



CONNECTICUT ASSOCIATION for ADDICTION PROFESSIONALS

BYLAWS

Bylaws of the Connecticut Association for Addiction Professionals

Mission Statement

CAAP is an affiliate of NAADAC, the Association for Addiction Professionals, and its Mission is to lead, unify, and empower addiction focused professionals to achieve excellence through advocacy, knowledge, standards of practice, ethics, professional development, research and education.

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Article I

Name, Affiliations

The name of the organization is the Connecticut Association for Addiction Professionals, Inc. (hereinafter the “Association”). The Association is incorporated in the State of Connecticut and may be affiliated with other associations on a local, state, or national level, provided:

Section 1: that such associations, societies, or organizations are engaged in activities of a nonprofit nature whose purposes, goals, and activities are substantially similar to those of the Association.

Section 2: that such affiliation will in no instance constitute a merger or consolidation that results in the loss of identity of, changes the objectives or purposes of the Association.

Section 3: that such proposed affiliations be approved by the Board of Directors of the Association and submitted to the membership having voting rights as set forth in these Bylaws and the Articles of Incorporation.

Article II

Purposes and Objectives

Section 1: This Association is a non-union, non-political/non-partisan, non-profit organization.

Section 2: The Association is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes, within the meaning of Section 501 © (3) of (this is renewed each year in June through CT Secretary of the State) the Internal Revenue Code of 1954, as the same may be amended from time to time. Pursuant thereto, and with the above limitation, the general purpose for which the Association is formed is to provide for the promotion and advancement of the profession of addiction counseling through fostering compliance with the Professional Code of Ethics of NAADAC, and the adoption of standards of competence which will ensure the highest quality of treatment to help persons who have problems related to addictions, and to provide input to the credentialing of addiction professionals within the State, which will assure conformity with the highest national standards.

Objectives:

- a. To unite into a state association the alcohol and drug counselors in this State when approved by the Board of Directors.
- b. To advance, to lead, and, as necessary to collaborate with key stakeholders, on state and national legislative initiatives, which promote enlightened alcohol & drug policies that enhance and empower best practice standards for the treatment of SUD by the State’s workforce of credentialed addiction specialists.
- c. To evaluate, support, and promote comprehensive training and education programs, including in-service programs, and increase the competence and capabilities of addiction counselors.
- d. To offer professional consultation and education, cooperation, and collaboration to any and all interested persons and/or organizations.
- e. To encourage a high order of professional standards and ethics among addiction counselors.

Article II. A

The Association and its members shall at all times conform to the Code of Ethics of NAADAC.

Article III

Membership

Membership in the Association shall be open to individuals in compliance with NAADAC's regulations for membership for addiction professionals, state associations of such professionals, 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 classes: *Professional, Student, Associate,, Organizational, Peer Recovery Support, and Honorary*.

Classes of Membership (*Professional, Student, Associate & Organizational, Peer Recovery Support*):

As defined by NAADAC – Please refer to NAADAC website www.NAADAC.org for membership information.

Honorary Membership - may be granted to any individual or entity by the Board of Directors of the Association in recognition of outstanding service or special contributions to the counseling profession and/or the Association. Honorary Members shall not be required to pay annual dues.

Voting Privilege

1. Each Professional, Student, and Associate, Peer Recovery Support Member member in good standing shall be entitled to one vote on all matters which may come before the membership.
2. Except as otherwise provided by applicable law, no other members of the Association shall have a right to vote.
3. Honorary members are non-voting members.

Article IV

Membership Dues

1. Annual dues for membership in the Association are payable to NAADAC at current rate.
2. Dues are payable as prescribed by NADAAC on an annual basis. Dues which remain unpaid after 30 days following reasonable notice to the member shall be considered delinquent and shall constitute grounds for termination of membership without further proceedings.
3. No dues shall be refunded to any member whose membership terminates for any reason.

Article V

Officers

Section 1: The elected officers of the Association shall be the President, Vice-President, Secretary and Treasurer.

Section 2: The following eligibility requirement applies to members seeking elective office in the Association:

Only members who have a current credential or license in addition and have been members in good standing with NAADAC for at least one year.

Section 3: The duties of the officers and members of the Board of Directors shall be such as are implied by their representative titles, or as defined in Board of Directors By-Laws.

Section 4: Terms of Office: Each officer of the Association shall assume office at the annual meeting of the Board of Directors following their election and shall hold office for a term of two years. Officers may serve more than one term. Notwithstanding the foregoing, no officer shall be eligible to serve more than two full terms in the same office unless the Board of Directors reviews and approves the extension of a Term of Office. In the event that a person is appointed to an office as a result of a vacancy, such term shall not count toward such person's two term limit in office.

Removal: Any officer may be removed by the Board of Directors at any regular or special meeting of the Board, at which a quorum is present, for engaging in conduct contrary to the best interests of the Association. Officers may be removed from such office by a two-thirds vote of the Board of Directors at any regular or special meeting.

Article VI **Board of Directors**

1. The governing body of this Association shall be the Board of Directors, composed of the elected officers of the Association and those individuals elected as Directors-At-Large to the Board.

The Board of Directors shall exercise such powers as may be exercised and performed by a non-profit organization. The Board of Directors shall have the power to conduct the affairs of the Association, subject to the terms and conditions imposed by the Articles of Incorporation, by-laws and dictates of the membership. Its authority shall include, but not be limited to, the following:

- a. Adoption of a budget and authorizing its officers, employees or independent contractors to carry out the activities set forth in the budget.
- b. Adoption and interpretation of the policies of the Association
- c. Creating special committees and appointing members to committees.
- d. Designate the persons to sign and/or countersign all checks, drafts, and other orders for payment of monies or to obligate the Association by signing notes, orders, promises to pay, or contracts.
- e. Proposing resolutions and policy statements to the membership.
- f. Sponsoring an Annual Meeting of the Association.
- g. Hearing and acting upon committee reports
- h. Initiating, formulating and carrying out cooperative agreements and contracts with other organizations, agencies, and groups in order to advance the goals of the Association.
- i. Designating the persons to represent the Association at local, state, regional and national organizations, as required.
- j. Acting upon all matters of disciplinary action brought against a member of the Association.

No member of the Board of Directors of the Association shall receive any salary or compensation for serving in such position, but may be allowed necessary expenses incurred in attending meetings. Expenses paid to members of the Board of Directors may include payment of travel or other necessary expenses to committee

chairpersons and officers of the Association when such are deemed necessary to the proper performance of their duties.

In the event of a vacancy on the Board of Directors, the president may appoint someone to fill such vacancy with the approval of a majority of the Board members.

Only members of the Board of Directors shall have the right to vote on matters pending before the Board. In the event of a tie vote, the President may cast the deciding ballot.

The President of the Association shall act *ex-officio* member of all committees.

A majority of the Board members shall constitute a quorum for the transaction of business either in person or electronically.

- k. If an officer of the Association or member of the Board of Directors is absent from regular meetings of the Executive Committee or Board of Directors, without cause, on two consecutive occasions, is absent with cause for three consecutive occasions, or fails to perform the duties as prescribed by these Bylaws, the office shall be deemed to be vacant and shall be filled as provided in these Bylaws.
2. All officers and Board members shall contact the President and inform him/her of their ability to attend a regular meeting of the Executive committee or Board of Directors at which time the President shall determine if said absence is for cause. Any officer or member who fails to notify the President, except in cases of extreme emergency, shall be deemed to be absent without cause

Article VII

Duties of Officers

1. The duties of the officers shall be such as are implied by their respective titles or as defined in these Bylaws.
2. The **President** of the Association shall have all the powers and shall perform all duties commonly incident to and vested in the office of president of a corporation including but not limited to preparing the agenda for the business of the Association. Notwithstanding the foregoing, the President of the Association shall have the following specific powers and duties:
 - a. The President shall be an *ex-officio* member of all committees and Chair of the Board of Directors and shall prepare the agenda for the meetings of the Board.
 - b. The President shall also perform such other duties as the Board of Directors may, from time to time, designate

The President shall be the Association Delegate to the Board of Directors of the NAADAC: The Association for Addiction Professionals. In the event that the President is unable to represent CAAP as a Delegate at the Board of Directors of NAADAC, s/he will appoint the Vice President, Treasurer, or Secretary, in that order, to become the Delegate.

3. The **Vice-President** shall preside at all meetings of the Board of Directors, the Executive Committee, and of the membership in the absence of the President.

4. The **Secretary** of the Association shall have all the powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities:
 - a. S/he shall be responsible for keeping, preserving records of the Association, and distributing true minutes of the proceedings of all such meetings one week prior to the next meeting.
 - b. S/he shall ensure that all notices are given in accordance with the Bylaws.
 - c. S/he shall perform such other duties as the Board of Directors or the President may, from time to time, designate.
 - d. The secretary shall record the minutes of the meetings of the Association. The secretary will also be the contact for the webmaster for the CAAP website and submit any changes necessary.
5. The **Treasurer** of the Association shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including duties and responsibilities:
 - a. S/he shall be responsible for developing and reviewing the fiscal policies of the Association.
 - b. S/he shall ensure that an account is maintained of all monies received and expended for the use of the Association.
 - c. S/he shall ensure that all monies of the Association are deposited in a bank or banks or trust company or trust companies, and that authorized disbursements are made there from.
 - d. S/he shall render a report of the finances of the Association at the Annual Meeting of the Association or whenever requested by the President showing all receipts and expenditures for the current year.
 - e. S/he shall also perform such other duties as the Board of Directors or the President may, from time to time, designate.
 - f. All checks of the Association will be signed by either the Treasurer or one other member of the executive board.

4. **Resignation:** An officer may resign at any time by giving written notice to the President. Such resignation is effective when the notice is delivered unless specifies a later effective date.

Article VIII

The Executive Committee

Section I: The elected officers of the Association shall constitute the Executive Committee.

Section 2: The Board of Directors may vest all or any part of its authority in the Executive Committee, except that the Executive Committee shall have no authority to establish policy for the Association or the Board of Directors.

Section 3: The Executive Committee shall be responsible for the day-to-day business of the Association and shall handle emergency matters which may arise between regular meetings of the Board of Directors.

Section 4: The Executive Committee shall have authority to approve the payment of obligations not to exceed \$250.00. Expenditures in excess of \$250.00 shall be submitted to the Board of Directors for approval.

Article IX **Committees**

The Board of Directors is hereby authorized to create one or more committees and may appoint members of the Board of Directors of the Association to serve on them. To the extent that any committee is composed of non-director members, such committee shall be purely an advisory committee to the Board of Directors and shall have no decision-making authority.

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

The committees may include the following:

- a. Membership Committee:** The Membership Committee shall be responsible for disseminating information concerning the existence of, the purpose of, and the goals of the Association in order to encourage qualified applicants to seek membership in the Association. **Student Membership Subcommittee:** This committee will reach out to students at various colleges and universities and approach them to join NAADAC/CAAP.
 - 1. Student Membership Subcommittee:** This committee will reach out to students at various colleges and universities and approach them to join NAADAC/CAAP.
- b. Training and Education:** The Training and Education committee shall familiarize itself with all aspects of the training and education of alcohol and other drug counselors.
- c. Public Policy Committee:** All board members, by their membership on the board of directors will be deemed a member of the Public Policy Committee.
- d. By-Law Committee:** This committee is responsible for regularly reviewing the by-laws (at least every two years), submitting to the Board of Directors at least 60 days prior to the Annual Meeting, any changes proposed to the by-laws.

Article X **Meetings**

Section 1: Members Annual Meeting. An Annual Meeting of the members of the Association *may* be held in October “*or in a different month, which will be proposed and voted upon by the Board of Directors, the time and place of such meeting to agreed upon by the Board of Directors. An Annual meeting may not be held and postponed due at the discretion of the Board of Directors. revised 2014.* Notice of the Annual Meeting shall be made by the Secretary to all members at least 30 days prior to the meeting.

Section 2: Regular Board meetings shall be scheduled by the President so as to insure a minimum of four meetings annually. Written notice of the time and place of such meetings shall be given to the Secretary at least seven days prior to the time set for each meeting. Special meetings may be called by the President or a majority of the Board of Directors.

Section 3: Executive Committee. The Executive Committee shall meet upon the call of the President. Special meetings of the Executive Committee may be called by the President. Notice of a special meeting, either written or oral, shall be given by the Secretary at least one week prior thereto, when possible.

Article XI **Fiscal Year**

The fiscal year of the Association shall be from the first day of July to the last day of June, inclusively.

Article XII **Indemnification**

Section 1: The Association shall be authorized to indemnify each officer as described in Article V hereof and each member of the Board of Directors as described in Article VI 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: The Association shall be authorized to indemnify each of its officers and directors, 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/her by reason of being or having been such an officer or director and acting within the scope of his/her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which s/he reasonable believed to be in the best interests of the Association. In the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

The 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 or 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: Every reference herein to an officer or member of the Board of Directors of the Association shall include every officer and Director thereof and former officer and Director thereof as long as they were engaged in activities pursuant to their role as a board member. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as stated above. The right of indemnification herein provided shall be in addition to any and all rights to which any officer or Director of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Article XIII

Dissolution

Upon dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute the assets of the Association to charitable, scientific, literary and/or educational organizations promoting or advancing alcohol and other drug counseling which would then qualify under Section 501 (c) (3) of the Internal Revenue Code.

Article XIV

Amendments

The Articles of Incorporation and Bylaws of the Association may be amended as follows:

- a. an amendment may be proposed by a two-thirds majority of the Board of Directors and ratified by two-thirds majority of the membership present and voting.
- b. An amendment may be proposed by a member of the Association at its Annual Meeting. If an amendment so proposed is approved by a majority of the membership present and voting, it shall be referred for study to a special committee appointed by the President and confirmed by the Board of Directors. This committee shall report its recommendation to the membership at its next Annual Meeting, and if such proposed amendment is ratified by a two-thirds majority of those present and voting, shall become effective immediately.

Article XV

Rules of Order

Roberts Rules of Order, Revised, shall be the parliamentary authority where applicable, and where there is no conflict between said rules and the Bylaws of the Association.