

# **Infectious Diseases Society of America**

## **Bylaws**

### **ARTICLE I**

#### **NAME AND MISSION**

The name of this corporation shall be the Infectious Diseases Society of America (IDSA), a nonprofit corporation organized under the laws of the District of Columbia. The IDSA's mission is to bring together the curiosity, compassion and knowledge of members to strengthen the field of infectious diseases, advance science and advocate for health equity.

### **ARTICLE II**

#### **MEMBERSHIP**

##### **Section 1**

###### **Membership Criteria.**

Membership in IDSA shall consist of individuals who meet both the professional qualifications and mission alignment requirements set forth below.

- (a) **Professional Qualifications.** The membership of the IDSA shall consist of physicians, doctoral level scientists and other health care professionals dedicated to the field of infectious diseases or associated disciplines through clinical practice, research, teaching, public health work, administration, or some combination of these activities.
- (b) **Mission Alignment.** As a condition of membership, the applicant must attest that they (i) support the mission, vision and code of conduct of IDSA; (ii) will conduct themselves in a manner consistent with those principles; and (iii) do not intend to engage in actions that directly oppose or undermine the Society's mission.
- (c) **Membership** shall not be denied or abridged for any reason unrelated to character or competence.

##### **Section 2**

###### **Categories of Membership.**

The categories of membership are defined below and include: Member, Fellow, Member-in-Training, Associate Member, and Medical Student or Resident Member. Some Members or Fellows may be further classified as honorary or emeritus.

- a. **Member.** An individual is eligible to become a Member immediately upon completion of postdoctoral or equivalent training in infectious diseases or a related field. In addition, professionals without formal training in infectious diseases are eligible for membership if the majority of their professional activities are in the field of infectious diseases. The essential criterion for membership is continuing identification with the field of infectious diseases.

Members are full voting members of the Society. They may participate in and/or chair councils, committees, boards, and task forces and may hold elective office. They may nominate an individual for advancement to Fellowship.

- b. Fellow. The purpose of the Fellow category of membership is to honor those members who have achieved professional excellence. To be elected to Fellowship in the IDSA, an individual must have demonstrated leadership and/or scholarship in the field of infectious diseases or a related field. There should be clear direct or indirect evidence that the nominee has achieved peer recognition as a clinician, educator, investigator, public health authority, or administrator in a field related to infectious diseases.

Advancement to Fellowship is a responsibility of the Board of Directors. The Board of Directors will consider applications for advancement to Fellowship or direct appointment as a Fellow, from any Member or Fellow. Applications must be accompanied by a curriculum vitae and provide documentation that Fellowship criteria have been met.

Election as a Fellow in the Society requires a five-year period as a Member of the Society as well as postdoctoral or equivalent training in infectious diseases or a related field. In rare circumstances, and at the discretion of the Board of Directors, an individual may be considered prior to the standard five-year membership period.

Fellows are full voting members of the IDSA. Fellows are eligible to participate in and/or chair councils, committees, boards or task forces and may hold elective office. They may nominate an individual for advancement to Fellowship.

- c. Member-in-Training. Individuals are eligible to join the IDSA as a Member-in-Training as soon as they enter a postdoctoral program in infectious diseases, clinical microbiology, or other related fields.

The essential criterion for appointment in this category is documentation that the applicant is participating in an accredited postgraduate training program.

Members-in-Training are full voting members of the Society. Members-in-Training are eligible to participate in and/or chair councils, committees, boards or task forces and may hold elective office.

- d. Associate Member. Any person who is employed as a professional in infectious diseases or a related field and who has a special interest in infectious diseases and is not eligible to be a Member is eligible to become an Associate Member. Associate Members are ineligible to vote, chair councils, committees, or task forces or hold elective office, but may serve on such groups as a member.

- e. Medical Student or Resident Member. A Medical Student or Resident with an interest in the field of infectious diseases may join upon completion of a membership form and

payment of whatever annual dues requirement, if any, established by the Board of Directors. Medical Student and Resident Members are ineligible to vote, chair councils, committees, or task forces or hold elective office, but may serve on such groups as a member.

- f. **Emeritus Member.** A Member or Fellow will be eligible for Emeritus status upon attaining the age of 65 years and retiring from their professional activities in the field of ID. At any age, an unexpected mental or physical disability or a professional decision resulting in cessation of infectious diseases professional activities will be considered justification for consideration of Emeritus status. Emeritus Members are ineligible to vote, participate in and/or chair councils, committees, or task forces or hold elective office. Approval of requests for emeritus status will be in accordance with policies established by the Board of Directors.
- g. **Honorary Member.** Any individual identified with the field of infectious diseases or who has made substantive contributions to the field of infectious diseases, will be eligible for election as an Honorary Member. Such individuals may be nominated by any Fellow or Member of the IDSA. Approval of requests for honorary status will be in accordance with policies established by the Board of Directors. Honorary Members are ineligible to vote, participate in and/or chair councils, committees, or task forces or hold elective office.

### Section 3 Resignation, Forfeiture, and Expulsion.

- a. **Resignation.** Any member in good standing may submit his or her resignation in writing to the Board of Directors.
- b. **Forfeiture.** Any member who fails to pay annual dues promptly and remains in default after successive notices, shall automatically forfeit membership in the IDSA.
- c. **Disciplinary Action.** Any member who violates the Bylaws or policies of the IDSA or if it is determined that the conduct, act or omission of the member violates the purpose, mission, and/or values of the IDSA and/or is otherwise prejudicial to the welfare or reputation of the IDSA may have their membership suspended or terminated. Any suspension or termination must be done in good faith and in accordance with due process proceedings approved by the Board of Directors.

### ARTICLE III MEETINGS OF THE IDSA

#### Section 1 Annual Meeting of the IDSA.

An annual meeting of the members shall be held once a year at a date, time, and location set by the Board of Directors. Notice of an annual meeting shall be provided to all voting members at least ten (10) days prior to the date of the annual meeting. Notice may be provided in writing, orally or by any other method permissible by law.

## Section 2

### Special Meetings of the Society.

A special meeting of the members may be called by the President, at least (3) Directors, or twenty-five percent (25%) of the members holding voting rights. Special meetings of the members, if any, shall be preceded by at least one (1) days' notice to all voting members of the date, time, location and purpose(s) of the meeting. Notice may be provided in writing, orally or by any other method permissible by law. Only business within the purposes outlined in the notice may be conducted at a special meeting of the members.

## Section 3

### Quorum.

Unless a greater proportion is required by law, one hundred (100) members shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Members.

## Section 4

### Voting.

Each member entitled to vote shall have one (1) vote, which may be cast either in person or by proxy.

## Section 5

### Action by Ballot.

Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if each member entitled to vote is provided a ballot setting forth the action proposed to be taken and providing the opportunity for voting for (or against) each action or voting for (or withholding) a vote for each candidate in the event of election for directors or other officers. An action decided by ballot, with the exception of an election for directors, is approved if the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approval equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## Section 6

## Meetings by Remote Communications.

The Board of Directors may elect to hold any meeting of the membership by means of conference telephone or by other means by which all participants are able to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.

## ARTICLE IV BOARD OF DIRECTORS

### Section 1 Powers of the Board of Directors.

The affairs of the IDSA shall be managed by a Board of Directors.

### Section 2 Composition of Board of Directors.

The Board of Directors shall consist of the Officers specified in Article V of these Bylaws and nine (9) Directors. The Chief Executive Officer serves as an *ex officio*, non-voting member of the Board of Directors.

### Section 3 Terms and Election of Directors.

All members of the Board of Directors are elected by the membership at large, except with respect to vacancies as provided in these Bylaws. The IDSA members with voting rights will elect eight (8) non-designated Directors and one (1) designated Director. The designated Director shall represent the Human Immunodeficiency Virus Medicine Association (HIVMA) of the IDSA. Each Director will serve a term of three (3) years with no limit on the number of consecutive terms a Director may serve.

Terms of office for all Director positions commence at the close of **IDWeek** and end at the close of the respective **IDWeek**.

### Section 4 Removal and Resignation.

Any member of the Board of Directors may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the Directors then in office. Prior to such removal, the Director shall be afforded an opportunity to be heard, either in person or in writing.

Except as otherwise required by law, a Director may resign from the Board of Directors at any time by giving notice in writing to the President. Such resignation shall take effect at the time

specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

**Section 5**  
**Vacancies.**

Should a position on the Board of Directors become vacant prior to the completion of the term of office of the individual in question, the Board of Directors shall appoint a director based on the recommendations from the Leadership Development Committee. The appointed individual will serve the unexpired term of the vacant position.

**Section 6**  
**Annual and Regular Meetings of the Board of Directors.**

An annual meeting shall be held once a year on a date, time, and location set by the Board of Directors. In addition, the Board of Directors may hold other regular meetings per year as it determines are appropriate. Notices for such annual and regular meetings shall provide the date, time, place of the meeting and be delivered at least ten (10) days in advance of the meeting. Notice may be provided in writing, orally or by any other method permissible by law.

**Section 7**  
**Special Meetings.**

Special meetings of the Board of Directors, if any, shall be called by the President or at least three (3) Directors and shall be preceded by at least one (1) days' notice of the date, time, and location of the meeting. Notice may be provided in writing, orally or by any other method permissible by law.

**Section 8**  
**Waiver of Notice.**

A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A Director may additionally waive any notices required by providing the IDSA, whether before or after the event to which notice was required, a signed and written waiver of notice.

**Section 9**  
**Meetings by Remote Communications.**

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone or by other means by which all participants are able to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.

**Section 10**

## Quorum and Voting.

Unless a greater proportion is required by law, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## Section 11

### Action Without a Meeting.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent in writing through electronic mail, fax, or mail authorizing the action (“unanimous written consent”). The written consents by the Directors shall be filed with the minutes of proceedings of the Board of Directors. A unanimous written consent has the effect of action taken at a meeting of the Board of Directors and may be described as such.

## ARTICLE V

## OFFICERS

### Section 1

#### Officers.

The Officers of the IDSA shall consist of a President, President Elect, Vice President, Immediate Past President, Secretary, and Treasurer.

- a. President. The President shall preside over all meetings of the members of the DSA and shall act as Chair of the meetings of the Board of Directors and Executive Committee. The President, subject to the supervision of the Board of Directors, shall perform all duties customary to that position and shall supervise and control all of the affairs of the IDSA in accordance with policies and directives approved by the Board of Directors.
- b. President Elect. The President Elect shall perform the duties and exercise the powers of the President in the absence of, or disability of the President.
- c. Vice President. The Vice President shall perform the duties and exercise the powers of the President Elect in the absence of, and/or disability or, the President Elect.
- d. Secretary. The Secretary, or his or her designee, shall be the custodian of the corporate records and of the corporate seal of the IDSA, and shall perform all duties incident to the office of Secretary.

- e. Treasurer. The Treasurer, or his or her designee, shall be responsible for the prudent stewardship and management of the IDSA's cash, investments and other assets. The Treasurer shall regularly inform the Board of Directors of the financial condition of the IDSA.

## Section 2

### Method of Election and Terms of Office.

Each year, voting will take place to elect a Vice President of the IDSA. In successive years that individual will, barring unforeseen circumstances, become President Elect, then President, and then Immediate Past President. The individual shall serve as a voting member of Board of Directors during this four-year period and shall only serve one (1) term in each office.

The IDSA members with voting rights will elect a Secretary and Treasurer who will each serve a three-year term and both positions may be eligible for one (1) additional term based on recommendation by the Leadership Development Committee and approval by the Board of Directors. The terms of office for the Secretary and Treasurer shall be staggered to ensure that both offices are not eligible for election during the same cycle.

## Section 3

### Resignation and Removal.

Any Officer of the Board of Directors may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the Directors then in office. Prior to such removal, the Officer shall be afforded an opportunity to be heard, either in person or in writing.

An Officer so removed under this position shall be deemed to have been removed from the role of Director as well.

Except as otherwise required by law, an Officer may resign from the Board of Directors at any time by giving notice in writing to the President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

## Section 4

### Vacancies.

The Board of Directors shall have the power to initiate action to fill any vacancy in any office. The Board of Directors shall appoint an officer based on the recommendations from the Leadership Development Committee. The appointed individual will serve the unexpired term of the vacant position.

## ARTICLE VI

## COMMITTEES, TASK FORCES AND ASSOCIATIONS

## Section 1

### Committees of the Board.

The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint the members of one or more committees, each consisting solely of two or more Directors, which committees shall have and exercise the powers of the Board of Directors in the governance of the IDSA (“Board Committees”). However, no Board Committee shall have the authority to adopt, amend, or repeal Bylaws; elect, appoint, or remove any Director, officer, or Board Committee member; fill vacancies on the Board of Directors, in any officer position, or on any Board Committees; adopt a plan of merger or consolidation; authorize the voluntary dissolution of the IDSA; or approve the transfer of any of the IDSA’s assets.

## Section 2

### Other Committees.

The President may create and appoint the members of other, non-Board committees as they shall deem appropriate (“Other Committees”). Other Committee members need not be Directors. Other Committees may not exercise any powers of the Board of Directors but may make non-binding recommendations to it.

## Section 3

### Committee Charters.

Each Board Committee and Other Committee shall be governed by a Committee Charter, approved by the Board of Directors, which shall include composition and duties of all committees of the IDSA.

## Section 4

### Executive Committee

**Composition:** Executive Committee of the Board of Directors shall consist of the President, Vice President, President Elect, Immediate Past President, Secretary, and Treasurer.

The Executive Committee will be responsible for the strategic direction of the IDSA and conduct the affairs of the IDSA during the intervals between meetings of the Board of Directors.

## Section 5

### Leadership Development Committee.

The Leadership Development Committee will be responsible for identifying and cultivating Society leaders; overseeing the process to solicit candidates for elected officer and director positions; presenting a candidate slate to the Board of Directors for approval; and making recommendations to the Board of Directors on the nominations and election process.

## Section 6

Human Immunodeficiency Virus Medicine Association (HIVMA).

The HIV Medicine Association is a community of health care professionals who advance a comprehensive and humane response to the HIV pandemic, informed by science and social justice. Activities of the HIVMA include but are not limited to: education for and of HIVMA/IDSA members, other health care professionals and the public; advocacy for HIV-related legislative activities; support of basic and clinical investigative research; collaboration with public health leaders, organizations and agencies; and ensuring communication between the IDSA and other professional organizations, agencies and groups with similar objectives. Policies, rules and regulations will be consistent with those of IDSA and subject to approval by the IDSA Board of Directors.

## ARTICLE VII

### MANAGEMENT AND ADMINISTRATION

#### Section 1

Chief Executive Officer.

The Chief Executive Officer (CEO) shall be the chief staff officer of the IDSA and shall, in general, supervise and have charge of all of the affairs of the IDSA, pursuant to the direction and oversight of the Board of Directors. The CEO shall have general management and direction of the activities of the IDSA and all powers ordinarily exercised by the staff head of a corporation; shall have authority to employ persons to assist in the general management and direction of the activities of the IDSA; and shall have authority to sign and execute, in the name of the IDSA, all deeds, mortgages, bonds, contracts or other instruments to be executed on the IDSA's behalf. The CEO shall also perform all duties incident to the office of CEO and such other duties as may be prescribed by the Board of Directors from time to time.

## ARTICLE VIII

### INDEMNIFICATION

The directors, officers, committee members, employees, and other volunteers of the IDSA shall be indemnified and held harmless by the IDSA from and against any and all expenses (including attorneys' fees and disbursements) and claims for liability arising in connection with their positions or activities on behalf of the IDSA to the full extent permitted by law.

## ARTICLE IX

### AMENDMENT OF BYLAWS

Unless member approval is required by the DC Nonprofit Corporation Act, the Society's Articles of Incorporation, or these Bylaws, these Bylaws may be amended or repealed, and new Bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of Directors then in office.

Bylaws amendments approved by the Board of Directors shall be communicated to the members within sixty (60) days of approval.

*(Last revised November 20, 2025)*