

**TEXAS SOCIETY OF INFECTION CONTROL & PREVENTION  
BYLAWS  
(A Non-profit Corporation)**

**ARTICLE I  
NAME**

1.01 The name of the corporation shall be the Texas Society of Infection Control & Prevention (TSICP).

**ARTICLE II  
PURPOSES AND EXEMPT ACTIVITIES**

2.01 The corporation is organized exclusively for charitable and educational purposes and more specifically to perform, in whole or part, the charitable and educational purposes of the Texas Society of Infection Control & Prevention (TSICP) organized under the Texas Non-Profit Corporation Act. These purposes shall include:

- A. To provide a forum for the interchange of ideas, dissemination of material, and educational opportunities relative to infection control.
- B. Facilitate networking and communications among healthcare professionals on Infection Control issues to improve the delivery of quality patient care and protect healthcare workers.

And such other charitable and educational purposes as the Board of Directors shall from time to time determine.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private person, except that the corporation shall be authorized and entitled to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements, a political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or (b) an organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of the corporation's remaining assets. Distribution of assets or the proceeds from the disposal of such assets will be made to any organization that has been organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under §501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Revenue Law, as the Board shall determine.

Any assets not disposed of by the Board of Directors shall be disposed of by a court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

**ARTICLE III  
BOARD OF DIRECTORS**

3.01 **General Powers** . The affairs of TSICP shall be managed by its Board of Directors.

3.02 **Number, Appointment, Tenure.** The number of Directors shall be five (5). Each Director's term shall be for two (2) years.

3.03 **DUTIES OF THE BOARD OF DIRECTORS.** The Board of Directors shall have authority to make policy decisions for the Society; to approve the annual budget; to establish rules and procedures for the Board of Directors and for the Society; to approve, modify, or disapprove reports, resolutions, or actions of officers or committees of the Society; and to serve in committees as assigned by the President.

**3.04 Regular Meetings.** A regular annual meeting of the Board of Directors shall be held at a time and place designated by resolution of the Board of Directors without further notice than such resolution. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors.

**3.05 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meetings of the Board of Directors.

**3.06 Notice.** Notice of any special meeting of the Board of Directors members shall be given at least ten (10) working days previously thereto by notice delivered personally, by telephone, facsimile transmission, or electronically to each Board of Directors member.

**3.07 Quorum.** A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**3.08 Manner of Acting.** The act of a majority of the Board of Directors participating at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by these bylaws.

**3.09 Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the Board. Directors elected to fill vacancies shall be elected for the unexpired terms of their predecessors in office.

**3.10 Removal.** Any Director may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served.

**3.11 Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, may be allowed for attendance at such regular or special meetings of the Board of Directors; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

**3.12 Board Action by Electronic Communications.** Any action required or presented to be taken by the Board of Directors at a meeting of the Board of Directors may also be taken by electronic communications with the same force and effect.

**3.13 Committees.** The Board of Directors may create or discontinue such Committees as it may deem advisable to advise the Board of Directors on specific issues affecting the corporation and shall carry out the duties delegated to them. All Committees shall be appointed by the President.

**3.14 TERMINATION OF OFFICE.**

If any Board member is unable to perform the responsibilities of the position, the Board shall act to remove the person from the position; and the President may appoint a replacement.

**ARTICLE IV  
OFFICERS**

**4.01** The officers of the corporation shall consist of a President, a President-elect, a Treasurer/Historian, a Secretary, and Past President. The Board of Directors may elect or appoint such other officers and assistant officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

**4.02 Election and Term.** Each elected officer or director of the Society shall be an Active Member of the Texas Society of Infection Control & Prevention and a Texas resident. Candidates for President-Elect must have served at least one year as a member of the Board of Directors. The officers of the corporation shall be elected by the membership in the following manner:

- (A) The officers of the Society shall be a President, a President-elect, a Treasurer/Historian, Secretary, and Past President.
- (B) The TSICP Board shall consist of the five elected officers and the five elected directors.
- (C) The Board of Directors must approve the slate of candidates prepared by the Chair of the Nominating Committee.
- (D) The election of the members of the Board of Directors shall be held before the Annual TSICP Meeting. The election of the officers shall be conducted by mail or electronically as replacement is required.

- (E) The election of the Treasurer and three directors occurs in the odd numbered years (?) and three directors are elected in the even numbered years.
- (F) Election shall be conducted electronically. The majority of the entire Board is comprised of full-time Infection Control Professionals actively engaged in the field of Infection Control to be elected to and to service on the TSICP Board.
- (G) A ballot listing the names of the candidates together with a resume of the background and experience of each candidate as recommended by the Nominating Committee shall be provided to each member of the Society at least 30 days prior to the Annual Meeting.
- (H) The ballot will list candidates for Board membership and candidates for officer positions.
- (I) The ballot shall be returned to the Executive Director of the Society within 30 days of mail out date.
- (J) The votes shall be tabulated by the Executive Director and reported to the TSICP Officers.
- (K) The President and/or President's designee will notify the newly elected TSICP officers and directors.
- (L) The results of the election shall be announced at the Annual TSICP Meeting and published in the Society newsletter TSICP TIMES.

4.03 **Removal.** Any officer elected by the membership may be removed by a two-thirds (2/3) vote of the Board whenever in its judgment the best interests of the corporation would be served.

4.04 **Vacancies.** A vacancy in any office may be filled by a fifty-one percent (51%) vote of the Board for the unexpired portion of the term.

4.05 **DUTIES OF THE PRESIDENT.** The President shall be the Chief Executive Officer of the Society. The President shall preside at all the meetings of the Society, serve as Chairperson of the Board of Directors, and supervise the activities of the Society. The President will appoint committee chairs to all standing committees.

4.06 **DUTIES OF THE PRESIDENT-ELECT.** In the absence of the President, the President-elect shall perform the duties and assume the responsibilities of the President. The President-elect is the editor of the TSICP TIMES.

4.07 **DUTIES OF THE TREASURER.** The Treasurer shall oversee the financial activities of the Society.

4.08 **DUTIES OF THE SECRETARY.** The Secretary shall record the proceedings and to prepare the minutes of the Board of Directors (BOD) meetings. The secretary will forward the minutes to the President for review within 30 days of the BOD meeting. The secretary will bring or transmit electronically copies of the minutes for all TSICP officers, directors, and the Executive Director to review before the subsequent BOD meeting. The Presidential appointment of a secretary may be a one or two-year term, depending upon the decision of the incoming President (president-elect).

4.09 **DUTIES OF THE PAST PRESIDENT.** The Past President shall act as a consultant to the President and the Board of Directors and chair the Nominating Committee.

4.10 **TERMINATION OF OFFICE.** If any Board member is unable to perform the responsibilities of the position, the Board shall act to remove the person from the position; and the President may appoint a replacement.

#### 4.12 INDEMNIFICATION

A. **Guidelines.** The corporation shall indemnify any and all persons who may serve or who have served at any as director, officer, or staff of the association and/or successor, and their respective heirs, administrators, successors and assigns, against all liabilities (including but not limited to the amounts of judgements, settlements, fines, or penalties) and reasonable expenses necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, by reason of being or having been a director, officer, or contract employee of the association; provided such persons discharged their duties to the association in good faith and reasonably believed that their conduct was in the best interests of the association.

B. **EXCEPTIONS.** The corporation shall not indemnify any person in connections with any claim, action, suit, or proceeding:

- (1) in which the person is found liable on the basis that personal benefit was improperly received, whether or not the benefit resulted from an action taken within the scope of their office or position with the association.
- (2) In which the person is found liable to the association; or
- (3) In which the person is found liable for willful or intentional misconduct in the performance of his duty to the association.

## **ARTICLE V MEMBERSHIP**

### **5.01 ELIGIBILITY.**

Individuals eligible for membership in the TSICP shall be those whose substantial responsibility is for, or who have an interest in, Infection Control.

- A. Active membership is granted to an individual who has responsibility in the field of Infection Control in Texas.
- B. Associate membership is granted to an individual and/or company who works to promote infection prevention, control, and reduction in Texas.
- C. Honorary Membership may be conferred upon the recommendation of the Board of Directors in recognition of meritorious service and such membership carries exemption from all dues and assessments.

**5.02 VOTING.** Each active member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Voting of the membership shall be conducted by ballot returned to the corporation either by mail or facsimile transmission. Decisions by the members shall be by a simple majority of those responding.

**5.03 TERMINATION OF MEMBERSHIP.** Membership in the Society may be terminated for failure to pay dues and/or for noncompliance with any pertinent provisions of the Bylaws of the Texas Society of Infection Control Practitioners.

- A. **SUSPENSION AND EXPULSION.** Any member whose conduct is detrimental to the best interest of TSICP or who shall willfully violate its Bylaws may be suspended or expelled by action of the TSICP Board of Directors after the member has been afforded the opportunity for a hearing before the Board of Directors.
- B. **RESIGNATION.** Any member may resign in at any time but such resignation will not become effective until accepted by the Secretary of TSICP and will not relieve the resigning individual from the dues obligation for the current year.
- C. **REINSTATEMENT.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors present and voting reinstate such former member to membership on such terms as two-thirds (2/3) of the Board of Directors then present and voting may deem appropriate.

**5.04 Annual Meeting.** An Annual TSICP Meeting for the transaction of Society affairs shall be held at a time and place specified by the Board of Directors. Unless otherwise specified, the transaction will occur during the Board Meeting at the Annual Educational Conference. The Executive Director of the Society shall include a notice of the Annual Meeting to the members of the Society at least 30 days prior to the meeting, and notification can be included within the body of the conference brochure. Officers elected at or prior to the Annual Meeting shall take office at the conclusion of the Annual Meeting.

**5.05 Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than ten percent (10%) of the members having voting rights.

**5.06 Place of Meetings.** The Board of Directors may designate the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors.

**5.07 Notice of Meetings.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by facsimile transmission to each member entitled to vote at such meeting, not less than ten (10) days or more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is transmitted.

**5.08 Action by Mail, Telephone or Electronic Communications.** Any action required or presented to be taken at a meeting may also be taken by mail, telephone, or electronic communications with the same force and effect.

**ARTICLE VI  
FINANCIAL STRUCTURE**

6.01. **Dues.** Annual dues for the members of the Society shall be decided by the Board of Directors.

6.02 **Delinquency.** A member who has not paid annual dues by January 1 of each year shall have the membership terminated by the Society.

**ARTICLE VII  
COMMITTEES**

**7.01 STANDING COMMITTEES.**

The standing committees of the Society are:

- (A) COMMITTEE FOR GERRY HAYNES MEMORIAL AWARD FOR EXCELLENCE IN INFECTION CONTROL. The duties of this Committee shall be to solicit nominations for and select recipients of the Gerry Haynes Memorial Award for Excellence in Infection Control. The President appoints a Chairperson. Selection of the recipient is by vote of the Board of Directors. Announcement and award presentation occur at the Annual Meeting. A current BOD member cannot be a recipient of this award.
- (B) DOCUMENTATION COMMITTEE. The duties of this Committee shall be to review, revise, and publish the Bylaws and Policy and Procedure Manual. This committee is chaired by the secretary, who in turn selects Board members to serve as the Committee members.
- (C) EDUCATION COMMITTEE. The duties of this Committee shall be to plan and provide for the continuing education needs of the members of the Society. The President appoints the Chairperson and Co-chairperson, who in turn select Board members to assist.
- (D) MEMBERSHIP COMMITTEE. The duties of this Committee shall be to recruit and retain membership for the Society and to market the Society, its services, and its activities. The President appoints a Chairperson, who in turn selects Board members to serve as the Committee members.
- (E) NOMINATING COMMITTEE. The duties of this Committee shall be to develop a slate of qualified candidates for office and to present the slate to the Society membership for election. The Past President serves as Chairperson and selects Board members as Committee members.

**7.02 OTHER COMMITTEES.**

The Board of Directors may create or discontinue such Committees as it may deem necessary to advise the Board of Directors on specific issues affecting the Society and shall carry out the duties delegated to them. All Committees shall be appointed by the President.

**ARTICLE VIII  
AFFILIATIONS**

8.01 The corporation is affiliated with the Texas Hospital Association.

8.02 TSICP may enter into agreement of affiliation with a national, state, or local organization under provisions determined and prescribed by the Board of Directors.

**ARTICLE IX  
AMENDMENTS TO BYLAWS**

9.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a fifty-one percent (51%) vote of the Board and must be ratified by a majority vote of the members present at any regular meeting or by electronic or mail vote, if at least thirty (30) days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting/written process.

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

10.01 Robert's Rules of Order shall govern the proceedings at all meetings.