

GREATER PHILADELPHIA CHAPTER OF THE EMPLOYEE ASSISTANCE PROFESSIONALS ASSOCIATION BYLAWS

ARTICLE I – NAME AND OBJECTIVES

The name and title of the Chapter shall be:

The Greater Philadelphia Chapter of the Employee Assistance Professionals Association (EAPA).

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 and their guests can meet and discuss matters of mutual professional interest, professional development, development of training programs, maintenance of EAPA program standards, resources to the community at-large, promotion of the development of ethical and credible employee assistance (EA) programs, and 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.

ARTICLE III – MEMBERSHIP

Section 1. Chapter Membership

- a. No person may be a member of the Chapter unless he or she is also a member in good standing of EAPA. No person who is a member in good standing of EAPA and who pays all applicable dues may be denied membership in the Chapter.
- b. Chapter membership categories and voting rights shall be the same as those established in the EAPA bylaws.
 1. Professional EAPA members may vote on Chapter issues and hold Chapter office.
 2. Associate EAPA members may vote on Chapter issues and hold Chapter office except for the office of Chapter President.
 3. Student members may not vote or hold Chapter office.
 4. Organizational membership carries no voting or office-holding privileges.
- c. Membership in the Chapter may be terminated for non-payment of Chapter dues.

Section 2. Dues and Assessments

Chapter members shall contribute such annual dues and other reasonable assessments as the Chapter shall determine.

Section 3. Nondiscrimination

No person shall be denied membership in the Chapter on the basis of race, age, disability, religion, ethnic origin, sexual orientation or gender identity and expression. The Chapter welcomes individuals of diverse backgrounds as members and is committed to facilitating their inclusion and participation in all Chapter activities.

ARTICLE IV – OFFICERS

Section 1. Officers

- a. The officers of the Chapter are:
 - President
 - Vice President
 - Alternate Executive Officer
 - Secretary
 - Treasurer
 - Labor Officer
 - Immediate Past President
- b. The term of office shall be two (2) years or until a successor is elected and assumes office. Terms of office shall commence in September of odd-numbered years.
- c. An officer may be elected to the same position for no more than two consecutive terms.
- 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.
 - Chairs the Chapter Executive Board.
 - Appoints committee chairpersons with the majority approval of the Chapter Executive Board.
 - Serves as the Chapter liaison to the EAPA District Director.
 - Represents or designates Chapter representatives whenever possible to attend district and international conferences.
 - Performs such other duties and has such other powers as the Chapter Executive Board prescribes.
- b. Vice President:
 - Chairs the Chapter Program Planning Committee.

- In the absence or disability of the President, performs the duties and exercises the powers of the President, if necessary, for the remainder of the elected term.
 - Performs such other duties and has such other powers as the Chapter Executive Board prescribes.
- c. Alternate Executive Officer:
- Oversees and coordinates the Chapter CEAP Advisement activities.
 - In the absence or disability of the Chapter President and Vice President, performs the duties and exercises the powers of the President, if necessary, for the remainder of the elected term.
 - In the absence of an Education Coordinator, will secure continuing education credits for Chapter programs.
 - Performs such other duties and has such other powers as the Executive Board prescribes
- d. 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.
 - Ensures formal notice of all Chapter meetings through website posting and/or electronic mail.
 - In an election year, notifies Chapter members of the upcoming election by electronic mail in the months of April and May.
 - Performs such other duties and has such other powers as the Chapter Executive Board prescribes.
- e. 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.
 - Reports annually to the Chapter membership within three months of the end of the fiscal year.
 - Cooperates with the Audit Committee appointed by the Executive Board.
 - Performs such other duties and has such other powers as the Chapter Executive Board prescribes.
- f. Labor Officer:
- Represents the interests of all Labor EAPs and their dues paying members.
 - Takes responsibility for the planning and programming of the “Labor Month” meeting, usually held in the month of May.
 - May represent the Chapter at the EAPA International Labor Caucus.
 - Performs such other duties and has such other powers as the Chapter Executive Board prescribes.

- g. Immediate Past President:
- Advises the Chapter Executive Board.
 - Chairs the Chapter Ethics Committee.
 - While not elected by the membership, serves as a voting member of the Chapter Executive Board.
 - If not running for another office, in an election year, selects the Election Committee Chairperson.
 - In the event of a dispute about the interpretation and/or application of these bylaws, will chair an ad hoc committee and select two other Chapter members to serve on such committee. This committee will hear and rule upon such dispute and its decision will be binding.

Section 3. Executive Board

Collectively, the officers of the Chapter shall make up the Executive Board. The Executive Board 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.
- b. All other Chapter officers must be either Professional or Associate members of EAPA in good standing.
- c. All candidates for Chapter officer must be members of the Chapter.
- d. The Chapter president must be a Certified Employee Assistance Professional (CEAP).
- e. The Chapter Labor Officer must meet the following qualifications:
 - Possess a valid union card.
 - Be a member in good standing by paying monthly union dues to the appropriate Local Union. This must be validated by a letter from the secretary/treasurer or recording secretary of such Union.
 - Be actively involved in providing or administering a joint Labor-Management EAP or Member Assistance Program (MAP).

Section 5. Nomination and Election

Elections for officers will occur biennially on the odd-numbered years.

- a. Notification of Election
A Chapter Officer shall notify all chapter members from the floor of the March and April meetings that a Chapter election is upcoming. In lieu of, or in addition to these floor announcements, the Chapter Secretary shall send electronic notification of the election and the election process to all chapter members during these same two months.

b. Election Process

- The Chapter Immediate Past President shall appoint, by March 31 in an election year, an Elections Committee Chairperson. This appointed Chairperson must be a chapter member. The Chairperson will select two other chapter members to serve on this Committee. If the Immediate Past President is running for election, the highest-ranking Chapter officer not running for election or re-election shall appoint the Elections Committee Chairperson.
- To stand for nomination, a potential nominee must have been or have become a Chapter member by the time of the convening of the May Chapter meeting.
- The Elections Committee shall take nominations for Officers from the floor of the Chapter meetings in May and June. All persons making nominations must be a Chapter member by the time of the convening of the May Chapter meeting.
- The Elections Committee shall mail ballots by June 30 to all Chapter members of record. If the Chapter has the ability to conduct the balloting electronically, this shall be the preferred method and no paper ballots will be used.
- If paper ballots are used, the stamped and addressed ballot envelopes must be returned by (postmark) July 21 or electronic ballots returned by (electronic dating) July 21 to the Elections Committee.
- The Chapter member receiving the majority of votes shall be elected to office.
- The Elections Committee shall meet and count the ballots and report the results to the Executive Committee by July 31.
- The results of the election shall be published on the Chapter website.
- The new Officers will be sworn in and will assume office during the September Chapter meeting.

Section 6. Vacancy and Removal

- a. In the event of the removal, resignation, or death of a Chapter Officer, the Chapter President will appoint another Chapter member to fill that position for the remainder of the term with the approval of the Executive Board.
- b. In the event of the removal, resignation, or death of the Chapter President, the Chapter Vice President immediately becomes the Chapter President for the remainder of the elected term. The former Vice President is then able to serve, if elected, as Chapter President for two additional full terms or to be re-elected as Vice President for one additional full term if qualified as stated in Article IV, Section 4a.
- c. A Chapter member in good standing with EAPA may propose the removal of a Chapter Officer at the Monthly Chapter meeting. This proposition will be posed to all members eligible to vote in Chapter elections for a vote. A two-thirds majority is required for the removal of a Chapter member.
- d. Chapter officers who cease to be members of EAPA in good standing will be removed from their office immediately.

ARTICLE V – MEETINGS

Section 1. Regular Meetings

- a. Chapter meetings may be held at such intervals as decided by the Chapter, but not less than nine (9) 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 Executive Board or by written request of ten percent (10%) of the members eligible to vote in Chapter elections.
- b. Notification of such meeting shall state the purpose of the meeting and shall be made at least 10 days before the meeting.

Section 3. Quorum

The presence of 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 any notice of any meeting of the members is required under provision 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.

ARTICLES VI – CONFLICT OF INTEREST

- a. Any Chapter officer or member who has a financial or fiduciary interest in, or the appearance of such 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 the 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.

- 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.
- If the majority of those voting determine that no conflict of interest exists, the member may vote on the matter.

ARTICLE VII – COMMITTEES

The Chapter President may appoint such committees as may be deemed necessary in furtherance of the purpose of the organization.

ARTICLE VIII – FINANCING OF CHAPTER ACTIVITIES

Chapter expenses will be financed through member dues; however, additional funds may be received from other sources

ARTICLE IX – REMUNERATION

Members who serve as volunteers of the Chapter may be reimbursed only for actual out-of-pocket expenses, approved in advance by the Executive Board. The Chapter membership may choose to pay the travel expenses and/or conference fees for designated members of the Chapter (should their own supporting organizations fail to pay) to travel to EAPA or allied events.

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

Section 2. Restriction on Activities

Notwithstanding any other provision 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

In the event of Chapter dissolution, the residual assets of the Chapter shall be turned over to EAPA.

ARTICLE XI – AMMENDMENT 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

Chapter bylaws and amendments are first reviewed by the Chapter Executive Board. They must then be approved by a majority of Chapter members eligible to vote in Chapter elections. The approval of the bylaws may take place at any regular Chapter meeting.

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 Board of Directors before they can take effect.

REVISED:	January 16, 2010
REVIEWED BY EXECUTIVE BOARD:	February 9, 2010
APPROVED BY EAPA BOARD OF DIRECTORS:	April 27, 2010
APPROVED BY CHAPTER:	