

Bylaws of the
**WEST VIRGINIA ASSOCIATION OF
ALCOHOLISM AND DRUG ABUSE
COUNSELORS, INC.**
(WVAADAC)

The Association for Addiction Professionals
State Affiliate of NAADAC



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ARTICLE I: PURPOSES

The purposes of the WVAADAC, a state affiliate of NAADAC, is to:

- A. Promote and encourage the organization of addiction professionals;
- B. Examine, endorse, and encourage competent and comprehensive programs for the education of addiction professionals;
- C. Conduct state conventions and regional seminars and education programs to increase the competence and knowledge of individual members and the general public;
- D. Represent the appropriate role of addiction professionals at the local, state, and national levels;
- E. Engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Association.

ARTICLE II: MEMBERSHIP

A. Membership in the Association

Membership in the Association shall be open to individual addiction professionals, educators, allied health professional, local, state, or regional associations of addiction professional, organizations, corporations, firms, agencies, and others with an interest in advancing the purposes and objectives of WVAADAC. Qualifying persons shall be admitted to membership in one of seven categories: Professional, Student, Associate, Retired, Honorary, or Military.

1. Professional Membership shall be open to persons who are engaged as addiction recovery professionals or education, or allied health professionals who are interested persons in addictions.
2. Associate Membership shall be open to individuals who are
 - a. Working towards qualification, licensure, or certification in the addictions profession and have less than five (5) years' experience in the addictions profession.
 - b. Non-clinical professional who wish to join the Association (e.g.: probation officers, marketing representatives, public health workers, or others) will be eligible for membership as Associate Members without a time limit to membership.
3. Student Membership shall be open to students taking a minimum of three (3) credit hours at an accredited college or university, or students involved in part time internships through an accredited college or university or by state government approved educational institutions or programs. Student membership is open to new and renewing members.
4. Organizational Membership shall be open to any organization engaged in training, treatment, or general support of the addiction recovery professionals or which is concerned with and supports the purposes and objectives of the Association.
5. Retired Membership shall be open to current members of the Association who are 65 years or older and have retired from the profession. Retired members shall have all the rights and privileges of Individual Members.
6. 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 are exempt from annual dues.
7. Military Membership shall be open to the members of the Association serving in active duty in the United States military. Military membership is open to both new and renewing members.

B. Voting Privileges

1. Each Professional, Student, Associate, Retired and Military Member in good standing shall be entitled to one vote in all national and state elections of the Association for the offices of President, President-Elect, Treasurer, and Secretary.
2. Each Professional, Student, Associate, Retired and Military Member in good standing shall be entitled to one vote on all matters which may come before the membership.
3. Each Organizational Member shall be entitled to one vote for the election of the Organizational Member Delegate (President) to the Board of Directors representing the Organizational Members.
4. Except as otherwise provided by applicable law, no other members of the Association shall have the right to vote.
5. Honorary members are non-voting members.

C. Representation of Membership

Professional, Student, Associate, Retired, Organization, Honorary, Military 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 and submit the application form prescribed by the Association.

1. The application shall be accompanied by the prescribed dues as specified in the application.
2. Any willful misstatements in the application shall be grounds for automatic rejection of the application of subsequent expulsion if the applicant has been approved for membership.
3. Membership to WVAADAC includes membership to NAADAC.

E. Fees and Dues

Annual dues payable by members of the Association shall be determined by resolution of the Board of Directors of the Association at its annual meeting and shall become effective following a minimum of 60 days' notice of the membership or at the next regular renewal date after notice is sent. All resolutions for any change in dues or fees must be sent to the Board of Directors no less than sixty (60) days prior to the annual meeting.

Method of payment: Annual dues shall be paid directly to NAADAC based on the member's effective date of membership. Dues may be paid: online through the NAADAC website at NAADAC.org, check, money order, or credit card.

1. Dues payable by Student and Retired Members shall not exceed fifty percent (50%) of the standard dues payable by Professional Members.
2. Dues payable by Associate Members (with the exception of non-clinical professionals) shall not exceed seventy-five percent (75%) of the standard dues payable by Professional Members, and shall not exceed sixty months of consecutive duration.
3. 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 proceedings.

F. Reinstatement

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

G. Removal or Termination of Membership

Membership in any category may be terminated for cause upon the recommendation of the Ethics Committee in response to a valid complaint duly filed and adjudicated according to established procedures.

Appeal of a decision to terminate a membership by the Ethics Committee may be made to the Board of Directors of the Association by mailing notice of intent to appeal to the Association's President according to established procedures at least thirty (30) days in advance of the meeting.

H. Resignation

Any member of the Association may resign by filing a written letter of resignation with the President. 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 III: MEETING OF MEMBERS

A. Annual Meeting

An Annual Meeting of the Membership of the Association shall be held, within the State of West Virginia, for the purpose of transacting any and all business that may properly be brought before the meeting. The Board of Directors of the Association shall designate the time, day, and location for each Annual Meeting.

B. Special Meetings

Special meetings of the membership may be called by the President, the Board of Directors, or members constituting not less than 10 percent (10%) of all members entitled to vote at such meeting, who shall in a writing addressed to the Secretary of the Association, direct that such a meeting be called.

C. Location of Annual Meeting

Annual or Special Meetings of Members may be held at such places, within the State of West Virginia, as may be designated by the Board of Directors of the Association in the notice of meeting. The Board of Directors of the Association shall designate the times, days, and locations for the annual or special meetings.

D. Notice of Meetings

Written 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, either personally or by the United States mail, facsimile, e-mail, or other means of electronic communications, as directed by the Board of Directors, to all members of the Association not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting.

1. Only business within the purpose or purposes described in the notice of Special Meeting may be conducted at such Special Meeting of the Members.
2. Attendance by a Member at the meeting shall constitute a waiver of notice by him or her of the time, day, and location and purpose(s) thereof.

E. Quorum

Twenty percent (20%) of the members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business of the Association at any Annual or Special Meeting of the Membership.

F. Voting

All professional, student and retired members shall have voting privileges at Annual and Special Meetings of the Membership. Voting on any issue shall be by majority vote of those present.

G. Manner of Acting

The affirmative vote of a majority of the Members present in person or represented by proxy entitled to cast votes at a meeting at which a quorum is present shall be the act of the Membership of the Association, unless a greater proportion is required by these Bylaws or applicable law.

H. Procedure and Order of Business

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.

ARTICLE IV: BOARD OF DIRECTORS

A. General Authority

There shall be a Board of Directors of the Association which shall direct the affairs of the Association. The Board of Directors shall

1. Approve goals and strategies to be accomplished;
2. Monitor the achievement of the goals and strategies;
3. Allocate the necessary resources to achieve the goals and strategies; and
4. Monitor that the resources are used efficiently and effectively

The Board of Directors shall be vested with the powers possessed by the Association itself, including the powers to

1. Determine the policies of the Association;
2. Disburse and/or prudently loan the funds of the Association; and
3. 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 or repugnant to the Articles of Incorporation or Bylaws of the Association (in their present form or as they may be amended) or to any applicable law.

B. Membership

The Board of Directors shall be composed of the

1. Four Officers
2. Nine (9) Elected Members

3. Immediate Past-President (if in good standing, as a non-voting ex-officio member
4. A member of the West Virginia Certification Board for Addictions Professionals may serve as a non-voting ex-officio member

Board members shall

1. Be elected by a majority of the voting members at the annual meeting of the Association
2. Serve for a term of three (3) years, provided they maintain an active membership status

The terms of the Directors shall be staggered so that they do not all expire on the same year. Three (3) of the nine elected members, as above described, shall be elected or re-elected, as the case may be, each year by the Membership. Elected Directors may serve in their positions so long as they are nominated and elected at the annual meeting, at the expiration of their respective current terms.

C. Vacancies

In the case of the resignation of an Officer of the Association other than the President or if for any other reason, including ineligibility or removal an Officer is unable to complete his or her term, the Board of Directors shall be solicited for nominations and shall, by ballot, elect a successor to complete the unexpired term.

In the event of a vacancy in the Office of the President, The President-Elect shall automatically assume the duties of the President 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.

The President, with the approval of the Board of Directors, shall fill any vacancy on the Board for the unexpired term of that member whose vacancy was created. The appointed individual shall serve until the next annual meeting when, by the regular election process as defined by these Bylaws, a person shall be elected to fill the unexpired term.

D. Resignation

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

E. Removal

Any Director may be removed from such office by a two-thirds (2/3) vote of the Directors, at any regular or special meeting of the Board of Directors at which a quorum is present, for any of the following:

1. Violation of these Bylaws; or
2. Engaging in any other conduct prejudicial to the best interest of the Association; or
3. More than two (2) consecutive absences at Board of Director's meetings; or
4. Failure to fulfill agreed obligations

Such removal may occur only if the Director involved is first provided any of the following:

1. Adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such Director; or

2. An opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty (30) days after sending of such notice; or
3. A written explanation as to (is such is the case) why such a Director is being removed from such office.

In these regards, the Board criteria is always with the objective of advancing the best interests of the Association.

F. Regular Meetings

Regular quarterly meetings of the Board of Directors of the Association shall be held each year at such time, day and place as shall be designated by the Board of Directors for the purpose of transacting such business as may come before the meetings.

1. The Board of Directors may, by resolution, provide the holding of additional meetings.
2. The Board of Directors may participate in a meeting by means of conference calls or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting.

G. Special Meetings

Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting Directors then in Office, to be held at such time, day and place as shall be designated in the notice of the meeting. Such special meetings may occur in a conference call format to ensure that debate and full discussion occur with a quorum of Board members.

H. Notice

Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten (10) days prior to the date of the meeting sent by mail, e-mail, and/or telephone to each Director at his or her address as shown by the records of the Association.

The purpose or purposes for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

1. If given by mail, notice shall be deemed to be delivered when deposited in an official receptacle of the USPS in a sealed envelope, properly addressed, with prepaid postage affixed.
2. If given by facsimile, email, or other means of electronic communication, notice shall be deemed to be delivered when faxed, emailed, or otherwise sent by electronic means.
3. If given by telephone, notice shall be deemed to be delivered when a Director is reached in person or a message is left on a Director's answering machine or voicemail.

I. Quorum

Fifty-one percent (51%) of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of Directors is present at such meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

J. Manner of Acting

The affirmative vote of a majority of the Directors present and voting at a meeting of the Board of Directors at the time of such vote, if a quorum is then present, shall be the act of the Board of Directors, unless a greater proportion is required by these Bylaws, or applicable law. The affirmative vote of a majority of the members present in person or represented by proxy entitled to cast votes at a meeting at which a quorum is present shall be the act of the membership of the Association.

Proxy votes need to be in writing prior to the scheduled meetings and submitted to the Secretary.

K. Compensation

Directors shall not receive any compensation for their services as members of the Board of Directors. The Board of Directors may authorize payment by the Association of the expenses of Directors for attendance at regular or special meeting of the Board.

L. Liability of Directors

A Director 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 Director by the Association if such Director

1. Acted in accordance with his or her good faith judgment of the best interests of the Association; or
2. Unless such Director has knowledge or information concerning the matter in question that makes reliance unwarranted, if such Director relied upon information, opinions, reports, or statements prepared or presented by
 - a. One or more officers of the Association whom the Director believes, in good faith, to be reliable and competent in the matters presented; or
 - b. Legal counsel, public accountants, or other persons as to matters the Director believes, in good faith, are within the person's professional or expert competence; or
 - c. A team of the Board of Directors of which such Director is not a member if the Director believes, in good faith, that the committee merits confidence.

ARTICLE V: OFFICERS

A. Officers

The offices of the Association will consist of a President, a President-Elect, a Secretary, and a Treasurer. One person may not simultaneously hold more than one office.

Each Officer shall have

1. A minimum of two (2) years' experience as an active member of the Board of Directors and
2. Be in good standing with his or her professional membership

B. Qualifications and Election of Officers

1. The President-Elect shall assume office following the termination of his or her predecessor's term in office at the conclusion of his or her term as President-Elect of the Association
2. The President-Elect, Secretary, and Treasurer of the Association shall be elected by the voting members of the Association at the annual meeting of the Association according to procedures approved by the Board of Directors.

3. The Board of Directors may, in its discretion, adopt other and further qualifications for officers in its Policies and Procedures manual, without approval of the membership.

C. Term of Office

The officers of the Association shall be installed at the annual meeting following their election and shall hold office for two (2) years until the second (2nd) succeeding annual meeting or until their respective successors shall be duly elected and become qualified.

Said officers shall be eligible for reelection to the same office, except the offices of President and President-Elect. Notwithstanding the foregoing, no person shall be eligible to serve more than two (2) full terms in the same office. The exception to this is a one half (1/2) term or less when filling a vacancy. This partial term will not count towards the two (2) term limit.

D. Resignation

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

1. Violating any of the Bylaws
2. Engaging in conduct prejudicial to the best interests of the Association

Removal of an officer shall occur only when the Officer involved is first provided with

1. A written explanation of the allegations made against the Officer who is being considered for removal from office
2. Written notice of the date, time, and location of the meeting of the Board of Directors called for the purpose of hearing and/or acting on the allegations
3. An opportunity to appear before the Board of Directors or forward a written response in presentation of a defense to the allegations, no sooner than ten (10) days nor later than thirty (3) days after receipt of notice of the hearing
4. The notice shall be sent by certified or registered mail to the last known address of the Officer listed in the records of the Association no less than thirty (30) days prior to the date of the hearing

E. Vacancies

In the case of resignation of an officer of the Association other than the President, or if for any other reason, including ineligibility or removal, an officer other than the President is unable to complete his or her term, the Board of Directors shall elect a successor to complete the unexpired term.

In the event of a vacancy in the office of the President, the President-Elect shall automatically assume the duties of the President 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 of a vacancy in the office of the President-Elect, even though a successor has been appointed by the Board of Directors as described above, a successor President-Elect shall nevertheless be duly elected by the membership at the next annual meeting of the Association.

F. President

The President 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:

1. Being the chief executive officer of the Association,

2. Preparation of the agenda for the annual meeting and other regular meetings, and
3. Having general knowledge and responsibility for supervision of the business of the Association.

Notwithstanding the foregoing, the President of the Association shall have the following specific powers and duties:

1. He or she shall be a member of and Chair the Board of Directors, shall prepare the agenda for the meetings of the Board, and shall preside at all meetings of the Board and the Association.
2. He or she shall annually appoint such standing or special teams, committees, subcommittees and divisions as may be required by the Bylaws or as he or she may find necessary, and shall be an ex-officio member without vote, as the appointment shall state, of all committees of the Association.
3. In the event of a tie vote on any matter pending before the Board of Directors, the President may cast the deciding vote.
4. The President shall also perform such other duties as the Board of Directors may, from time to time, designate.
5. He or she shall submit in writing a State of the Association report for the preceding year at the annual meeting; said report to be developed in concert with the Board of Directors.
6. He or she shall appoint a liaison to the West Virginia Certification Board for Addiction and Prevention Professionals. The Past President shall act in this position.
7. He or she may sign checks paid said expenses. He or she shall give notice to the Treasurer and the President-Elect of the amount, date, and number of the check, as well as the reason for writing it.

G. President-Elect

The President-Elect shall

1. Perform all duties incumbent upon the President during the absence or disability of the President
2. Prepare for his or her succeeding term as President, and
3. Perform such other duties as the Board of Directors and the President may, from time to time, designate.

H. Immediate Past President

The Immediate Past President shall

1. Serve as an ex-officio member of the Board of Directors and
2. Serve as liaison to the West Virginia Certification Board for Addiction and Prevention Professionals, and
3. Shall perform such other duties as the Board of Directors or President may, from time to time, designate.

I. 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, and

1. He or she shall be responsible for developing and reviewing the fiscal policies of the Association and shall assist the Board of Directors in timely preparing annual budgets of expenditures, and
2. He or she shall ensure that an account is maintained of all monies received and expended for the use of the Association, and

3. He or she 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, and
4. The Board of Directors may authorize the Treasurer to invest said monies, or some portion thereof, in mutual funds, stocks, bonds, treasury bills or other government securities, or money market funds; provided that said investment is prudent and does not represent an unreasonable risk to said monies of the Association, and
5. He or she shall render a report of the finances of the Association at all meetings of the Board of Directors at the annual meeting of the Association, and/or whenever requested by the President, showing all receipts and expenditures for the current year, and
6. He or she shall prepare an annual financial statement and present it at the annual meeting of the Association, and
7. The Treasurer shall be responsible for the development, maintenance, and revision of the Board approved accounting procedures and protocol that will ensure internal financial control and accountability, and
 - a. Upon beginning his or her term, he or she shall solicit the services of a Certified Public Accountant or reputable accounting firm located with the State of West Virginia to conduct an independent audit of the Association's financial activities and internal accounting practices and process for the prior year, and
 - b. He or she shall, with the direction of the Resource and Development Team, hire the firm to do a review or audit a minimum of every three years and present to the Board of Directors the result of the audit (Refer to Article VI B3).
 - c. He or she is authorized to sign checks for the Association for all expenditures approved by the Board of Directors. Such authorization may be obtained by conference calls conducted by the President provided that the President reaches a quorum of Directors, and
 - d. The Treasurer and/or other officers of the Association shall be furnished a fidelity bond in such reasonable sum as the Board of Directors may, in its discretion, prescribe, and
 - e. He or she shall perform such other duties as the President may, from time to time, designate

J. 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, and

1. He or she shall attend all meetings of the Board of Directors and be responsible for keeping, preserving books of the Association and distributing true minutes of the proceedings of all such meetings, and
2. He or she shall ensure that all notices are given in accordance with the Bylaws, and
3. He or she shall perform such other duties as the President may, from time to time, designate.

ARTICLE VI: COMMITTEES AND TEAMS

A. Executive Committee

The Board of Directors is hereby authorized to appoint an Executive Committee composed of the officers of the Association specified in Article V of the Bylaws. Said committee shall ~~and~~ in the intervals between the meetings of the Board of Directors, act in the management of the business and affairs of the Association except the power to undertake any activities which the Board of Directors has expressly reserved for itself. A majority in number of the total number of members of

the Executive Committee shall constitute a quorum for the transaction of business. Special meetings of the Executive Committee may be called by any member, thereof, on one-day notice to the other members thereof. Meetings of the Executive Committee may be conducted by means of conference telephone or other similar communications equipment by means of which all persons participating by such means shall constitute presence in person at such meeting.

B. Finance and Resource Development Team

The Finance and Resource Development Team's primary responsibility is to monitor the financial well-being of the Association. The chair shall be the Treasurer of the Association. Duties of the Team include, but are not limited to:

1. Develop and review all fiscal policies in order to ensure internal financial control and accountability
2. Prepare and submit quarterly and annual financial reports
3. Solicit the services of a Certified Public Accountant or reputable accounting firm located within the State of West Virginia to conduct an independent review of the Association's financial status when requested or a minimum of every three (3) years. The CPA will do a simple review as they complete the appropriate tax forms yearly.
4. Solicit the services of a Certified Public Accountant or reputable accounting firm located within the State of West Virginia to assure taxes are filed each year as required by the 501(c)3 status.

C. Bylaws Team

The Team Leader of the Bylaws Team shall be appointed by the President with the approval of the Board of Directors. The Team shall review the Bylaws annually and propose changes as they become necessary.

D. Membership Team

The Team Leader of the Membership Team shall be appointed by the President with the approval of the Board of Directors. The Membership Team shall be charged with the development of programs for membership growth throughout the Association. The Team shall develop and implement a system to receive, review and verify all applications for membership and acceptance or rejection. It may recommend the names of suitable candidates for Honorary Membership.

E. Awards Team

The Team Leader of the Awards Team shall be appointed by the President, with approval of the Board of Directors. The Team shall develop and implement a nomination, selection, and notification procedure for all Association awards. The Team shall receive, review, and present to the Board of Directors for acceptance individuals nominated for awards.

F. Nominations and Elections Team

The Nominations and Elections Team shall be chaired by the Immediate Past-President. The Team shall develop procedures to govern the nominations and elections of officers and directors of the Association. Three (3) members of the Nominations and Elections Team shall not be members of the Board of Directors. The Team shall solicit one nominee for each of the offices to be filled at the regular election of the Association. Two months prior to the election, the Team shall cause the names of the nominees to be circulated among all the members of the Association. At that time, they will invite additional nominations. Nominations will close one month prior to the date of the elections. There will be no nominations from the floor. The Nominating Team shall solicit biographic

sketches of each of the nominees and present them to the membership at the annual meeting. The Team shall present the membership with a ballot of all nominees for each office arranged randomly. The Team will conduct the election and announce the results.

G. Peer Assistance Team

The Chair of the Peer Assistance Team shall be appointed by the President with the approval of the Board of Directors. The team shall be responsible for the continued development, implementation, and evaluation of a Peer Assistance Program so that addiction professionals who functioning is impaired due to chemical dependency or other physical or emotional impairments can receive assistance and thereby restore their functioning to a competent and professional level. The President will oversee the Peer Assistance Team if an issue arises.

H. Professional Development Team

The Professional Development Team shall support and conduct educational programs for the membership to include an annual conference, ethics workshops, and other regional or state-wide events that till develop the skill level of the membership and others interested in the addiction profession. The team shall generally serve to enhance and improve the quality of addiction professional education and training in the State of West Virginia.

I. Ethics Team

The Team Leader of the Ethics Team shall be appointed by the President with the approval of the Board of Directors. The Team shall be responsible for fostering compliance with the letter and spirit of the Code of Ethics of NAADA, the Association for Addiction Professionals, and for reviewing and resolving any charges or violations thereof. To this end, the Team shall have jurisdiction over all matters of violation of said code of ethics and of misconduct by members of the Association and shall thoroughly investigate such charges and shall make recommendations to the Board of Directors for appropriate action.

J. Public Policy Team

The Chair of the Public Policy Team shall be appointed by the President, with the approval of the Board of Directors. This team shall keep the Board of Directors informed of legislation pending before the United States Congress and state legislatures which is of interest to association members and develop proposed responses or plans of action for the Association. A separate fund shall be maintained by the Treasurer for PAC donations to support these activities.

K. Communications Team

The Team Leader of the Communications Team shall be appointed by the President with the approval of the Board of Directors. The Communications Team shall

1. Be responsible for the development and distribution of the WVAADAC newsletter "Professional Contact"
2. Publish the newsletter a minimum of twice yearly
3. Develop and maintain the WVAADAC website
4. Making recommendations to the Board of Directors regarding decisions referencing any media related issues pertaining to the Association or specifically to the development of the WVAADAC, Inc. Communication Plan

L. Other Committees

The President, with the approval of the Board of Directors, may create other teams or committees of the Association as he or she deems advisable, shall appoint their team leader or chairperson, and define their duties. Ad-hoc teams or committees shall be formed to deal with issues not specifically reserved for the standing teams or committees and shall be selected in the above described manner. An ad hoc tem or committee shall cease to exist when the task for which it was formed has been completed.

ARTICLE VII: FISCAL YEAL

The fiscal year of the Association shall commence on January 1 and terminate on December 31.

ARTICLE VIII: INDEMNIFICATION

- A. The Association shall be authorized to indemnify each member of the Board of Directors for 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 asserted 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, but only when the determination shall have been made judicially or in the matter herein provided that he or she acted on good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

This 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 of 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 each of its officers, 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.

- B. The Association shall be authorized to indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement. The Association directs its directors and officers to rely on all questions of law, on the advice of independent legal counsel.
- C. Every reference herein to a member of the Board of Directors or Officer of the Association shall include every director 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.

- D. The Board of Directors may purchase liability insurance or other insurance to an extent reasonably calculated to make feasible the intent and purpose of this Article.

ARTICLE IX: DISSOLUTION AND COMPENSATION

No Director, officer of, employee of, or member of a committee of, or a person connected with the Association, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Association. This shall not prevent the payment to any such person of such reasonable compensation or expenses involved in the execution of such services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors.

No such person or persons shall be entitled to share in the distribution of any of the Association and its advisories shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations consistent with the goals of the Association under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X: AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds majority vote of the eligible voting members present at any annual or special meeting of the Association, provided that a quorum is present.

- A. An amendment to be proposed at a meeting shall be mailed to each eligible voting member of the Association at least fourteen (14) days prior to the date of the meeting.
- B. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

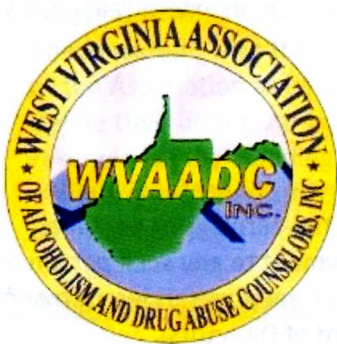
ARTICLE XI: PROMULGATION OF THE BYLAWS

The Bylaws shall be the foundation of all activities conducted by the Association in pursuit of its goals and objectives.

- A. The President of the Association shall establish sufficient policies and procedures to affect the daily conduct of the Association business.
- B. These policies and procedures shall be the domain of the President of the Association as approved by the Executive Committee acting on behalf of the Board of Directors.

ARTICLE XII: INCLUSION

Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof.



BYLAWS

OF THE WEST VIRGINIA ASSOCIATION OF ALCOHOLISM AND DRUG ABUSE COUNSELORS, INC.

Revised and accepted by the Board of Directors:

4-10-15

Date

Wanda Wyatt

President Signature

10 April 2015

Date

Melina Richmond

Secretary Signature

Revision accepted by Membership:

Date

Secretary Signature