



**EMPLOYEE ASSISTANCE PROFESSIONALS ASSOCIATION
NORTHERN ILLINOIS CHAPTER
BYLAWS**

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**EMPLOYEE ASSISTANCE PROFESSIONALS ASSOCIATION
NORTHERN ILLINOIS CHAPTER
BYLAWS**

ARTICLE I – NAME AND OBJECTIVES

The name and title of the Chapter shall be:

Northern Illinois Employee Assistance Professionals Association (NIEAPA), a Chapter of the Employee Assistance Professionals Association.

The objectives of the Chapter are:

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

The mission statement of the Chapter is:

NIEAPA is dedicated to the advocacy for and promotion of Employee Assistance and other workplace-based behavioral health, substance abuse, and organizational consultation services. Emphasizing the core technologies of EAPA, NIEAPA offers educational and career development opportunities for members of the EAP profession as well as for mental health, human resources, and substance abuse treatment providers.

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.

ARTICLE IV – OFFICERS

Section 1. Officers

- A. The officers of the Chapter are:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Immediate Past President - Ex Officio
- B. The term of office shall be two years or until a successor is elected and assumes office. Terms of office shall commence in October of even-numbered years.
- C. The maximum number of terms in succession that the President and Vice President may serve is one two-year term. The maximum number of terms in succession that the Secretary and treasurer may serve is two two-year terms. Exceptions to these term limits may be made with a vote of the Board of Directors.
- D. No member may serve simultaneously as both President and Treasurer.
- E. The President and Vice President must have a current CEAP credential.

Section 2. Duties of Elected Officers

A. President

1. Leadership

- a. Serves as the official voice and representative of the Chapter.
- b. Presides over the Chapter meetings, Board of Directors, Executive Committee meetings and the Annual Conference.
- c. Creates the agenda for the Board Meetings.
- d. Ensures that all functioning committees of the Board have an identified Chairperson.
- e. Calls for an Executive Committee Meeting and, if needed, a Board Meeting, when there is an issue requiring immediate Board response, between regular meetings.

2. Communication

- a. Serves as the focal point for organizational communications, responding to inquiries both from members and the community at large.
- b. Writes column for the Chapter's quarterly Newsletter.

3. Other Duties

Performs such other duties as the Chapter may require.

B. Vice President

1. Substituting for the President

Presides when the President is unable to attend meetings. The Vice President may facilitate at Board Meetings and Chapter Meetings.

2. Committee Coordinator

Coordinates all standing Committee functions, including the Annual Conference, and will facilitate reports to the Board.

3. Policy and Procedures Bi-Annual Review

Forms a committee to review and, if necessary, update the Policy and Procedures once during his/her two-year tenure.

4. Bylaws

Updates Chapter bylaws, as required by EAPA.

5. Other Duties

Performs such other duties as the Chapter may require.

C. Secretary (or Designee)

1. Chapter Board Minutes

- a. Responsible for recording the minutes at the Board of Directors and Executive Committee meetings. Distributes the previous Board meeting minutes and the current agenda at Board meetings. Keeps a roster of attendance at the Board meetings.
- b. Keeps official copies of all records in a secure place.
- c. Ensures that Chapter information on the EAPA website is up-to-date.
- d. Ensures that any notices required by governance documents or the Chapter are distributed properly and in a timely manner.

2. Coordination of Meetings

- a. Prepares and coordinates the mailing of Chapter and Board meeting notices.
- b. Prepares and updates the Board roster as deemed necessary, including updating the Executive Committee and Board of Directors terms that are about to expire.
- c. Maintains the NIEAPA Chapter membership and mailing list.
- d. Orders plaques of appreciation for outgoing Board of Directors.

3. Other Duties

Performs such other duties as the Chapter may require.

D. Treasurer

1. Financial Transactions, Records and Forms

- a. Ensures that Chapter financial transactions are timely and proper and that Chapter financial accounts are properly maintained.
- b. Ensures that Chapter financial records and tax forms are properly maintained and submitted.

2. Bills and Revenue

Pays bills and collects revenues. Assures an accurate paper trail for all revenues and expenditures.

3. Chapter Dues

Manages the designated bank/checking account in which the EAPA National Office direct-deposits all Chapter dues.

4. Checking Account

Balances the checking account every month.

5. Annual Tax filing

- a. Files taxes with the assistance of an accounting consultant.
- b. The NIEAPA fiscal year begins July 1 and ends June 30.
- c. NIEAPA taxes must be filed no later than November 15 after the end of the fiscal year.

6. Report to International EAPA

Provides the following:

- a. Chapter Financial Reports.
- b. Request for inclusion under the EAPA group exemption from federal income taxes.
- c. Copy of the NIEAPA yearly tax form.

7. Report to Chapter

- a. Reports the current checking and investment balance at Board and Chapter meetings.
- b. Prepares a report to the Chapter on the fiscal status of the organization at the annual business meeting, which includes profit/loss figures for the year and current checking and investment balances.
- c. Prepares a summary of Annual Conference expenses and revenues.
- d. Makes budget recommendations at the June Board meeting.
- e. Provides an accountant's end-of-the-year summary to the Board.

8. Budgets

- a. Prepares the Chapter budget.
- b. Prepares the Conference budget in conjunction with the Conference Chair.

9. Chapter Meetings

- a. Collects fees for Chapter Meeting attendance from non-members.
- b. Presents a brief report on the finances of the organization at each Chapter Meeting

10. Other Duties

Performs such other duties as the Chapter may require.

E. Ex Officio (Immediate Past President)

1. Attends NIEAPA Board meetings and Executive Committee Meetings.
2. Provides consultation to current Executive Committee.

Section 3. Executive Board of Officers

Collectively, the officers of the Chapter shall make up the Executive Board of Officers. They, along with the other elected Board Directors, shall be the governing and policy-making body of the Chapter and shall have responsibility for supervising the activities of the Chapter. Between Board meetings the Executive Board of Officers is empowered to act upon matters requiring immediate action.

Section 4. Eligibility

- A. The President and Vice President of the Chapter must each be a Professional Member of EAPA in good standing and a CEAP.
- B. All other Chapter officers must be either Professional or Associate Members of EAPA in good standing.

Section 5. Nominations and Elections

- A. Officers serve two-year terms and begin their terms in October in even-numbered years. The Nominating Committee should be formed no later than July of the year in which the terms expire.
- B. The Nominating Committee will be chaired by the President and will include the Executive Board.

1. Election of Officers

A written ballot will be distributed by mail to all voting members under the authority of the Secretary of the Chapter or designee. The ballot will be mailed a minimum of four weeks prior to the October Chapter meeting with a return date prior to the meeting. Ballots will be returned to the Nominating Committee and/or the Executive Committee. The results will be tallied and submitted to the President. The nominees must be elected by a majority of the voting members.

2. Changing Officers

- A. Elected officials will be announced at the next Board of Directors and Chapter meetings. New elected officials will sign a Chapter Officer Commitment Form. A New Chapter Officer Oath of Investiture is to take place at the October Chapter Meeting.
- B. The Board will acknowledge the contributions of the retiring officers at the next Chapter meeting. The Board should make all considerations for a smooth transition of leadership between the retiring Officers and the new Officers.

Section 6. Vacancy and Removal

- A. The Secretary will inform the President and the Board when a Board of Director's term is expiring. This will take place at least one Board meeting prior to the expiration date.
- B. The President will call for nominations for new Board of Directors. The President will remind the membership of the criteria for appointment to the Board at the Chapter meetings, the Annual Conference, or by mail.
- C. Nominations should be made by letter or e-mail and sent to the President. Nominees must submit notification of interest and are required to provide curriculum vitae, a record of volunteer activities in this organization or similar organizations, and other relevant information. Nominees must be current active members of NIEAPA.
- D. The President will review the prospective nominee's application materials for Board of Directorship at the Board Meeting. The Board will vote on the nominee's acceptance and, if elected, the newly elected Director will commence Board directorship upon the next scheduled Board Meeting. This Director will also be provided a mentor.
- E. Each Director serves a three-year term. The maximum number of terms in succession that any Director may serve is two three-year terms. If a Director has completed two three-year terms, h/she must wait one year before reapplying to the Board of Directors.
- F. The President will communicate the expectation for Board and Chapter meeting attendance, knowledge of the Bylaws and Policy and Procedures, and provide future Board meeting dates.
- G. The Executive Board will determine by unanimous vote within the Executive Board meeting whether or not an identified current Board member is fit to continue Board directorship.

Consideration will be given to concerns including: egregious breach of ethical standards, recent identification of a criminal record, ongoing failure to perform Board responsibilities and excessive absenteeism (as specified in Article V, Section 1E). The President will contact the identified Director to either provide a warning with expected timelines for improvement, or notice of termination, based on the outcome of meeting with the Executive Committee.

ARTICLE V – MEETINGS

Section 1. Board of Director Meetings

- A. The Board of Directors shall consist of 15 members, including the Executive Committee and Ex Officio Immediate Past President. The presence of 60% of the Board constitutes a quorum. A quorum is necessary at each Board Meeting when voting is required.
- B. The Board of Director Meetings are held six times per year.
- C. All Directors should be present at all official Board Meetings. Directors are expected to review Board Minutes and any accompanying materials prior to attending each meeting.
- D. When Directors miss a meeting, notice should be given to the Secretary of their intended absence. It is the responsibility of the absent Director to contact another member of the Board to receive an update regarding issues discussed at the meeting.
- E. If a Director misses two consecutive Board meetings and has notified the Secretary of the reasons for each of these absences, the Board may place that Director on probation for the next three meetings. Any absence from these meetings may lead to removal from the Board. Removal requires a majority vote of approval by the Board.

Section 2. Chapter Meetings

- A. Chapter meetings will occur approximately five times per year, every other month. There also will be an annual Chapter Conference.
- B. Notification of each regular meeting shall be made at least thirty days before the meeting via mail, e-mail, and will be listed on the Chapter web site.

Section 3. Special Meetings

- A. Special meetings of the Chapter may be called by the Chapter officers or by written request of ten percent 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 ten days before the meeting.

Section 4. Business Meeting

The annual Business Meeting will be held once per year with the approval of the Board of Directors. This meeting should occur during the Chapter meeting immediately prior to the annual Conference.

Section 5. 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.

Section 6. Waiver of Notice

Whenever any notice of any meeting of the Board is required under provisions of law or these Bylaws, a waiver in writing, signed by those scheduled to receive notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall also constitute waiver of required notice.

ARTICLE VI – CONFLICT OF INTEREST

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

ARTICLE VII – RELATIONSHIP WITH EAPA AND OTHER PROVISIONS

Section 1. Relationship with EAPA

The Chapter is a subsidiary unit of the Employee Assistance Professionals Association, Inc. (EAPA). Any action taken by the Chapter without the prior written consent of the EAPA 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 the prior written consent of EAPA.

Section 2. Restriction on Activities

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 the EAPA 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.

Section 5. Insurance

The Chapter shall purchase and maintain sufficient general liability insurance and professional liability (Directors/Officers and Entity liability) insurance.

ARTICLE VIII – AMENDMENT OF THE BYLAWS

Section 1. Chapter Responsibility

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

Section 2. Amendment Process at the Chapter Level

Chapter bylaws should be reviewed once per two-year term and updated as deemed necessary. The Vice President will be responsible for this review. The results of this review will be reported to the Board.

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.