

MISSOURI ADDICTION COUNSELORS ASSOCIATION
CONSTITUTION

Revised December 2008

ARTICLE I

NAME

Section 1 - The name of this Organization shall be the Missouri Addiction Counselors Association (M.A.C.A.).

ARTICLE II

LOCATION

Section 1 - The principle office is located in the Office of the Executive Secretary residing at 4809 Green Acres Rd. St Joseph, Mo 64506.

ARTICLE III

PURPOSE

Section 1 - This Corporation is organized exclusively for promoting the advancement and enhancement of the professional status of Addiction Counselors both in the State of Missouri and nationally within the meaning of Section 501(c) 3 of the Internal Revenue Code through charitable, educational, religious, or scientific purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

NON-PROFIT

Section 1 - The Association shall not have any corporate stocks and shall not be conducted for profit. It is a non-profit organization. It shall have the right to collect dues and levy assessments and do any other activities incidental to carrying out the purpose of the association. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE V

DISSOLUTION

Section 1 – Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by the Court of Commons of the County in which the principal office of the corporation is then

located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

MEMBERSHIP

Section 1 - Membership in the Association is extended to all interested persons and is available in Five Classifications: Professional, Associate, Agency, Student and Retired. This Board of Directors shall be empowered to set the criteria for determining Missouri Addiction Counselors Association member qualifications and to establish other classes of membership as it deems to be in the best interest of the Association.

ARTICLE VII

DUES - ASSESSMENTS

Section 1 - The Board of Directors shall regulate dues and special assessments needed to carry out the purpose of the Association.

ARTICLE VIII

OFFICERS AND DIRECTORS

Section 1 - The Executive Board shall consist of three Members: President, Vice President, and Secretary/Treasurer and elected by the Membership-At-Large. The President of the Association shall serve as Chairperson of the Board of Directors.

Section 2 - The Board of Directors shall consist of ten (10) Members: one qualified Association Member from each of five Regions (Central, Northern, Western, Eastern, and Southern, the immediate Past-President, and the three members of the Executive Board, and one Representative of the Missouri Substance Abuse Professional Credentialing Board. All Board Members must be certified or recognized by the Missouri Substance Abuse Professional Credentialing Board (MSAPCB), The Association for Addiction Professionals or be qualified professionals as defined by the State of Missouri. In the event that fewer than two qualified candidates from any region are nominated or accept nomination, the candidate(s) from any borderline region who was not elected but has the highest number of votes of bordering region candidates who were not elected shall represent that region.

Section 3 - A representative of the Missouri Substance Abuse Professional Credentialing Board, Inc. (appointed by MSAPCB) shall be a member of the MACA Board of Directors with full voting rights. This representative shall either be the President of MSAPCB or her/his designee.

Section 4 - The MACA President shall appoint a representative to the Missouri Substance Abuse Professional Credentialing Board, Inc. The representative must be a Missouri Addictions Counselors Association member in good standing.

ARTICLE IX

MEETINGS

Section 1 - The semi-annual General Membership meetings of the Missouri Addiction Counselors Association shall be held at a time and place designated by the Board of Directors. Other meetings of the Membership may be called by a majority of the Board of Directors. Notice will be sent to all members at least one month prior to any meeting.

Section 2 - The Board of Directors shall meet at least four times per year. An emergency session may be called by the President of the Association at any time or by a quorum of the Board of Directors. The presence of at least two members of the Executive Board and four other members of the Board of Directors shall constitute a quorum at such emergency meetings. A total of six (6) or more will constitute a quorum at all regularly scheduled Board of Directors' meetings. Written notice will be sent to the appropriate Member and/or Board Members prior to the date of a regularly scheduled Board meeting.

ARTICLE X

AMENDMENTS

Section 1 - This Constitution may be amended by a two-thirds vote of the active Board Members present and voting.

MISSOURI ADDICTION COUNSELORS ASSOCIATION
BY-LAWS
Revised December 2008

ARTICLE I

GOALS

Section 1 – Seek to advance the discipline and professionalism of addictions treatment and promote the advancement and enhancement of the professional status of Addiction Counselors in the State of Missouri.

Section 2 – Conduct and foster programs of education in the field of addictions counseling.

Section 3 - Promote sound counseling practices.

Section 4 - Improve the qualifications and effectiveness of professionals through support of certification, education and adherence to professional and ethical conduct codes.

Section 5 - Provide a minimum of at least two training/workshop sessions per year.

Section 6 - Cooperate with all official and voluntary health, welfare, education and rehabilitative agencies concerned with the reduction, prevention and treatment of chemical addictions.

ARTICLE II

MEMBERSHIP CLASSIFICATIONS/QUALIFICATIONS

Section 1 – **Professional Membership** is open to persons interested in or employed in the work of counseling or related Substance Abuse fields in an Administrative, Clinical or Educational capacity. Professional Members may actively participate in the Association, hold Office, serve on Committees and have full voting rights. Professional members will be expected to uphold the aims and actions of the Association and abide by the MACA Codes of Ethics. (It is not a requirement that Professional Members be certified in Addictions.)

Section 2 - **Associate Membership** is open to persons with an interest in Substance Abuse and the aims of the Association, but not qualified for Professional or Student Membership and not yet certified by MSAPCB as a Certified Substance Abuse Counselor. Associate Members will be expected to uphold the aims and the actions of the Association and abide by the MACA Codes of Ethics. Associate Members may actively participate in the Association, hold Office, serve on Committees and have full voting rights. Associate Members must inform the MACA Board of Directors when they qualify for and wish to apply for Professional Membership status.

Section 3 - **Agency Membership** is open to those Associations, Organizations, Institutions, and Agencies wishing to support the purpose, objectives and actions of the Association. Each Agency Member is entitled to designate one representative who may vote and serve on committees, but not hold office.

Section 4 - **Student Membership** shall be open to individuals who are full-time (9 hours minimum) students at an accredited college of university or students involved full-time or part-time in internships. Student Membership is limited to four 1-year membership terms, as monitored by MACA. Student Membership is open to both new and renewing Members. Student Members are expected to uphold the aims and actions of the Association and abide by the MACA Codes of Ethics. Student Members may actively participate in the Association, hold Office, serve on Committees and have full voting rights. Student Members shall be required to present documentation of "student-status" to MACA.

Section 5. - **Retired Membership** shall be open to individuals who are retired from working in addiction counseling or related fields, and who is interested in supporting the addiction focused profession. (It is not required for the Retired Member to have been certified in Addictions) Retired Members may actively participate in the Association, hold office, serve on Committees, and have full voting rights.

Section 6 - All persons accepted upon the submittal of a valid application and payment of annual membership dues shall be considered Professional, Associate, Agency, Student or Retired Members and shall enjoy their respective Membership rights.

Section 7 - The acceptance and classification of individual applicants, including the re-evaluation and re-classification of individual Members, shall be the sole responsibility of the Membership Committee.

Section 8 - Disqualification of Membership shall be determined by the Ethics Committee. This Committee shall be responsible for determining the specific guidelines within these general guidelines:

Behavior that discredits the aims and purposes of the Association and/or violation of the Code of Ethics by any Members shall be sufficient grounds for revocation of Membership by the Board of Directors with the recommendation of the Ethics Committee.

ARTICLE III

COMMITTEES

Section 1 - The Association shall have the following STANDING COMMITTEES:

- A. Membership
- B. Training and Education
- C. Ethics - including the Professional Conduct Advisory Sub-Committee
- D. Constitution and By-Laws

Section 2 - The Newsletter Committee will be the Associations SPECIAL COMMITTEE.

Section 3 - All Committees shall be appointed by the President with the advisement of the Board of Directors. Each Committee shall consist of at least one Board Member and two or more Professional, Associate, or Student members.

Section 4 - The following shall represent the responsibilities of each Committee:

- A. **Membership Committee** - The Membership Chairperson shall present ideas for recruiting new members and encouraging enthusiasm within the membership. The Membership Committee shall also have responsibility of obtaining, maintaining and determining credentials of applicants. Membership Chairperson shall aid in the recruitment of new members, provide information of the Association to anyone who requests it and furnish an updated copy of the Membership Roster to any Member of the Association whenever the Board of Directors shall direct. The Membership Committee will also update the Membership Roster annually and make it available to any MACA Member upon request.
- B. **Training and Education Committee** - shall plan in-service conferences, meetings and educational experiences during the year, as well as a program for the annual meeting. Final authority for programs, conferences, and meetings will rest with the Board of Directors. This Committee shall be responsible for applying the appropriate continuing education units (contact hours) and for developing promotional materials concerning training.
- C. **Ethics Committee** - The Association shall maintain a committee to provide ongoing input to the Board on ethical issues which may affect the membership, consult regarding training in ethics and serve as a resource to the membership regarding ethical issues. The Ethics Committee shall receive violation reports and determine if there has been violation of the Association's Code of Ethics and recommend appropriate action to the Board of Directors.

The **Professional Conduct Advisory Sub-Committee:**

shall up-hold the ethical standards of the profession of addiction counseling for the greater good of the clients, the counseling profession and the individual counselor by assisting members in identifying, clarifying, and resolving ethical conflict situations and providing technical assistance to members in responding to allegations of ethical violations.

shall consist of the Chairperson and six Professional members

shall be chaired by a member of the Board of Directors.

shall consist of MACA members, approved by the Board of Directors.

- D. **Constitution and By-Laws Committee** - shall meet periodically and review the Constitution and By-Laws of the Association and report to the Board recommended changes and amendments for presentation to the general Membership.
- E. **Newsletter Committee** - Intra-Association communication will be promoted by publication of a Newsletter on at least a quarterly basis. All members of the Association shall be considered members of this committee as their ongoing input to the publication and feed back concerning its effectiveness are essential to its success. The President of the Association shall give final approval of Newsletter before publication. The Chairman of the Newsletter Committee, working with the Executive Secretary, shall be responsible for actual editing and publication.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - Officers and Members of the Board of Directors shall be elected from the Association Membership for a term of two years. Officers and Members of the Board of Directors shall have held Membership in the Association for at least two years before being eligible for office. The only exception shall be the Representative from the MSAPCB Board of Directors, as defined in the MACA Constitution, Article IX, Section 3. Officers shall consist of the President, the Vice-President, and the Secretary/Treasurer.

- A) Nominations for Officers and Board of Directors shall be solicited by mail from the Membership-At-Large from September 1st of each election year until one week after the Fall Conference. Nomination Forms will be mailed with the Fall Conference information package.
- B) Nominations shall be accepted from the floor during the General Meeting at the Fall Conference during each election year.
- C) A confirmation of willingness to serve will be submitted by willing nominee within seven (7) days following the Fall Conference. Standardized information, including a biography (not to exceed 1/2 page of standardized type) will be submitted to the Executive Secretary within seven (7) calendar days after the Fall Conference.
- D) This information will be disseminated to all Members, with accompanying ballots, within five weeks of the Fall Conference date.
- E) Ballots are to be returned, postmarked within fourteen days of the mailing.
- F) An Independent Agent will tally the ballots and notify the Executive Secretary of the results by December 20th.
- G) The Executive Secretary will notify the nominees of their post-election status by January 5th.
- H) The Executive Secretary will oversee that the election results are published in the post-election M.A.C.A. Newsletter.

Section 2 - No Officer shall hold the same office for more than two consecutive terms.

Section 3 - Officers and Members of the Board of Directors shall assume their respective duties at the first regularly scheduled Board Meeting in January following the elections.

Section 4 - No member of the Board of Directors shall be allowed to retain office if, in the judgment of the Ethics Committee, he/she assumes irresponsible behavior that jeopardizes his/her ability to perform as a Member of the Association.

Section 5 - For any official action of the Board of Directors a quorum shall consist of at least six (6) Board Members, either present at the meeting or represented by a duly authorized proxy statement that has been filed previously. Each member representing a proxy or proxies may vote those proxies. The President votes only in case of a tie. The President cannot be named to vote any member's proxy. If a closely divided issue is brought before the Board and it is necessary to use a proxy to make a quorum, the proxy will be used and that person contacted by telephone within 48 hours to confirm the proxy vote.

Section 6 - Vacancies occurring on the Board of Directors will be filled to serve the remainder of the term by election at the next regularly scheduled meeting of the Board of Directors. Vacancies are to be filled by the previous election's runners-up in order of total votes received during that election. In

the event that runners-up options are exhausted, the Board shall elect willing replacements with a simple majority at the first regularly scheduled meeting following the discovery of the vacancy.

Section 7 – Any two unexcused absences from either regularly scheduled and duly called meetings or Business Meetings held during the Spring and Fall Conferences, of the Board of Directors, within a calendar year will result in automatic termination. An excused absence requires notification to the President or another Board of Directors' member who will communicate the information to the President at the opening of the scheduled meeting.

ARTICLE V

DUTIES OF THE OFFICERS

Section 1 - The President shall preside at all regular and special meeting of the Association and the Board of Directors, represent the Association in any official capacity (or appoint someone to do so), and perform all such duties and possess all such powers as required for the supervision and management of the Association. The President shall be an ex-officio of all committees.

Section 2 - The Vice-President shall exercise all powers of the President in the event of the absence or inability of the President to serve and shall perform all other duties assigned to him/her by the President.

Section 3 - The Secretary/Treasurer shall be the custodian of all funds and shall be empowered to disburse moneys upon approval of the Executive Board or upon written order of the President (up to a limit of one hundred dollars for Presidential disbursement). A petty cash account of fifty dollars may be maintained which can be spent without the Executive Boards' prior approval. All checks will be signed by at least two of the following: President, Vice-President, Secretary/Treasurer and/or Executive Secretary. The Secretary/Treasurer shall be responsible for issuing a receipt for all membership dues paid to the Association in the form of a Certificate of Membership. A financial report shall be presented at all regular meetings by the Secretary/Treasurer or designee. An audit shall be conducted on a regular basis as directed by the Board of Directors. The Secretary/Treasurer may issue all calls to meetings and may be designated to keep accurate minutes of the meetings of the Board of Directors and the annual meetings.

Section 4 - An Executive Secretary may be employed by the Board of Directors to carry out all business as directed by the members of the Board of Directors. The Executive Secretary may be designated to keep accurate minutes of meetings of the Board of Directors and membership, issue all calls to meetings, act as custodian of funds, keep accurate Membership information and perform such other duties as directed.

ARTICLE VI

DUES

Section 1 - Membership dues for the Association shall be determined by the Board of Directors on an annual basis. Application for Membership should be accompanied by the annual membership dues. All dues paid by Members will be billed and collected by the State Association.

ARTICLE VII

MONEYS

Section 1 - All moneys shall be deposited in the name of the Association in a depository subject to approval by the Executive Board.

Section 2 - All checks or withdrawals on the account of the Association shall be signed in the name of the Association by two of the following: President, Vice-President, Secretary/Treasurer and/or Executive Secretary.

Section 3 - Any allotment over one-hundred dollars for any Committee must be approved by the Board of Directors.

Section 4 - Emergency expenditures by any Committee can be approved by either a phone vote and/or a mail ballot of the Board of Directors.

ARTICLE VIII

NOTABILITY AND INDEMNITY

Section 1 - Neither the Officers nor the Directors shall be individually liable for the debts, liabilities or obligations of the corporation.

Section 2 - The corporation shall indemnify any and all persons who serve or who have served as an Officer or Director of the Corporation and their respective heirs and personal representatives and assigns against any and all expenses and losses of any and every nature actually and necessarily paid, incurred or suffered by reason of their being or having been an Officer or Director, except in relation to matters as to which such person shall have been finally adjudged to have been guilty of factual fraud or willful misconduct in the performance of duty.

ARTICLE IX

AMENDMENTS

Section 1 - These By-Laws may be amended by a majority vote of the general Membership at one of the semi-annual meetings.

Section 2 - Written notice of any proposed amendments to these By-Laws shall be furnished to all Membership at least 30 days prior to the semi-annual meeting.

Section 3 - If the proposed amendment(s) has not been mailed at least 30 days previous to the semi-annual meeting, a two-thirds majority vote of the active eligible Members present will be needed to pass the proposed amendment(s).

ARTICLE X

PROCEDURE

Section 1 - Any rules of Parliamentary Order not covered by this Constitution or By-Laws shall be governed by the latest edition of "Robert's Rules of Order".