

Employee Assistance Professionals Association (EAPA)

Louisiana Chapter – BYLAWS

ARTICLE I - NAME AND OBJECTIVES

The name and title of the Chapter shall be: Louisiana Chapter of the Employee Assistance Professionals Association (EAPA Louisiana). 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. Additionally, our chapter offers opportunities for the following: professional development, development of training programs, resources for maintaining EAPA program standards, access and information on community resources, and an avenue for the exchange of ideas.

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.

Section 3. Reimbursement

- a. The members of the Executive Committee shall not be reimbursed for expenses in connection with activities of the Executive Committee unless such payments are approved by the President.
- b. The President's expenses must be approved by the Executive Committee.

ARTICLE III - MEMBERSHIP

Section 1. Chapter Membership

- a. No person may be a member of the Chapter unless he/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. Individuals may be a member of more than one chapter.
- b. Chapter membership categories and voting rights shall be the same as those established in the EAPA Bylaws.
 1. Professional Members, Emerging Professional Members and Emeritus Members may vote and hold office at all levels of EAPA.
 2. Industry Partner Members, Student Members and Senior Members may vote and hold office at the Chapter level, but not at the global EAPA level.

Section 2. Dues and Assessments

- a. Chapter members shall contribute such annual dues and other reasonable assessments as the Chapter shall determine.
- b. Emeritus Members shall not be assessed any dues or assessments as condition of such membership.

Section 3. Nondiscrimination

No person shall be denied membership in the Chapter on the basis of race, age, handicap, religion, ethnic origin, sexual orientation, or any other characteristics protected by law. The Chapter welcomes individuals of diverse backgrounds as members and is committed to facilitating their inclusion and participation in EAPA activities.

Section 4. Termination of membership

- a. Membership in the Chapter may be terminated for non-payment of Chapter dues.
- b. Any member may be expelled, suspended, or otherwise disciplined by the Executive Committee for cause by 3/4 vote.

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 cannot exceed two (2) years. Terms of office shall commence in the month of December of even numbered years.
- c. Chapter 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. Exceptions require approval of the EAPA Board of Directors.
- d. No member may serve simultaneously as both President and Treasurer.

Section 2. Duties

- a. President:
 - Serves as the official voice and representative of the Chapter.
 - Presides over Chapter meetings and Executive Committee meetings.
 - Performs such other duties as the Chapter may require.
- b. Vice President:
 - Performs the duties of the President in case of absence or inability of the President to perform such duties.
 - Serves as liaison to designated committees of the Chapter.
 - Performs such other duties as the Chapter may require.
- c. Secretary:
 - Ensures the accurate production of minutes of all Chapter and Executive Committee meetings.
 - Ensures that any notices required by governance documents or the Chapter are distributed properly and in a timely fashion.
 - Distributes meeting announcements to distribution list for Chapter meetings.
 - Coordinates distribution of the Ballot of Officers to voting members of the Chapter for elections.
 - Ensures that all official Chapter records are properly maintained.
 - Performs such other duties as the Chapter may require.
- d. 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.
 - Performs such other duties as the Chapter may require.

- e. Immediate Past President
 - Serves as advisor to the President and the Executive Committee.
 - Is a non-voting member of the Executive Committee who may vote only when called upon to break ties.
 - Serves as liaison to designated committees of the Chapter.
 - Performs such other duties as the Chapter may require.

Section 3. Board of Officers (also known as Executive Committee)

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.

Section 4. Eligibility

- a. The 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 be members of EAPA (any category) 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, the Board of Officers shall appoint a nominations committee consisting of at least three voting members in good standing. The Immediate Past President is the chairperson of the Nominating Committee. 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, 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. The Nominating Committee must make every attempt to ensure that two nominees are on the ballot for each office being elected. Nominees must be able and willing to attend scheduled Chapter and Executive Committee meetings.
- c. The Secretary is responsible for supervising the distribution of the ballot of nominees to voting members in October, or at least six (6) weeks prior to the Annual Holiday Chapter Meeting. The election may be conducted by email, regular mail, and/or at a regular meeting of the Chapter, provided that at least 30 days notice of the pending election and procedures for voting has been given to all Chapter members.
- d. A plurality of those voting for each position shall be required to elect.
- e. Newly elected Officers will take office at the next Annual Holiday Chapter Meeting after their election.

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 the 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.

ARTICLE V - 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.
- b. Notification of each regular meeting shall be made at least 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. Meetings of the Executive Committee (Board of Officers)

- a. The Executive Committee shall meet as often as necessary, but no less than annually.
- b. The Executive Committee 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.

Section 4. 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.

Section 5. 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 VI - 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 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 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 the majority of the remaining members of the Board that no conflict of interest exists or that such conflict may be waived.
- 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 vote is that no conflict of interest exists or that such conflict may be waived, the member may vote on the matter.

ARTICLE VII - RELATIONSHIP WITH EAPA AND OTHER PROVISIONS

Section 1. Relationship with EAPA

The Chapter is a subsidiary 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 its prior written consent.

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.

ARTICLE VIII - 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 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 Board of Directors. Bylaws must be approved by the EAPA Board of Directors before they can take effect.