

**BYLAWS OF ADDICTION PROFESSIONALS of NORTH CAROLINA, Inc.**  
**the NC Association of Addiction and Prevention Professionals**  
**October 21, 2009**

**ARTICLE I - PRINCIPAL OFFICE AND NAME**

The principal office of APNC, The NC Association of Addiction and Prevention Professionals (hereinafter the "Association"), a non-profit corporation incorporated under the laws of the State of North Carolina, shall be in the State of North Carolina. APNC is a state affiliate of NAADAC, The Association of Addiction Professionals, Inc.

**ARTICLE II – OBJECT and PURPOSE**

Section I The purpose or purposes for which the association is organized are:

(a) To bring together professionals working to prevent and treat addictions for the mutual sharing of knowledge, skills and expertise in order to better serve their constituent communities in the areas of research, prevention, education, intervention, treatment, and recovery of the disease of alcoholism and other drug dependency.

(b) To enhance the effectiveness and professional status of those working to prevent and treat addictions.

(c) To provide opportunity for the exchange of scientific, clinical and administrative information concerning research, education, prevention, intervention, treatment, recovery and program planning.

(d) To maintain communications with and present proposals to all governmental bodies or private agencies having legislative and administrative jurisdiction over addiction prevention, intervention, treatment, and recovery services.

(e) To purchase or otherwise acquire, deal in, hold, pledge or otherwise dispose of all forms of securities, corporate stocks, bonds, debentures, mortgages and other instruments, securities and rights.

(f) To engage in any charitable interest whatsoever whether for the public welfare or for religious, charitable, scientific or educational purposes and to make donations for the public welfare or for religious, charitable, scientific or educational purposes.

(g) For nonprofit religious, charitable, scientific, educational or public welfare purposes to contract, lease, buy, sell and manage buildings for the purposes of offices, dwellings, houses, stores and structures of all other types and kinds.

(h) Notwithstanding any other provision of these Articles, the association shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

(i) In the event of dissolution or termination of the Association the remaining assets of the Association shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) of the Code or to the federal, state, or local government for exclusively public purposes, as determined by the Board of Directors.

**ARTICLE III – MEMBERSHIP**

Membership in the Association shall be open to individual addiction and prevention professionals, as well as corporations, firms, agencies, and others with an interest in furthering the purposes of the Association. Qualifying persons shall be admitted to membership in one of seven classes: Professional, Associate, Student, Retired, Organizational and Honorary. With the exception of Organizational and Honorary, membership in APNC equates to membership in NAADAC and membership in NAADAC for North Carolina residents equates to membership in APNC.

Section 1 Membership Categories

a. Professional Membership:  
Professional members shall be persons who are engaged as addiction or prevention professionals in North Carolina or related fields, including administration, research, and education. These individuals must accept in principle the purposes of the Association, and receive voice and vote in APNC and NAADAC affairs.

b. Associate Membership:  
Associate Membership: Individuals who are working towards qualification, licensure or certification in the field of addiction, prevention, and /or treatment will be eligible to join at dues based on 75% of Professional Membership. This status is limited to one consecutive, five year period, and receives voice and vote in APNC and NAADAC affairs.

c. Student Membership:  
Student members shall be individuals who are students at a college or university, or students involved in full or part time internships. Student membership is limited to new members only for five years. Student dues shall not exceed fifty percent (50%) of Individual dues.

d. Retired Membership:  
Retired membership is open to current members of the Association who are 65 years or older and have retired from the profession

APNC Only Status:

e. Organizational:  
Organizational members may be any organization engaged in training, treatment or support of the field of alcoholism and/or drug addiction prevention, early intervention, treatment or recovery, which demonstrate concern toward and support of the purposes and objectives of the Association. Organizational members shall have voice and vote in APNC affairs by selecting delegates from their organization based on organization membership level.

f. Honorary:  
Honorary members may be selected by the Board of Directors of the Association in recognition of outstanding service or special contributions to the alcoholism/addiction field and/or the Association. Honorary members shall not be required to pay APNC

fees or dues. Honorary members shall have a voice, but no vote in APNC affairs.

members of the Association and to wear such insignia as shall have been designated by the Association for the use and identification of members

Section 2 Membership Year

The Membership Year shall be one year from the date of initial or renewal of membership.

Section 3 Membership Fee Structure

- a) The Board of Directors of the Association shall establish membership fees for each membership category with consideration of the fee structure of NAADAC.
- b) The Association will notify NAADAC 60 days in advance of any dues changes.
- c) Fees are due and payable on the anniversary date of membership and must be paid within 60 days or the member shall be dropped from the membership roll.
- d) Association members shall remit the annual dues prescribed by the Board of Directors directly to the NAADAC headquarters.
- e) Reinstatement of any member whose membership has been terminated as a result of failing to pay annual dues may reapply for membership pursuant to the provisions of Article III of these Bylaws.

Section 4 Regional Membership

Regional membership will be determined by a member's place of work.

Section 5 Any person meeting the membership requirements of any category of membership described in section 1 shall be admitted to membership after filing the required membership application form and payment of appropriate dues. Any member may resign from the Association by submitting a letter of resignation to the Secretary. In event of such resignation, dues already paid shall not be refunded.

Section 6 Removal; Termination of Membership:

Members of any classification may be removed or terminated from membership for cause by a two-thirds vote of the Executive Committee of the Board of Directors of the Association. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint, and given a reasonable opportunity to offer a defense. If removed, such member may appeal the decision of the Executive Committee to the Board of Directors of the Association, provided that notice of intent to appeal is provided to the Executive Director, in writing, at least thirty (30) days in advance of the meeting of the Board of Directors at which such appeal is to be discussed. In the case of Organizational Members, the procedures for termination, disaffiliation, and revocation of charters shall be as prescribed by the Board of Directors.

Section 7 Representation of Membership:

Professional, Associate, Student, Retired, Organizational, and Honorary Members in good standing shall have the right to represent themselves as

**ARTICLE IV - MEETINGS**

Section 1 Regular and Special

- a. There shall be two regular meetings held each year, one to take place in the Spring and one in the Fall, at a time and place determined by the Board of Directors. The Fall meeting shall be considered to be the annual meeting of APNC.
- b. Special business meetings may be called by a majority of the Board of Directors or 25% of the voting membership of the Association. A notice of such meetings shall be mailed to the membership at least 15 days prior to such meeting.
- c. All voting members are entitled to attend the business meetings and shall have one vote each.
- d. A quorum for business meetings shall consist of 10% of the voting membership.
- e. Manner of Acting:

The affirmative vote of a majority of the votes entitled to be cast by the members present in person at a meeting at which a quorum is present shall be the act of the membership of the Association, unless a greater proportion is required by the Articles of Incorporation, these Bylaws, or applicable law. Except as otherwise provided by the Articles of Incorporation, these Bylaws, or applicable law, the membership shall not have any voting rights in relation to the governance of the Association.

Section 2 Regional Meetings

- a. There shall be geographic regions, not to exceed four, established by the Board of Directors. In doing so, they shall take into account various interests and natural areas of service.
- b. The Board of Directors of the Association, in consultation with the Regional Vice Presidents, shall establish Policies and Procedures under which the Association and the regions shall function.

Section 3 Order of Business

The rules contained in *Robert's Rules of Order, Revised*, shall govern the conduct of all meetings of the Association. These rules shall be used in all cases in which they are both applicable and consistent with these Bylaws.

**ARTICLE V - BOARD OF DIRECTORS**

Section 1 The business, property and affairs of APNC shall be managed by a Board of Directors composed of the following: President, Vice President, Secretary, Treasurer, four Regional Vice-Presidents, two At-large Representatives, standing committee chairpersons and the chair of the Nomination/Elections Committee. The number of directors constituting the entire Board of

Directors shall not be less than one (1) or more than thirty (30).

The Board of Directors shall have the responsibility of exercising all powers and authority of the Association and shall have general supervision of the affairs of APNC as set forth in the Bylaws. A director of the corporation shall not be liable for monetary damages arising out of an action, whether by or in the right of the corporation or otherwise, for breach of any duty as a director as is consistent with the North Carolina Nonprofit Corporation Act as it now exists or hereafter be amended.

The Executive committee of the Board of Directors shall review the Bylaws annually and recommend certifying the same for appropriateness to the APNC Board. The APNC Board shall certify the appropriateness of the Bylaws annually.

Section 2 Eligibility

A member of the Board of Directors shall be a voting member in good standing in order to be eligible to hold an office in the Association. No one person may hold more than one office simultaneously.

Section 3 Vacancies

With the exception of the President, vacancies occurring during the term of office shall be filled by a vote of the members of the Board of Directors. Each person elected to fill a vacancy shall serve in that position as a member of the Board of Directors for the remainder of the term of office. A vacancy in the Office of President shall automatically be filled by the Vice President.

Section 4 Quorum

A quorum consists of a majority of the Board of Directors.

Section 5 Removal of an Officer or Member of the Board

Any member or officer of the Board of Directors may be removed by two thirds vote of the Board of Directors whenever, in the judgment of the Board, the best interest of the organization will be served thereby. Failure to attend three consecutive meetings without a due cause shall constitute cause for the removal of any officer or member of the Board of Directors.

Section 6 Term of Office

All elected members of the Board of Directors shall be elected to serve for a period of two years beginning on January 1 following the election, and ending December 31 two years later. All appointed members of the Board of Directors shall begin their term of service effective on the date of appointment. No Board member may hold the same position, whether elected or appointed, for more than two consecutive full terms.

Section 7 Resignation

Any director may resign at any time by giving written notice to the President. Such resignation is effective when the notice is delivered.

Section 8 Compensation of Directors

Directors shall not receive any paid compensation for their services as members of the Board of Directors, but the Board of Directors may authorize payment by the Association of expenses incurred by directors on special assignment for the Association, as determined by Board vote. The Board may elect to award conference registration scholarships to active Board members in the second year of their current term, based on attendance at both the Pre-Conference Board meeting and the subsequent entire Conference event. Determination of active status will be made by the Executive Committee, based on regular attendance and participation at Board and Committee meetings during the term of office.

Section 9 Liability of Directors

Director shall have no individual liability for any claims or damages that may result from acts in the discharge of any duty imposed, or in the exercise of any power conferred, upon such director by the Association if such director acted in accordance with his or her good faith judgment of the best interests of the Association or, unless such director has knowledge or information concerning the matter in question that makes reliance unwarranted, if such director relied upon information, opinions, reports, or statements prepared or presented by (a) one or more officers or employees of the Association whom the director believes, in good faith, to be reliable and competent in the matters presented, (b) legal counsel, public accountants, or other persons as to matters the director believes, in good faith, are within the person's professional or expert competence, or (c) a committee of the Board of Directors of which such director is not a member if the director believes, in good faith, that the committee merits confidence.

Section 10 Director Involvement

Members of the Board of Directors and members of the various committees are normally expected to be present to vote. Proxy voting, electronically and/or telephonically, is permitted at the discretion of the President in consultation with the Executive Committee.

**ARTICLE VI - OFFICERS AND DUTIES**

Section 1 Number of Officers

The officers of this Association shall be a President, Vice President, Secretary and Treasurer.

Section 2 Duties

The officers of the Association shall perform the duties as are implied and generally carried out by their respective titles as further defined herein.

Section 3 President

The President shall preside at all meetings of the Association and Board of Directors. The President shall ensure that the Bylaws of the Association are enforced and that all officers and committees perform their appointed duties. He/She shall represent the Association at all functions requiring such representation.

The President shall appoint the chairpersons of the various committees of the Association and from time to time shall establish Ad Hoc committees. He/She

shall be an ex-officio member of all committees except the Nomination Committee. The President shall also appoint, nominate, or remove representatives of the Association to various boards and committees.

The President shall work with NAADAC to have the Association and/or NAADAC represented on pertinent licensing boards within North Carolina.

The President, with the approval of the Board of Directors, may make suitable arrangements for use of office space and equipment in order to carry out the general operations of the Association. He/She may take appropriate action to acquire the services of administrative staff by executing a contract, subject to Board approval, with a person(s) qualified to perform the necessary administrative functions.

Section 4 Vice President.

The Vice President shall assume the duties of the President in the absence of the President. He/She shall perform such duties as are assigned by the President.

Section 5 Secretary

The Secretary shall be responsible for keeping the minutes of the Association and the Board of Directors. The Secretary shall ensure that notices are duly given in accordance with the Bylaws. The Secretary shall be responsible for custody of all the official records of the Association except for the financial records.

Section 6 Treasurer

The Treasurer shall be custodian of all funds of the Association, receiving and depositing all revenues and paying all approved expenditures. Appropriate financial records shall be maintained and the Treasurer shall submit a written report at each meeting of the Board and the regular meetings of the Association. The Treasurer shall be responsible for the custody of all the financial records and statements of the Association. The Association's fiscal year shall be the calendar year.

The Treasurer shall prepare, in conjunction with a finance committee appointed by the president, an annual budget for the forthcoming year to be approved by the Board of Directors and presented to the full membership at the Fall Conference.

The Treasurer shall arrange for such banking accounts as to maximize the return on organization funds.

**ARTICLE VII - EXECUTIVE COMMITTEE OF THE BOARD**

The Executive Committee of the Board of Directors will consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee, to the extent authorized by law, shall have and may exercise all of the authority of the Board of Directors in the management of the Association. It shall not operate or relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it by law.

**ARTICLE VIII – COMMITTEES**

Section 1 The Board of Directors may establish committees, including standing committees, as deemed necessary

to carry out the business of the Association. The chairpersons of the standing committees shall serve on the Board of Directors with one vote per committee. Any APNC member may be appointed to serve on such committees. In unusual circumstances, when input from non-members with pertinent expertise is desirable, committee chairpersons may, with consent of the Board of Directors, appoint such individuals to time limited membership to the specific committee to address the unusual circumstance. Typically standing committees are established with focus on standards of practice (evidenced and ethical), prevention, membership recruitment, professional development and assistance, communications (legislative/divisional/organization), criminal justice, conferences/training, and various provider specialties.

Section 2 The President shall appoint the chairpersons of all committees, including standing committees. Committee chairpersons shall recruit their committee members in consultation with the President.

Section 3 The President shall serve as an ex-officio member of all committees with the exception of the Nominations and Elections Committee.

Section 4 The President may, at his/her sole discretion, as deemed necessary to carry on the work of the Association, make such appointments of chairpersons, and members, and non-members with pertinent expertise to Ad Hoc or other special committees.

**ARTICLE IX - NOMINATIONS AND ELECTIONS COMMITTEE**

Section 1 Nominations

a. Nominations for a five-member Nominations and Elections Committee shall be solicited from and voted on by the Board of Directors by January of each election year. The Nominations and Elections Committee shall include at least one and no more than two current members of the Board of Directors.

b. All voting members of APNC shall be informed that nominations are open by publication in the APNC Newsletter in the January/February issue of said newsletter. The names and addresses of members of the Nominations and Elections Committee shall be included in this publication, and an invitation for voting members to send recommendations for officers and at-large representatives to the Committee. All nominations from the field of members shall go forward to the Nominations and Elections committee by the date stated in the Newsletter.

c. The nominations presented by the Nominations and Elections Committee shall be mailed to all voting members of APNC. Regional Vice President nominations will be made by regional caucuses either before or at the Spring meeting. Each regional caucus must have, at a minimum, 10 voting members present at the time of the vote. Nominations will then be forwarded to the Nominations and Elections Committee. The Nominations and Elections committee shall put forward at least one name for each of the officers and at-large representatives to be elected.

d. Additional nominations may be made by petition to the Nominations and Elections Committee signed by at

least five voting members and received by a member of the Committee by the date stated in the Newsletter.

e. The nominations slate presented by the Nominations and Elections Committee (including those nominated by petition) shall be mailed, along with brief biographical data on each nominee, to all voting members of APNC.

Section 2 Elections

a. Ballots for voting for the officers shall be mailed, along with the brief biographical resume of all nominees, by the stated date prior to the Fall Meeting. Ballots will only be sent to those who were active voting members at the close of business 30 days prior to the Fall election. To be counted, the ballots must be received by the assigned agent of APNC at least five days prior to the Fall Meeting.

b. Election of all officers shall be by ballot and election is by plurality vote.

c. Eligible voters may cast votes for all state-wide officers and at-large representatives and for their Regional Vice President.

**ARTICLE X – AMENDMENTS**

Section 1 By majority vote of the Board of Directors, amendments to the Bylaws shall be submitted by mail to the membership at least two weeks prior to the next Association business meeting.

Section 2 Amendments to the proposed amendments may be made from the floor by a majority vote of the voting members provided that at least ten percent (10%) of the voting membership is present.

Section 3 Adoption of all amendments requires a two-thirds (2/3) vote by the voting members present with at least ten percent (10%) of the total membership present.

**ARTICLE XI – INDEMNIFICATION**

a. The Association shall be authorized to indemnify each member of the Board of Directors as described in Article VI hereof, and each of its officers, as described in Article VII hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

b. The Association shall be authorized to indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or inserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the matter herein provided that he or she acted on good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no

reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

c. Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

*These Bylaws adopted, in accordance with Article X above, by voting members present at the semi-annual APNC Business Meeting held during the 2009 Fall Conference, October 21, 2009, at the Marriott Courtyard, Carolina Beach, NC*

*Harley Sigmon, Secretary*