

**The Vermont Addiction Professionals' Association, Inc.**  
**BY-LAWS**

**NAME:**

The name of the organization will be The Vermont Addiction Professionals' Association ("VAPA") The Vermont Addiction Professionals' Association is an independent, nongovernmental, nonprofit organization.

**MISSION:**

VAPA is the voice for addiction professionals and provides State and National advocacy and collaboration, education, mentorship and networking.

**MEMBERSHIP:**

A person in the addiction profession who pays annual dues to NADAC as a Vermont member.

**BOARD OF DIRECTORS:**

**Number:** The Board will have 8-12 members. A quorum will be fifty percent (50%) of the total number of Board members.

**Composition:** All Board members will be members of VAPA. An additional non-voting representative will be an employee of the State of Vermont, Agency of Human Services, Division of Alcohol and Drug Abuse Programs.

**Process:** The Board will seek candidates for membership from all VAPA members. Selection will be based on those who will serve in the best interest of the Board. Election will be based on vacancies and Board needs.

Each new member will be receive an orientation to the Board duties, at or prior to the first meeting. This will include a copy of the NADAC code of ethical behavior and members will be required to sign it.

**Election:** Members will be elected to the Board by a majority of Board Members in attendance at the time of the meeting. Regular elections will occur at the Board's Annual Meeting.

**Term:** The term of each member shall be two (2) years, or until a successor is elected and qualified, or until resignation or removal. The terms of the members will be staggered so that at least one-half (1/2) of the Board will be (re) elected each year. A member may serve more than 2 full consecutive terms with each term consisting of 2 years each, if at the annual April election, the Board decides to re-elect the member to an additional term. Exception will be made for the member serving in the capacity of

immediate past President, who shall be allowed to continue membership on the Board for a period of up to one year after the election of a new President. (Above amendment proposed and passed unanimously at the Board meeting held on March 23, 2007).

**Duties:** The Board will conduct the business of the organization. They will also ensure that this business adheres to the organization's mission and By-laws. Board members will attend quarterly meetings or as scheduled and will participate in discussions and votes as called.

**Ethical Behavior:** The Board will adhere to the NAADAC Ethical Standards located in the NAADAC By-laws.

**Finances:** The board may authorize or enter into any contract as needed. The board will establish Policies and Procedures regarding the disbursement of organizational funds including but not limited to savings, credit cards, and other accounts as needed. The Fiscal year of the association shall be the same as the calendar year unless otherwise determined by a majority vote of the Board. It is advised that the Board consult with the Auditor prior to making any changes to the fiscal year. The Board shall receive an Annual Budget and Quarterly Budget reports from the Treasurer based on the fiscal year. A general review of these reports shall be made and reflected in the minutes of the Boards quarterly meetings. The Board shall convene in Executive Session as needed for review of Bank Records, accounts balances, and/or any other financial accounts to ensure that they meet their fiduciary responsibility to the Association. (Section beginning with "The Fiscal year" to the end of this section was added, voted on and accepted this past meeting January 30, 2009.)

**Compensation:** Board members will receive reimbursement for reasonable expenses incurred in caring out their obligations as board members.

**Removal:** A Board member may be removed by a vote of two-thirds (2/3) of the members at any regular or special meeting called for that purpose. Reasons for removal may include but are not limited to: lack of attendance; illegal activity; unprofessional conduct. Said member shall be entitled to fourteen-(14) days written notice and an opportunity to appear before and be heard by the Board.

**Resignation of Members:** A Board member may resign from the Board by delivering a written resignation to the President or Secretary of the Board. The resignation will be confirmed by a vote of the Board and the member will be sent a written or electronic confirmation.

**Vacancies:** Board vacancies occurring during the year may be filled by election at the next Board meeting. These new members will then serve the remainder of the term of the person they replaced. The new member may then be elected to begin their own term at the Annual Meeting.

## **OFFICERS:**

**Officers:** The Board officers will be a President, Vice President, Treasurer and Secretary. Officers will be elected by a majority of members present at the Board's Annual Meeting.

### **Duties:**

The President will preside at meetings and perform other duties commonly associated with the office as agreed upon by the Board. The president will also be the representative to NAADAC and attend meetings of that organization as a representative from VAPA.

The Vice-President will take over the duties of the President in the President's absence.

The Secretary will be responsible for minutes of meetings and once amended and approved will electronically send the minutes to the webmaster so that they can be posted on the organization's web page.

The Treasurer will be the Chief Financial Officer of VAPA. In this role they will: serve as the custodian of funds; maintain financial and membership/payment records (with NAADAC's assistance); pay bills necessary to conduct business. The Treasurer will also be responsible for coordinating the annual financial audit which will be conducted by a Certified Public Accountant. The Treasurer may also coordinate and utilize book keeping services to conduct these duties.

### **Terms of Office:**

All officers shall serve terms of two (2) years.

The President and Vice President shall have staggered terms.

Officers may be re-elected to additional, consecutive terms as is appropriate and in the best interest of the organization.

Newly elected Officers will begin their terms at the Annual Meeting of each year.

Any offices falling vacant before the end of the term may be filled by special elections. Officers elected in special elections will serve out the term of the person being replaced, at which time they may run again if they wish.

## **MEETINGS:**

The Board will meet a minimum of four times per calendar year. Additional meetings will be scheduled as needed. One of these meetings will be the Annual Meeting at which time new officers and board members will be elected.

Meetings will occur at a physically accessible location and reasonable accommodations will be provided upon request.

**COMMITTEES:** The Board will establish committees as needed.

**AMENDMENTS:**

**Amendments:** The By-laws may be amended by a two-thirds(2/3) vote of the Board, providing that the amendment has been submitted either in writing or electronically to Board members not less than 21 (twenty-one) days prior to the meeting.

**NONDISCRIMINATION:** The Board will not discriminate in any way on the basis of race, color, national origin, age, religion, sexual orientation, gender, or disability.

Individuals who believe that they have experienced any discrimination may notify the Board in writing. The Board will acknowledge receipt of the complaint within 2 weeks and a plan to address the concerns will be developed during the next quarterly meeting.

**Dissolution:** Upon the dissolution of the corporation, and after all creditors have been satisfied, any assets, remaining funds, and records will be distributed to NAADAC, the Association of Addiction Professionals.

**OTHER SITUATIONS:** An ad-hoc committee will settle situations not covered by these bylaws.

**DRAFT ACCEPTED BY THE VAPA BOARD AT THE ANNUAL MEETING APRIL 25, 2008.**

**DRAFT EDITED** post annual meeting on 4/25/08 by Annie Ramniceanu. Subject to Board review.

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**Annie Ramniceanu, President**

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**Linda Eastman, Vice President**

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**Kyle Bouchard, Secretary**

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**Carolyn Prescott, Treasurer**