

# **Employees 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**

To promote the highest standards of practice and the continuing development of employee assistance professionals, programs, and services.

#### **EAPA Goals**

1. **Organizational Effectiveness**: Continuously improve EAPA's organizational structure and resources to pursue its Vision, achieve its Mission, and fully satisfy the needs of its members.
2. **Policy Advocacy**: Promote access to employee assistance services for all employed persons and their families.
3. **Professional Ethics**: Support the highest level of ethical practice among employee assistance professionals.
4. **Professional Development**: Continuously improve the competency and qualifications of employee assistance professionals.
5. **Professional Standards**: Foster the highest level of employee assistance program standards.
6. **Professional Recognition**: Promote awareness and recognition of employee assistance program benefits.
7. **Research and Information**: Provide information and sponsor research on issues affecting the development of the field and its professionals.

### **ARTICLE II – ADMINISTRATION**

#### **Section 1. Principal Office**

The Association shall maintain an office for the conduct of business of the Association, at a location determined by the board of directors. Such office shall be under the direct supervision and authority of a chief executive officer.

#### **Section 2. Administrative Officers**

- a. The board of directors shall appoint or designate a chief executive officer (CEO). The chief executive officer shall report to the board and perform duties under the direction of the board as the board may require.
- b. The chief executive officer 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, and fiduciary responsibility for the assets of the Association.

- c. The chief executive officer may appoint other such administrative officers as needed to fulfill the purpose of the Association.
- d. The chief executive officer shall be an ex-officio, nonvoting member of the board of directors, 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 chief executive officer's contract will be done on behalf of the Association by the president and president elect. Such contract shall be reviewed by the Association'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 of directors.

### **Section 3. Books and Records**

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

### **Section 4. Fiscal Year**

The fiscal year of the Association shall be from July 1 to June 30.

### **Section 5. Seal**

The Association's seal shall be approved by the board of directors, the custody and use of which shall be under the direction of the secretary-treasurer or designee.

## **ARTICLE III – MEMBERSHIP**

### **Section 1. Types of Memberships**

#### **a. INDIVIDUAL Membership**

1. **Professional Member** – An individual currently engaged in employee assistance professional activities, including direct delivery or management of EA services, EA consulting, teaching of EA programming or any of its specialized functions at an accredited college or university, and EA related research. Professional members may vote and hold office in EAPA at the chapter or branch level. However only professionals currently active in the profession may hold office at the international level.
  - a) **Certified Professional Member** – A Professional Member who is currently a Certified Employee Assistance Professional (CEAP).
  - b) **Retired Professional Member** - A Professional Member retired from active employment in employee assistance.
2. **Associate Member** – An individual who is associated with or interested in the field of employee assistance, for example; an affiliate provider, vendor, government official, human resources professional, or other individual not directly engaged in an EA role. Associate members may vote and hold office other than president at the chapter level. Associate members may not vote or hold office at the international level.
3. **Student Member** – An individual who is currently enrolled in a degree-granting program at a nationally or regionally accredited educational institution. Students must submit evidence of their student status annually. Student members may not vote or hold office at the chapter, branch, or international level.
4. **Emeritus Member** – This is an honorary membership category. To achieve this status, an individual must be nominated by a member of the board of directors and approved by the board of directors. To be eligible for this award, the individual must have at least 15 years of individual 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 elected or appointed positions at either the chapter, branch, or international level. The individual must be personally present at the annual conference awards ceremony to receive the award unless medically or financially unable to attend. A maximum of two individuals may be approved in any given year. Emeritus members may vote and hold office at the chapter or branch level, but not at the international level.

**b. ORGANIZATIONAL Membership**

1. **Organizational Member** - A company, labor union, institution, agency, or governmental unit interested in or supportive of employee assistance programs, professionals, or services. Organizational membership carries no voting or office-holding privileges at either the chapter, branch, or international levels.
2. **Government Agency Member** - An optional category for a governmental unit. Under this membership, the governmental unit receives none of the services/benefits otherwise associated with organizational membership, and instead designates one employee of the unit to receive individual member benefits. The designated employee of a government agency member will have the voting and office holding privileges associated with either the individual professional or associate membership, depending upon whether he/she is currently personally engaged or not engaged in employee assistance professional activities.

**Section 2. Dues and Assessments:**

- a. Professional, associate, student, and organizational, and government agency members shall contribute such annual dues and other reasonable assessments as the board of directors shall determine.
- b. Emeritus 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 belong to a local chapter or branch of EAPA if one is available within a reasonable distance.

**Section 4. Nondiscrimination**

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

**Section 5. Termination of Membership**

- a. Membership in EAPA may be terminated for non-payment of dues.
- b. A member may be expelled, suspended, or otherwise disciplined by the board of directors for cause, upon a two-thirds vote of the board of directors, except that a two-thirds vote of the voting members of the board of directors shall be required to expel from membership in EAPA or the board.

**Section 6. Annual Business Meeting**

- a. The Association will have an annual business meeting at the annual conference.
- b. Items to be included in the agenda for the annual business meeting may be proposed at the request of:
  1. the Board of directors, or
  2. by written request of at least ten (10) percent 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. Notification of the annual business meeting will be made by the chief executive officer at least forty-five (45) days before such meeting,
  - e. The agenda for the annual business meeting will be available to anyone who requests it thirty (30) days prior to the date of the meeting.
  - f. 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 Meeting of the Association may be called by the board of directors of the Association or by written request of ten (10) Percent of the voting members. Notification of such meeting shall state the purpose of the meeting; shall be made by the chief executive officer; 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, signed 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 also constitute waiver or required notice.

### **Section 9. Quorum**

The presence of twenty-five (25) voting members of the Association constitutes a quorum for the transaction of business at the annual business meeting or special meeting called per Article III, Section 7.

### **Section 10. Voting**

- a. Voting privileges within the Association are as defined in Article III, Section 1.
- b. Each voting member is entitled to one vote on each matter submitted to the vote of such voting members.
- c. Each voting member is entitled to one vote for each position on the board of directors, including all district directors, regardless of the district in which the voting member lives or works.

## **ARTICLE IV – OFFICERS**

### **Section 1. Officers**

- a. The officers of the Association are:
  - President
  - President Elect
  - Secretary-Treasurer
  - Immediate Past President
  - Chief Executive Officer (ex-officio and nonvoting)
- b. The term of office shall be for two years or until a successor is elected and assumes office. Terms of office shall commence at the annual conference held in even-numbered years.
- c. No member may hold more than one office at any time.

### **Section 2. Duties of Elected Officers**

- a. The President:
  - Serves as the official voice and representative of the organization, the board, and the members.
  - Presides over meetings of the board of directors, 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 standing committee chairs, except the Nominating Committee, and all representatives to allied organizations. Such appointments may be reviewed and/or rescinded at the discretion of the board of directors.
  - Serves as an ex-officio member of all EAPA committees and commissions, except the Nominating Committee.
  - Performs such other duties as the governance documents or 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), and is the primary liaison between the board and the EACC.
  - Serves as a member of the executive committee.
  - Coordinates the activities of committees serving the Association.
  - Performs such other duties as the governance documents or board may require.
- c. The Secretary-Treasurer
- Is responsible to ensure the accurate production of minutes of all board and membership meetings.
  - 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 the Association are properly maintained.
  - Has custody and use of the Seal of the Association, but may delegate such responsibility as needed.
  - Chairs the Finance and Administration 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 the governance documents or board may require.
- d. 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 not be filled.
  - Serves as a member of the executive committee.
  - Performs such other duties as the governance documents or board may require.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1. Authority**

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

### **Section 2. Composition**

- a. The board of directors shall be comprised of the elected officers, a labor director, and five district directors. The CEO and the EACC chair shall be non-voting, ex-officio members of the board of directors.
- b. Each district shall be represented on the board by a director elected in accordance with Article III, Section 10, who in addition to serving as a director on the board, shall serve as the primary liaison to the members of that district from the board, and shall coordinate district activities and events.
- c. There shall be a labor director elected to serve as the primary liaison from the board to members who are members of labor unions who work in labor programs.

### **Section 3. Quorum**

A majority of the board members 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, these bylaws, or the parliamentary authority.

### **Section 4. Meetings**

- a. The board shall meet at least twice annually, and at other times at the call of the president, or upon request of any five voting members of the board.
- b. 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.
- c. At least 30 days notice shall be given of any in-person board meeting. At least 10 days notice shall be given of any 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, 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 directors.
- b. The executive committee shall be comprised of the president, president elect, secretary-treasurer, and immediate past president. The CEO shall serve as a nonvoting, ex officio member 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.
- d. The executive committee shall develop and implement a performance review mechanism that allows for board input, however, the actual performance review of the chief executive officer will be conducted by the president, president elect, immediate past president, and secretary-treasurer.

### **Section 6. Nomination and Election**

- a. A Nominations Committee comprised of seven to ten (7-10) members, shall be elected by

the board at least eighteen (18) months before the even-year annual business meeting. Each board member may nominate up to two candidates for the committee, and each district must be represented on the committee. All candidates and members of the committee must be Certified Employee Assistance Professionals.

- b. Election of the nominations committee shall be by plurality, and the candidate with the greatest number of votes shall be named chair. Ties shall be broken by lot. The president may appoint additional members to the committee if:
  1. Fewer than seven (7) members are elected or able to serve; or if
  2. All districts are not represented.
- c. Vacancies occurring on the committee shall be filled by the president with the approval of the board of directors.
- d. The nominations committee shall be responsible to provide three distinct functions:
  1. Membership education.
  2. Nominations process management.
  3. Election management.
- e. The membership education function will occur throughout the time the committee is in existence. Education activities to occur before the beginning of the 90 day nominations period will include, but not be limited to:
  1. Education of voting members regarding roles and responsibilities of EAPA board members and officers, the value of leadership service, 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 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 function will occur over a 90 day period ending before the beginning of the 30 day election period. Committee nomination management activities will include:
  1. 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 90 day nominations period. All nominations received at the EAPA offices will be forwarded promptly to the nominations committee for review.
  2. Determining candidate eligibility. This may include direct contact with potential candidates via any means of communication, interviews, and/or asking candidates to complete questionnaires.
  3. If no candidate is nominated or deemed eligible for an open position after the first 30 days of the nominations period, the nominations committee will notify all chapters and members in order to encourage additional nominations.
  4. Certifying the list of all eligible candidates for open positions and approving the final ballot to be placed before eligible voting members.
- g. Each candidate must be nominated by at least two individual EAPA members in good standing. Members of the Nominating Committee, the board of directors, and EAPA staff are not eligible to nominate candidates for board positions. There is no minimum or maximum requirement for the number of eligible candidates to be placed on the ballot for each open

- position.
- h. The election management function will occur during the 30 calendar day election period. The final date of the election period must occur at least four 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, respond to questions, and resolve 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.
  - i. 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 to be counted.
  - j. Voter eligibility will be determined by EAPA membership status as of the first day of the election period.
  - k. A plurality of those voting for each position shall be required to elect.

### **Section 7. Eligibility**

- a. Candidates for president elect or secretary-treasurer must meet all of the following eligibility requirements:
  - 1. At least two years prior board experience; or at least two years prior service as an EAPA committee, subcommittee, or task force chair; or service of at least two years as an elected EAPA chapter or branch president.
  - 2. Voting membership in EAPA for at least four consecutive years prior to nomination.
  - 3. Current CEAP in good standing.
- b. Candidates for the board of directors must meet all of the following eligibility requirements:
  - 1. Service of at least one full term as an elected chapter officer.
  - 2. Voting membership in EAPA for at least four years prior to nomination.
  - 3. Current CEAP in good standing.
- c. In addition to the eligibility requirements in (b) above, a candidate for district director must reside in the district he/she aspires to represent. The district 5 director is exempt from the requirement to be a current CEAP.
- d. In addition to the eligibility requirements in (b) above, a candidate for labor director must also be a member of a labor union and work in a labor program.
- e. No person may serve in the same office for more than two consecutive terms.
- f. All candidates must sign a consent-to-serve form in order to have their name 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 meetings of the board of directors.

### **Section 8. Vacancy and Removal**

- a. In case of a vacancy, the board of directors 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 of directors may accept the resignation of any officer or director.
- b. Service for more than half 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 shall be 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 and Administration 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 the Association and to perform related activities as directed by the board.
- b. The Finance and Administration Committee shall be chaired by the secretary-treasurer and shall be comprised of at least three members. Committee members are appointed by the committee chair with the approval of the President. The board of directors may reserve the right to appoint or remove committee members at any time.
- c. The Finance and Administration Committee may make and operate by its own rules or procedures to the extent such rules and procedures are consistent with the rules, standards, or procedures developed by the board of directors and/or the executive committee. The committee may conduct business by mail, telephone, email, or other means, but the report of the 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 committee is a majority of the voting members of the committee.
- d. Subcommittees or other subordinate bodies may be created by the board of directors to enhance and support the work of the committee.

### **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. Special committees will go out of existence if not renewed, or automatically after their final report is filed.

### **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.
- b. The EACC is composed of nine (9) Commissioners appointed by the president with the approval of the board of directors.
  1. The commissioners serve for three (3) year staggered terms. A commissioner who has served a full three-year term will not be eligible for a consecutive term.
  2. At least one commissioner will be from 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, upon completion of the term, shall serve one year as a non-voting ex-officio member of the EACC.
- c. The EACC is independent in matters relating to certification and has full authority for establishing policies, procedures and standards required for the following:
  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.
- d. The EACC will adopt a set of operating rules and procedures to include election from among its members of a chairperson and such officers as deemed necessary to direct and perform

the duties and responsibilities of the EACC and terms thereof. These operating rules and procedures will not conflict with the EAPA Bylaws or Articles of Incorporation.

- e. The EACC will consult with and obtain approval from the EAPA board for the following decisions:
  - 1. Establishment or modification of certification related fees;
  - 2. Adoption of an annual budget;
  - 2. Obligations encumbering the EACC or the Association;
  - 3. Changes in number or composition of committees or task forces;
  - 4. Administrative, legal, and management support services;
  - 5. Acceptance or provision of grants, contracts, and publications;
- 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 executive committee such services it deems appropriate for said contractor(s) to provide in the future.
- g. The EACC will submit a written report for every board meeting.

### **ARTICLE VII - CONFLICT OF INTEREST**

- a. Any member of the board of directors 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 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 member of the board or any committee must bring such conflict of interest to the attention of the board or such committee, orally or in writing, and the member of the board or committee will abstain from voting on the matter unless it is determined by the majority of the members of the board that no conflict of interest exists.
- 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.
  - 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 – SUBORDINATE UNITS**

#### **Section 1. Districts**

The Association shall be divided into districts, as follows:

- District 1: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia.
- District 2: Alabama, Arkansas, Florida, Georgia, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, and Texas.
- District 3: Illinois, Indiana, Iowa, Minnesota, Michigan, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

District 4: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.

District 5: All other parts of the world, including Canada.

## **Section 2. Chapters**

- a. Within Districts 1, 2, 3, and 4, local chapters may be organized in order to foster the purposes of the Association and to provide a vehicle by which members can meet and discuss matters of mutual interest. Any twelve (12) or more individual members residing or working in the same geographic area may petition for chapter status, provided that 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.
- b. Applications for chapter status will include proposed chapter bylaws and will be submitted on the appropriate forms according to policies developed by the board of directors.
- c. Chapters have no separate legal existence apart from EAPA. Chapters have no right to obligate policy, finances, or any other matters, on behalf of the Association without approval of the EAPA board of directors.
- d. Chapters may incorporate at their discretion; however, whether or not a chapter elects to incorporate as a separate legal entity, any action taken by the local chapter without the prior written consent of EAPA's board of directors shall not be binding on the Association. EAPA does not authorize any local chapter to act as an express or implied agent for, or on behalf of, the Association without the prior written consent of the Association. The benefits and privileges enjoyed by a local chapter as described in these bylaws and other EAPA governance documents shall be the same regardless of whether the local chapter incorporates as a separate entity.
- e. Each chapter shall use the bylaws submitted to and approved by the EAPA board of directors. Chapter bylaws must not be in conflict with EAPA's bylaws. Updates to chapter bylaws must be reviewed and approved according to policies developed by the board of directors. It is the responsibility of each chapter to ensure that its bylaws are kept current in relation to EAPA's bylaws.
- f. Chapter meetings may be held at such intervals as may be decided by the chapter, but not less than four (4) times per year.
- g. 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.
- h. Chapter membership categories and voting rights will be the same as those established in Article III of these bylaws. Chapters may allow their associate members to vote on chapter issues and hold office at the chapter level except for the office of chapter president.

## **Section 3. Branches**

- a. Within District 5, local, regional, or national branches may be organized in order to foster the purposes of the Association and to provide a vehicle by which members can meet and discuss matters of mutual interest. Any six (6) or more individual members residing or working in the same geographic area may petition for branch status, provided that the formation of a branch wholly within the geographic area of an existing branch will not be precluded. The board may grant reasonable exceptions to these requirements, according to policies adopted by the board.
- b. Applications for branch status will include proposed branch bylaws and will be submitted on the appropriate forms according to policies developed by the board of directors.
- c. Branches have no right to obligate policy, finances, or any other matters, on behalf of the

- Association without approval of the EAPA board of directors.
- d. Any action taken by a branch without the prior written consent of EAPA's board of directors shall not be binding on the Association. EAPA does not authorize any branch to act as an express or implied agent for, or on behalf of, the Association without the prior written consent of the Association.
  - e. Each branch shall use the bylaws submitted to and approved by the EAPA board of directors. Branch bylaws must not be in conflict with EAPA's bylaws. Updates to branch bylaws must be reviewed and approved according to policies developed by the board of directors. It is the responsibility of each branch to ensure that its bylaws are kept current in relation to EAPA's bylaws.
  - f. Branch meetings may be held at such intervals as may be decided by the branch, but not less than four (4) times per year.
  - g. 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.
  - h. Branch membership categories and voting rights will be the same as those established in Article III of these bylaws. Branches may allow their associate or non-EAPA members to vote on branch issues; however only EAPA members in good standing may hold office at the branch level.

#### **Section 4. Chapter and Branch Dissolution**

- a. Local EAPA chapters and branches may be dissolved for cause by majority vote of the board of directors. Such 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; and
  - 5. Failure to maintain the requisite minimum number of individual voting members.
- b. Upon dissolution of a chapter or branch, a full accounting shall be made to show payment of all debts and expenses, and whatever monies remain shall be returned to EAPA headquarters to be credited to EAPA general accounts pending further direction by the board.

### **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 the Association will not be personally liable for its debts, obligations, or liabilities.
- b. The Association will indemnify any officer, director, commissioner, or employee of the Association, 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 Association.
- c. Indemnification will not be deemed exclusive of any other rights to which such officer, director, commissioner, or employee may be entitled under any bylaws, agreement, vote of the board of directors or members, or otherwise.
- d. The Association 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/her in any such capacity as stated in the preceding paragraphs.
- e. Indemnification by the Association will cover all amounts above and beyond policy coverage

or items not included in coverage except fraud or willful misconduct.

**Section 2. Remuneration.**

With the exception of services provided under certain contractual agreements, members of the board of directors, 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, the Association 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 the Association 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 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**

These bylaws may also be amended by a majority vote of the board of directors held at a regular or special meeting of the board, provided that notice of any proposed amendment be submitted to the board at least thirty (30) days before the meeting at which the amendment is to be considered.