

Kansas Association of Addiction Professionals

AMENDED AND RESTATED BYLAWS OF THE KANSAS ASSOCIATION OF ADDICTION PROFESSIONALS

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**AMENDED AND RESTATED BYLAWS
OF THE
KANSAS ASSOCIATION OF ADDICTION PROFESSIONALS**

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

A. PRINCIPLE OFFICE. The principle office of the Kansas Association of Addiction Professionals (hereinafter KAAP or the Association), a non-profit corporation incorporated under the laws of the State of Kansas, shall be in Topeka, Kansas.

B. OTHER OFFICES. The Association may have such other office or offices, within the State of Kansas, as may be designated from time to time by the Executive Committee of the Association, acting on behalf of the full membership.

C. REGISTERED AGENT. The Association will have and continuously maintain in the State of Kansas a registered agent in the person of an Executive Director of the Association, or other stated designee of the Membership.

ARTICLE II: PURPOSES

The purpose of the KAAP shall be to establish a statewide association of addiction and prevention focused professional organizations and others interested in the KAAP mission.

ARTICLE III: MEMBERSHIP

There will be two (2) membership classifications.

A. CLASSES OF MEMBERSHIP.

- **Professional Organization Membership** shall be open to any organization engaged in addiction or prevention focused programming. Each Professional Organization Member will identify one program administrator who will serve as that organization's voting member.
- **Affiliate Membership** is available to entities or individuals who are not eligible for membership as a provider organization, but who have an interest in and support the mission of the organization.

B. VOTING PRIVILEGES.

Each Professional Organization Member, in good standing at the time of an Association vote, shall be entitled to vote on all matters which may come before the full membership. Voting may be conducted by any means deemed acceptable by the Executive Committee of the Association.

Affiliate Members shall neither hold elective office nor vote.

C. REPRESENTATION OF MEMBERSHIP. All 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.

D. APPLICATION FOR MEMBERSHIP. All individuals and entities desiring to become members of the Association shall complete, submit, and sign the application form created by the Association. Any willful misstatements in the application shall be grounds for automatic rejection of the application or subsequent expulsion if the applicant has been elected to membership. The application shall be accompanied by the prescribed dues as specified in the application.

E. FEES AND DUES. Annual dues payable by members of the Association shall be determined by resolution of the membership, as recommended by the Finance and/or Executive Committees, and shall be effective after a minimum of 60 days' notice to the membership or effective at the next renewal date after notice is sent. Dues which remain unpaid after thirty (30) days following reasonable notice to the member shall be considered delinquent and shall constitute grounds for termination of membership without further notice.

F. REINSTATEMENT. Any member whose membership has been terminated as a result of the failure of such member to pay the annual dues may reapply for membership pursuant to the provisions of Article III (D) of these Bylaws.

G. REMOVAL/TERMINATION OF MEMBERSHIP. Members may be removed or terminated from membership by a two-thirds vote of the Membership.

H. RESIGNATION. Any member of the Association may resign by filing a written letter of resignation with the Chair of the Association. Such resignation shall not relieve the resigning member from the obligation to pay any dues theretofore accrued and unpaid.

I. REFUNDS. No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE IV: MEETING OF MEMBERS

A. ANNUAL MEETING. An annual meeting of the membership of the Association shall be held, within the State of Kansas, for the purpose of installing the duly elected KAAP Officers, presenting committee reports, and such other business as determined by the Executive Committee.

B. REGULAR MEETINGS. The Professional Organization Membership may meet as often as necessary but at least quarterly. Members shall miss no more than 25 percent of all meetings within a 12 month period. Notice of regular meetings will be provided at least 10 business days in advance.

C. SPECIAL MEETINGS. Special meetings of the membership may be called by the Chair or when a simple majority of the membership determines that a special meeting is required. The Secretary of the Association shall give written or electronic notification that such a meeting will be called. Special meetings of members may be held at places within the State of Kansas, or as may be designated by the Executive Committee of the Association.

D. NOTICE OF MEETING. Written or electronic notice stating the time, day, and location of each annual or special meeting and, unless it is an annual meeting, indicating the purpose(s) for which the meeting is being called, shall be delivered to all members of the Association at least three (3) days but not more than sixty (60) days prior to the date of the meeting. Only business within the purpose or purposes described in the notice of a special meeting may be conducted at such special meeting of the members. Attendance by a member at the meeting shall constitute a waiver of notice by him or her of the time, day, location and purpose(s) thereof.

E. QUORUM, PROCEDURE, AND ORDER OF BUSINESS. Business may be conducted with the consent of a majority of those present. Voting may be conducted by written ballot, electronically, orally, or by acclamation. Parliamentary rules, as stated in the most recent edition of *Robert's Rules of Order, Newly Revised*, shall govern the procedure of all meetings of the Association, including meetings of the membership. A majority of votes cast, shall be required for the passage of any question called to a vote or the election of officers.

F. MANNER OF ACTING. The affirmative vote of a majority of the members present at a meeting of the membership at the time of such vote shall be the act of the membership.

ARTICLE V: GENERAL AUTHORITY

A. The Professional Organization Members of the Association shall direct all affairs of the Association. They shall approve goals and strategies to be accomplished, monitor the achievement of the goals and strategies, and allocate the necessary resources to achieve the goals and strategies, and monitor that the resources are used efficiently and effectively. The Professional Organization Members shall be vested with the powers possessed by the Association itself, including the power to determine the policies of the Association; prosecute its purposes; disburse the funds of the Association; engage staff and professionals as deemed necessary for the administration of Association business, and adopt such rules and regulations for the conduct of its business, responsibility, and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation or Bylaws of the Association, then in effect, or to any applicable law.

B. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, Public Policy and Advocacy Committee Chair, Membership Services Committee Chair, and Ex-Officio Chair. The Executive Committee shall set the agenda for all Association meetings.

C. COMPENSATION. Members, including Executive Committee and officers, shall not receive any compensation for their services as members but the Executive Committee may authorize payment by the Association of the reasonable expenses of members for attendance at regular or special meetings of the membership.

D. LIABILITY. A member or officer 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 member by the Association, if such member acted in accordance with his or her good faith judgment in the best interests of the Association or, unless such member has knowledge or information concerning the matter in question that makes reliance unwarranted, if such member relied upon information, opinions, reports, or statements prepared or presented by (a) one or more officers or employees of the Association whom the member 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 member believes, in good faith, are within the person's professional or expert competence, or (c) a committee of the Association of which such member is not a participant if the member believes, in good faith, that the committee merits confidence.

ARTICLE VI: OFFICERS

A. OFFICERS. The officers of the Association will consist of a Chair, Vice-Chair, Secretary, Treasurer, and Ex-Officio Chair.

B. QUALIFICATIONS OF OFFICERS.

1. The Vice-Chair shall assume the office of Chair immediately upon the termination of the preceding Chair's term in office and upon the election and qualification of his or her successor.

2. The Chair shall assume the office of Ex-Officio Chair immediately upon the termination of the preceding Ex-Officio Chair's term in office and upon the assumption of the office of Chair by the Vice-Chair.

3. The Chair, Vice-Chair, Secretary, and Treasurer of the Association shall be elected by the members of the Association entitled to vote by mail or electronic ballot conducted according to procedures outlined in Article VII or at a meeting of the members previously approved by the membership. Only voting eligible members in good standing who have been actively engaged in full-time addiction and/or prevention focused work for at least two years immediately prior to nomination shall be eligible for an elective office with the Association.

C. TERM OF OFFICE. Each officer of the Association shall assume office at the annual Association meeting. Officers shall hold office for a term of one (1) year. Persons may serve two consecutive terms in office. In the event that a person is appointed to an office as a result of a vacancy, and serves no more than one (1) year in such office,

such term shall not count toward such person's two (2) term limit in such office.

D. RESIGNATION. An officer may resign at any time by giving written notice to the Chair. Such resignation is effective when the notice is delivered unless the notice specifies a later effective date.

E. REMOVAL. Any officer may be removed by the membership at any regular or special meeting of the membership, by a two-thirds vote of the full membership for engaging in conduct prejudicial to the best interests of the Association.

F. VACANCIES. Vacancies, as they occur in an office by resignation, death, incapacity, or the like of one or more of the members thereof, shall be filled by appointment by the Chair for the duration of the term vacated. In the event of a vacancy in the office of the Chair, the Vice-Chair shall automatically assume the duties of the Chair and shall serve in that capacity for the remainder of the unexpired term without prejudice to any succeeding term to which he or she might be entitled. In the event that both the Chair and Vice Chair offices become vacant, the membership will appoint an interim Chair and hold special elections as it deems necessary.

G. CHAIR. The Chair of the Association shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation including but not limited to supervising the preparation of the agenda for the annual meeting and other regular meetings and having general knowledge and responsibility for supervision of the business of the Association. Notwithstanding the foregoing, the Chair of the Association shall have the following specific powers and duties:

1. The Chair shall be an *ex officio* member of all committees and Chair of the Association membership and shall prepare the agenda for the meetings of the membership.
2. The Chair shall also perform such other duties as the membership may, from time to time, designate.

H. VICE-CHAIR. The Vice-Chair shall perform all duties incumbent upon the Chair during the absence or disability of the Chair, shall prepare for his or her succeeding term as Chair, shall coordinate the election of Officers and shall perform such other duties as the members or the Chair may, from time to time, designate.

I. EX-OFFICIO CHAIR. The Ex-Officio Chair shall serve as a member of the Executive Committee. He or she shall perform such other duties as the Chair may, from time to time, designate.

J. TREASURER. 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 the following duties and responsibilities:

1. Developing and reviewing the fiscal policies of the Association and serving as Chair of the Finance Committee.
2. Ensuring that an account is maintained of all monies received and expended for the use of the Association.
3. Ensuring 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 therefrom.
4. Rendering a report of the finances of the Association at the Annual Meeting of the Association or whenever requested by the Chair showing all receipts and expenditures for the current year.

Appointing an Assistant Treasurer to perform such duties as the Treasurer may, from time to time, delegate.

K. SECRETARY. The Secretary of the Association shall have all powers and perform all duties commonly incident to and vested in the office of the secretary of a corporation, including the following duties and responsibilities:

1. Attending all meetings of the membership and of such committees as may be appointed and be responsible for keeping, preserving in the books of the Association, and distributing true minutes of the proceedings of all such meetings.
2. Ensure all legal and other required documents of the Association, including liability insurance, are maintained.
3. Ensuring that all notices are given in accordance with these Bylaws.
4. Performing such other duties as the membership or the Chair may, from time to time, designate.
5. Appointing an Assistant Secretary to perform such duties as the Secretary may, from time to time, delegate.

L. EXECUTIVE DIRECTOR. The Executive Director shall be the chief executive officer (CEO) of the Association responsible for all management functions. The Executive Director may serve as a Registered Agent of the Association. The Executive Director shall manage and direct all activities of the Association as prescribed by membership and shall be responsible to the Executive Committee. 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 Executive Committee. 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 membership or the Chair may, from time to time, designate. The Association membership may, if in the best interest of the Association, hire or contract with an entity other than a paid Executive Director, to coordinate the management functions of the Association. If enforced, such entity will have the authority and responsibilities outlined in this Article.

ARTICLE VII: OFFICER ELECTION PROCEDURES

A. AUTHORITY. The Vice-Chair is responsible for coordinating the election of all Officers. In the event the Vice-Chair position is vacant, the Chair shall appoint an ad hoc committee consisting of Association members to coordinate the election procedure. The Vice Chair, or ad hoc committee in the absence of the Vice-Chair, shall oversee all election procedures and certify the ballots cast in all Association elections.

B. QUALIFICATION FOR NOMINATION: VERIFICATION. The Chair shall establish an *ad hoc* committee for the purposes of verifying the eligibility of nominees. Nominees for officers must be: a) current Professional Organization Member voting designee b) must have no substantiated claims of ethical violations or disciplinary actions taken on behalf of a professional association, licensing body or accrediting agency in the last five years, c) may not be currently under investigation for a possible ethics violations or disciplinary action by a professional association, licensing body or accrediting agency in the last five years, d) may not have any professional certification, credential or license suspended or revoked in the last five years, and e) must be willing to adhere to the KAAP Code of Conduct. Members, in good standing, may also self-nominate. This ad hoc committee may also contact nominees to verify that they are qualified, interested and available to serve in the position for which they have been nominated. The Executive Director, or other Association designee, shall assist the Vice-Chair or ad hoc committee as directed by the Chair.

C. ELECTION DATES. Election for Officer positions will be conducted annually.

D. NOMINATION PROCEDURES.

1. A "Call for Nominations" letter will be published in the Association Newsletter and on the Association website 45 days prior to the designated officer installation date. The letter will contain a description of duties and authority to be filled at the next election.
2. The Call for Nominations letter shall clearly state the date by which nominations are due.
3. A ballot of nominees, who have been verified as eligible as provided in Article VII, will be posted on the Association website. Association members that are eligible to vote will have a designated number of days to vote in accordance with the election procedures outlined in Section D. All Association members are eligible to vote for Association Officers.

E. ELECTION PROCEDURES.

1. Members may vote for Association Officers in accordance with Article III, Paragraph B using the electronic ballot provided on the website or via a paper ballot provided in the Association Newsletter. Paper ballots may be submitted via fax or US Mail.
2. Members may cast a ballot on or before the date designated on the posted ballot.
3. At the end of the election period, the Vice-Chair will count the number of votes provided to each eligible nominee. The ad hoc committee appointed to verify nominations shall assist the Vice-Chair in counting ballots and shall make a written report of the election results to the membership.
4. The Vice-Chair will notify the nominees of the election results. Newly elected Officers will be installed at the Association's annual meeting.

ARTICLE VIII: COMMITTEES

The Executive Committee is hereby authorized to establish one or more committees and may appoint members of the Association to serve on them. Except as provided in these bylaws, each committee shall have advisory authority only, shall report to the Executive Committee and shall have no final decision making authority.

All committees shall be membership-focused and must orient their actions to member interests and welfare to include the recruiting and retention of addiction and prevention focused organizations. Each committee member, including the Committee Chair, shall be a member in good standing of the Association. The Chair of each committee, with the exception of the Finance Committee, shall be appointed by the Chair, with the approval of the full membership. The Chairs of the Membership Services Committee and Public Policy and Advocacy Committee will serve on the Executive Committee.

Standing committees shall include the following:

A. FINANCE COMMITTEE. The Chair of the Finance Committee shall be the Treasurer. The other members of the committee shall consist of the Chair, Vice-Chair, Ex-Officio Chair, and Secretary and up to three at-large members appointed by the Treasurer. This committee shall be responsible for providing guidance on the overall Association budget development and shall review the detailed budget prior to its presentation to the membership for final approval. This committee shall review the Association's fiscal status in detail and make periodic reports to the Executive Committee.

B. PUBLIC POLICY AND ADVOCACY COMMITTEE. This committee shall be the liaison with governmental units, Affiliate Members, and other organizations. This committee shall keep the membership informed of legislation pending before the

Kansas Legislature and the United States Congress that is of interest to Association members and develop proposed responses or plans of action for the Association.

C. MEMBERSHIP SERVICES COMMITTEE. This committee shall create, implement and continually evaluate the Association's membership recruitment plan to achieve stated goals for Professional Organization and Affiliate membership. This committee will further advise the Association membership on potential member benefits strategies to retain members, and implement those strategies, as directed by the Executive Committee.

D. POLITICAL ACTION COMMITTEE. This committee shall create, manage, solicit and receive contributions on behalf of, and authorize expenditures from, a separate segregated fund in accordance with the Internal Revenue Code § 527(f) for the purpose of political activities consistent with the mission of KAAP and approved by the membership. The committee shall be responsible for causing all necessary notices, official filings, and taking other actions to preserve the tax-exempt status of KAAP, and paying costs and professional fees necessary for administering the fund without action by the membership. The committee shall be chaired by the Executive Director, or other Membership designee, of KAAP. The membership shall appoint a treasurer of the committee who may be, but is not required to be, a KAAP member. Committee membership shall include the committee chairperson, treasurer, and no less than three but no more than seven persons, appointed by the membership. The membership may appoint an association lobbyist as a non-voting member of the committee.

E. OTHER COMMITTEES. The membership delegates to the Chair the creation of *ad hoc* committees of the Association as the Chair deems necessary. The Chair shall define the duties of the *ad hoc* committee and the end-date of any committee work.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Association shall commence on July 1 and terminate on June 30.

ARTICLE X: INDEMNIFICATION

A. Good Faith Action. The Association shall be authorized to indemnify each of its officers 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 any 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. This indemnity shall only be authorized when the determination shall have been made that such officer (1) acted in good faith, (2) believes (i) in the case of conduct in his or her official capacity with the Association that his or her conduct was in the best interests of the Association, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Association, and (3) in the case of any criminal proceeding, he or she had no

reasonable cause to believe that his or her conduct was unlawful.

Such determination shall be made either judicially or by the membership of the Association acting by a quorum consisting of members who are not parties to such action or proceeding or, if a quorum of the membership is not obtainable, by independent legal counsel, if the foregoing determination is to be made by the membership. The membership may rely, as to all questions of law, on the advice of independent legal counsel. Such indemnification shall be made to the extent permitted in, and subject to, the limitations of K.S.A. 17-6305, as amended.

B. Inclusion. Every reference herein to a member of the Association or officer of the Association shall include every member 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 XI: DISSOLUTION

On dissolution or final liquidation, the membership shall, 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 membership shall determine.

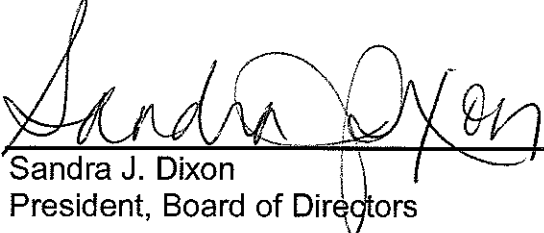
ARTICLE XII: AMENDMENTS TO BYLAWS

Notice of proposed amendments shall be disseminated to each member at least 10 business days prior to the vote of such proposed amendments. Any amendment shall be made to the extent permitted in, and subject to, the limitations of K.S.A. 17-6009.

ARTICLE XIV: 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, or other Association designee, 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, or other Association designee, as approved by the Executive Committee acting on behalf of the membership.

Approved and adopted by the KAAP Membership on August 1, 2009.
Revised, approved and adopted by the KAAP Membership on March 16, 2011.
Revised, approved and adopted by the KAAP Membership on August 1, 2012.

 8-1-2012

Sandra J. Dixon
President, Board of Directors