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ARTICLE I – NAME

Section 1. The name of this Association shall be the Washington State Association of Independent Outpatient Programs, Inc., hereafter called the Association.

ARTICLE II – PURPOSE

Section 2. The purpose of this Association is to provide a forum for independent outpatient chemical dependency treatment providers whereby common interests and concerns can be discussed. The forum is organized for the purposes as may qualify it as exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The objective of the forum is to bring about better communications among outpatient treatment providers and between the Association and other professional organizations and regulatory entities. The Association exists to create a voice on policy regarding outpatient treatment services; to recommend guidelines and standards for chemical dependency outpatient treatment organizations, programs and personnel; and to take whatever actions deemed necessary to improve the effectiveness of provision of outpatient services on behalf of the chemically dependent and their families.

ARTICLE III – MEMBERSHIP

Section 1. Members of the Association shall be those organizations approved by the Washington State Division of Behavioral Health and Recovery (DBHR) to conduct chemical dependency treatment and education services as independent outpatient treatment programs

Section 2. “Independent outpatient treatment programs” means facilities that provide prevention, education, and/or treatment for chemical dependency. In the event of inpatient affiliation, the outpatient branch representative must have authority to act in behalf of the parent organization. Furthermore, the program’s parent organization, whose corporate offices are located in Washington State, must be the chemical dependency outpatient treatment program as delineated by WAC 388-805 (or corresponding provisions of any future Washington Administrative Code). Such agencies may be for profit or not for profit.

Section 3. Persons who are currently representative of member organizations, who retire or whose agencies no longer meet the criteria for membership, may belong to the organization as a Colleague Emeritus. These individuals would enjoy lifetime membership, without payment of dues, in recognition of the service they have provided to the association. These individuals may actively participate in all meetings/functions of the organization, but they may not vote or hold office.

Section 4. An organization may become a member by submitting to the Membership Committee an application form, a copy of their current Washington State Certificate of Approval and the required dues. Applications for membership will be reviewed by the Membership Committee and if all requirements are in order, will be submitted to the general membership at the next monthly meeting of the Association to be voted for final approval.

Section 5. Each member organization shall designate, in writing, one person who will be that organization’s voting representative to the Association. Each member organization may designate, in writing, one alternate representative to serve in the absence of the designated representative.

Section 6. Member organizations shall lose their membership in the Association in the event of one or more of the following:

* Loss of Washington State approval as an outpatient treatment provider
* Failure to pay annual membership dues
* Violation of the Association’s Code of Ethics
* Change in status that results in the member organization’s inability to meet original membership definitions as outlined in Article III, Sections 1 and 2.

ARTICLE IV – FINANCES

Section l. The dues of the Association shall be established by the regular membership each year, prior to the beginning or the next calendar year, on recommendations from the Membership and the Executive Committee.

Section 2. Annual dues must be paid each calendar year in order for the membership to remain active.

Section 3. Dues must be current for a member to be able to vote in an election. Voting on any other matter before the Association requires current month membership.

ARTICLE V – MEETINGS

Section 1. Meetings of the Association shall be scheduled to be held each month at times and places to be determined.

Section 2. The Executive Committee shall meet at a time and place to be determined by the President prior to the meeting date.

Section 3. The President or the Executive Committee may call special meetings of the entire membership. A special meeting must be called by the President when requested in writing by at least 25% of the membership; there shall be at least ten (10) days notice of special meetings.

Section 4. There shall be an Annual Meeting of the Association within the first quarter of the year or as determined by the Executive Committee, time and place to be set by the Executive Committee. The membership of the Association shall be notified of the Annual Meeting, time, and place, 60 days prior to the meeting date.

Section 5. A quorum shall be those members attending a scheduled meeting as published**.**

Section 6. A virtual or telephonic meeting must be scheduled and meet the requirement for meetings as defined in Sections 1. and in Section 3 of this Article except there shall be at least 3 working days notice of a virtual meeting. A telephonic meeting is conducted by telephone conference methods. A virtual meeting may use the Internet as a visual communication method which may or may not be accompanied by a telephone conference, or a virtual meeting may use other means such as a secure chat room on the Internet. If a virtual meeting is conducted via email, the President shall send emails to all members announcing the meeting requirements such as date and time, acknowledgment requirements if any, and meeting ending date and time. All virtual and telephonic meetings shall begin with a declaration by the President and a roll call by the Secretary. The secretary will provide minutes of all virtual meetings.

ARTICLE VI – ELECTIONS & REMOVAL FROM OFFICE

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Section 1. Officers shall be elected to serve for a period of two (2) years or until a successor is elected. Terms of office shall begin on Jan 1 of the following year of the election. No member shall hold more that one office at a time and no member shall be eligible to serve more than two (2) consecutive terms in the same office

Section 2. The Nominating Committee shall submit a proposed slate of officers to the active membership of the Association at the Annual Meeting (usually A majority of the active membership present is necessary to validate any election. Elections results will be announced at the Annual Meeting.

Section 3. All members of the Executive Committee with the exception of the Immediate Past president, shall, at the expiration of their term of office, turn over to their successors all money, property, paper, records and books of the Association that may be in their possession. The successors shall determine what, if any, of this material is necessary to the performance of their duties and shall relinquish any nonessential items and documents to the Historian.

Section 4. Any officer or member of the Executive Committee may be removed from office by a majority of the current membership polled through a mailed ballot as delineated in the election process above. Such action shall be initiated in writing signed by at least 25% of the current membership.

Section 5. An officer or other member of the Executive Committee automatically vacates his or her position upon a third consecutive unexcused absence from a regularly scheduled meeting of the Committee if, in the judgement of the Executive Committee, the best interests of the Association will be served thereby.

Section 6. Vacancies shall be filled by a nominations and votes at any meeting for officers and by appointment by the President for committee heads.

ARTICLE VII – OFFICERS

Section 1. Officers of the Association shall be President, First Vice President, Secretary, Treasurer and Immediate Past President. An Historian shall be appointed to serve the Association.

Section 2. Should the office of the President become vacant, the Vice President shall succeed immediately to the office of President, and the Immediate Past President will serve as Vice President until the next regularly scheduled meeting of the Association.

Section 3. Duties of the Officers

1. The President shall preside at all meetings of the Association and the Executive Committee. The President shall appoint the Chairpersons of all standing committees with the approval of the Executive Committee. The President may also establish additional committees from time to time, with the approval of the Executive Committee, to accomplish the work of the Association. The President shall be responsible for all official Association correspondence with the approval of the executive Committee and general membership. The President shall be an ex-officio member of all committees except the Nominating Committee and shall see that all committee chairpersons report to the President and the Executive Committee.
2. The Vice President shall perform the duties of the President in the President’s absence or if any vacancy in that office occurs, and shall undertake such other responsibilities as the Association or the Executive Committee may assign.
3. The Secretary shall maintain all current year records and documents of the Association except for the financial records. The Secretary shall be responsible for sending notices of regular and Executive Committee meeting, complete with agenda, to be received by all current members of the Association at least seven (7) days prior to regularly scheduled monthly meetings and at least 60 days prior to the Annual Meeting. The Secretary shall maintain a record of the proceedings of all meetings of the Association and the Executive Committee. Minutes of all regular monthly meetings and the Annual Meeting shall be mailed to all current members in a timely manner.
4. The Treasurer shall monitor all revenues and expenditures of the Association and shall be responsible for the maintenance of complete and accurate financial accounts. The Treasurer shall, before each the regularly scheduled meetings of the Association, prepare a written financial report and present such report at the meeting. The Treasurer shall close the books of the Association within thirty (30) days after the end of the fiscal year and shall present the closed books to the auditor designated by the Association, as applicable.
5. The Treasurer shall send notification to renew membership and schedule for payment of annual dues to each current member organization at least 30 days prior to the beginning of the calendar year. The Treasurer shall advise the Secretary of the timely payment or non-payment of dues of all new or renewing members. The Treasurer shall notify the President and Executive Committee of the failure of any member to remit annual dues in a timely manner.
6. The Historian shall be the custodian of all past records and documents of the Association, including, but not limited to minutes and agendas of all regularly scheduled monthly meetings, executive Committee meetings and special meetings, all incoming and outgoing correspondence, closed financial records, Association newsletters, articles or other media reports concerning the Association, and archival material generated by Association sponsored events. The Historian shall store all material in a safe place, catalog it by year, and make it available to the membership when requested.
7. The Immediate Past President shall undertake such responsibilities as the Executive Committee may assign.
8. ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of all elected officers, the Immediate Past President and the Chairpersons of all standing Committees. It is the intent of the Association that the Executive Committee ~~act~~ acts as the Board of Directors of the Association for all purposes of the Washington Non-Profit Corporation Act.

Section 2. The Executive Committee shall be chaired by the President of the Association and shall be responsible for the business and welfare of the Association. It shall act on behalf of the Association in all matters except those specified otherwise in these Bylaws. All actions of the Executive Committee shall be reported to the membership at the next regularly scheduled meeting of the association for appropriate action by the Association.

Section 3. A quorum of the Executive Committee shall be a majority of ~~it’s~~ its members.

Section 4. It is the intent of the Association that membership on the Executive Committee shall approximate the geographical distribution of the entire membership of the Association.

Section 5. An officer of the Executive Committee or a member of the Association shall not represent the Association by correspondence, contract, or verbal without prior approval by a quorum of the Executive Committee or membership.

ARTICLE IX – COMMITTEES

Section 1. A Nominating Committee of not less than three (3) members shall be elected by a majority of members in attendance at a meeting of the Association (quarterly General Membership Meeting or Executive Committee). No person shall serve on the Nominating Committee for two consecutive elections.

Section 2. A Legislative Committee of not less than three (3) members shall be established. The functions of the legislative Committee shall be to review all pieces of pending legislation that could affect independent outpatient treatment programs in any manner, submit a brief summary of such legislation to the Executive Committee and to the membership of the Association and suggest possible courses of action based on knowledge of legislative process.

Section 3. Additional committees may be created by the Association, the Executive Committee or by the President. Unless specified otherwise in these Bylaws or in the action that created the committee, committee heads shall be appointed by the President.

ARTICLE X – INDEMNIFICATION OF OFFICERS, DIRECTOR, EMPLOYEES AND AGENTS

Section 1. To the full extent permitted by the Washington Non-Profit Corporation Act, the Association may indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suite or proceeding by reason of the fact that he or she is or was a director, officer, committee member or agent of the Association, against expenses, including attorney’s fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; and the Executive Committee may , at any time, approve indemnification of any other person which the Association has the power to indemnify under the Washington Non-Profit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE XI – AMENDMENTS

Section 1. Amendments to these Bylaws shall be by two-thirds vote of the members of the association present and voting at a regular and/or special meeting of the Association. Amendments shall be written and copies submitted to the membership at any meeting. Such amendments may be considered no earlier than the following regularly scheduled meeting.