection control through the development, administration, and supervision of certification programs in the field of infection control and through such other programs as the Corporation's Board of Directors ("Board") may approve from time to time.

The Corporation shall have all powers granted by law necessary and proper to carry out its stated purposes consistent with its qualification under Section 501(c)(6) of the Code. The Corporation shall not engage in any regular business ordinarily carried on by business for profit nor shall its assets, benefits or net earnings on assets inure to the benefit of any member or individual (but this shall not prevent payment of reasonable compensation nor distributions in furtherance of purposes) nor shall it carry on activity not permitted by exempt organizations under Section 501(c)(6) of the Code.

ARTICLE III - MEMBERSHIP

Section 1 - Sole Member. The sole member of this Corporation shall be the Association for Professionals in Infection Control and Epidemiology, Inc., a not-for-profit corporation organized and existing under laws of the Commonwealth of Massachusetts ("Member").

Section 2 - Rights of Member. The Member shall have the right to nominate and elect the Board except as provided in Article IV, Section 6(b) hereof. In nominating and electing Directors, the Member may take recommendations and advice from CBIC management and from any Nominating Committee constituted from time to time. Any proposed amendments to this Article III or Article IV, Section 6(b), must be authorized by and shall be effective only upon the written assent of the Member. The Member shall have only the rights conferred in this Article III and no others.

Section 3 - Transfer of Membership. No membership may be assigned or transferred or encumbered in any manner whatsoever, either voluntarily, involuntarily or by operation of law. Any proposed or attempted assignment; transfer or termination of membership shall be void. Provided, however, that the merger, consolidation or change in the identity of the Member without a corresponding change in the purposes of the Member or the successor organization shall not constitute a transfer or assignment under this Article III.

ARTICLE IV - BOARD

Section 1 - General Powers. Except as otherwise provided by the Articles of Organization ("Articles") or these Bylaws, the powers of the corporation shall be exercised, its property controlled and its affairs conducted by the Board.

Section 2 - Composition. Except as otherwise provided in this section, the Board shall be composed of no less than fourteen (14) (including the Public Member), but no more than fifteen (15) Directors who shall be nominated and elected by the Member or as set forth in Article IV, Section 6(b). With a view to ensuring that the composition of the Board is reflective of the population the Corporation serves,

- (a) At least one (1) Director shall at all times be a physician.
- (b) At least one (1) Director shall at all times be a medical technologist or medical microbiologist with a laboratory medicine background.
- (c) At least one (1) Director shall practice infection prevention and control in Canada.
- (d) At least one (1) Director shall practice infection prevention and control outside of the United States or Canada.
- (e) Majority of Directors (minimum 8) will practice infection prevention and control or healthcare epidemiology in a variety of practice settings.
- (f) At least one (1) Director shall be certified in long-term care infection prevention.
- (g) At least one (1) Director shall be certified as an associate-infection prevention and control.
- (h) At least one (1) Director shall be within their initial certification period at the time of appointment.
- (i) At least one (1) Director shall be the public member
- (j) All Directors, except the public member, shall be board certified in infection control and epidemiology or long-term care infection prevention.

Any Director may fulfill one or more of these criteria set forth in this section.

Directors of CBIC cannot serve on the Member's Board of Directors at the same time. Results of the election shall be received from the Member and disseminated by the President of the Corporation.

Section 3 - Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Directors may attend meetings in person or by electronic means.

Section 4 - Voting. All Directors shall be voting members of the Board. At any meeting of the Board for which quorum has been established, the decision of a majority of the Directors in attendance at such meeting, whether in person or electronic means, shall govern and control the transaction of business.

Section 5 - Action without Meeting. Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent may be delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the secretary or other officer or agent having custody of the records of proceedings of directors, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 6 - Terms of Office.

(a) Board. Directors shall hold office from the first of January next following their appointment. Each Director shall serve until the earlier of the fourth (4th) anniversary of the January 1 start of the Director's term or the Director's resignation, death, removal, or replacement. The appointment of Directors to fill unexpired terms shall not be counted for the purposes of interpreting the number of Directors that need to be nominated by the Member in any year; the appointment of Directors to fill those unexpired terms shall be in addition to that specified above.

(b) Increase. In the event that the President-Elect and/or President is to serve as President or Past President, respectively, following the expiration of his or her term, the Board shall be expanded to include such persons and the number shall increase to fifteen (15) to accommodate such officers, but no other officer. The President and Past President so included shall be full-voting members of the Board.

(c) Successive Terms. No person may serve as a Director for more than one (1) term without at least a two-year interim before serving again.

Section 7 - Vacancy. In the event of a vacancy on the Board, the remaining Directors shall appoint a Successor Director. The Successor Director shall serve a short term expiring on the thirty-first day of December following his or her appointment. The Member shall nominate and elect a candidate to fill the vacancy for the remainder of the unexpired term. Irrespective of the length of time actually served, the Successor Director and the person filling the remainder of the unexpired term shall each be deemed to have served one (1) term for the purposes of Article IV, Section 6(c).

Section 8 - Removal of Directors. Any Director may be removed with or without cause by action of the Board (other than the Director subject to being removed).

Section 9 - Meetings. An annual meeting of the Board shall be held on such date as is designated by the President in a written notice sent to each of the Directors of the Board at least thirty (30) days before said designated date. Other meetings of the Board may be called by the President or by the President or Secretary at the request of any three (3) Directors, in each case upon at least two (2) business days written notice sent to each Director.

Section 10 - Committees. The Board may at any time and from time to time create one or more committees of the Board, appoint Directors to such committees, and delegate such powers, rights, and responsibilities to such committees as the Board deems appropriate. Unless otherwise specified by the Board, each committee may make its own rules for the conduct of its business and in the absence of any rules, shall conduct its business in a manner similar to the business conducted by the Board under these Bylaws.

Section 11 – Executive Committee. There shall be an Executive Committee consisting of five (5) members of the Board, the President, the President-Elect, the Immediate Past President, the Treasurer and the Secretary. The Executive Committee shall make all necessary decisions, between Board meetings, to ensure the continuous functioning of the organization subject to final approval of the Board.

ARTICLE V - OFFICERS

Section 1 - Composition. The Officers of the Corporation shall be a President, President-Elect, Immediate Past President, Secretary, and a Treasurer simultaneously. The Corporation may also have, at the discretion of the Board, one (1) or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. All Officers must be members of the Board. No person may hold two (2) or more of the offices specified in this Article V, Section 1, simultaneously.

(a) Term. The Officers appointed by the Board shall have a term of office beginning with January 1 and ending with the last day of December following the date of appointment, unless sooner terminated as herein provided, except that if the Board shall appoint a President-Elect, that person shall assume the office of President in the day following the expiration of his or her term as President-Elect until the December 31, following. The Treasurer term shall be a two-year term.

(b) Early Termination. Notwithstanding anything to the contrary herein provided, an Officer may hold office for a shorter period than is provided in this Article V, Section 2, due to the resignation of the Officer or the removal of the Officer by the Board.

Section 2 - Consecutive Terms. No person may serve as an officer specified in Article V, Section 1, in the same office for more than two (2) consecutive terms.

Section 3 - Selection. Except as provided in Section 1 of this Article V, the Officers of the Corporation shall be appointed annually by the Board, and each shall hold office until he or she shall resign, be removed or otherwise disqualified to serve, or a successor shall be selected.

Section 4 - Removal. Any Officer may be removed with or without cause by action of the Board (other than the Officer subject to being removed if such Officer is also a Director). The removal of an Officer may affect the status of the individual as a Director. See Article IV. Section 7.

Section 5 - President. The President shall be the principal executive officer of the Corporation and shall exercise the general powers and responsibilities applicable to the office of President subject to the direction and control of the Board. The President shall preside at all meetings of the Board and of the Executive Committee.

Section 6 - President-Elect. The President-Elect shall assist the President, shall discharge the duties of the President-Elect as the President may direct, and shall perform such other duties as the President may from time to time assign. In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President.

Section 7 – Immediate Past President. The Immediate Past President shall serve in an advisory capacity to the President, assisting and performing such other duties as the President may assign.

Section 8 - Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation, shall have charge of and be responsible for the maintenance of adequate books, shall have charge and custody of all funds and securities and be responsible therefore for reporting on the financial status of the Corporation. He/she shall deposit all funds and securities in such banks, trust companies or other depositories as selected by the Board.

Section 9 - Secretary. The Secretary shall keep minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the applicable statutes, Articles, and Bylaws, shall be custodian of the corporate records and seal, shall keep records of addresses of individual Directors, and shall perform such other duties that are incidental to the office of Secretary.

Section 10 - Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and the Assistant Treasurers, if appointed by the Board shall in the absence or disability of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of the Secretary or Treasurer and shall perform such other duties as the Board shall prescribe.

ARTICLE VI - GENERAL PROVISIONS

Section 1 - Budget. The Corporation shall set its own budget, maintain an accounting of its funds, and set fees.

Section 2 - Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable in the Corporation and any and all securities owned or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

Section 3 - Execution of Contracts. The Board, except as these Bylaws otherwise provide, may authorize one or more officers, agents or employees to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and, unless so authorized by the Board no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount.

Section 4 - Fiscal Year. The fiscal year of the Corporation shall begin on the first day in January and end on the last day of December of each calendar year.

Section 5 - Waiver of Notice. Whenever any notice is required to be given under an applicable statute, the Articles or these Bylaws, waiver thereof in writing and signed by the persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

ARTICLE VII – LIABILITY AND INDEMNIFICATION

Section 1 – Limitation of Liability. Each Director and Officer of the Corporation shall, in the performance of their duties, be fully protected in relying in good faith upon the books of account of the Corporation, reports made to the Corporation by and of its Officers or employees, or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the Directors or Officers of the Corporation, or upon other records of the Corporation. Without limiting the generality of the foregoing, no Director or Officer of the Corporation shall be liable to any person on account of any action undertaken by them as such Director or Officer in reliance in good faith upon information, opinions, reports or records including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (a) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented, or (b) legal counsel, public accountants or other persons as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence, or (c) in the case of a Director, a duly constituted committee of the Board upon which such

Director does not serve, as to matters within its delegated authority, which committee the Director reasonably believes to merit confidence.

Section 2 – Indemnification. Each Officer or Director or former Officer or Director of the Corporation, and each person who shall, at the Corporation's request, have served as an Officer or Director of another corporation or as a trustee, partner, manager, or officer of a trust, partnership, limited liability company, or association, and each person who shall, at the Corporation's request, have served in any capacity with respect to any employee benefit plan, whether or not then in office or then serving with respect to such employee benefit plan (each an "Indemnified Position"), and the heirs, executors, administrators, successors and assigns of each of them (with the persons holding Indemnified Positions, each an "Indemnified Person") shall be indemnified by the Corporation against all liabilities, costs and expenses, including amounts paid in satisfaction of judgments, in compromise and/or as fines or penalties and fees and disbursements of counsel, imposed or reasonably incurred by them in connection with or arising out of any action, suit, or proceeding, civil or criminal, in which they may be involved, or incurred in anticipation of any action, suit or proceeding, by reason of their being an Indemnified Person or having held an Indemnified Position or by reason of any alleged act or omission by the Indemnified Person or by his or her predecessor who held an Indemnified Position, including the cost of reasonable settlement (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. Such indemnification shall include payment by the Corporation of expenses incurred in defending any such action, suit, or proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the Indemnified Person to repay such payment if adjudicated to be not entitled to indemnification under this Article VII, which undertaking shall be accepted by the Corporation without security and without reference to the financial ability of such Indemnified Person to make repayment. The foregoing rights of indemnification shall not be exclusive of other rights to which any Indemnified Person may be entitled as a matter of law. These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect any other portion which can be given effect. The Corporation shall not, however, indemnify any such person, or their heirs, executors, administrators, successors, or assigns, with respect to any matter as to which such person shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation, or to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Section 3 – Insurance. The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was serving in an Indemnified Position against any liability incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE VIII - ADMINISTRATIVE INDEPENDENCE

The Corporation shall be administratively independent in all matters of certification. Examination eligibility, content, construction, scoring, challenges and waiver is the responsibility of the Corporation.

ARTICLE IX - AMENDMENTS TO THE BYLAWS

These Bylaws may at any time be amended by the Member. The Board may also, after at least fourteen (14) days advance written notice to the Directors stating the proposed amendments, amend these Bylaws in whole or in part, except with respect to any provision thereof which by law, the Articles, or these Bylaws requires action by the Member. Written notice of any amendment approved by the Board shall be forthwith provided to the Member following its approval by the Board. Any Bylaw adopted by the Directors may be amended or repealed by the Member.

These Amended and Restated Bylaws were approved by action of the CBIC Board on October 16, 2025, and written notice of such amendment was forthwith provided to the Member.