



GREATER HOUSTON CHAPTER BYLAWS

ARTICLE I – NAME AND OBJECTIVES

The name and title of the Chapter shall be:

Greater Houston 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.

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.
- b. No person who is a member in good standing of EAPA and who pays all applicable dues may be denied membership in the Chapter.
- c. 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.
- d. Membership in the Chapter may be terminated for non-payment of Chapter dues.



Section 2. Dues and Assessments

Professional, associate, student, organizational, and government agency members shall contribute such annual dues and other reasonable assessments as the board of directors shall determine.

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

The amount of chapter dues or assessments may be changed by a majority vote of the voting members present at a chapter meeting, provided that notice of the proposed changes has been distributed to the members at least thirty (30) days prior to such meeting. Additional funds may be solicited and received by the chapter other than by dues and assessments.

Section 3. Community Partners

Community partners are organizations within the Chapter area that share similar goals and objectives as Houston EAPA. Community Partners are not members of EAPA, but may attend Houston EAPA meetings and other events at the member meeting rate. A Community Partner agreement will be established detailing the nature of the relationship, such as communication of events, cosponsoring conferences, meeting attendance, etc.

ARTICLE IV – OFFICERS

Section 1. Officers

- a. The officers of the Chapter are:
 - President
 - Vice President of Chapter Development
 - Vice President of Programs
 - Secretary
- b. TreasurerThe term of office shall be two years or until a successor is elected and assumes office. Terms of office for President, Vice President of Programs, and Secretary shall commence in September of odd-numbered years; Vice President of Chapter Development and Treasurer in September of even-numbered years.
- c. There are no limits to the number of terms an officer is in office.
- d. No member may serve simultaneously as both President and Treasurer.
- e. Officers are required to serve on the Advisory Council for 1 year post office and may continue at the discretion of the President.

Section 2. Duties

a. The President:

- Serves as the official voice and representative of the Chapter.
- Presides over Chapter meetings.
- Facilitates the Advisory Council meetings.
- Primarily responsible for the growth, perseverance, and viability of the Chapter
- Develops and maintains community partnerships
- Ensures compliance with bylaws.
- Performs such other duties as the Chapter may require.

b. Vice President of Chapter Development

- Maintains membership records and coordinates membership activities.
- Chairs membership committee.
- Helps to facilitate conference/ seminar/workshop development.
- Serves as Board liason for committees, task forces, and pannels.
- Performs such other duties as the Chapter may require.

c. Vice President of Programs

- Arranges all continuing education programs for Chapter's monthly meetingsMaintains credentialing of CEU's on an annual basis.
- Contracts with presenters and communicates expectations for monthly meetings, conferences and seminars.
- Introduces program presenters
- Works with the meeting location to accomodate the chapter and presenter's needs.
- Ensures the provision of PDHs and continuing education credits for the Chapter's educational programs and maintains copious records.
- Performs such other duties as the Chapter may require.

d. The Secretary:

- Ensures the accurate production of minutes of all Chapter meetings.
- Ensures that any notices required by governance documents or the Chapter are distributed properly and in a timely fashion.
- Ensures that all official Chapter records are properly maintained.
- Manages and maintains electronic and social media
- Maintains distribution lists and generates communications to constituents.
- Performs such other duties as the Chapter may require.

e. The Treasurer:

- Ensures that Chapter financial transactions are timely and proper and that Chapter financial accounts are properly maintained.
- Ensures that Chapter financial records and tax forms are properly maintained, submitted, and available to members.
- Prepares, monitors, and regularly reports on chapter budget.
- Performs such other duties as the Chapter may require.

Section 3. Board of Officers

Collectively, the officers of the Chapter shall make up the Board of Officers. The Board of Officers shall be the governing and policy-making body of the Chapter and shall have responsibility for supervising the activities of the Chapter.

Section 4. Advisory Council

- a. The purpose for the Advisory Council is to:
 - Support the continuity of the mission, vision, and strategic plan
 - Help with creative problem solving
 - Serve as vehicle for succession planning and training
- b. The Council is made up of:
 - immediate past board officers who serve a minimum of 1 year
 - Any past board officers who wish to be on the Council and are approved by the president
 - Members identified by the board as possible board candidates
 - Chairs of standing committees
- c. All Advisory Council members serve at the discretion of the President.

Section 5. Eligibility

- a. The President of the Chapter must be a Professional Member of EAPA in good standing. While certification as a CEAP is desirable, it is not required.
- b. All other Chapter officers must be either Professional or Associate Members of EAPA in good standing.

Section 6. Nomination and Election

A nominating committee of three active voting members shall be appointed by the president to prepare a slate of candidates to be presented to the members at the regularly scheduled July meeting of the Chapter. Appropriate nominations will be accepted from the floor and included on the ballots. Ballots shall be mailed in a timely manner. The results will be tabulated and announced at the regular August meeting and the newly elected officers shall take office at the September meeting.

Section 7. Vacancy and Removal

The Vice President of Programs shall temporarily assume the role of President should vacancy of that office occur prior to completion of the term of office. The VP of Program will remain in office until an official replacement can be determined by majority approval of the board within 30 days of the vacancy. Vacancies in incomplete terms of the vice-presidents, secretary, and treasurer, shall be filled by appointment of the president with the approval majority of the board.

The board shall be authorized to remove all officers except the president, with or without cause, by three-fifths (3/5) vote of the board. The board shall be authorized by three-fifths (3/5) vote at a duly constituted board meeting to recommend for consideration of the membership the removal for cause of the president. In the event that a three-fifths vote cannot be obtained, the board will call upon the advisory board to complete the voting requirements.

Removal of the president requires:

- a. A letter initiated from either the membership or the board outlining the concerns of the president's performance will be presented to the president.
- b. The board will discuss with the president the specific cause(s) and the necessary remediation.
- c. Given that the president, in the board's opinion, does not demonstrate a resolution of concerns, the board will send a statement to members indicating:
 1. cause of concern
 2. past attempts to resolve it and
 3. call for vote of removal by the membership

ARTICLE V – MEETINGS

Section 1. Regular Meetings

- a. Chapter meetings are held on the second Tuesday of each month.
- b. Notification of each regular meeting shall be made at least 30 days before the meeting.

Section 2. Special Meetings

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

Section 3. 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 4. Waiver of Notice

Whenever notice of a 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 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 EAPA's 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 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

In the event of Chapter dissolution, the residual assets of the Chapter shall be turned over to EAPA.

ARTICLE VIII – AMENDMENT OF THE BYLAWS

Section 1. Chapter Responsibility

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

Section 2. Amendment Process at the Chapter Level

These bylaws may be adopted or amended by a vote of two-thirds (2/3) of the voting members present at a Chapter meeting, provided that notice of the proposed amendments has been distributed to members at least thirty (30) days prior to such meeting. Voting members unable to attend such meeting, may request absentee ballots from Chapter secretary. Absentee ballots must be returned to the secretary no later than three (3) days prior to the meeting to be counted. Any matters of controversy or points of clarification not addressed in these bylaws shall be interpreted according to EAPA's bylaws or Roberts Rules of Order.

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.