

# THE SOCIETY FOR HEALTHCARE EPIDEMIOLOGY OF AMERICA, INC.

## BYLAWS ARTICLE I NAME

The name by which the corporation shall be known is "THE SOCIETY FOR HEALTHCARE EPIDEMIOLOGY OF AMERICA, INC".

## ARTICLE II PURPOSES

The purpose or purposes for which the corporation is organized is to foster the development and application of the science of healthcare epidemiology, and to engage in such related activities in furtherance thereof that are not for pecuniary profit.

## ARTICLE III MEMBERS

### A. Classes of Membership

There shall be five (5) classes of membership, which shall consist of Members, Members-in-Training, Associate Members, Emeritus Members, and Corporate Members. There shall be no limit on the number of members in any category. Members-in-Training, Associate Members, Emeritus Members, and Corporate Members shall have no right to vote on any matter, except such matters which pursuant to law, require the vote of all classes of members. Members-in-Training, Associate Members, Emeritus Members, and Corporate Members may not serve on the SHEA Board of Trustees.

#### **Applicants for Membership:**

- 1) Are individuals who hold an advanced degree in a healthcare field (e.g. doctorate or masters) or have specialized training in infection control or epidemiology as reflected in at least one of the following criteria:
  - a) five (5) or more years of experience in healthcare epidemiology.
  - b) successful completion of a SHEA/CDC national or international course or a related course which meets with the approval of the Board of Trustees
  - c) professional certification in a field related to healthcare epidemiology that meets approval of the Board of Trustees.

#### **Applicants for Member-in-Training:**

- 1) Are individuals who have begun, but have not completed, a postdoctoral program in a field related to healthcare epidemiology.

#### **Applicants for Associate Membership:**

- 1) Are individuals with a professional interest in healthcare epidemiology who do not qualify for membership through any other category.

**Applicants for Emeritus membership:**

- 1) Are individuals who are a current member in good standing and have fully retired from the practice or teaching of healthcare epidemiology.

**Applicants for Corporate Member:**

- 1) Are individuals who do not qualify for other categories of SHEA membership, are employed in a business or industry related to the field of healthcare, and have a special interest in healthcare epidemiology.

All applications for membership shall be initiated by the candidate for membership and shall be in writing. Applications for membership shall be screened by administrative staff and approved by the Secretary.

**B. Fellows**

As an honorary designation, the Fellow category honors individuals who have achieved special recognition in the field of healthcare epidemiology. Applicants for Fellow status:

- 1) Must be nominated and seconded by Members of SHEA, and.
- 2) Must have 7 or more years of continuous experience as SHEA Members, and
- 3) Must meet the criteria for either the Academic track or Clinical track:
  - a. Academic track Fellow candidates should have at least 5 first-authored, or at least 10 non-first-authored, publications in peer-reviewed journals, medical school appointment at the level of associate professor or above, or documented excellence as a clinician, researcher, or teacher in healthcare epidemiology, service and commitment to SHEA as evidenced by participation on the SHEA Board of Trustees, committees, or task forces, and regular attendance at the Annual Meeting.
  - b. Clinical track Fellow candidates should have documented productivity through publication in the field of healthcare epidemiology or presentations at local, national, or international meetings on topics related to healthcare epidemiology, documented excellence as a teacher or clinician or clinical appointment at a medical or professional school, and service and commitment to SHEA as evidenced by participation on the SHEA Board of Trustees, committees, or task forces, and regular attendance at the Annual Meeting.

Fellows shall have the same voting rights as Members and are encouraged to serve on the SHEA Board of Trustees and committees. As used hereafter, "Members" shall refer to all Members in good standing who are either "Members" or "Fellows".

## ARTICLE IV OFFICERS

The officers of the corporation shall be a President, a President-elect, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the voting Members at the annual meeting. Elections for specific office will be dictated by terms of office as established below. No person shall be elected as an officer of the corporation who is not a Member of the corporation. The President, the President-elect and the Vice-President shall hold office for a term of one (1) year commencing on January 1 immediately following the annual meeting of Members at which they were elected and until their successors are duly elected and qualify. The Secretary and the Treasurer shall hold office for a term of three (3) years commencing on January 1 immediately following the annual meeting of Members at which they were elected and until their successors are duly elected and qualify. A new Vice-President shall be elected annually as provided herein. The office of the President shall be filled each year by the person who held the office of President-elect the preceding year and the office of the President-elect shall be filled each year by the person who held the office of Vice-President the preceding year. The office of Past-President shall be filled each year by the person who held the office of President the preceding year. Any vacancy occurring among the officers, however caused, shall be filled by the affirmative vote of the majority of the voting Members at the next annual meeting.

## ARTICLE V PRESIDENT

Unless otherwise directed by the Board of Trustees, all other officers of the corporation shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the corporation such contracts, agreements, documents and other instruments not in the regular course of business of the corporation which are authorized, either generally or specifically, by the Board of Trustees. The President shall have the general powers and duties of management usually vested in the office of President of a corporation. The President may from time to time, without special authority, designate one (1) or more Members to attend and represent the corporation at any meetings or proceedings of other corporations, associations or societies, or conferences, or to represent the corporation on boards or committees of other public or quasi-public bodies which are or may be established or created to further its interests or the interests of the community, the field of healthcare epidemiology or the profession of healthcare epidemiologists, and may act as such a representative. The President may from time to time delegate to any other officer of the corporation any or all of the foregoing powers and duties.

## ARTICLE VI PRESIDENT-ELECT

In the absence of the President, it shall be the duty of the President-elect to perform such duties and responsibilities of the President as the Members or the Board of Trustees shall direct. The

President-Elect shall have such duties and possess such authority as may be delegated to the President-Elect by the President.

#### ARTICLE VII VICE-PRESIDENT

In the absence of the President and the President-elect, it shall be the duty of the Vice-President to perform such duties of the President and the President-elect as the Board of Trustees shall direct. The Vice-President shall have such duties and possess such authority as may be delegated to the Vice-President by the President.

#### ARTICLE VIII SECRETARY

The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the corporation. The Secretary shall have charge of the seal of the corporation and shall perform such other duties and possess such powers as are incident to the office or as the Members or the Board of Trustees may from time to time direct. The Secretary shall yearly review the slate of nominees submitted by the Nominations Committee and shall present such slate for review and approval by the Board of Trustees. The Secretary shall periodically (no less than quarterly) review and approve the list of prospective and current members, and members to be stricken from the rolls as presented by administrative staff and shall update the Board of Trustees on issues regarding membership.

#### ARTICLE IX TREASURER

The Treasurer shall review and approve expenditures and receipts of the corporation monthly, review the investment policy of the corporation annually and bring any recommendations for modification of the investment policy to the Board of Trustees for approval. The Treasurer shall, on an annual basis, participate in the independent audit of the corporation. The Treasurer shall report to the Board of Trustees, as often as required, the financial condition of the corporation, and, to the annual meeting, the receipts and disbursements of the corporation for the year and its outstanding obligations and resources. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as the Members or the Board of Trustees may from time to time direct.

#### ARTICLE X TRUSTEES

There shall be Eleven (11) Trustees who shall constitute the Board of Trustees. These Trustees shall consist of the President, the President-elect, the Vice-President, the Secretary, the Treasurer, and Six (6) Trustees who are not Officers of the corporation. The Board of Trustees shall manage the property and affairs of the corporation subject to these Bylaws. No person shall be elected as a Trustee of the corporation who is not a Member of the corporation. The most recent past-President of the corporation shall be one of the Trustees of the corporation and shall

serve for a term of one (1) year commencing on January 1 immediately following the annual meeting of the Members at which Trustees were elected.

The other Five (5) Trustees shall serve for a term of two (2) years commencing on January 1 immediately following the year in which they were elected and until their successors are duly elected and qualify. These Trustees will be elected on a staggered schedule so that at least two (2) Trustees rotate during any election cycle.

One or more of all of the members of the Board of Trustees may be removed, for cause or without cause, by the affirmative vote of the majority of the votes cast by the Members entitled to vote for the election of the Members of the Board of Trustees. The Board of Trustees may remove its members for cause and may suspend its members pending a final determination that cause exists for removal. Any vacancy occurring among the members of the Board, however caused, shall be filled by the affirmative vote of a majority of the Active Members at the next annual or special meeting of the Active Members.

#### ARTICLE XI NOMINATING COMMITTEE

The President shall, with the advice and consent of the Board of Trustees of the corporation, annually select and appoint a Nominating Committee of not less than five (5) persons to nominate for election, such officers and Trustees of the corporation to be elected at the next annual meeting of the Members. The Nominating Committee shall be composed of one (1) of the Trustees and at least four (4) Members of the corporation who are neither Officers nor members of the Board of Trustees. The chairperson of the Nominating Committee shall be designated by the President. The selection and appointment of the Nominating Committee shall be made at least six (6) months prior to the annual meeting of the Members of the corporation.

After designation by the President, the name of the chairperson of the Nominating Committee shall be published in the next issue of the corporation's newsletter. Members of the corporation who wish to suggest candidates for nomination may do so by submitting the name of the candidate or candidates in writing to the chairperson of the Nominating Committee not later than one hundred twenty (120) days before the annual meeting of the Members of the corporation. The nominating Committee shall then select one or more nominees for each office or Trusteeship to be filled in the next election. The slate of nominees shall be submitted to the Secretary of the corporation at least ninety (90) days prior to the annual meeting of the Members of the corporation. The Secretary shall transmit the slate of nominees prepared by the Nominating Committee to each Member eligible to vote not later than sixty (60) days before the annual meeting of Members. All officers and Trustees of the corporation will be elected by the Members eligible to vote as stipulated in Article III.

#### ARTICLE XII MEETINGS

The annual meeting of the Members for business shall be held each year at a time per the discretion of the Board of Trustees, at such place as shall be fixed by the President of the

corporation in the call for such meeting. An annual meeting of the Board of Trustees shall be held in connection with the annual meeting of the Members at the same place to take such action as shall come before such meeting, and shall be held either before or after, or between sessions of, such annual meeting. The Board of Trustees may provide for additional regular meetings of the Members and the Board. Such additional regular meetings of the Members and the Board of Trustees may be held at such date and at such place, within or without the State of New Jersey, and without notice, by resolution adopted at any such meeting of the Board of Trustees.

Special meetings of the Members of the corporation or of the Board of Trustees for any purpose or purposes may be called at any time by the President of the corporation or by the Board of Trustees, or at the request of any twenty (20) Members of the corporation submitted to the Secretary in writing, but at such special meeting such business only shall be transacted as shall have been specified in the call for such meeting. Such special meeting shall be held at such place, within or without the State of New Jersey, as the Board of Trustees, in its discretion, designates. All annual, regular and special meetings of the Members of the corporation shall be held upon not less than twenty (20) nor more than sixty (60) days notice given by mail. Special meetings of the Board of Trustees shall be held on not less than two (2) days notice given personally or by telephone or other accepted electronic means, or upon not less than four (4) days notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting. Proxy forms shall be included in the meeting notice to Members, as well as instructions for submitting the proxy and the deadline for such submission.

Notice of a meeting need not be given to any Member or member of the Board of Trustees who signs a waiver of notice, whether before or after such meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Member or member of the Board of Trustees of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one (1) adjournment.

The Members or the Board of Trustees or any committee of the Board may act without a meeting if, prior to such action, each Member or member of the Board of Trustees or committee member shall consent in writing (delivered electronically or by United States mail) to such action. Such written consent or consent(s) shall be filed with the minutes of the meeting.

The Board or any committee of the Board may participate in a meeting of the Board or such committee, by means of telephone conference call or other means of communication by which all persons participating in the meeting are able to hear each other.

The date for determining the identity of Members of the corporation with regard to any meeting of the Members shall be the tenth day prior to the date of the meeting.

### ARTICLE XIII QUORUMS

Ten percent (10%) of the total Members authorized to vote at any annual or special meeting present in person or by proxy shall constitute a quorum of Members. At a Board of Trustees meeting, a majority of the members of the Board of Trustees shall constitute a quorum thereof for the transaction of business. Except as otherwise provided by applicable law or as herein provided to the contrary, the act of a majority of the Members or the Trustees at a meeting at which a quorum is present shall be the act of the group thereof.

### ARTICLE XIV VOTING AND ELECTIONS

Each Member of the corporation, with the exception of those Members who are in default pursuant to Article XVII below, shall be entitled to one (1) vote for each officer or Trustee to be elected, and shall have one vote for any and all other voting matters.

Every Member that is authorized to vote on any matter pursuant to Article III shall be entitled to vote in person at an annual or special meeting of the members, or by proxy delivered by mail, fax, email, or other form of electronic transmission. Participation by proxy shall constitute presence for purposes of a quorum. All proxy votes received by the deadline for submission of proxies shall be counted and voted at the annual or special meeting.

### ARTICLE XV COMMITTEES OF THE BOARD

The Board of Trustees, by resolution approved by a majority of the entire Board, may appoint from among Members one (1) or more committees (other than the Nominating Committee provided for in Article XI of these Bylaws) of two (2) or more Members which may include persons who are not members of the Board of Trustees, provided that at least one (1) member of each committee shall be a member of the Board of Trustees and that any act of any committee which has members which are not members of the Board of Trustees shall be advisory, shall not bind the corporation, the Board of Trustees or the Members and shall be subject to approval by the Board of Trustees, each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board of Trustees, except that no committee shall: (a) make, alter or repeal any bylaw of the corporation; (b) elect or appoint any officer or Trustee, or remove any officer or Trustee; (c) submit to the Members any action that requires the approval of the Members; or (d) amend or repeal any resolution previously adopted by the Board of Trustees.

The Board of Trustees, by resolution adopted by a majority of the entire Board, may (a) fill any vacancy in any committee; (b) appoint one (1) or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all powers of such absent or disabled members of such committee; (c) abolish any such committee at its pleasure; or (d) remove any member of such committee at any time, with or without cause.

Each committee shall have a Chairperson and a Vice-chairperson, appointed by the President with approval of the Board. The terms of the Chairperson and Vice-chairperson shall be determined by the Board.

Except as noted above, committee members shall normally have a three-year term. Members may be approved for an additional term by the Board. The committee chair, in consultation with the President, shall nominate new members to the committee.

Each committee should be broadly representative of the Society. The terms of the members, the Chairperson, and the Vice-chairperson are intended to allow broad representation and orderly turnover of the committees.

A majority of each committee shall constitute a quorum for the transaction of business and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board of Trustees at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two (2) days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at the second meeting following such committee meeting. Any such committee may participate in any meeting thereof, by means of a telephone conference call or any other means of communication by which all persons participating the meeting are able to hear each other.

#### ARTICLE XVI TASK FORCES

The President shall appoint the members to and designate a Chairman and Vice Chairman of each task force of the corporation as the President shall from time to time determine to be necessary or convenient. The size of the membership of each such task force and the term each member thereof is to serve shall be determined by the President, and any such committee member shall be eligible for reappointment at the expiration of his term. SHEA non-members who possess necessary expertise may be appointed to a task force at the discretion of the President. Any such task force, created by the President, may be terminated by the President at such time as the President determines, or by resolution adopted by a majority of the entire Board of Trustees. Any such task force may participate in any meeting thereof by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other. No act of any such task force shall bind the corporation, the Board of Trustees or the Members, and shall be subject to the approval of the Board of Trustees.

#### ARTICLE XVII DUES

Each Member of the corporation shall pay annual dues in the respective amounts determined by the Board of Trustees, in advance beginning with the first day of January following such Member's election. If such dues are not paid within sixty (60) days of the due date of the same,



such Member shall be in default. Any Member in default for dues shall cease to be a Member of the corporation and shall not be entitled to the privileges of membership nor, where applicable, the privilege to vote. In the event any Member is in default in the payment or dues for two (2) consecutive years, the Board of Trustees authorizes the SHEA administrative staff to strike such Member from the rolls of the corporation after reasonable notice is given to the Member in default. The Board of Trustees may also reinstate any such suspended Member on such terms as it may deem just and equitable. Arrearages of dues in whole or part may be remitted in the discretion of the Board of Trustees.

#### ARTICLE XVIII COMPENSATION

No Member, Trustee nor officer of the corporation shall receive any fee, salary or remuneration of any kind for services as a Trustee and/or an officer, provided, however, that Trustees and officers may be reimbursed for reasonable expenses incurred as established by policy and with the approval of the Treasurer his or her designee.

#### ARTICLE XIX DISSOLUTION

In the event the corporation shall dissolve pursuant to the provisions of the New Jersey Nonprofit Corporation Act (hereinafter referred to as the "Act"), the corporation shall adopt a plan of dissolution for the satisfaction of its liabilities and the distribution of its assets. Such plan shall comply with the provisions of the Act. In the event that there shall remain available any asset or assets of the corporation undistributed after provision for all required distributions pursuant to the Act, the plan shall provide that all such remaining assets shall be distributed to such organization(s) as the Board of Trustees and the Members shall determine is organized for the same purpose or purposes as the corporation, and which organization(s) shall be an exempt organization under the provisions of section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent revenue law or laws of the United States, regardless of the Jurisdiction where organized, for use by such organization(s) for the same purpose or purposes for which such assets were to be used by the corporation.

#### ARTICLE XX FORCE AND EFFECT OF BYLAWS

These bylaws are subject to the provisions of the Act and Certificate of Incorporation of the corporation as the same may from time to time be amended. If any provision in these bylaws is inconsistent with a provision in the Act or in the Certificate of Incorporation, the provisions of the Act or of the Certificate of Incorporation shall govern to the extent of any such inconsistency.

#### ARTICLE XXI AMENDMENT TO BYLAWS

The power to make, alter, amend and repeal bylaws is reserved to the Members. These bylaws, which are hereby adopted by the Members, may be altered, amended or repealed at any annual

meeting of the Members of the corporation at which a quorum exists according to Article XIII, but only upon the affirmative vote of two-thirds of the Members eligible to vote, represented at such meeting in person or by proxy.

Proposed amendments shall be submitted to the Members in writing at least sixty (60) days in advance of the meeting at which they are to be acted upon.

## ARTICLE XXII INDEMNIFICATION

- (a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
  
- (b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- (c) To the extent that a trustee, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suitor proceeding referred to in subsections (a) or (b) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
- (d) Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) or (b). Such determination shall be made:
  - (1) By the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or
  - (2) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested trustees so directs, by independent, legal counsel in a written opinion, or
  - (3) By the members.
- (e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner, provided in subsection (d) upon receipt of an undertaking by or on behalf of the trustees, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.
- (f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of the status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this section.

Amended July 1998

Amended November 2001

Amended March 2010