



# Employee Assistance Professionals Association

## SOUTH FLORIDA CHAPTER BYLAWS

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Employee Assistance  
Professionals Association

**SOUTH FLORIDA CHAPTER BYLAWS**  
(Approved by the EAPA Board of Directors 4/22/13)

**ARTICLE I: NAME AND OBJECTIVES**

**Section 1. Name**

The name and title of the Chapter shall be: **EMPLOYEE ASSISTANCE PROFESSIONALS ASSOCIATION SOUTH FLORIDA CHAPTER**. It shall also be known as EAPA South Florida Chapter and EAPA FL01. Herein, it will be referred to as The Chapter, and its parent association will be referred to as EAPA. Reference to The Chapter will mean all of its members in good standing.

**Section 2. Objectives**

The objectives of The Chapter are as follows:

1. to foster the purposes of EAPA (see EAPA Bylaws, Article I);
2. to provide a vehicle by which the members and their guests can meet and discuss matters of mutual professional interest.

**Section 3. Territory**

The territory of The Chapter generally encompasses the Florida counties of Monroe, Miami-Dade, and Broward.

**ARTICLE II: ADMINISTRATION**

**Section 1. Principal Office**

The Chapter shall not maintain a central office in one location. Records shall be kept by the appropriate Officer or Committee Chairperson. When it is possible and expedient to do so, business shall be conducted electronically.

**Section 2. Books and Records**

- a. The Chapter shall maintain a record of the names and contact information of members entitled to vote. This list is forwarded monthly to The Chapter President by EAPA.
- b. The Chapter shall maintain records of income and expenses with adequate documentation – including receipts, invoices, check book registers, bank statements, etc.
- c. Records shall be passed by the responsible Officer at the end of his or her term to his or her replacement.
- d. Records shall be kept for seven years.
- e. All of The Chapter's books and records may be inspected by any member having voting rights, for any proper purpose, at any reasonable time.

### **Section 3. Fiscal Year**

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

## **ARTICLE III: MEMBERSHIP**

### **Section 1. Chapter Membership**

a. All people who are members in good standing of EAPA and who pay all applicable dues will be granted membership in The Chapter. No person shall be a member of The Chapter unless he or she is also a member in good standing of EAPA.

b. Chapter membership categories shall be the same as those established in the EAPA Bylaws (see Article III, Section 1).

### **Section 2. Dues and Assessments**

a. With the exception of Emeritus Members or other honorary member, members of The Chapter shall contribute annual chapter dues when becoming an EAPA member for the first time or when renewing EAPA membership.

b. Emeritus Members or other honorary members shall not be assessed any dues or assessments as a condition of such membership.

c. Chapter dues may be changed by a majority vote of the voting members present at a meeting of The Chapter provided that notice of the proposed changes has been distributed to the members at least thirty (30) days prior to such meeting.

d. Members of The Chapter shall contribute such assessments as The Chapter has determined for attendance at regular meetings of The Chapter or The Chapter's Annual Conference.

e. The Chapter may solicit and receive additional funds on a voluntary basis.

### **Section 3. Voting Rights**

Chapter voting rights shall be the same as those established in the EAPA Bylaws (see Article III, Section 1). Associate Members may vote and hold any office except President in The Chapter.

### **Section 4. Termination of Chapter Membership**

Membership in The Chapter may be terminated for non-payment of Chapter dues.

## **ARTICLE IV: OFFICERS**

### **Section 1. Officers**

a. The four officers of The Chapter are  
    President,  
    President Elect,  
    Secretary, and  
    Treasurer.

- b. The **term** of office for the President Elect shall commence in January and shall continue for one year. In January of the following year, the President Elect shall become President and continue in office for a year. The terms of the other two Officers will be for two years.
- c. Every year the term of the President Elect shall commence in January. The term of the Treasurer shall commence in January of every odd year. The term of the Secretary shall commence in January of every even year.
- d. Except for the President and the President Elect, there are no limits to the number of consecutive terms an officer may be in office.
- e. No person, whether Chapter officer or other Chapter member, may have access to a Bank Debit/Credit Card for the Chapter's checking account.
- f. No member may hold more than one (1) officer position at any time.

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

### **a. The President:**

- 1. Is the chief spokesperson for The Chapter.
- 2. Presides at all Chapter meetings.
- 3. Chairs of the Board of Officers meetings.
- 4. Appoints committee chairpersons with the majority approval of the Board of Officers
- 5. Ensures that Chapter actions are in compliance with the EAPA and The Chapter bylaws
- 6. Ensures that the next annual budget is approved by The Chapter at the June Chapter meeting or before.
- 7. Monitors The Chapter finances
- 8. Is an authorized signatory of the Chapter checking account, and as such may co-sign checks over \$500.00.
- 9. Has on-line action rights to the Chapter's checking account
- 10. Maintains records of The Chapter's membership
- 11. Performs such other duties incident to the office of President.
- 12. Performs such other duties and has such other powers as the Board of Officers prescribes.

### **b. President Elect:**

- 1. In the absence or disability of the President, performs the duties and exercises the powers of the President.
- 2. Reviews EAPA and The Chapter bylaws and, if needed, recommends revisions to the Chapter bylaws to bring them into accord with the EAPA bylaws. May convene an *ad hoc* committee to work on the revisions if the changes are extensive. (see Article X of these bylaws)
- 3. Is an authorized signatory of The Chapter's checking account, and as such may co-sign checks over \$500.00.
- 4. Has "read only" rights to The Chapter's bank account on line.
- 5. Convenes and chairs the Nominations Committee and oversees the officer election process
- 6. Serves as Board liaison to the Membership Committee, and other committees and task forces
- 7. Helps to facilitate conference/seminar/workshop development
- 8. Performs such other duties and has such other powers as the Board of Officers may require.

c. **Secretary:**

1. Ensures the accurate production of minutes of all Board and Membership meetings.
2. Ensures that any notices required by governance documents of the Chapter are distributed properly and in a timely fashion.
3. Ensures that all The Chapter records are properly maintained.
4. Maintains distribution lists and generates communications to constituents.
5. Has "read only" rights to The Chapter's bank account on line.
6. Maintains records of all meeting minutes and Chapter correspondence.
7. Ensures that information on The Chapter's website is up-to-date
8. Performs such other duties incident to the office of Secretary.
9. Performs such other duties and has such other powers as the Board of Officers prescribes.

d. **Treasurer:**

1. Ensures that the funds collected for The Chapter and dispensed from The Chapter's bank account(s) are used exclusively for Chapter business as approved by the Board of Officers and, in some cases, by the Membership at large.
2. Collects fees paid on site for meetings, conferences and workshops and deposits them in The Chapter bank account.
3. Is an authorized signatory of the Chapter checking account, and as such co-signs checks over \$500.00.
4. Ensures that any Chapter check for more than \$500 has two authorized signatures
5. After reviewing for accuracy, pays Chapter bills promptly
6. Has on-line action rights to the Chapter's checking account
7. Keeps records of receipts for paid bills and for reimbursement requests
8. Maintains all financial records including bank account statements, checking account ledger, budgets, etc.
9. Prepares, monitors and regularly reports on an annual chapter budget.
10. Ensures that The Chapter's tax forms are properly maintained and submitted.
11. Chairs the chapter finance committee.
12. Performs such other duties incident to the office of treasurer.
13. Performs such other duties and has such other powers as the chapter executive committee prescribes.

### **Section 3. Board of Officers**

a. The **Board of Officers**, hereinafter called The Board, shall be the governing and policy-making body of The Chapter and shall have responsibility for supervising the activities of The Chapter. The Board shall be composed of the four elected officers and the Committee Chairpersons. The immediate past President shall serve as advisor to the Board and shall cast a vote in the event of a tie. A quorum shall consist of, at least, three Officers. With the agreement of a majority of Officers, the Board has the discretion to make temporary exceptions to policies. Such exceptions will be reported in the minutes of the Board meeting.

b. In the event that an officer becomes aware of a problem with Chapter governance, it shall be his or her duty to bring it to the attention of the rest of the Board of Officers. Unless the problem is satisfactorily resolved by the Board of Officers, it shall be the responsibility of the Officers, either as the entire Board or as individuals, to inform the Chapter of the problem as soon as possible – either in writing or at the next Chapter meeting. The Officers shall then be guided in their actions by the directions of the majority of the members at the Chapter meeting.

#### **Section 4. Eligibility**

- a. The President Elect (and, therefore, the President) must be a Professional Member or Retired Professional Member of EAPA in good standing and must remain so throughout his or her term(s) in office. While having the CEAP credential is desirable, it is not required.
- b. All other Chapter Officers must be Professional, Retired Professional or Associate Members of EAPA in good standing and must remain so throughout their term(s) in office.

#### **Section 5. Nomination and Election**

- a. Prior to the regularly scheduled September meeting, the Board of Directors shall appoint at least two voting members in good standing to the Nominating Committee which will be convened by the President Elect.
- b. At the September 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 September. Additional nominations may be made up to the end of the regularly scheduled October meeting. At the October 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.
- c. Names of the candidates shall be emailed within one week following the October meeting.
- d. Voting will take place at the regular November meeting. The results will be tabulated and announced at the regular December meeting. At that time, the newly elected officers shall be sworn in and take office on January 1 (see *Oath of Investiture* and *Chapter Officer Commitment Form*). Members who cannot attend the November meeting may email their ballots to the President before the November meeting.
- e. A plurality of those voting for each position shall be required to elect.

#### **Section 6. Vacancy and Removal**

- a. No officer may remain in office if s/he no longer meets the eligibility criteria for the office.
- b. In case of a vacancy in the office of President, the President Elect shall become President for the remainder of the term. In case of any other vacancy, the Board of Officers, by a 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 of the position and be approved by a majority of members at a Chapter meeting.
- c. Service for more than half (1/2) of a term in any office will be considered as a full term.
- d. The Board of Directors may accept the resignation of any officer or Committee chairperson.
- e. 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 members voting at a Chapter meeting vote to remove the officer from office.

## **ARTICLE V: MEETINGS OF MEMBERS**

### **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) times per year.
- b. Notification of each regular meeting shall be made at least three weeks before that meeting is convened.

### **Section 2: Special Meetings**

- a. Special Meetings of The Chapter may be called by Chapter officers or by written request of (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 ten (10) days before the meeting.

### **Section 3: Quorum.**

- a. The presence of twenty-five (25%) of Chapter members who are eligible to vote constitute a quorum for elections or granting of officer status (i.e. to Chair of Education Committee) at any regular or special Chapter meeting.
- b. A majority of voting members present shall be required to take action, unless a greater vote is require by law, EAPA Bylaws, or these bylaws.
- c. Voting Members present at a meeting for which proper notice has been given may do business without a quorum.

### **Section 4: 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 or a Committee shall bring such genuine or apparent conflict of interest to the attention of The Chapter or Committee 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 or a Committee, orally or in writing, and the Chapter Officer or member will abstain from voting on the matter unless it is determined by The Chapter or Committee 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: COMMITTEES**

### **Section 1. Appointing Chairs**

a. The President shall appoint, with approval of a majority of the Board of Officers, such committee chairs as may be deemed necessary to further the purpose of the Chapter.

b. The Chairpersons of committees will become part of the Board of Officers for the life of that Committee.

c. With a majority of the Chapter members' approval, the Chair of the Educational Committee may be given officer status on the Board of Officers.

### **Section 2. Appointing Members**

Committee members shall be appointed by the President. Wherever possible, such committees should coincide with those of EAPA and with the committee chairs acting as liaisons between local and EAPA committees.

### **Section 3. Duties of the Education Committee**

- a. Arrange all continuing education programs for the Chapter's monthly meetings.
- b. Coordinate with Secretary for the timely notification to constituents of program details
- c. Arrange for CEUs
- d. Ensure provision of PDHs
- e. Contract with presenters and communicate expectations for monthly meetings, conferences and seminars.
- f. Work with the meeting location to accommodate The Chapter and presenter's needs
- g. Introduce program presenters
- h. Appoint a representative to sit on the Conference Committee
- i. Maintain copious records of presentations: dates, titles, presenters, evaluations and attendees.
- j. Produce, distribute, collect and collate evaluations of presentations.
- k. The Chair has "read only" rights to The Chapter's bank account on line.
- l. Perform such other duties and has such other powers as the Board of Officers may require.

## **ARTICLE VIII: 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 IX: REMUNERATION, AWARDS, GIFTS and REIMBURSEMENTS**

### **Section 1: Volunteer Positions**

Officers serve as volunteers and receive no wages. They may receive reimbursement checks drawn on the Chapter's account only for actual out-of-pocket expenses.

### **Section 2: Conference Expenses**

The Chapter may award travel and registration expenses for designated members of the Chapter to travel to EAPA national conferences or allied events. Such awards shall be approved by a majority vote of all voting members present at a regular Chapter meeting.

### **Section 3: Gifts to Charity or Other Causes**

Gifts to charity or other causes may be awarded by The Chapter. Such gifts shall be approved by a majority vote of all voting members present at a regular Chapter meeting.

**Section 4: Reimbursements**

The Treasurer shall reimburse members for appropriate expenses incurred on the Chapter's behalf as long as an invoice and the expense receipts are submitted within six months of the date of expenditure.

**Section 5: Conserving Contingency Funds**

No awards or gifts to charity shall be made if such award will lower the Chapter's bank account balance(s) to less than eight thousand dollars (\$8,000).

**ARTICLE X: AMENDMENTS TO AND ADOPTION OF THE BYLAWS**

**Section 1. Chapter Responsibility**

The Chapter shall ensure that its bylaws are kept current in relation to EAPA Bylaws.

**Section 2. Amendment Process at the Chapter Level**

Should changes be required, the Board of Officers will draft suggested amendments to be submitted for approval by the Chapter membership at a 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 EAPA Board of Directors. Chapter bylaws must be approved by the EAPA Board of Directors before they can take effect.

**Section 4. Effect of EAPA Bylaws Changes**

Any approved changes to the EAPA Bylaws that change current provision(s) in these bylaws shall automatically, and without vote of the Chapter membership, take effect in these bylaws wherever there are conflicting provisions or language. The effective date of the changes to these bylaws will be the same as the effective date of the changes to the EAPA Bylaws.

This edition of the EAPA South Florida Chapter Bylaws was approved on 21 March 2013 by a majority of assembled members at the March EAPA South Florida Chapter meeting.

This edition was approved by the EAPA Board of Directors on 22 April 2013.

  
Sally B. Phillips, EdD, CEAP, Chapter President