

EFFECTIVE JANUARY 1, 2025

BYLAWS OF CERTIFICATION BOARD OF INFECTION CONTROL AND EPIDEMIOLOGY, INC.

ARTICLE I - NAME

The name of the Corporation is: CERTIFICATION BOARD OF INFECTION CONTROL AND 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. To engage in any and all lawful activities in implementation of the foregoing purposes and to exercise all powers and authority now or hereafter conferred upon nonprofit corporations under the laws of the Commonwealth of Massachusetts.

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 exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 as may from time to time be amended.

ARTICLE III - MEMBERSHIP

Section 1 - Qualification of Members. 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.

Section 2 - Rights of Member. The Member shall have the right to nominate the Board of Directors pursuant to the CBIC policy describing the nominating and election process, except as provided in Article IV, Section 5(b) hereof. In addition, any proposed amendments to this Article III or Article IV, Section 5, 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 the 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 OF DIRECTORS

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

Section 2 - Composition. Except as otherwise provided in this section, the Board of Directors shall be composed of no less than fourteen (14) (including the Consumer Director) but no more than fifteen (15) Directors who shall be appointed by the Member or as set forth in Article IV, Section 5a hereof as follows:

- (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 consumer (herein after Consumer Director).
- (j) All Directors, excepting the Consumer Director, shall be board certified in infection control and epidemiology or long-term care infection prevention.

*Effective January 1, 2024

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

Directors of the CBIC cannot serve on the Member Board of Directors at the same time. The Board of Directors of the Member shall nominate the Board of Directors of the CBIC at a duly called meeting no later than two (2) months prior to the beginning of the terms of office. Results of the nomination shall be received from the Member and disseminated by the President of the Corporation.

Section 3 - Quorum. Two thirds (2/3) of the full Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4 - Voting. All Directors shall be voting members of the Board. The decision of a majority of the Directors shall govern and control the transaction of business at every meeting in which there is a quorum of Directors present.

Section 5- Action without Meeting

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors 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 Association by electronic transmission, to the address specified by the Association for the purpose or, if no address has been specified, to the principal office of the Association, 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 of Directors. Directors shall hold office from the first of January next following their appointment.

Unless earlier removed, each Director shall serve one term of four (4) years or until their successor is duly appointed.

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) 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 of Directors 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 of Directors, 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 a candidate to fill the vacancy for the remainder of the unexpired term.

Section 8 - Removal of Directors. Any Director may be removed with or without cause by a vote of three-quarters (3/4) of the Board of Directors then in office.

Section 9 - Meetings. An annual meeting of the Board of Directors 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 of Directors at least thirty (30) days before said designated date. Other meetings of the Board of Directors may be called by the President or a majority of the Directors on the Board of Directors upon thirty (30) days written notice sent to each Director.

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 of Directors. No person may hold two (2) or more of the offices specified in this Article V, Section 1, simultaneously.

(a) Term. The Officers elected by the Board of Directors shall have a term of office beginning with January 1 and ending with the last day of December following the date of election, unless sooner terminated as herein provided, except that if the Board shall elect 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 of Directors.

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 selected annually by the Board of Directors, 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. Officers may be removed from office with or without cause by the Board of Directors at a meeting called at least in part for the purpose of considering removal, upon the affirmative vote of three-quarters (3/4) of the Board of Directors present at the time of the vote. 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 shall be an ex-officio member without vote on all committees of the Board.

(a) The President shall have the authority, subject to the approval of the Board of Directors, to appoint Standing or Special Committees. Such committees shall have power to act in intervals between meetings of the Board and shall, function under the direction of the Board.

(b) Executive Committee. The Executive Committee shall consist of five (5) members of the Board of Directors, 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 of Directors.

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. The newly elected President-Elect shall become a member of the Test Committee in the year preceding his or her Presidency. 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 of Incorporation, and Bylaws, shall be custodian of the corporate records and seal, shall keep records of addresses of individual board members, 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 of Directors.

Section 3 - Execution of Contracts. The Board of Directors, except as in 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 - Compensation of Directors and Officers. The Directors and Officers of the Corporation shall serve without compensation unless compensation is authorized from time to time by the Board for services rendered other than for being a Director or Officer.

Section 5 - 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 6 - Waiver of Notice. Whenever any notice is required to be given under an application statute, the Articles of Incorporation 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.

Section 7 - Indemnification. Each Director and Officer of the Corporation, whether or not then in office, may be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any transaction, action, suit or proceeding in which he or she may be a party by reason of being or having been a Director or Officer of the Corporation, such expenses to include the cost or reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailing costs of litigation. The Corporation shall not, however, indemnify any Director or Officer with respect to matters to which said Director or Officer shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his or her duty as such Director or Officer or in respect of any matter on which any settlement or compromise is effective, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law. In determining the extent to which the Corporation will indemnify an Officer or Director, the judgment of the Board of Directors shall be final.

ARTICLE VII - 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 VIII - AMENDMENTS TO THE BYLAWS

EXCEPT AS PROVIDED IN ARTICLE III, the Bylaws may be amended by a majority of the Board of Directors provided that at least fourteen (14) days written notice be given to the members of the Board of Directors prior to the time at which the amendments are to be voted on, stating the time, place and nature of the amendment(s) to be voted on.

Bylaws Amended December 2, 2024, by vote of the CBIC Board of Directors