

North Carolina EAPA Bylaws
Submitted for Approval on 8/16/18

ARTICLE I – NAME AND OBJECTIVES

The name and title of the Chapter shall be:

North Carolina Chapter of the Employee Assistance Professionals
Association.

The objectives of the Chapter are to foster the purposes of the Employee Assistance Professionals Association (EAPA) and to provide a vehicle by which members can meet and discuss matters of mutual interest. Including:

1. Meet and share information, experiences and education opportunities that lead to improvements in the field.
2. Promote greater awareness of employee assistance programs to the general public.
3. Support the development and growth of employee assistance programs.
4. Provide professional identification for people working in the field of employee assistance.
5. Identify and respond to the needs of its membership.

ARTICLE II – ADMINISTRATION

Section 1. Books and Records

- a. The Chapter shall maintain a record of the names and contact information of the members entitled to vote.
- b. All books and records of the Chapter may be inspected by any member having voting rights, for any proper purpose, at any reasonable time.

Section 2. Fiscal Year

The fiscal year of the Chapter shall be from July 1 through June 30.

ARTICLE III – MEMBERSHIP

Section 1. Chapter Membership

- a. No person may be a member of the Chapter unless he or she is also a member in good standing of EAPA. No person who is a member in good standing of EAPA and who pays all applicable dues may be denied membership in the Chapter.
- b. Chapter membership categories and voting rights shall be the same as those established in the EAPA Bylaws.

1. Professional EAPA members may vote on Chapter issues and hold Chapter office.
 2. Associate EAPA members may vote on Chapter issues and hold Chapter office except for the office of Chapter President or Vice President.
 3. Student members may vote or hold Chapter office.
 4. Emeritus members may vote and hold office.
 5. Organizational membership carries no voting or office-holding privileges with the exception of a governmental agency designated employee member who may vote and hold office.
- c. Membership in NC EAPA may be terminated for non-payment of dues.

Section 2. Nondiscrimination

NC EAPA welcomes individuals of diverse backgrounds as members and is committed to facilitating their inclusion and participation in all Chapter activities.

Section 3. Dues and Assessments

- a. Professional, Associate, Student and Organizational members shall contribute such annual dues and other reasonable assessments as the Chapter shall determine.
- b. Emeritus or other honorary members shall not be assessed any dues or assessment as a condition of such membership.
- c. Chapter dues or assessments may be changed by a majority of the voting members present at a Chapter meeting provided that members have been notified of the proposed changes thirty (30) days prior to such meeting.
- d. Additional funds may be solicited and received by the Chapter other than by dues and assessments.
- e. EAPA HQ will invoice members for both EAPA dues and appropriate chapter dues. Collected chapter dues will be forwarded monthly to chapters by electronic funds transfer.

ARTICLE IV – OFFICERS

Section 1. Officers

- a. The officers of the Chapter are:
President
Vice President
Secretary
Treasurer
Immediate Past President
- b. The term of office shall be two years or until a successor is elected and assumes office or is appointed as provided by these bylaws. Terms of

- office shall commence at the conclusion of the September meeting in even-numbered.
- c. Officers shall be elected for a term not to exceed two years. No individual will serve more than 2 consecutive terms in the same position.
 - d. In the event that an office becomes vacant for any reason, the vacancy shall be filled by the Board of Officers.
 - e. No member may serve simultaneously as both President and Treasurer.

Section 2. Duties

- a. The President:
 - Serves as the official voice and representative of NC EAPA, the Chapter, the Board and the members.
 - Presides over meetings of the Board of Officers, Executive Committee, and the membership.
 - Appoints all standing and special committee chairs, and all representatives to allied organizations.
 - Serves as an ex-officio member of all committees.
 - Exercises general supervision over Chapter affairs.
 - Performs other duties as the Chapter may require.
- b. The Vice President:
 - Becomes President at the expiration of the current President's term.
 - Assumes the duties of the President in case of absence or inability to fulfill the duties of the office.
 - Serves as Chairperson of the Education and Training Committee.
 - Serves as a member of the Executive Committee.
 - Performs other duties as the Chapter may require.
 - Ensures that all official Chapter records are properly maintained.
 - Performs other duties as the Chapter may require.
- c. The Secretary:
 - Ensures the accurate production of minutes of all Chapter meetings.
 - Ensures that any notices required by governance documents or the Chapter are distributed properly and in a timely fashion.
 - Ensures that all official Chapter records are properly maintained.
 - Performs other duties the Chapter may requires.
- d. The Treasurer:
 - Ensures that Chapter financial transactions are timely and proper and that Chapter financial accounts are properly maintained.
 - Ensures that Chapter financial records and tax forms are properly maintained and submitted.
 - Serves as a member of the Executive Committee.
 - Performs other duties as the Chapter may require.

- e. The Assistant Treasurer:
 - Assists the Treasurer in his/her duties.
 - Serves as a member of the Board of Officers.
 - Performs other duties as the Chapter may require.

- f. The Immediate Past President:
 - Serves for one full term following the term as President. However, in case of a vacancy in the office, the position shall be filled by the appointment of another Past President or not filled at all.
 - Serves as Chairperson of the Standards and Ethics Committee.
 - Serves as a member of the Executive Committee.
 - Performs other duties as the Chapter may require.

Section 3. Board of Officers

Collectively, the officers of the Chapter shall make up the Board of Officers. The Board of Officers shall be the governing and policy-making body of the Chapter and shall have responsibility for supervising the activities of the Chapter.

- a. A majority of the Board members then in office shall constitute a quorum.
- b. The Board of Officers shall meet at least four times each year on a day to be fixed at the beginning of each administrative year, or at the call of the President.
- c. The Board may conduct business by telephone or other electronic means, provided that all members can hear and speak to one another at the same time.
- d. At least ten (10) days' notice should be given for any in-person, telephone or other electronic called meeting.
- e. Upon their election, the officers-elect of the Chapter may attend the Board of Officers meeting as non-voting participant, unless by virtue of another position they are already entitled to attend and vote.
- f. There shall be an Executive Committee, which shall have all the authority of the Boards between meetings of the Board, but cannot alter any actions taken by the Board or the membership. Any and all actions of the Executive Committee must be fully and promptly reported to the Board of Officers.
- g. The Executive Committee shall be comprised of the President, Vice President, Treasurer, Secretary, and Immediate Past President. A quorum of the Executive Committee shall be a majority of the voting members of the Executive Committee.

Section 4. Eligibility

- a. The President and Vice President of the Chapter must be a Professional Member of EAPA in good standing and must remain so throughout his or her term(s) in office.

- b. All other Chapter officers must also be either Professional, Associate, designated Governmental or Emeritus Members of EAPA in good standing and must remain so throughout their term(s) in office.

Section 5. Nomination and Election

- a. At least three (3) months before the next term of offices begins (at the March regular meeting) the President shall, with the approval of the Board of Officers, announce the appointment of a nominations committee consisting of at least three voting members in good standing. The nominations committee shall recruit and accept nominations for each officer position due for election.
- b. At least two (2) months before the next term of offices begins (by April 15th) the nominations committee shall publicize officer openings and identified nominees to all Chapter members. Additional nominations may be made, up to the date of election, provided that the nominated member is in good standing and meets the requirements for the office.
- c. Members who wish to run for an office, or members who wish to make recommendations to the nominating committee, should notify the committee by April 15th. Nominations for office can also be made at the regular NC EAPA meeting in May.
- d. The Vice President shall become President at the expiration of the current President's term. In the event the Vice President is unable to assume the office of President, the current President may be nominated to serve an additional term.
- e. The nominating committee shall select at least one nominee for each expiring office.
- f. At least one (1) month before the next term of offices begins, the election of officers shall be held. The election will be conducted by email, via the NC EAPA list serve, to all active voting members of the Chapter. No person may cast more than one vote. At least 30 day's notice of the pending election and procedures for voting will be given to all Chapter members.
- g. A plurality of those voting for each position shall be required to elect.

Section 6. Vacancy and Removal

- a. No Chapter officer may remain in office if he/she no longer meets the eligibility criteria for office.
- b. Should any elected or appointed officer be unable to fulfill his/her elected term, the remaining officers (by majority vote) shall appoint a member to fill the vacant position for the remainder of the term. The appointed member must meet the qualification requirements for the position.

- c. Any Chapter officer may be removed from office by a vote of the membership for failure to perform the duties of office, negligence, violation of EAPA's Code of Ethics, or any other reason, provided that:
 - 1. The members of the Chapter, including the officer to be removed, have been notified in advance of the reason for potential removal.
 - 2. The officer has been provided an opportunity to respond on his/her own behalf.
 - 3. A majority of those voting vote to remove the officer from office.
- d. Any member of the Board of Officers who is absent from two consecutive Board meetings may forfeit his/her office by majority vote of the Board of Officers.

ARTICLE V – COMMITTEES

Section 1. Standing Committees

- a. The Board of Officers shall determine the number and purpose of all standing and special committees required to achieve the purposes of NC EAPA.
- b. The President shall appoint the chairman of all committees and announce such appointments no later than December 1st following his/her election.
- c. In addition to Executive Committee, there shall be the following standing committees:

Standard/Ethics	Immediate Past President is Chairperson
Education & Training	Vice President is Chairperson
Finance	Treasurer & Asst. Treasurer Co-Chair
Bylaws	Chairperson is appointed by the President
Legislative & Public Policy	Chairperson is appointed by the President
Research & Information	Chairperson is appointed by the President
Membership	Chairperson is appointed by the President
Outreach	Chairperson is appointed by the President
Certification	Chairperson is appointed by the President
Diversity	Chairperson is appointed by the President
Technology	Chairperson is appointed by the President

Section 2. Special Committees

Special committees may be formed by the President with the approval of the Board. Special committees shall have their formation reviewed annually. They will go out of existence if not renewed, or automatically after their report is filed.

ARTICLE VI-MEETINGS

Section 1. Regular Meetings

- a. Chapter meetings may be held at such intervals as may be decided by the Chapter, but not less than four (4) separate times per year. If possible, the four meetings will be held in March, May, September and December.
- b. Notification of each regular meeting shall be made at least thirty (30) days before the meeting.

Section 2. Special Meetings

- a. Special meetings of the Chapter may be called by the Chapter officers or by written request of ten percent (10%) of the members eligible to vote in Chapter elections.
- b. Notification of such meeting shall state the purpose of the meeting and shall be made at least 10 days before the meeting.

Section 3. Quorum

The presence of 20% of Chapter members who are eligible to vote constitutes a quorum for the transaction of business at any regular or special Chapter meeting. A majority of voting members present shall be required to act, unless a greater vote is required by law, EAPA Bylaws, or these bylaws.

Section 4. Waiver of Notice

Whenever any notice of any meeting of the members is required under provisions of law or these bylaws, a waiver in writing, signed by those scheduled to receive notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall also constitute waiver of required notice.

ARTICLE VII – CONFLICT OF INTEREST

- a. Any Chapter Officer or member who has a financial or fiduciary interest in, or the appearance of such an interest in, a matter which comes before the Chapter shall bring such genuine or apparent conflict of interest to the attention of the Chapter and shall abstain from voting on such matter unless it is determined that no conflict of interest exists.
- b. Any person who has knowledge of such genuine or apparent conflict of interest on the part of any Chapter Officer or member must bring such conflict of interest to the attention of the Chapter, orally or in writing, and the Chapter Officer or member will abstain from voting on the matter unless it is determined by Chapter that no conflict of interest exists.
- c. When any member of the Chapter, or an interested third party, brings to

the attention of the Chapter the claim that a genuine or apparent conflict of interest exists, the Chapter will vote to determine whether an actual conflict of interest exists.

1. If the majority of those voting determine that, in fact, a conflict does exist, the member with the conflict of interest shall abstain from voting on the matter.
2. If the majority of those voting determine that no conflict of interest exists, the member may vote on the matter.

ARTICLE VIII – RELATIONSHIP WITH EAPA AND OTHER PROVISIONS

Section 1. Relationship with EAPA

The Chapter is a subordinate unit of the Employee Assistance Professionals Association, Inc. (EAPA). Any action taken by the Chapter without the prior written consent of EAPA's Board of Directors shall not be binding on, or on behalf of, EAPA. EAPA does not authorize the Chapter to act as an express or implied agent for, or on behalf of, EAPA without the prior written consent of EAPA.

Section 2. Tax Status and Restrictions on Activities

The Chapter shall operate as a not-for-profit entity, and shall maintain tax-exempt status, either independently and directly from the Internal Revenue Service, or through EAPA's group exemption. The Chapter is responsible for the proper conduct of Chapter business and reporting in accordance with federal, state and local requirements. Notwithstanding any other provisions of the bylaws, the Chapter shall not carry on any activities not permitted to be carried on by an association exempt from federal income tax under section 501 (c)(3) of the U.S. Internal Revenue Code of 1986, or any successor provision.

Section 3. Logo and Name

All public uses by the Chapter of EAPA's name, trademarks, and/or logos must be approved in advance by EAPA. Any Chapter logo must conform to EAPA guidelines and its use must be approved in advance by EAPA.

Section 4. Dissolution

- a. In the event that the Chapter does not comply with the provisions of these bylaws, EAPA's Bylaws, and/or any written agreement with EAPA, the EAPA Board of Directors has the right and authority to dissolve the Chapter or take such other action as it deems necessary to disassociate the Chapter from EAPA.
- b. The EAPA Board of Directors has the right and authority to dissolve

the Chapter or disassociate the Chapter from EAPA “for cause,” as provided in EAPA’s Bylaws.

- c. In the event of Chapter dissolution or disassociation from EAPA, the Chapter shall make a full accounting to EAPA to show payment of all debts and expenses. All remaining assets, in whatever form, at the request of EAPA, shall be returned to EAPA and credited to EAPA’s general accounts pending further direction by EAPA’s Board of Directors.

Section 5. Insurance

The Chapter shall purchase and maintain sufficient general liability insurance and professional liability (Officers and Entity liability) insurance.

ARTICLE IX – AMENDMENT OF THE BYLAWS

Section 1. Chapter Responsibility

The Chapter shall ensure that its bylaws are kept current in relation to EAPA’s bylaws.

Section 2. Amendment Process at the Chapter Level

The Board of Officers shall review Chapter bylaws whenever it receives notice that EAPA bylaws have been amended and at any other time as deemed appropriate. Should changes be required, the Board of Officers will draft suggested amendments to be submitted for approval by the Chapter membership at the next regularly scheduled Chapter meeting or through a mail or electronic ballot, provided that the notice of proposed amendments shall be given to all voting members of the Chapter at least ten (10) days before the voting deadline. Should a majority of those voting support the proposed amendments, the new recommended Chapter bylaws shall be submitted to the EAPA Board of Directors per Section 3 below.

Section 3. Approval of Draft Amendments by EAPA.

Upon completion at the Chapter level of any amendment to the Chapter bylaws, the recommended amended bylaws must be submitted to EAPA for review and approval by the EAPA Board of Directors. Chapter bylaws must be approved by the EAPA Board of Directors before they can take effect.