

# Bylaws

## Addiction Professionals of North Carolina

*(Adopted October 14, 2015; Amended April 17, 2018)*

### ARTICLE I - PRINCIPAL OFFICE and NAME

The principal office of Addiction Professionals of NC, 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").

## **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 six categories: Professional, Associate, Student, Retired, and APNC Organizational. With the exception of APNC Organizational, membership in APNC equates to membership in NAADAC and membership in NAADAC for North Carolina residents equates to membership in APNC.

### **Section 1. Categories**

#### **(a) Professional Membership:**

Open to 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:**

Open to Individuals who are working towards qualification, licensure or certification in the Addictions profession and have less than five (5) years' experience in the field. This may be used as a professional-in-training category. Non-clinical professionals who wish to join APNC (e.g., probation officers, marketing representatives, public health workers, etc.) are also eligible for membership as Associate members. This status receives voice and vote in APNC and NAADAC affairs.

#### **(c) Student Membership:**

Open to individuals currently enrolled in a college/university or state government approved training facility with a minimum of three credit hours in addiction studies and students involved in a full or part-time internship are also eligible for student membership. Student members must not be currently licensed or certified as an addiction professional or practicing as an addiction professional.

#### **d) APNC Retired:**

Open to current members of the Association who are 65 years or older and have retired from the profession. Retired members have voice in both APNC and NAADAC affairs.

#### **(e) APNC Only Status**

#### **APNC Organizational:**

Open to any organization engaged in training, treatment or support of the field of addiction, prevention, early intervention, treatment or recovery, which demonstrates concern toward and support of the purposes and objectives of the Association. Organizational members shall have a voice and one (1) vote in APNC affairs by selecting one delegate from their organization to cast the official vote.

#### **Supporters Circle:**

Open to businesses that provide products & services to assist the profession. Members of the Supporter's Circle receive all of the benefits of organizational membership excluding voting rights in APNC affairs.

### **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**

The Board of Directors of the Association shall establish membership fees for each membership category taking into consideration the fee structure of NAADAC.

The Association will notify NAADAC 60 days in advance of any dues changes.

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.

Association members shall remit the annual dues prescribed by the Board of Directors directly to the address provided on the NAADAC application.

Any member whose membership has been terminated as a result of failing to pay annual dues may be reinstated by reapplying for membership pursuant to the provisions of Article III of these Bylaws.

### **Section 4. Regional Membership**

(a) There shall be six (6) geographic regions established: Northwest (Mountains) (NW), Southwest (Piedmont) (SW), North Central (NC), South Central (SC), Northeast (Eastern) (NE), Southeast (Coastal) (SE). These regions take into account the various interests and natural areas of member service.

(b) Regional membership will be determined by the address listed on the membership application.

### **Section 5. Admission/ Resignation**

Any person meeting the membership requirements of any paying category of membership described in Section 1 shall be admitted to membership after filing the required membership application form and 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 category may be removed or terminated from membership for cause by a majority 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 President, 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. In such an event, dues already paid shall not be refunded.

### **Section 7. Representation of Membership**

Professional, Associate, Student, Retired, and APNC Organizational members in good standing shall have the right to represent themselves as members of the Association and to wear such insignia as shall have been designated by the Association for the use and identification of members.

## **ARTICLE IV – MEMBERSHIP 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 the annual meeting of APNC. Business may be presented at either meeting, with elections reserved for the Fall meeting.
- (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 sent to the membership so as to provide at least 15 days prior notice of 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.

### **Section 2 Order of Business**

The rules contained in the latest edition of *Robert's Rules of Order* 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. Composition and Purpose**

(a) The business, property and affairs of APNC shall be managed by a Board of Directors composed of the following Four Officers (President, Vice President, Secretary, and Treasurer), six Regional Vice-Presidents, and six At-large Representatives. In addition, the Immediate Past President serves as an Ex-Officio Officer. The number of directors constituting the entire Board of Directors shall not be less than one (1) or more than thirty (30) members.

In addition, an Executive Director may be established as a non-voting officer of the board, and is a hired position of the Association. The Personnel Committee shall be empowered to select an Executive Director.

(b) 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. The Board of Directors shall approve goals and strategies to be accomplished, monitor the achievement of the goals and strategies, allocate the necessary resources to achieve the goals and strategies, and monitor to ensure the resources are used efficiently and effectively. 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.

(c) The Board of Directors of the Association, in consultation with the Regional Vice Presidents, shall establish Policies and Procedures under which the Association and Regions shall function.

## **Section 2. Eligibility**

Voting members in good standing are eligible to hold a Board Position. No one person may hold more than one office simultaneously.

## **Section 3. 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.

No Board member may hold the same position for more than two consecutive full terms.

## **Section 4. Vacancies**

(a) With the exception of the President, vacancies occurring during the term of office shall be temporarily filled by a vote of the members of the Board of Directors, until confirmed at the next membership meeting. Each person elected and approved 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.

(b) A vacancy in the Office of President shall automatically be filled by the Vice President.

## **Section 5. 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 6. 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, whether in person or via conference call, without a due cause noted by the Secretary, shall constitute cause for the removal of any officer or member of the Board of Directors.

## **Section 7. Regular and Special Board Meetings**

Regular meetings of the Board of Directors of the Association shall be held at such time, day, and place and in such manner as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Such special meetings may occur in a conference call format to ensure that debate and full discussion occur with a quorum of board members.

Notice of the time, day, and place of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to the date thereof by notice sent by mail, e-mail, facsimile, telephone or other means of electronic communications, to each director at his or her address as shown by the records of the Association.

### **Section 8. Quorum**

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

### **Section 9. Manner of Acting**

The affirmative vote of a majority of the directors present and voting at a meeting of the Board of Directors at the time of such vote shall be the act of the Board of Directors, unless a greater proportion is required by the Articles of Incorporation, these Bylaws, or applicable law.

### **Section 10. 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 their current term, based on attendance at both the Pre-Conference Board meeting and the subsequent entire Conference event. The Executive Committee will determine the active status of a director based on regular attendance and participation at Board and Committee meetings during the term of office.

### **Section 11. Liability of Directors**

Directors 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 12. Director Involvement**

Members of the Board of Directors 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, Immediate Past President (ex-Officio), Secretary, and Treasurer. In addition, the Executive Director is considered a non-voting officer of the Association.

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

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

### **(a) 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.

### **(b) 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.

### **(c) Immediate Past President**

The Immediate Past President shall serve as a member of the Board of Directors. He or she shall perform such other duties as the Board of Directors or the President may, from time to time, designate. The Immediate Past President is an ex-officio officer, and is allowed to vote on board matters in the event of a tie relative to board actions.

### **(d) 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.

### **(e) 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 July 1<sup>st</sup>-June 30<sup>th</sup>.

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 Spring Conference.

The Treasurer, in consultation with the Finance Committee and with approval from the Board, shall arrange for such banking accounts as to maximize the return on organization funds.

(f) Executive Director

The Executive Director is responsible for all day-to-day management functions. He or she shall be a non-voting officer of the Association and, if otherwise qualified, may serve as Registered Agent of the Association. The Executive Director shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board of Directors. He or she shall employ and may terminate the employment of any member of the staff necessary to carry on the work of the Association and fix their compensation within the budget approved by the Board of Directors. He or she shall further define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his or her judgment, be in the best interests of the Association. The Executive Director shall also be responsible for completing and filing all required reports, returns, and information forms required by local, state, or federal governments, and shall perform such other duties as the Board of Directors or the President may, from time to time, designate.

The Executive Director is a non-voting officer and is a hired position of the Association employed at the pleasure of the Board of Directors. The Personnel Committee shall be empowered to select an Executive Director.

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

The Executive Committee of the Board of Directors will consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President. 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. The President serves as chairperson of the Executive Committee.

The Executive Director is a non-voting member of the Executive Committee.

The Executive Committee is charged with the development of Policy and Procedures that direct the implementation of the By-Laws and business of the Association.

The Executive Committee plus one additional member of the Board of Directors shall serve as the Personnel Committee. The President shall serve as chair of the Personnel Committee. The committee shall be responsible for hiring, evaluating, terminating, and setting compensation for the Executive Director and providing oversight of personnel policies of the Association.

At any meeting of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Prior to the annual Spring meeting the Executive committee of the Board of Directors shall review the Bylaws, consider revisions/amendments, and recommend certifying the same for appropriateness to the APNC Board.

The APNC Board shall certify the appropriateness of the Bylaws annually, and present revisions/amendments for approval by the membership at either the Spring or Fall association meeting.

## **ARTICLE VIII: COMMITTEES**

### **Section 1. Creation**

The Board of Directors is hereby authorized to create one or more committees and may appoint members of the Association to serve on committees.

### **Section 2. Committee Member selection**

The President will serve as an ex-officio member of all committees. Committee chairpersons, unless otherwise established, shall be appointed by the President, with approval from the board. Committee chairpersons shall recruit their committee members in consultation with the president, executive director and other board members.

### **Section 3. Intent**

All committees shall be membership focused and must orient their actions to APNC member's interests and welfare, including the retention and recruitment of addiction professionals and organizations. Committee chairs shall be cognizant of the continuing requirement to provide participation opportunities and to enhance committee activities to reflect and feature the ongoing multicultural inclusive nature of the Association.

### **Section 4. Requirement**

Each standing committee member, including the Committee Chair, shall be a member in good standing of the Association.

### **Section 5. Standing Committees**

(a) Names

Executive Committee

Personnel Committee

Finance Committee

Nominations/Elections

Membership

Conference and Training Committee

Legislative and Advocacy Committee

(b) Purpose

Each committee is responsible for specific goals as determined by the board of Directors.

**Section 6. Ad Hoc Committees**

The Board may establish Ad-Hoc Committees, when deemed necessary for the work of the Association. The President may appoint the chair or members of Ad Hoc committees, and may include representatives on such that are not association members, when doing so brings relevant expertise to the committee task. The chairperson of any Ad Hoc committee must be a member of the association. The Board shall define the duties and expected duration of the Ad-Hoc Committee task.

**ARTICLE IX - NOMINATIONS AND ELECTIONS COMMITTEE**

**Section 1 Nominations**

(a) Nominations for a three member Nominations and Elections Committee shall be proposed by the President and approved by the Board of Directors by February 1 of each election year. All three must be members of the association, and no more than two may be current members of the Association's Board of Directors. One of the three members of the Nominations and Election committee shall be appointed by the President to chair the committee.

(b) All voting members of APNC shall be informed that nominations are open by publication in the January/February issue of the APNC newsletter. The contact information of members of the Nominations and Elections Committee shall be included in this publication, along with an invitation for voting members to send recommendations for Officers, Regional Vice Presidents, and At-Large Representatives for consideration by 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 and Elections committee shall put forward at least one name for each of the Officers, Regional Vice Presidents and At-Large Representatives, to be elected considered for election by the voting members. The Nominations and Elections committee, with assistance from the board, shall make a concerted effort to secure at least two candidates for each vacant board position.

(d) Additional nominations from association members may be made by a petition to the Nominations and Elections Committee, signed by at least ten voting members and received by a member of the Nominations and Elections Committee by the date stated in the Newsletter

(e) The slate of candidates presented by the Nominations and Elections Committee (including those nominated by petition) shall be sent, along with brief biographical data on each candidate, to all voting members of APNC, by the date stated in the Newsletter.

**Section 2. Elections**

(a) Ballots for voting for the Officers, Regional Vice Presidents and At-Large Representatives shall be sent, along with the brief biographical resume of all candidates, 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 close of the Fall election cycle. An assigned agent of APNC must receive ballots at least five days prior to the Fall Meeting in order for those ballots to be counted.

(b) Election of all Officers, Regional Vice Presidents and At-Large Representatives shall be by ballot and election is by plurality vote.

(c) Eligible voters may cast votes for all state-wide Officers, Regional Vice Presidents and At-Large Representatives.

## **ARTICLE X – AMENDMENTS**

### **Section 1. Submission**

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

### **Section 2. Floor submission**

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**

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**

### **Section 1. Criminal/Civil**

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.

### **Section 2. Liability**

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.

### **Section 3. Inclusion**

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.

## **ARTICLE XII -- DISSOLUTION**

On dissolution or final liquidation, the Board of Directors shall, pursuant to Chapter 55A-14 of the General Statutes of North Carolina Nonprofit Corporation Act, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute all the assets of the Association in such manner as the Board of Directors shall determine.

## **ARTICLE XIII -- PROMULGATION OF THE BYLAWS**

These bylaws shall be the foundation of all activities conducted by the Association in pursuit of its goals and objectives. The Executive Director shall establish sufficient policies and procedures to affect the daily conduct of Association business. These policies and procedures shall be the domain of the Executive Director as approved by the Board of Directors.

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.

*These Bylaws and amendments unanimously adopted, in accordance with Article X, at the APNC Annual Meeting on October 14, 2015.*

*Amended at APNC Board of Directors Spring Retreat, April 17, 2018.*