

GREATER HOUSTON CHAPTER BYLAWS
(Approved by the EAPA Board of Directors 3/25/13)

ARTICLE I – NAME AND OBJECTIVES

The name and title of the Chapter shall be Greater Houston Chapter of the Employee Assistance Professionals Association.

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

ARTICLE II – ADMINISTRATION

Section 1. Books and Records

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

Section 2. Fiscal Year

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

ARTICLE III – MEMBERSHIP

Section 1. Chapter Membership

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

Section 2. Dues and Assessments

Professional, associate, student, and government agency members shall contribute such annual dues and other reasonable assessments as Chapter shall determine. Emeritus or other honorary members shall not be assessed any dues or assessments as condition of such membership.

The amount of chapter dues or assessments may be changed by a majority vote of the voting members present at a chapter meeting, provided that notice of the proposed changes has been distributed to the members at least thirty (30) days prior to such meeting. Additional funds may be solicited and received by the chapter other than by dues and assessments.

Section 3. Community Partners

Community partners are organizations within the Chapter area that share similar goals and objectives as Houston EAPA. Community Partners are not members of EAPA, but may attend Houston EAPA meetings and other events at the member meeting rate. A Community Partner agreement will be established detailing the nature of the relationship, such as communication of events, cosponsoring conferences, meeting attendance, etc.

ARTICLE IV – OFFICERS

Section 1. Officers

a. The officers of the Chapter are:

- President
- Vice President of Chapter Development
- Vice President of Programs
- Secretary
- Treasurer

b. The term of office shall be two years or until a successor is elected and assumes office. Terms of office for President, Vice President of Programs, and Secretary shall commence in September of odd-numbered years; Vice President of Chapter Development and Treasurer in September of even-numbered years.

c. There are no limits to the number of terms an officer is in office. Officers are encouraged to serve no more than two consecutive terms in any office unless circumstances dictate the need to do so in order to maintain the health of the chapter.

d. No member may serve simultaneously as both President and Treasurer.

e. Officers are expected to serve on the Advisory Council for 1 year post office and may continue at the discretion of the President.

Section 2. Duties

a. The President:

- Serves as the official voice and representative of the Chapter.
- Presides over Chapter meetings.
- Facilitates the Advisory Council meetings.
- Primarily responsible for the growth, perseverance, and viability of the Chapter
- Develops and maintains community partnerships
- Ensures compliance with bylaws.
- Performs such other duties as the Chapter may require.

b. Vice President of Chapter Development

- Maintains membership records and coordinates membership activities.
- Chairs membership committee.
- Helps to facilitate conference/ seminar/workshop development.
- Serves as Board liaison for committees, task forces, and panels.
- Performs such other duties as the Chapter may require.

c. Vice President of Programs

- Arranges all continuing education programs for Chapter's monthly Meetings
- Maintains credentialing of CEUs on an annual basis.
- Contracts with presenters and communicates expectations for monthly meetings, conferences and seminars.
- Introduces program presenters

Works with the meeting location to accommodate the chapter and presenter's needs.
Ensures the provision of PDHs and continuing education credits for the Chapter's educational programs and maintains copious records.
Performs such other duties as the Chapter may require.

d. The Secretary:

Ensures the accurate production of minutes of all Chapter meetings.
Ensures that any notices required by governance documents or the Chapter are distributed properly and in a timely fashion.
Ensures that all official Chapter records are properly maintained.
Manages and maintains electronic and social media
Maintains distribution lists and generates communications to constituents.
Performs such other duties as the Chapter may require.

e. The Treasurer:

Ensures that Chapter financial transactions are timely and proper and that Chapter financial accounts are properly maintained.
Ensures that Chapter financial records and tax forms are properly maintained, submitted, and available to members.
Prepares, monitors, and regularly reports on chapter budget.
Performs such other duties as the Chapter may require.

Section 3. Board of Officers

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

Section 4. Advisory Council

a. The purpose of the Advisory Council is to:

Support the continuity of the mission, vision, and strategic plan
Help with creative problem solving
Serve as vehicle for succession planning and training

b. The Council is made up of:

immediate past board officers who serve a minimum of 1 year
Any past board officers who wish to be on the Council and are approved by the president
Members identified by the board as possible board candidates
Chairs of standing committees

c. All Advisory Council members serve at the discretion of the President.

Section 5. 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. While certification as a CEAP is desirable, it is not required.
b. All other Chapter officers must be either Professional or Associate Members of EAPA in good standing and must remain so throughout their term(s) in office.

Section 6. Nomination and Election

A nominating committee of three active voting members shall be appointed by the board of officers prior to the regularly scheduled June meeting. At the June meeting the nominating committee will begin to publicize officer openings and identified nominees. In addition an email announcement will be provided to all members within the month of June. Additional nominations may be made, up to the end of the regularly scheduled July meeting. At the July meeting a slate of candidates will be presented to the members and appropriate nominations will be accepted from the floor and included on the ballots. Ballots shall be mailed or emailed within one week following the July meeting. Voting will be closed on the last day of July. The results will be tabulated and announced at the regular August meeting and the newly elected officers shall take office at the September meeting.

- a. A plurality of those voting for each position shall be required to elect.

Section 7. Vacancy and Removal

The Vice President of Programs shall temporarily assume the role of President should vacancy of that office occur prior to completion of the term of office. The VP of Programs will remain in office until an official replacement can be determined by majority approval of the board within 30 days of the vacancy. Vacancies in incomplete terms of the vice-presidents, secretary, and treasurer, shall be filled by appointment of the president with the approval majority of the board.

- a. No Chapter officer may remain in office if he/she no longer meets the eligibility criteria for office.
- b. Should any elected or appointed officer be unable to fulfill his/her elected term, the remaining officers (by majority vote) shall appoint a member to fill the vacant position for the remainder of the term. The appointed member must meet the qualification requirements for the position.
- c. Any Chapter officer may be removed from office by a vote of the membership for failure to perform the duties of office, negligence, violation of EAPA's Code of Ethics, or any other reason, provided that:
 1. The members of the Chapter, including the officer to be removed, have been notified in advance of the reason for potential removal.
 2. The officer has been provided an opportunity to respond on his/her own behalf.
 3. A majority of those voting vote to remove the officer from office.

ARTICLE V – MEETINGS

Section 1. Regular Meetings

- a. Chapter meetings are held on the second Tuesday of each month.
- 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 meetings 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 a meeting shall state the purpose of the meeting and shall be made at least 10 days before the meeting.

Section 3. Quorum

The presence of 25% of Chapter members who are eligible to vote constitutes a quorum for the transaction of business at any regular or special Chapter meeting. A majority of voting members present shall be required to take action, unless a greater vote is required by law, EAPA's Bylaws, or these bylaws

Section 4. Waiver of Notice

Whenever notice of a 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.
- b. Any person who has knowledge of such genuine or apparent conflict of interest on the part of any Chapter Officer or member must bring such conflict of interest to the attention of the Chapter, orally or in writing, and the Chapter Officer or member will abstain from voting on the matter unless it is determined by Chapter that no conflict of interest exists.
- c. When any member of the Chapter, or an interested third party, brings to the attention of the Chapter the claim that a genuine or apparent conflict of interest exists, the Chapter will vote to determine whether an actual conflict of interest exists.
 1. If the majority of those voting determine that, in fact, a conflict does exist, the member with the conflict of interest shall abstain from voting on the matter.
 2. If the majority of those voting determine that no conflict of interest exists, the member may vote on the matter.

ARTICLE 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 on, EAPA. EAPA does not authorize the Chapter to act as an express or implied agent for, or on behalf of, EAPA without the prior written consent of EAPA.

Section 2. Tax Status and Restrictions on Activities

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

Section 3. Logo and Name

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

Section 4. Dissolution

- a. In the event that the Chapter does not comply with the provisions of these bylaws, EAPA's Bylaws, and/or any written agreement with EAPA, the EAPA Board of Directors has the right and authority to dissolve the Chapter or take such other action as it deems necessary to disassociate the Chapter from EAPA.
- b. The EAPA Board of Directors has the right and authority to dissolve the Chapter or disassociate the Chapter from EAPA "for cause," as provided in EAPA's Bylaws.
- c. In the event of Chapter dissolution or disassociation from EAPA, the Chapter shall make a full accounting to EAPA to show payment of all debts and expenses. All remaining assets, in whatever form, at the request of EAPA, shall be returned to EAPA and credited to EAPA's general accounts pending further direction by EAPA's Board of Directors.

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 the Chapter's bylaws whenever it receives notice that EAPA's bylaws have been amended and, in any case, at least once during every term of office. 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 meeting. These bylaws may be adopted or amended by a vote of two-thirds (2/3) of the voting members present at a Chapter meeting, provided that notice of the proposed amendments has been distributed to members at least thirty (30) days prior to such meeting. Voting members unable to attend such meeting, may request absentee ballots from Chapter secretary. Absentee ballots must be returned to the secretary no later than three (3) days prior to the meeting to be counted. Any matters of controversy or points of clarification not addressed in these bylaws shall be interpreted according to EAPA's bylaws or Roberts Rules of Order.

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. Chapter bylaws must be approved by the EAPA Board of Directors before they can take effect.