

**BYLAWS  
OF  
SUBSTANCE ABUSE PROGRAM ADMINISTRATORS ASSOCIATION, INC.**

**AS AMENDED IN DRAFT FORM**

**ARTICLE I – NAME**

The name of this not-for-profit corporation is the Substance Abuse Program Administrators Association, Inc., organized and existing under the laws of the State of Tennessee. "Association" in these bylaws means the Substance Abuse Program Administrators Association, Inc.

**ARTICLE II – MISSION STATEMENT**

The Substance Abuse Program Administrators Association's mission is to establish, promote, and communicate the highest standards of quality and integrity in the substance abuse testing and prevention industry through education, training and the exchange of ideas.

**ARTICLE III – CORPORATE STRUCTURE**

The Association is organized as a corporation governed under the laws of the State of Tennessee and is registered as a foreign not-for-profit corporation doing business in the State of Florida. The Association is operated without profit to any of the Membership.

**ARTICLE IV – MISCELLANEOUS**

**SECTION 1. Fiscal Year.** The fiscal year of the Association is the calendar year.

**SECTION 2. Limitations on Liabilities.** No Membership Representative may obligate the Association except as authorized through action of the Board of Directors. Directors are not individually liable to any Membership Representative for any official act of the Association, except for acts that are malfeasance, committed intentionally, and beyond the scope of the Association.

**SECTION 3. Records.** The Association will keep a list of Memberships. The Association will maintain records in accordance with applicable law. The records of the Association will be kept as designated by the Board of Directors.

**ARTICLE V – COMPENSATION**

**SECTION 1. Services Provided by Membership Representatives.** Memberships or Membership Representatives may provide professional services to the Association. Such services are donated for the benefit of the Association and are not eligible for compensation unless approved in advance by the Board of Directors. Any recurring service must be approved by the Board of Directors at least annually.

**SECTION 2. Reimbursement of Expenses.** Actual out-of-pocket expenses may be reimbursed as approved by the Executive Director.

## ARTICLE VI – MEMBERSHIP

**SECTION 1. General Qualification.** Membership in the Association is limited to organizations, including sole proprietorships, who qualify for any type of Membership as defined in these bylaws. All Membership Representatives must abide by the SAPAA Code of Ethics.

**SECTION 2. Definition of Membership.** A Membership is an organization which pays dues to the Association in accordance with rates established by the Board of Directors. A Membership Representative is an individual listed as a representative of the Membership. A Lead Membership Representative is an individual designated by the Membership to receive administrative notices from the Association.

**SECTION 3. Membership Application and Acceptance.** An application for Membership is made to the Executive Director for approval. If matters of concern arise, the Executive Director will refer the application to the Executive Committee for further action. Applications for Membership must be on the designated Association membership form. Dues must accompany applications.

**SECTION 4. Types of Membership.** Memberships are either Voting or Non-Voting:

### VOTING

**Class A:** An organization with 6 or more employees with interest in the substance abuse testing and prevention industry;

**Class B:** An organization with 5 or fewer employees or a government or not-for-profit entity with interest in the substance abuse testing and prevention industry;

### NON-VOTING

**Retired:** Any individual previously listed as being a Membership Representative for a voting Membership but who no longer derives any income, including contractor and consulting income, relating to the substance abuse testing and prevention industry.

**Complimentary:** One-time trial Membership not to exceed three months for any organization primarily engaged in the substance abuse testing and prevention industry.

**SECTION 5. Voting Rights.** Voting Memberships have the right to vote in any matter requiring a vote of the Association.

**SECTION 6. Resignation.** A Membership may resign from the Association by giving written notice to the Executive Director. Prorated dues may be refunded upon request at the sole discretion of the Board of Directors.

**SECTION 7. Revocation of Membership.** Membership in the Association may be revoked for any reason detrimental to the Association by a vote of the Board of Directors.

**SECTION 8. Meetings of Membership.** Membership meetings will preferably be held in person, but, where necessary, Membership Representatives may participate by any means that allows for accurate roll call and for all participants to speak and hear each other.

**Subsection A. Annual Business Meetings.** An annual business meeting, at a date, time, and location determined by the Board of Directors, will be held for installation of the Board of Directors and transacting business as outlined on the meeting agenda. Notice of the meeting will be provided to Membership Representatives at least 30 days before the meeting.

**Subsection B. Special Meetings Requested by Membership.** Special meetings of the Membership may be called upon the request (written or electronic) of 1/3 of current voting Memberships to consider specific issue(s). A notice of a Special meeting, including agenda, is sent to Membership Representatives at least ten days before the meeting. No business other than that specified on the agenda is transacted at a Special meeting.

**Subsection C. Special Meetings Requested by the Board of Directors.** The Board of Directors may request a special meeting of the Membership to consider a specific issue(s). Notice of the meeting, including agenda, will be provided to Membership Representatives at least ten days before the meeting. No business other than that specified on the agenda is transacted.

**Subsection D. Waiver of Notice of Meetings.** Any meeting of the Membership may be held at any time and place designated by the Board of Directors, and any action may be taken at the meeting if notice is waived in writing by a 1/3 vote of the voting Membership.

**Subsection E. Quorum.** Those voting Memberships present at a meeting of the Association constitute a quorum for the transaction of business.

**Subsection F. Voting Process.** Any voting Membership of the Association is eligible to vote upon issues taken up at any Association business meeting. Each voting Membership is entitled to one vote. Votes may be held by electronic means as long such votes are made before a deadline proscribed for such vote.

## **ARTICLE VII – DUES AND ASSESSMENTS**

**SECTION 1. Dues.** Annual dues for all Memberships are determined by a 2/3 vote of the Board of Directors. Special assessments to meet extraordinary and necessary expenses may be levied on Memberships by unanimous vote of the Board of Directors.

**SECTION 2. Non-Payment of Dues.** Dues are payable on January 1<sup>st</sup> of each year. If payment is not received by March 31<sup>st</sup> of the same year, the Membership is removed from the Membership list. Membership may be reinstated by payment of the current active dues.

**SECTION 3. Waiver of Dues.** A Membership may have its annual dues waived by a 2/3 vote of the Board of Directors.

## **ARTICLE VIII – BOARD OF DIRECTORS**

**SECTION 1. Composition.** The Board of Directors consists of not less than four nor more than 14 Directors. The Executive Committee consists of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

**SECTION 2. Qualification.** Each Director of the Association is a Membership Representative of a voting Membership that has been a Membership for at least one year prior to the Board of Directors election.

**Subsection A. Single Membership Representation.** Only one Membership Representative for a Membership may serve on the Board of Directors at any given time. If a merger, acquisition, or transfer of employment causes a breach of this provision by previously qualified Directors, the Membership will inform the Board of Directions which Director will continue to serve. If the Board of Directors receives no notification, the most recently-elected of the affected Directors will resign from the Board of Directors. If the Directors were elected concurrently, the Board of Directors would use an objective method, such as drawing lots, to select the Director to resign. The Board of Directors may consent for the resigning Director to serve the remainder the term without voting rights.

**SECTION 3. Quorum.** In order to constitute a quorum at any meeting of the Board of Directors, at least 2/3 of the Directors must attend. If a quorum is not present, those in attendance may adjourn the meeting to a later time without notification of Membership, but not more than ten days later. In the absence of a President and President-Elect, the quorum present may choose a Director to preside over the meeting.

**SECTION 4. Election and Term.** Memberships elect Directors to the Board of Directors, and the Board of Directors convenes to determine Officers from eligible Directors. Directors will serve a term of 3 years, commencing with their installation at the Annual Meeting. Directors may serve for a maximum of nine years out of a 15-year period.

**SECTION 5. Removal of Directors.** Any Director, including Officers, may be removed either with or without cause at any time by a 2/3 vote of the Board of Directors at any meeting when there is a quorum present.

**SECTION 6. Filling Vacancies.** If a vacancy occurs on the Board of Directors, the position remains vacant until filled by a vote of the Membership in the next election.

**Subsection A. Vacancy of President.** In the event of a vacancy in the position of President, the President-Elect serves for the remainder of the term as President and then continues to serve as President for the previously designated term.

**Subsection B. Vacancy of President-Elect, Secretary, or Treasurer.** In the event of a vacancy of the President-Elect, Secretary, or Treasurer, the Board of Directors selects a candidate for the position from among the remaining eligible Directors. Upon approval of the candidate by a 2/3 vote of the Board of Directors, the candidate immediately assumes the position for the remainder of the term. The position of President-Elect is not considered vacated if the President-Elect fills the vacated position of President and serves concurrently as President and President-Elect, continuing as the President in the succeeding term.

## **SECTION 7. Nomination, Voting, and Election Process**

**Subsection A. Nomination.** At least 120 days before the Annual Meeting, the Board of Directors appoints a Nominating Committee of at least three Membership Representatives from voting Memberships, at least two of whom are Directors. The Nominating Committee reviews nominations for Directors to be elected in the next election.

At least 120 days before the Annual Meeting, the Executive Director issues a Call for Candidates through the Association's publications. The call requires a candidate to submit a written request for consideration using the designated form at least 60 days before the next Annual Meeting.

A Director eligible for re-election responds to the Call for Candidates if they wish to be nominated.

The Nominating Committee reviews candidates and determines if the candidate:

- Is a Membership Representative of a voting Membership that has been a Membership for at least one year prior to the election
- Does not have a publicly stated purpose that is contrary to the purpose of this Association.

The Nominating Committee, upon completion of a review of candidates, submits the list of qualified candidates to the Executive Director for preparation of the ballot. The ballot must be completed no later than 30 days before the Annual Meeting.

**Subsection B. Voting.** Each voting Membership has one vote to be cast by the Lead Membership Representative.

**Subsection C. Election Process.** At least 30 days before the Annual Meeting, an election ballot is sent electronically to all Lead Membership Representative of voting Memberships. A third-party election provider certifies the election results to be accurate and representative of the votes.

**SECTION 8. Duties of Board of Directors.** The duties and powers of the Board of Directors of the Association are:

**Subsection A. President.**

- The President presides and facilitates at meetings of the Association and the Board of Directors, and is an ex-officio member of all committees.
- The President also, at the annual meeting of the Association and such other times as deemed appropriate, communicates to the Association or to the Board of Directors matters and suggestions to promote the Association and performs other duties incident to the office of the President.
- The President holds the position of Executive Director during any period it is vacant.
- The President votes only to break a tie vote during a Board of Directors meeting.

**Subsection B. President-Elect.**

- The President-Elect presides over and facilitates at meetings of the Association and the Board of Directors in the President's absence.
- Upon completion of the term of office of President-Elect, the President-Elect assumes the office of the President.

**Subsection C. Secretary.**

- The Secretary maintains records of all official proceedings in conjunction with the Executive Director.

**Subsection D. Treasurer.**

- The Treasurer has responsibility for all financial affairs of the Association.
- The Treasurer submits monthly financial reports to the Board of Directors and reviews them at each Board of Directors meeting.
- The Treasurer presents a review of all financial reports to Membership at the Annual Meeting.

**Subsection E. Immediate Past President.**

- The Immediate Past President serves as an advisor to the President and is an ex-officio member of all committees.
- The Immediate Past President will not have the right to vote unless also a Director.

**Subsection F. Directors**

- Directors, even if serving as an Officer, act as the governing body of the Association and transact the business of the Association, except where reserved to the Membership by these bylaws.
- Directors appoint ad hoc committees and task forces and establish the general policies of the association.
- Directors receive and act upon reports of all standing and ad hoc committees.

**SECTION 9. Notification of Board of Director Meetings.** Notification of all regular and special Board of Directors meetings are sent to Directors at least 30 days before the meeting, and notices of special meetings are sent at least five days before the meeting.

**Subsection A. Notification of Board of Directors Meetings to Membership.** Notice of all regular meetings are sent to Membership Representatives, along with the meeting's proposed agenda, at least 20 days before the scheduled meeting. All Board of Directors meetings are open for attendance of any current Membership Representative unless the Board has voted for an item on the agenda to be reviewed in an executive session. Should guests of the Board of Directors meeting be excused from the meeting for executive session, the business discussed is only the agenda item under review. If a Membership Representative wishes to participate in the meeting or submit an item for consideration on the agenda, the request must be made to the Executive Director at least ten days before the meeting. A Membership Representative's attendance at a Board of Directors meeting may be permissible by telephonic or electronic means, provided the capability is available.

**SECTION 10. Board of Directors Meetings.** Meetings of the Board of Directors are held as determined by the Board, with a minimum of one meeting being held each year and a minimum of one meeting being held in person. Where necessary, Directors may participate utilizing telephonic or electronic means where all persons participating can hear each other and participate in the meeting. The ability to participate will constitute presence of the Director at such meetings.

**Subsection A. Special Meetings of the Board of Directors.** The President may, when deemed necessary, issue a call for a special meeting, or if a request is made in writing by a minimum of five Directors.

## ARTICLE IX – COMMITTEES

**SECTION 1. Composition.** All current Membership Representatives may request to serve on a committee by responding to the Association's Call for Volunteers. At the first meeting of the Board of Directors after each Annual Meeting, the Board of Directors establishes any such new ad hoc committees deemed necessary. Task forces may be formed as needed with approval from the Board of Directors.

**Subsection A. Appointment of Committee Chairs.** At the first meeting of the Board of Directors after each Annual Meeting, the President, subject to Board approval, appoints a chairperson of each committee. The chairperson must be a Membership Representative of a voting membership and holds office for a term of one year, and may be reappointed at the discretion of the President.

**Subsection B. Dissolution and Removal from Office.** The Board of Directors has the power, at any time, to dissolve any committee or task force and to remove a Membership Representative from any committee or task force.

**SECTION 2. Responsibilities.** Committees are established by the Board of Directors to carry out the business of the Association. Each committee has a charter that directs its purpose, structure, tasks, timeline, administration, and quorum requirement. The committee cannot act at its discretion other than in the performance of the chartered tasks. The committee always functions at the direction and discretion of the Board of Directors.

**SECTION 3. Standing Committees.** Standing committees are defined as permanent committees that meet regularly. Current standing committees of the Association are the Conference Committee, International Committee, Membership Committee, Training Institute Committee, Nominating Committee, and Government Relations Committee.

**SECTION 4. Ad Hoc Committees.** Ad hoc committees may be formed to perform a specific task. Current ad hoc committees are Budget/Finance Committee and Search Committee. These Committees are inactive unless formed by the President for a specific function.

**SECTION 5. Task Forces.** Task forces may be appointed by the President to accomplish specific objectives which may be beyond the scope and purpose of any committee. All task forces terminate upon the completion of its assigned work.

## ARTICLE X – MANAGEMENT

**SECTION 1. Executive Director Duties.** The Board of Directors may appoint and hire an Executive Director and defines and supervises the duties of the Executive Director. The Executive Director handles all day-to-day responsibilities of the Association, including carrying out the Association's goals and policies, and serves as an ex-officio member of the Board of Directors and all committees and task forces. The Executive Director attends all Board of Directors Meetings, reports on the progress of the Association, answers questions of the Board of Directors, and carries out the duties described in the job description. The Board of Directors can designate other duties as necessary.

**SECTION 2. Search Process.** Upon vacancy of the position of Executive Director, the Search Committee is formed by the President to begin recruiting for the position. The President appoints Membership Representatives to this committee to carry out the candidate interviewing process.

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

Robert's Rules of Order governs all meetings of the Association when not in conflict with these bylaws.

## **ARTICLE XII – AMENDMENTS OF BYLAWS**

Proposed amendments to the bylaws are approved by a 2/3 vote of the Board of Directors. The amended bylaws are then ratified by a 2/3 affirmative vote of the total number of ballots cast by Voting Memberships.

## **APPENDIX – AMENDMENTS**

As adopted May 17, 1992  
As amended August 15, 1992  
As amended April 5, 1995  
As amended October 26, 1995  
As amended May 9, 1996  
As amended May 29, 1997  
As amended May 28, 1998  
As amended May 9, 2005  
As amended September 21, 2005  
As amended October 18, 2012  
As amended September 26, 2018