

# **CRISIS INTERVENTION ASSOCIATION OF PENNSYLVANIA**

## **INCORPORATED BYLAWS**

**AMENDED, August 3, 2016**

### **ARTICLE I OFFICE AND SEAL**

Registered office of the Crisis Intervention Association of Pennsylvania shall be the mailing address of the Secretary of the Association. The Corporation may also have offices at such other places as the Board of Directors may, from time to time, appoint or that the activities of the corporation may require.

The corporation seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words, "Corporate Seal, Pennsylvania."

### **ARTICLE II PURPOSE**

The purpose of the organization is, "To open communication lines among crisis intervention programs and professionals through the organization of professional conferences and for the general advancement of the science and art of crisis intervention through various educational and training programs or other vehicles."

### **MISSION STATEMENT**

To promote and enhance quality crisis/disaster services for individuals, families and communities in Pennsylvania. The Association will provide a forum for open communication between crisis intervention providers, other mental health professionals and disaster responders statewide.

To become an advocate and provide a unified voice, both at the state and regional level to participate in the development of legislation and regulations which influence crisis intervention services.

To provide and promote opportunities for crisis intervention/disaster education, training and conferences.

### **ARTICLE III MEMBERS**

Membership shall be open to all persons interested in furthering the stated purpose and mission statement of the Association, to include persons and organizations such as but not limited to:

- a. Crisis Intervention Counselors
- b. Volunteer Hotlines
- c. Ambulance Groups
- d. Police Departments
- e. Non-Emergency MH/MR Workers
- f. Agencies and Programs
- g. Emergency Room Workers
- h. Students
- i. Other Human Services Emergency Workers
- j. County Office MH/MR Administrative Personnel
- k. Interested citizens/consumers
- l. Community Gatekeepers (clergy, M.D.'s etc.)
- m. Hospital Employees
- n. Emergency MH/MR and D&A workers
- o. Disaster Responders

INDIVIDUAL PRACTICING MEMBERS - An individual practicing member is one who is or has been employed in the field of crisis intervention. All individual practicing members shall be informed of and shall have the right to attend all meetings of the Association, and shall receive advisement of all projects, positions, and other Association activities. An individual practicing member can nominate and elect directors and officers of the Association and vote at meetings.

ORGANIZATIONAL MEMBERS – Organizational members shall be composed of any group of individuals formed for purposes compatible with the Association’s purpose. They shall share all rights, privileges and benefits granted to Individual practicing and associate members with the exception that each organizational membership shall be entitled to just one (1) vote no matter how many members are in the organization.

STUDENT MEMBERS – A student member is one who is enrolled in any institution of higher learning at the time of his or her application for membership. The student member will be granted all rights, privileges and benefits as are accorded to other members with the exception the Student members shall have no nominating or voting privileges whatsoever. Student members will pay discounted membership dues/conference fees as prescribed by the Board of Directors.

The Board of Directors shall establish and may periodically revise the annual dues, the various classifications of membership, and benefits of membership in the Association.

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, can suspend or expel a member for cause after an appropriate hearing and shall, by a simple majority vote of those present at a regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default of payment of any dues or assessments.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors shall, by affirmative vote of two-thirds of the members of the Board, reinstate its former member to membership upon such terms as the Board of Directors may deem appropriate. Membership in this Association is not transferable or assignable.

#### CODE OF CONDUCT

All members, officers, and volunteers of the Crisis Intervention Association of Pennsylvania should at all times uphold the governing bylaws of the CIAP and all other applicable laws and regulations. Act in the best interest of the Association as a whole, considering what is best for the Association, and avoiding bringing the Association into disrepute. Respect others confidentiality. Treat others with consideration and respect. Be aware of diversity, differing roles and boundaries, and avoid giving offense. Be supportive of the Association and its purpose, mission and goals.

## **ARTICLE IV BOARD OF DIRECTORS**

### SECTION ONE NUMBER AND COMPOSITION

The business and affairs of the Association shall be managed by its Board of Directors which shall consist of the four (4) elected officers of the Association, the immediate Past President, and one appointed delegate from each of the four Department of Public Welfare regions, specifically the central, Northeastern, Southeastern, and Western regions, all of who shall be members in good standing as evidenced by current paid annual membership dues. If a delegate cannot be appointed from an area, this vacant position will not count toward the number of members comprising the Board of Directors. The Board of Directors shall perform all acts of the Association in accordance with the law and these by-laws.

### SECTION TWO TERMS

There is no limit to the number of terms Board Members may serve except that Officers membership on the Board of Directors is limited to the two terms as described in Article V of these bylaws.

### SECTION THREE ATTENDANCE

Any Board Member, who misses two (2) consecutive, regular Board of Directors meetings without just cause, will be notified in writing, and will be automatically terminated from the Board after missing three (3) consecutive meetings unless the Board recommends continuation because such absence was due to extenuating circumstances. A board member may apply to the Board of Directors in writing for a leave of absence. Such requests will be accepted by a simple majority of all board members present at the meeting.

### SECTION FIVE VACANCIES

Interim vacancies for any cause shall be filled by the President within sixty (60) days of the vacancy.

## **ARTICLE V OFFICERS**

### SECTION ONE TITLES

The officers of the Association shall be the President, Vice-President, Secretary, Treasurer, and such other officers as the needs of the Association may require and the Board may designate.

### SECTION TWO TERMS AND VACANCIES

The Officers shall be elected by the general membership during the same month as the Annual Meeting is held, every fourth year. This election may be held by such means as determined by the Board of Directors. A slate of nominees will be accepted from the membership through the Membership Committee up to 30 days prior to the Annual Meeting; nominations after that time will not be considered. These nominations should be submitted in writing during a regular meeting, via electronic mail or regular mail. Officers shall serve a term of three (3) years or until their successors are duly elected and qualified. There is a consecutive two (2) term limit to the number of terms any officer may serve. After sitting out a term, a member can then serve another consecutive two terms if nominated and elected. This cycle can continue indefinitely.

Interim vacancies shall be filled for the unexpired term of office by the President and affirmative vote by simple majority of the remaining board members at the next regularly scheduled meeting.

Any officer may be removed by the Board of Directors by a vote of two-thirds majority of the Board of Directors whenever in its judgment; the best interest of the Association will be served by such removal. Any removal will be with out prejudice to the contract rights of any person so removed.

### SECTION THREE DUTIES

The President shall be the principal officer of the Association, presiding at all meetings of the Association's membership, the Board of Directors and the Executive Committee; he/she shall have general and active management of the affairs of the Association and shall see that all orders and resolutions of the board are carried into effect. He/she shall execute all Association business under the seal of the Association. He/she shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

The Vice-President shall exercise the powers of the President in the event of his/her absence or disability. The Vice-President shall automatically become the President in the event that the President resigns or is removed for cause by the Board of Directors and shall serve out the duration of the unexpired term. He/she shall perform all other functions as may be assigned by the President or directed by the Board of Directors.

The Secretary shall attend all sessions of the Board and Executive committee and act as clerk thereof and record all votes of the Association and minutes of all transactions in a book to be kept for that purpose. He/she shall give, or cause to be given notice of all meetings of the members and of the Board of Directors and the Executive Committee, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be.

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the monies of the Association in a separate account to the credit of the Association. He/she shall disburse funds as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at regular meetings of the Board, or whenever they may require it, and account of all transactions as Treasurer and of the financial condition of the Association. Any disbursement of funds over the amount of \$500.00 shall require an affirmative vote by a simple majority of all board members present at a regularly scheduled meeting. The Treasurer shall be required to file all necessary paperwork required by the IRS each year to maintain the Association's 501(c) (3) status.

### SECTION FOUR IMMEDIATE PAST-PRESIDENT

The immediate Past-President shall sit on the Executive Committee and the Board of Directors with full voice and vote regardless of tenure and shall perform such other functions as may be assigned by the President or by the Board. If the situation exists where there is no immediate Past-President, then the current president shall also function in this capacity and will have a total of two votes allowing him/her to cast the deciding vote in cases where the decision is evenly split.

## **ARTICLE VI COMMITTEES**

In addition to such committees as the Board of Directors may from time to time authorize, there shall be the following standing committees:

- Executive Committee
- Education/Conference Committee
- Membership

- Website/Marketing
- Bylaws

The president shall chair the Executive committee, the Chairs of all the other committees shall be appointed by the President. The respective committee chairs shall appoint all committee members, in consultation, if necessary, with the Executive Committee. One member of the Board of Directors shall sit on each committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Regional Delegates and Immediate Past President.

The Education/Conference Committee, Membership Committee, and Website/Marketing Committee shall be organized by its chair with a membership of sufficient number necessary to fulfill its responsibilities.

The Bylaws Committee shall be chaired by a volunteer member of the Board of Directors.

## **ARTICLE VII MEETINGS**

The Annual Meeting of the Association's membership shall be held at such a time and place as may be determined by the Board of Directors, so as to occur concurrently with the Annual Statewide Conference. Notice of the Annual Meeting shall be mailed/emailed to the members of the Association at least thirty (30) days prior to the meeting and shall include the nominations for the election of officers if an election year.

The Board of Directors shall meet at least three (4) times a year. One of these meetings shall be the Associations Annual Statewide Training Conference. Board meetings can occur either before or after regularly scheduled meetings at the discretion of the President.

The Executive Committee shall meet at the call of the President at a location determined by the President. The Executive Committee may invite others to this meeting as needed.

Special Board Meetings may be called at anytime by the President or by three board members. Advance written notice of the meeting shall include information as to the caller(s) and the purpose of the meeting and shall be mailed/ emailed at least fifteen (15) days prior to the date of such meeting. The Secretary shall fix the time and place for the meeting.

Special Membership Meetings may be called at any time, upon written request of at least five (5) members in good standing. The Secretary shall fix the time and place of said meeting within thirty (30) days of receipt of such request. Advance written notice as to the caller(s) and the purpose of the meeting shall be mailed/emailed at least (30) days prior to the date of such meeting.

Regular Meetings of the Association shall be held at least four (4) times a year. These meeting shall be held at a location determined by the Executive committee with the idea that a central location would best serve the needs of the Association in general.

## **ARTICLE VIII QUORUMS AND VOTING**

### **SECTION ONE MEMBERSHIP**

A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence of at least five (5) members of good standing shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or the Articles of

Incorporation. If a meeting cannot be organized because a quorum is not present, the meeting can still take place but any decisions that require a vote shall be postponed to the next regularly scheduled meeting with a quorum present.

No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Association. If, at any meeting, the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of that member's entitlement to vote.

The right of a member to vote and his/her right, title, and interest in or to the Association or its property, shall cease on the termination of his/her membership.

Voting may be by ballot, mail/email or any reasonable means determined by the Board of Directors.

#### SECTION TWO BOARD MEETINGS

At any meeting of the board, one half of the Directors currently in office shall constitute a quorum. Except if otherwise provided in these By-Laws, any business transacted at any meeting of the board at which a quorum is present, if proper business and the act of one half of the Directors currently in office, shall constitute an act of the Board of Directors.

#### SECTION THREE EXECUTIVE COMMITTEE

One-half of the current committee membership shall constitute a quorum for the conducting of proper business.

#### SECTION FOUR OTHER COMMITTEES

A majority of the members of the committee shall constitute a quorum and the act of a simple majority of the quorum present shall constitute an act of the committee.

### **ARTICLE IX AMENDMENTS**

These By-Laws may be amended by a simple majority vote of the members present at any regularly scheduled meeting of the Association providing however that a quorum is present and that notice of the substance of the amendment(s) as proposed shall have been presented at a prior duly constituted meeting of the Association. Recommendations for changes to the bylaws must first be presented to the bylaws committee for review. The committee shall then present the results of their review of the recommended changes at a regularly scheduled meeting.

### **ARTICLE X AMENDMENTS**

#### SECTION ONE FISCAL

The fiscal year of the Association shall run from July 1<sup>st</sup> to June 30<sup>th</sup>. The fiscal year cannot be changed for any reason.

#### SECTION TWO CHECKS

All checks, drafts, and orders for payment of money shall be signed by two officers.

#### SECTION THREE PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern all proceedings of the Association not provided for these By-Laws.

**SECTION FOUR ANNUAL REPORT AND PLAN**

Each year the Association's Officers shall prepare an Annual Report and Plan for presentation to the membership at the Annual Meeting. This plan shall include:

- A report of the previous year's activities and accomplishments.
- A Financial Statement.
- Projected short and long range goals for future Association Activities.

**ARTICLE XI  
DISSOLUTION OF THE ASSOCIATION**

Upon dissolution of the Association, The Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a 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 1954 or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Association 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.