Employee Assistance Professionals Association

BYLAWS

ARTICLE I – NAME AND OBJECTIVES
The name and title of the Association shall be the Employee Assistance Professionals Association ("EAPA").

The objectives of EAPA, a non-profit and tax-exempt association, are as follows:

EAPA Vision Statement
To be the global voice of the employee assistance field.

EAPA Mission Statement
The mission of EAPA is to provide our members, clients, and industry partners with what they need to support workplaces and their workforces. This includes establishing a global forum for the exchange of ideas, training and education, credentialing and certification, standards and ethics, program development and research.

EAPA Goals

Our Cause (Why we exist)
EAPA helps employee assistance (EA) professionals transform the world of work through the power of EA best practice leadership pertaining to program development, service delivery, organizational consultation and a unique understanding of human behavior in the workplace.

Our Value (What we do)
EAPA connects great ideas with great people to provide an “on-ramp” into the profession, inspire leadership development and support evidence based service delivery in the EA community. EAPA leverages technology to provide meaningful data about the EA field and create cutting edge accessible forums for EA professionals’ ongoing exploration and collaboration.

Our Promise (How we serve stakeholders)
EAPA provides an exceptional membership experience, a diverse vibrant community, and essential tools to support and promote member, chapter, branch and organizational success. EAPA has the obligation to provide member services in a manner that ensures viability, growth, and ability to adapt to our changing world of work.

ARTICLE II – ADMINISTRATION
Section 1. Principal Office
EAPA shall maintain a headquarters office for conducting EAPA’s business, at a location determined by the board of directors (“Board”). Such office shall be under the direct supervision and authority of a chief executive officer.

Section 2. Administrative Officers
a. The Board shall appoint or designate a chief executive officer (“CEO”). The CEO shall report to the Board and perform duties under the direction of the board as the Board may require.
b. The CEO shall have full authority and responsibility for the operations of the headquarters office, including but not limited to employment and termination of employees; management and direction of association activities; negotiating, signing, and managing contractual relationships; and fiduciary responsibility for the assets of EAPA.
c. The CEO may appoint other such administrative officers as needed to fulfill the purpose of EAPA.
d. The CEO shall be ex-officio, nonvoting member of the Board, executive committee, and EACC, however, the CEO may be excused by majority vote during all or part of any executive session of those bodies.
e. Negotiation of the CEO’s contract will be done on behalf of EAPA by the President and President Elect. Such contract shall be reviewed by EAPA’s legal counsel and the executive committee prior to presentation to the Board for final approval. All terms of the contract shall be disclosed to the executive committee and the Board.

Section 3. Books and Records
a. EAPA will maintain at its principal office a record of the names and addresses of the members entitled to vote.
b. All EAPA books and records may be inspected by any member having voting rights, for any proper purpose, at any reasonable time.

Section 4. Fiscal Year
EAPA’s fiscal year shall be from July 1 to June 30.

Section 5. Seal
EAPA’s seal shall be approved by the Board, the custody and use of which shall be under the direction of the Secretary-Treasurer or his or her designee.

ARTICLE III – MEMBERSHIP
Section 1. Types of Memberships
Professional Member:
The Professional Membership is open to individuals that provide employee assistance activities including but not limited to:
  • direct delivery of employee assistance services
  • management of an employee assistance program
  • employee assistance program design, evaluation and consulting
  • affiliate providers
  • labor assistance / member assistance program
  • government representative
  • teaching of employee assistance programming at an accredited college or university
  • employee assistance related research
Professional Members may vote and hold office at all levels of EAPA.

Industry Partner Member:
The Industry Partner Membership is open to individuals that support the provision of employee assistance related services. Industry partners may include:
  • treatment provider
• human resource professional
• vendor

Industry Partner Members may vote and hold office at the Chapter and Branch level. Industry Partner Members may not vote or hold office at the global EAPA level.

Emerging Professional Member:
The Emerging Professional Membership is open to individuals with less than 3 years of experience as an employee assistance professional. The Emerging Professional Membership has the same rights and responsibilities as a Professional Membership. A discounted annual membership rate may be offered to these members.

Student Member:
The Student Membership is open to individuals currently enrolled full-time (12 credits) in a degree-granting program at an accredited educational institution. Student Members may vote and hold office at the Chapter and Branch level. Student Members may not vote or hold office at the global EAPA level. A discounted annual membership rate may be offered to Student members.

Senior Member:
The Senior Membership is open to individuals who are 65 years or older, and have held a Professional Membership for the prior fifteen (15) consecutive years. Senior Members may vote and hold office at the Chapter and Branch level. Senior Members may serve on committees but may not vote or hold office at the global EAPA level. A discounted annual membership rate may be offered to Senior members.

Emeritus Member:
The Emeritus Membership may be bestowed upon an individual upon nomination and approval by the Board of Directors. To be eligible for this award, the individual must have at least fifteen (15) years of membership in EAPA; be retired from any active employee assistance paid work; be a past or current CEAP; and have served EAPA in at least two (2) elected or appointed positions at the chapter, branch, or global level. Emeritus members may vote and hold office at all levels of EAPA. Membership dues are waived for Emeritus members.

Immediate past presidents of global EAPA and retiring EAPA CEOs are automatically nominated for Emeritus status and are excused from the requirement that they be retired from active employee assistance paid work.

Entity Membership:
An Entity / Agency employer may purchase multiple Professional Memberships at a discounted rate based on multiple memberships. The greater the number of EA professionals covered by Entity Membership the greater the discount. Professional memberships purchased under an entity discounted rate are owned by the entity. Specific EA professionals covered by the Entity Membership will be identified by name. All EA professionals under the Entity membership will have the same renewal date. When an EA professional under the entity membership leaves the entity, the Entity can
name a new EA professional. The departing EA professional will be covered until the group renewal date to provide an opportunity to bring their new employer on board.

Section 2. Dues and Assessments
a. Professional, Industry Partner, Emerging Professional, Student, Senior and Entity Members shall pay such annual dues and other reasonable assessments as the Board shall determine from time to time.
b. Emeritus Members or other honorary members shall not be assessed any dues or assessments as condition of such membership.

Section 3. Applications for Membership
Individual members of EAPA must also be a dues paying member of a chapter or branch (geographic or virtual) of EAPA.

Section 4. Nondiscrimination
No person shall be denied membership in EAPA on the basis of race, age, handicap, religion, ethnic origin, or sexual orientation. EAPA welcomes individuals of diverse backgrounds as members and is committed to facilitating their inclusion and participation in all EAPA global, branch, and chapter activities.

Section 5. Termination of Membership
a. Membership in EAPA may be terminated for non-payment of dues.
b. Any member may be expelled, suspended, or otherwise disciplined by the Board for cause, upon a two-thirds (2/3) vote of a quorum in attendance at a duly constituted meeting of the Board, except that a two-thirds (2/3) vote of the entire Board shall be required to expel a Board member from membership in EAPA or from the Board.

Section 6. Annual Business Meeting
a. EAPA will have an annual business meeting.
b. Items to be included in the agenda for the annual business meeting may be proposed at the request of:
   1. the Board, or
   2. by written request of at least ten percent (10%) of the voting members.
c. Such requests proposed by the voting members must be received at least sixty (60) days prior to such meeting.
d. The Board shall consider all requests for agenda items but shall make the final determination about the agenda in its sole discretion,
e. Notification of the annual business meeting will be made at least forty-five (45) days before such meeting,
f. The agenda for the annual business meeting will be available to anyone who requests it not earlier than thirty (30) days prior to the date of the meeting.
g. The executive committee may add pertinent items to the agenda of the meeting provided notice of such addition is made at least ten (10) days before such meeting.

Section 7. Special Meetings
Special Meetings of EAPA may be called by the Board or by written request of ten percent (10%) of the voting members. Notification of such meeting shall state the purpose of the meeting and shall be made at least ten (10) days before such meeting.
Section 8. Waiver of Notice Whenever any notice of any meeting of the members is required under provisions of law, the Articles of Incorporation, or these Bylaws, a waiver in writing, specifically acknowledged by the 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 constitute waiver of required notice.

Section 9. Quorum
The presence of twenty-five (25) voting members of EAPA constitutes a quorum for the transaction of business at the annual business meeting or special meeting called in accordance with Article III, Section 7.

Section 10. Voting
a. Voting privileges within EAPA are as defined in Article III, Section 1.

b. Each voting member is entitled to one (1) vote on each matter submitted to the vote of such voting members.

c. Each voting member is entitled to one (1) vote for each position on the approved ballot of nominees for open Board positions.

ARTICLE IV – OFFICERS

Section 1. Officers
a. The officers of EAPA are:
   - President
   - President Elect
   - Secretary-Treasurer
   - Immediate Past President
   - CEO (ex-officio and nonvoting)

b. With the exception of the CEO and Immediate Past President, the term of office for each specific officer position shall be for two (2) years or until a successor is elected and assumes office. The immediate Past President shall serve a one (1) year term. Terms of office shall commence at the midpoint of annual conference held in even-numbered years. The outgoing President chairs the BOD meeting at the annual conference.

c. No member may hold more than one (1) office or position at any time.

Section 2. Duties of Elected Officers
a. The President:
   - Serves as the official spokesperson and representative of the organization, the Board, and the members.
   - Presides over meetings of the Board, executive committee, and the membership.
   - Negotiates the employment contract of the CEO, in accordance with the provisions of Article II of these Bylaws.
   - Serves as the primary liaison between the Board and the CEO, with the duty to maintain regular communication with the CEO and the Board to ensure effective governance and oversight.
   - Appoints all committee and task force chairs, except the finance and the nominating committee chairs, and all representatives to allied organizations. Such appointments may be reviewed and/or rescinded at the discretion of the Board.
   - Coordinates the activities of committees serving EAPA.
   - Performs such other duties as EAPA’s governance documents or the Board may require.
b. The President Elect
- Assumes the duties of the President in case of absence or inability to fulfill the duties of the office.
- Becomes President at the expiration of the current President’s term.
- Assists the President in negotiating the employment contract of the CEO, in accordance with Article II of these Bylaws.
- Serves as an ex-officio member of the Employee Assistance Certification Commission (“EACC”).
- Serves as a member of the executive committee.
- Serves as chair of the Directors meetings.
- Coordinates governance activities related to the strategic plan for EAPA.
- Coordinates governance activities related to Chapter/Branch engagement and development.
- Performs such other duties as EAPA’s governance documents or the Board may require.

c. The Secretary-Treasurer
- Is responsible to ensure the accurate production of minutes of all Board and membership meetings.
- Except as otherwise set forth in these Bylaws, is responsible to ensure that any notices or ballots required by these Bylaws are sent properly and in a timely fashion.
- Is responsible to ensure that the official corporate and financial records of EAPA are properly maintained.
- Has custody and use of EAPA’s corporate seal, but may delegate such responsibility as needed.
- Chairs the finance committee.
- Works with the CEO and any other necessary staff to submit annual financial reports and budgets for Board approval.
- Serves as a member of the executive committee.
- Performs such other duties as EAPA’s governance documents or the Board may require.

d. The Immediate Past President
- Serves for one year following the term as president, however, in case of a vacancy in the office, the position shall not be filled.
- Serves as a non-voting ex-officio member of the executive committee. The Past President may vote when called upon to break ties.
- Chairs the Nominating Committee.
- Performs such other duties as the governance documents or board may require.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Authority
The Board shall be the governing and policy-making body of EAPA and shall have responsibility for supervising the activities of EAPA. The Board may delegate certain of its duties and functions, but such delegation shall not abrogate or vitiate its powers and responsibilities.

Section 2. Composition
The Board shall be comprised of the elected officer and seven (7) Directors, with a minimum of one Director from organized labor and a minimum of one non-US global Director. The CEO, the Immediate Past President and the EACC chair shall be non-voting, ex-officio members of the
Section 3. Quorum
A majority of the Board then in office (exclusive of ex-officio members) shall constitute a quorum. A majority of directors present shall be required to take action, unless a greater vote is required by law or these Bylaws.

Section 4. Meetings
a. The Board shall meet at least four times annually, and at other times at the call of the President, or upon request of at least five (5) voting members of the Board.
b. The Board may meet and conduct business by telephone or other electronic means, provided that all members attending can hear and speak to one another at the same time.
c. At least thirty (30) days written notice shall be given to all Board members regarding an in-person Board meeting, including for those Board members that cannot participate in person but attend the meeting via telephone or other permitted electronic means. At least ten (10) written notices shall be given to all Board members regarding a telephone or other electronic meeting. Notice may be waived by directors before, during, or after the meeting.

Section 5. Executive Committee
a. There shall be an executive committee, which shall have all of the authority of the Board between meetings of the Board and shall be consistent with Board policies and direction. Any and all actions of the executive committee must be fully and promptly reported to the Board.
b. The executive committee shall be comprised of the President, President Elect, , and Secretary-Treasurer. The CEO and Immediate Past President shall serve as nonvoting, ex-officio members of the executive committee. A quorum of the executive committee shall be a majority of the voting members of the executive committee.
c. The voting members of the executive committee shall review the terms of the CEO’s employment contract prior to presentation to the Board for approval in accordance with Article II of these Bylaws. The executive committee shall develop and implement a CEO performance review mechanism that allows for Board input; however, the actual performance review of the CEO will be conducted by the executive committee.

Section 6. Nomination and Election
a. A nominations committee comprised of six (6) to ten (10) members, shall be elected by the Board at least nine (9) months before the even-year annual business meeting. No more than one-half (1/2) of the members of the nominations committee shall be current Board members, and the remaining committee members shall be EAPA members in good standing not currently serving on the Board. EAPA’s Immediate Past President shall serve as chair of the nominations committee. Members of the nominations committee are ineligible to be on the ballot. All candidates and members of the nominations committee must be CEAPs.
b. Each Board member may nominate one (1) candidate for the nominations committee who is then a member of the Board and one (1) candidate for the nominations committee who is an EAPA member in good standing but not then serving on the Board. Election of the nominations committee shall be by plurality. If necessary, ties shall be broken by successive votes, with the candidate receiving the fewest votes removed from the list each round of voting. Ties that cannot be broken by successive votes shall be broken by lot. The President may appoint additional members to the nominations committee if:
   1. Fewer than six (6) members are elected or able to serve; or if
   2. The members of the nominations committee do not encompass sufficient geographic diversity.
c. Vacancies occurring on the nominations committee shall be filled by the President with the approval of the Board.

d. The nominations committee shall be responsible to provide three (3) distinct functions:
   1. Membership education.
   2. Nominations process management and ballot development.
   3. Election management.

e. The membership education function will occur throughout the time the nominations committee is in existence. Education activities to occur before the beginning of the ninety (90) day nominations period will include, but not be limited to:
   1. Education of voting members regarding roles and responsibilities of members of the Board and officers, the skills and abilities needed for EAPA leadership, EAPA's leadership development process, and the nominations and election process.
   2. Creation of a nominations packet that provides requirements for nominations, eligibility criteria for candidacy and voting, and guidelines for identifying and nominating candidates.
   3. Creation of a candidate packet to include a questionnaire for prospective candidates to establish their eligibility, qualifications, goals in office, and related information.

   Education activities to occur before and during the ninety (90) day nominations period will include, but not be limited to:
   1. Direct contact with interested parties to encourage nominations of eligible candidates.
   2. Oversight of publication of candidate statements and questionnaire responses.

f. The nominations process management and ballot development function will occur over a ninety (90) day period ending before the beginning of the thirty (30) day election period. Nominations committee management activities will include:
   1. Recruiting and accepting written nominations from members for open Board positions. Nominations will be accepted only if all required information has been received at the EAPA offices via mail, fax, electronic, or personal delivery from the nominator before the end of the ninety (90) day nominations period. All nominations received at the EAPA offices will be forwarded promptly to the nominations committee for review.
   2. Determining eligibility and evaluating candidates. This may include direct contact with potential candidates via any means of communication, interviews, asking candidates to complete questionnaires, and/or talking with colleagues or others in a position to provide input on candidate skills, experience, and characteristics.
   3. Selecting and certifying the candidates ballot and approving the final ballot to be placed before eligible voting members. The approved ballot shall contain any number of qualified candidates for each open position, selected to provide the mix of skills, abilities, and geographical diversity needed by the Board.
   4. Each candidate must be nominated by at least two (2) individual EAPA members in good standing. Members of the nominating committee, the Board, and EAPA staff are ineligible to nominate candidates for Board positions.

g. The election management function will occur during the thirty (30) calendar day election period. The final date of the election period must occur at least four (4) weeks prior to the even-year annual business meeting. Committee election management activities will include:
   1. Overseeing the election process to assure compliance with EAPA Bylaws and procedural requirements, responding to questions, and resolving disputes that may arise regarding the election process.
   2. Conducting or overseeing the ballot counting process, certifying the results, and presenting the results to the EAPA membership.

h. The primary method of voting will be by electronic balloting. Paper ballots may be requested.
by individual members eligible to vote. All ballots, whether paper or electronic, must be received by the last day of the election period.

i. Voter eligibility will be determined by EAPA membership status as of the first (1<sup>st</sup>) day of the election period.

j. Eligible voters may vote. If there is not a candidate for a position, the position will be considered a vacancy and will be filled in accordance with Article V, Section 8 below.

**Section 7. Eligibility**

a. Candidates for President Elect or Secretary-Treasurer must meet all of the following eligibility requirements:
   1. At least two (2) years prior Board experience; or at least two (2) years prior service as an EAPA committee, panel, or task force chair; or service of at least two (2) years as an elected EAPA chapter or branch president.
   2. Voting membership in EAPA currently and for at least the four (4) consecutive years immediately prior to nomination.
   3. Current CEAP in good standing.

b. Candidates for the Board must meet all of the following eligibility requirements:
   1. Current or past active participation in an EAPA chapter, branch, or global EAPA committee, panel, or task force.
   2. Voting membership in EAPA currently and for at least the two (2) consecutive years immediately prior to nomination.
   3. Current CEAP in good standing. At large directors residing outside of the United States may be exempted by the nominations committee from this requirement.

c. In addition to the eligibility requirements in Article V, Section 7(b) above, at least one at large director residing in the United States must be a member of a labor union and work in a labor employee assistance program.

d. Board members must maintain their respective eligibility requirements in order to remain on the Board. If any Board member’s: (i) voting membership in EAPA; (ii) CEAP good standing status; and/or (iii), in the case of the at large director designated as meeting the qualifications in paragraph c above, membership in a labor union and work in a labor employee assistance program terminates or lapses, such Board member shall have thirty (30) days from the date of termination or lapsing to reestablish his or her Board member eligibility. After thirty (30) days, if his or her eligibility is not restored, his or her position on the Board automatically shall be deemed to be terminated.

e. Except as otherwise set forth in these Bylaws, no person may serve more than two (2) consecutive terms as a member of the Board. A member of the Board may serve additional consecutive terms as an officer provided that no person may serve in the same officer position for more than two (2) consecutive terms, and further provided that such person may not alternate between officer positions while serving consecutive terms on the Board.

f. All candidates must sign a consent-to-serve form in order to have their names placed on the ballot. Such form shall state that the candidate agrees to serve if elected, and to fully participate in the work of the Board, including attendance at all Board meetings.

**Section 8. Vacancy and Removal**

a. In case of a vacancy, the Board shall fill elected positions for the remainder of the term, except that, in the case of a vacancy in the office of President, the President Elect shall become President for the remainder of the term. The Board may accept the resignation of any officer or director.

b. Service for more than half (1/2) of a term in any office will be considered as a full term.

c. An officer or director may be removed for cause provided that:
   1. The cause is stated at a meeting at which the officer or director has been notified of
same.
2. The officer or director has been given the opportunity to speak on his/her own behalf.
3. There is a two-thirds (2/3) vote of the entire Board in the affirmative for removal.

ARTICLE VI – COMMITTEES
Section 1. Standing Committee
a. The finance committee shall be a standing committee of the Board, with the responsibility to monitor and recommend policies and programs to ensure the financial and administrative health and stability of EAPA and to perform related activities as directed by the Board.
b. The finance committee shall be chaired by the Secretary-Treasurer and shall be comprised of at least three (3) members. Committee members are appointed by the committee chair with the approval of the President. The Board may appoint or remove committee members at any time.
c. The finance committee may make and operate by its own rules and procedures to the extent such rules and procedures are consistent with the rules, standards, and procedures developed and implemented by the Board and/or the executive committee. The finance committee may conduct business by mail, telephone, email, or other means. Decisions by the finance committee must be agreed to by a majority of that committee’s members and any report of the finance committee may contain only what is agreed to by a majority of its members. If meeting by telephone conference or in person, a quorum of the finance committee is a majority of the voting members of the finance committee.
d. Subcommittees or task forces may be created by the Board to enhance and support the work of the association.

Section 2. Special Committees
Special committees may be formed or terminated by the President with the approval of the Board. The need and existence of special committees shall be reviewed annually by the Board. Special committees shall automatically terminate after their final report is delivered to the Board. Examples of Special Committees include the Awards Committee, Research Committee, Communications Committee, Membership Retention and Engagement Committee, etc.

Section 3. Employee Assistance Certification Commission
a. The Employee Assistance Certification Commission (“EACC”) is the policy-making body for all professional certification activities for persons engaged in the field of employee assistance programming. The EACC is responsible for issuing, suspending or revoking, among other things, the CEAP credential.
b. The EACC is composed of nine (9) commissioners appointed by the President with the approval of the Board.
   1. The commissioners serve for three (3) year staggered terms. A commissioner who has served a full three (3) year term will be ineligible for a consecutive term.
   2. At least one (1) commissioner will reside outside of the United States.
   3. The EAPA President Elect and CEO shall be non-voting, ex-officio members of the EACC.
   4. The EACC Chair shall serve as an ex-officio member of the EAPA Board of Directors. The EACC Chair, upon completion of the term, shall serve a one (1) year term as a non-voting ex-officio member of the EACC.
c. The EACC is responsible for adopting operating rules and procedures, including the election of a chairperson and such officers, all of whom must be CEAPs, as deemed necessary to direct and perform the duties and responsibilities of the EACC. The operating rules and procedures will not conflict with the Bylaws and/or EAPA Articles of Incorporation.
d. The EACC is independent in matters relating to certification and has full authority for establishing policies, procedures and standards required for the following EACC related activities:
1. Eligibility and examination qualifications;
2. Examination content and construction;
3. Test administration;
4. Scoring, in accordance with generally accepted psychometric principles;
5. Certification without examination;
6. Rules of procedure for meetings, including site, frequency and agenda;
7. Appeals;
8. Committees, standing and ad hoc.
e. The EACC may make recommendations to the Board and/or the CEO. The EACC does not have independent authority to do the following:
1. Establish or modify certification related fees;
2. Authorize revenue producing activities or expenditures;
3. Obligate and/or encumber the EACC or EAPA, including in connection with contracts related to credentialing and/or testing;
4. Administrative, legal, and management support services;
f. The EACC will evaluate, at least annually, the timeliness, quality and effectiveness of any contractor(s) with whom it works, and report with recommendations to the Board about such services, including the need to continue or alter the services and/or independent contractors.
g. The EACC shall submit a report to the Board about its activities at every Board meeting.

ARTICLE VII - CONFLICT OF INTEREST
a. Any member of the Board or a committee who has a financial or fiduciary interest in, or the appearance of such an interest in, a matter which comes before the Board or any committee shall bring such genuine or apparent conflict of interest to the attention of the Board or such committee and shall abstain from voting on such matter unless it is determined by the majority of the remaining members of the Board or applicable committee that no conflict of interest exists or that a conflict may be waived.
b. Any person who has knowledge of such genuine or apparent conflict of interest on the part of any member of the Board or any committee must bring such conflict of interest to the attention of the Board or such committee and the member of the Board or committee will abstain from voting on the matter unless it is determined by the majority of the remaining members of the Board or applicable committee that no conflict of interest exists or that such conflict may be waived.
c. When any member of the Board, a committee, or an interested third party, brings to the attention of the Board or committee the claim that a genuine or apparent conflict of interest exists, the Board or committee will vote to determine whether an actual conflict of interest exists and/or whether such conflict of interest may be waived.
1. If the majority of those voting determines that, in fact, a conflict does exist and it may not be waived, 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 or that such conflict may be waived, the member may vote on the matter.
ARTICLE VIII – SUBORDINATE UNITS

Section 1. Chapters

a. Chapters within the United States may be organized in order to foster the purposes of EAPA and to provide a vehicle by which members can meet and discuss matters of mutual interest. Chapters may be based on a geographic area or a virtual chapter organized around a common interest, specialty or theme.

b. Any twelve (12) or more individual EAPA members with common geography, theme, specialty or interest may petition for chapter status. The formation of a chapter wholly within the geographic area of an existing chapter will not be precluded. The Board may grant reasonable exceptions to these requirements, according to policies adopted by the Board.

c. Applications for any chapter status will include proposed chapter bylaws, which must be substantially similar to EAPA’s model chapter bylaws, subject to modification due to state law requirements. Applications for any chapter status must be submitted to the Board for consideration and approval according to Board policies.

d. Chapters have no right to, and may not represent that they can, obligate policy, finances, or any other matters, on behalf of EAPA without the prior written approval of the Board.

e. Chapters must operate as not-for-profit entities, or the equivalent thereof, and must obtain such tax-exempt status either independently and directly from the Internal Revenue Service, or through EAPA’s group exemption. Chapters are responsible for maintaining tax exempt status, the proper conduct of chapter business and reporting in accordance with federal, state and local requirements. Chapters are required to respond to the annual EAPA Call for Data.

f. Chapters are strongly encouraged to file articles of incorporation or similar organizational documents establishing their independent corporate status. Any action taken by the local chapter without the prior written consent of the Board shall not be binding on, or on behalf of, EAPA. EAPA does not authorize any local chapter to act as an express or implied agent for, or on its behalf without its prior written consent.

g. Each chapter shall use the bylaws submitted to and approved by the Board, and based on EAPA’s model chapter bylaws, subject to modification due to state law requirements. Chapter bylaws must allow for EAPA to have the right and authority to dissolve the chapter or take such other action as it deems necessary to disassociate the chapter from EAPA in the event that the chapter does not comply with the provisions of these Bylaws, the chapter’s bylaws, and/or any written agreement with EAPA. Chapter bylaws may not be in conflict with the Bylaws as the same may be amended from time to time. Updates to chapter bylaws must be reviewed and approved by the Board and must be in accordance with Board policies.

h. 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.

i. No person may be a member of a 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 an EAPA chapter. Individuals may be a member of more than one chapter. Chapter membership categories and voting rights shall be the same as those established in Article III of these Bylaws.

j. Chapter officers shall be elected for a term not to exceed (2) years. No individual will serve more than 2 consecutive terms in the same officer position. Exceptions require approval of the EAPA Board of Directors.

k. The Board may review the viability of any chapter whose membership falls below twelve (12) members in good standing to determine if it can be revived or merged into another chapter. If a chapter can not be revived or merged into another chapter, the Board may, among other things, call for the dissolution of the chapter and the disassociation of the chapter from EAPA.
Section 2. Branches

a. Local, regional, or national branches located outside the United States may be organized in order to foster the purposes of EAPA and to provide a vehicle by which members can meet and discuss matters of mutual interest.

b. Any twelve (12) or more individual EAPA members residing or working in the same geographic area may petition for branch status. The formation of a branch wholly within the geographic area of an existing branch will not be precluded. Existing branches are grandparented under the historic requirement of 6 members for formation and must maintain 12 members going forward.

c. Applications for branch status will include proposed branch bylaws and will be submitted to the Board for consideration on the appropriate forms according to policies developed by the Board.

d. Branches have no right to obligate policy, finances, or any other matters, on behalf of EAPA without the prior written approval of the Board.

e. Any action taken by a branch without the prior written consent of the Board shall not be binding on, or on behalf of, EAPA. EAPA does not authorize any branch to act as an express or implied agent for, or on its behalf, without the prior written consent of EAPA.

f. Each branch shall use the bylaws submitted to and approved by the Board. Branch bylaws must not be in conflict with the EAPA global Bylaws. Updates to branch bylaws must be reviewed and approved by the Board and must be in accordance with policies developed by the Board. It is the responsibility of each branch to ensure that its bylaws are always consistent with the Bylaws, as they may be amended from time to time. Branches will be required to respond the annual EAPA Call for Data.

g. Branch meetings may be held at such intervals as may be decided by the branch, but not less than four (4) separate times per year.

h. No person who is a member in good standing of EAPA and who pays all applicable dues may be denied membership in an EAPA branch in that member’s geographic area. A person may be a member of a branch, without EAPA membership, if they reside within the geographic branch region.

i. To retain branch status, every branch must: (i) maintain at least twelve (12) current EAPA members among its membership; (ii) establish and maintain a board of officers and/or directors, all of whom must also be EAPA members in good standing; and (iii) remain current in paying EAPA’s annual branch fee.

j. Branches may allow their associate or non-EAPA members to vote on branch issues; however only EAPA members in good standing may hold a branch officer position.

k. The Board may grant reasonable exceptions to these requirements

Section 3. Chapter and Branch Dissolution

a. EAPA chapters and branches may be required to dissolve and shall be disassociated from EAPA “for cause”, upon the majority vote of the Board. “For cause” may include, but is not limited to:

1. Failure to adequately represent the interest of local members;
2. Failure to comply with the EAPA Code of Ethics;
3. Behavior which is inconsistent with the goals and standards of EAPA;
4. Failure to conduct business in a financially responsible manner;
5. Failure to be responsive to legitimate Board and staff requests; and
6. Failure to maintain the requisite minimum number of individual voting members.

b. Upon dissolution and/or disassociation from EAPA, each such chapter and/or branch shall make a full accounting to EAPA to show payment of all debts and expenses. All remaining
ARTICLE X - LIABILITY INDEMNIFICATION AND REMUNERATION

Section 1. Liability and Indemnification
a. In the absence of fraud or willful misconduct, the officers, directors, commissioners, and employees of EAPA will not be personally liable for its debts, obligations, or liabilities.

b. EAPA will indemnify all officers, directors, commissioners, and employees of EAPA, or any person who may have served at its request as an officer, director, or commissioner of another organization, whether for profit or not for profit, against claims or expenses actually and necessarily incurred in connection with the defense of, or any liability arising from, any action, suit, or proceeding of any nature arising out of or in connection with EAPA.

c. Indemnification will not be deemed exclusive of any other rights to which such officer, director, commissioner, or employee may be entitled under the Bylaws, agreement, vote of the Board, or otherwise.

d. EAPA may purchase and maintain insurance on behalf of any person who is or was an officer, director, commissioner, or employee against any liability asserted against him or her in any such capacity.

e. Indemnification by EAPA will cover all amounts above and beyond policy coverage or items not included in coverage, including reasonable attorneys’ fees and court costs, except in the case of: (i) fraud or willful misconduct, or (ii) any action filed by EAPA against such person resulting in the finding by a court or arbitrator, as the case may be, that such person breached his or her duty to EAPA.

Section 2. Remuneration.
With the exception of services provided under certain contractual agreements, members of the Board, commissioners of the EACC, and all other members serve as unpaid volunteers, who may be reimbursed only for actual out-of-pocket expenses. Payments for contractually purchased service shall be determined by the specific contract, the awarding of which shall be governed by sound fiscal management practices.

ARTICLE XI - EXEMPT STATUS PROVISIONS

Section 1. Restrictions on Activities
Notwithstanding any other provisions of the Bylaws, EAPA 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 2. Dissolution
In the event of dissolution, the residual assets of EAPA will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the U.S. Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code.

ARTICLE XII - AMENDMENTS OF THE BYLAWS

Section 1. Amendment by Membership
These Bylaws may be amended, repealed, or altered, in whole or in part, and additional bylaws may be adopted, by a majority of those voting members voting at an annual business meeting or special meeting of the membership at which a quorum is present, or through a mail or
electronic ballot, provided that the notice of any proposed amendments shall be mailed to all voting members at least six (6) weeks before the voting date.

Section 2. Amendment by Board of directors
Alternatively, these Bylaws may be amended by a majority vote of the entire Board held at a regular or special meeting of the Board, provided that notice of any proposed amendment is submitted to the Board at least thirty (30) days before the meeting at which the amendment is to be considered.